

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



September 2, 2025

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

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

Scrip Code: 524200

NSE Symbol: VINATIORGA / Series: EQ

Dear Sir/Madam,

Sub: Notice of Thirty-Sixth Annual General Meeting, Annual Report FY 2024-25 and the Business Responsibility and Sustainability Report

This is further to our Letter dated August 28, 2025, conveying that the Thirty Sixth Annual General Meeting ("AGM") of the Members of the Company will be held on Friday, September 26, 2025, at 11.00 a.m. (IST) through Video Conferencing (VC)/other Audio-Visual Means (OAVM).

Pursuant to Regulation 34(1) and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the financial year 2024-25 including the Business Responsibility and Sustainability Report, along with the Notice of AGM, which are being sent through electronic mode to the Members of the Company, whose email IDs are registered with Depositories/ Company/ Registrar and Share Transfer Agent.

The Annual Report and Notice of AGM are also available on the website of the Company at www.vinatiorganics.com under "Financial Information" tab under "Investors" Section.

The Notice of AGM of the Company inter alia indicates the process and manner of remote e-voting/ evoting at the AGM and instructions for participation at the AGM through VC/OAVM.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Vinati Organics Limited**

Milind Wagh
Company Secretary/Compliance Officer

Encl: As above

Lote Works : Plot No. A-20, MIDC Industrial Area, Lote Parashuram 415 722 Tal. Khed, Dist. Ratnagiri, Maharashtra, India.
Phone : (02356) 273032 - 33 • **Fax**: 91-2356-272448 • **E-mail**: vinlote@vinatiorganics.com
Regd. Office & Mahad Works : B-12 & B-13/1, MIDC Industrial Area, Mahad 402 309, Dist. Raigad, Maharashtra, India.
Phone : (02145) 232013/14 • **Fax** : 91-2145-232010 • **E-mail**: vinmhd@vinatiorganics.com



VINATI ORGANICS LIMITED

CIN: L24116MH1989PLC052224

Registered Office: B-12 & B-13/1, MIDC Industrial Area, Mahad – 402 309, Dist. Raigad, Maharashtra.

Tel No.: 022-61240444/428, Fax No.: 022-61240438

Email: shares@vinatiorganics.com Website: www.vinatiorganics.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-SIXTH (36TH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VINATI ORGANICS LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, SEPTEMBER 26, 2025, AT 11:00 AM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone and Consolidated Financial Statements:

To consider and adopt:

- The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon; and
- The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 together with the Report of the Auditors thereon.

2. Declaration of Dividend:

To declare a final dividend of ₹ 7.50/- per equity share for the financial year ended March 31, 2025.

3. Re-appointment of Mr. Vinod Saraf as director, liable to retire by rotation:

To appoint a Director in place of Mr. Vinod Saraf (DIN: 00076708), who retires by rotation at this meeting and being eligible, offers himself for re-appointment in terms of Section 152(6) of the Companies Act, 2013.

SPECIAL BUSINESS:

4. Appointment of VKM & Associates as a Secretarial Auditor of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Audit Committee and the Board of Directors, M/s. VKM & Associates, Practising Company Secretaries (Certificate of Practice No.: 4279) be and are hereby appointed as Secretarial Auditors of the Company for a term of five (5) consecutive years with effect from Financial Year 2025-26 to Financial Year 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report, at such remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors, and the Board of Directors/ Audit Committee of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this Resolution."

5. Ratification of the remuneration of the Cost Auditors for the Financial Year 2025-26:

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force,



Notice (Contd.)

M/s. N. Ritesh & Associates, Cost Accountants (Firm Registration No. 100675), appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026, be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be

and is hereby authorised to take all such steps and to do all such acts, deeds, matters and things as may be necessary, desirable, or expedient to give effect to this resolution, including but not limited to filing of necessary forms and returns with the regulatory authorities, and to accept and carry out any modifications, alterations or amendments as may be required by such authorities in connection with the above resolution.”

Registered Office:

B-12 & B-13/1, MIDC Industrial Area,
Mahad – 402 309, Dist. Raigad, Maharashtra.
Tel No.: 022-61240444/428, Fax No.: 022-61240438
Email: shares@vinatiorganics.com
Website: www.vinatiorganics.com
CIN: L24116MH1989PLC052224
Mumbai, May 15, 2025

By Order of the Board of Directors

For **Vinati Organics Ltd.**

Milind Wagh

Sr. Vice President – Company Secretary
(ICSI Membership No. FCS: 7125)



Notice (Contd.)

NOTES:

Pursuant to General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013”, General Circular Nos. 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 the latest being 09/2024 dated September 19, 2024, in relation to “Clarification on holding of Annual General Meeting (‘AGM’) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” issued by the Ministry of Corporate Affairs from time to time, (collectively referred to as “**MCA Circulars**”), the Company is convening the 36th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

Further, the Securities and Exchange Board of India (SEBI), vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 (the “**SEBI Circulars**”) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”).

In compliance with the applicable provisions of the Companies Act, 2013 (“**the Act**”), the SEBI Listing Regulations and MCA Circulars, the 36th AGM of the Company is being held through VC/OAVM on Friday, September 26, 2025, at 11:00 a.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at B-12 & B-13/1, MIDC Industrial Area, Mahad – 402309, Dist. Raigad, Maharashtra.

The relative explanatory statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos. 4 and 5 above and the relevant details of the Director seeking reappointment as required by Regulation 36(3) of the Listing Regulations and as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are annexed to this Notice.

PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY

NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.

Institutional Shareholders / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its respective Board or Governing Body Resolution, Authorisation, etc., authorizing their representative to attend the 36th AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through its registered email address to vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in and shares@vinatiorganics.com.

Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.

In the case of joint holders attending the AGM, only such joint holders who are higher in the order of names will be entitled to vote.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

The Members can join the AGM through VC/OAVM, 30 minutes before the scheduled time of the commencement of the Meeting, by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited’s (NSDL) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available on a first come first served basis as per the MCA Circulars.

Pursuant to the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, accordingly the name of RTA of the Company is changed from Link Intime India Private Limited to MUFG Intime India Private Limited with effect from December 31, 2024.

The equity shares of the Company are listed at BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra and National Stock Exchange of India Limited, Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra. The Annual Listing Fee as prescribed has been paid to the above Stock Exchanges.



Notice (Contd.)

Record Date:

Pursuant to the provisions of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed **Friday, September 19, 2025** as the **“Record Date”** for determining the entitlement of Members for payment of Dividend for the Financial Year (FY) ended on March 31, 2025, if approved at the AGM.

Members are requested to intimate to the Company or its RTA or the concerned DPs, the changes, if any, in their registered addresses, quoting their Folio Numbers/ or their client ID number with DP ID number as the case may be. Non-Resident Indian Members are requested to inform the Company or its RTA or the concerned DPs as the case may be, immediately:

- (a) the change in residential status on return to India for permanent settlement.
- (b) the particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

Dispatch of Annual Report through Electronic Mode:

To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company’s RTA in case the shares are held by them in physical form.

If your e-mail address is not registered with the Company/ Depositories, you may register on or before Friday, September 19, 2025, to receive this Notice of the AGM and the Integrated Annual Report for FY 2024-25 by completing the process for registration of e-mail address as under:

- a) Visit the link https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
- b) Select the Name of the Company from dropdown: **Vinati Organics Limited.**
- c) Enter details in respective fields such as DP ID and Client ID (if shares held in demat form)/Folio no. and Certificate no. (if shares held in physical form), name of shareholder, Permanent Account Number (“PAN”) details, mobile no., email id. In the event PAN details are not registered for physical folio, Member is to enter one of the Share Certificate numbers.
- d) System generated One Time Password (“OTP”) to be sent on mobile number and e-mail ID.
- e) Enter OTP received on mobile number and e-mail ID.
- f) Click on Submit button.

- g) On completing the above process your request will be accepted and request ID will be generated. Email registered is for limited purpose of sending notice pertaining to the current event.

After successful submission of the e-mail address, NSDL will email a copy of the Notice of this AGM along with the Integrated Annual Report for FY 2024-25, as also the remote e-Voting user ID and password on the e-mail address registered by the Member.

In terms of the **MCA Circulars** and the relevant **SEBI Circular**, the Company is sending this AGM Notice along with the Integrated Annual Report for FY 2024-25 in electronic form only to those Members whose email IDs are registered with the Company/Depositories/RTAs. The Company shall send the physical copy of the Integrated Annual Report for FY 2024-25 only to those Members who specifically request the same at shares@vinatiorganics.com, mentioning their Folio No/DP ID and Client ID. The Integrated Annual Report for FY 2024-25 has been uploaded on the website of the Company at www.vinatiorganics.com and may also be accessed on the websites of the Stock Exchanges, i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively. The 36th AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

Additionally, as per Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the weblink of the Integrated Annual Report for FY 2024-25 will be sent to those shareholders who have not registered their email address with the Company/ Depositories/Depository Participants.

The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of AGM, details for e-voting, availability of notice of AGM at the Company’s website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 36th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at shares@vinatiorganics.com.



Notice (Contd.)

Registrars and Transfer Agents:

The Company has appointed MUFG Intime India Pvt. Ltd., located at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, as the Registrars and Transfer Agents ("RTA") for all aspects of investor servicing relating to shares.

Dividends:

The Board of Directors at its meeting held on May 15, 2025, has recommended a final dividend of ₹ 7.50/- per equity share for the financial year ended March 31, 2025. If the dividend, as recommended by the Board of Directors, gets approved at the 36th AGM shall be paid after deducting tax at source ("TDS") at the prescribed rates in accordance with the provisions of the Income Tax Act, 1961, within 30 days from the date of declaration:

- to all Members holding equity shares in physical form, whose names appear in the Register of Members of the Company as on the close of business hours on Friday, September 19, 2025, after giving effect to any valid transmission or transposition requests lodged with the Company and RTA; and
- to the Beneficial Owners in respect of equity shares held by them in dematerialised form, whose name appears in the list of beneficial owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), on close of business hours on Friday, September 19, 2025.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and Circular Nos. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has mandated that with effect from April 1, 2024, dividends to security holders (holding securities in physical form) shall be paid only through the electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Relevant FAQs published by SEBI on the aforesaid subject can be viewed on SEBI's website <https://www.sebi.gov.in/> for further clarification.

Further, pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020, and therefore the Company is required to deduct tax at source/ withhold tax from dividends to be paid to shareholders at

the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the provisions in the Income Tax Act, 1961 and amendments thereof. The shareholders are requested to update their PAN and upload the necessary documents to MUFG Intime India Private Limited, the Company's Registrar and Transfer Agent (RTA), at <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption.

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

Updating of the mandate to receive dividends directly in a bank account through electronic mode or other approved methods in a timely manner:

Members are advised to avail of the facility for the receipt of dividends through Electronic Clearing Service (ECS). The ECS facility is available at specified locations. Members holding shares in electronic form are requested to contact their respective DPs to avail the ECS facility. Members holding shares in physical form are requested to download the ECS form from the website of the Company viz. www.vinatiorganics.com, and the same, duly filled up and signed along with a photocopy of a cancelled cheque, may be sent to the Company or its R&TA.

Further, to avoid the incidence of fraudulent encashment of dividend warrants, Members are requested to intimate the Company/RTAs under the signature of the Sole/ First Joint Holder, of the following information, so that the bank account number and name and address of the bank can be printed on the dividend warrants:

1. Name of Sole/ First Joint holder and Folio number.
2. Particulars of bank account, viz.
 - i) Name of the bank
 - ii) Name of Branch
 - iii) Complete address of the bank with the PIN code
 - iv) Account type, whether Saving (SB) or Current Account (CA)
 - v) Bank Account Number
 - vi) MICR code, IFSC, etc



Notice (Contd.)

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit \ upload a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source to MUFG Intime India Private Limited, the Company's RTA at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html>. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate as applicable.

Non-Resident shareholders (including Foreign Institutional Investors-FIIs/ Foreign Portfolio Investors – FPIs) can avail beneficial rates under the tax treaty between India and their country of tax residence, subject to providing the necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the same at <https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html>

The aforesaid declarations and documents need to be submitted by the shareholders, latest by Friday, September 12, 2025.

The formats of declarations and documents are available on the Company's website at <https://vinatiorganics.com/other-information/> or at the RTA website at <https://web.in.mpms.mufg.com/client-downloads.html>

Update of KYC details:

The forms for updating of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, and SH-13 are available on our website <https://vinatiorganics.com/other-information/>. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

- a. **For shares held in electronic form:** to their Depository Participants ("DPs").
- b. **For shares held in physical form:** to the Company/ RTA in prescribed Form ISR-1, along with supporting documents and other forms. The said form is available on the website of the Company at <https://vinatiorganics.com/other-information/> and on the website of the RTA at <https://web.in.mpms.mufg.com/KYC-downloads.html>

To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/

CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

Further, Members are requested to refer to the process detailed on and proceed accordingly.

Members who hold shares in electronic form may please note that their request for change/correct the bank account details should be sent to their concerned DPs and not to the Company. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of the name of the deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by NSDL/CDSL to the Company.

SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz. Issue of duplicate securities certificate; a claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://vinatiorganics.com/other-information/> and on the website of the Company's Registrar and Transfer Agents (RTA), MUFG Intime India Pvt. Ltd., at <https://web.in.mpms.mufg.com/> It may be noted that any service request can be processed only after the folio is KYC Compliant.

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.



Notice (Contd.)

Members can contact the Company or the Company's RTA, i.e. MUFG Intime India Pvt. Ltd., for assistance in this regard.

The shareholders holding shares in physical mode are requested to register / update KYC details such as PAN (Aadhar linked), Nomination Details, Contact Details (address with PIN, mobile number and email address), Bank Account Details (bank name, branch name, account number and IFS code) and Specimen Signature with the Company's RTA, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Unit: Vinati Organics Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083. The relevant forms prescribed by SEBI for furnishing the above details are available on the Company's website at www.vinatiorganics.com as well as on RTA's website at <https://in.mpms.mufg.com/>. For any clarifications/queries with respect to the submission of above-mentioned forms, the shareholders may contact the RTA at Phone: +91-8108116767 or by email on rnt.helpdesk@in.mpms.mufg.com.

Further, pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, a special window has been opened for re-lodgment of transfer requests for physical shares that were originally lodged prior to April 1, 2019 and were rejected/returned/not attended to due to deficiencies. This window will remain open from **July 7, 2025 to January 6, 2026**. During this period, eligible shareholders may re-lodge such shares for transfer. Please note that such transfers will be processed only in dematerialised mode only. Shareholders are encouraged to take advantage of this opportunity and reach out to the Company's RTA for further assistance.

Investor Education and Protection Fund:

Notice is being issued pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") and any statutory amendments, modifications, etc. made and the notifications, circulars issued thereunder for the time being in force.

As per the said Rules and pursuant to the provisions of Section 124 of the Companies Act, 2013, contain provisions for the transfer of all shares in respect of which no dividend has been claimed by the shareholders for a consecutive period of seven (7) years or more to the DEMAT account of the Investor Education and Protection Fund ("IEPF") Authority along with the corresponding dividend which remains unpaid/unclaimed.

The Investor Education and Protection Fund Authority ("IEPFA") has launched a nationwide 100-Days Campaign

titled **"Saksham Niveshak"** from **July 28, 2025 to November 6, 2025** aimed at reducing unclaimed dividends and facilitating security holders in claiming their dues. Members are urged to update their KYC details and claim any unpaid/unclaimed dividends or shares due for transfer to the IEPF to avoid such transfers. The Company is committed to assist the shareholders in claiming their unclaimed dividends/shares and in updating their KYC details. Shareholders whose shares have already been transferred to IEPF can also seek assistance in filing claims directly with the IEPFA. Members can contact the Company's Registrar and Transfer Agent or visit <https://in.mpms.mufg.com/> for further assistance.

Adhering to directive and various requirements set out by the IEPF Authority, the Company is proactively engaging with shareholders through various initiatives such as website announcements, press releases, and direct communications to facilitate KYC updation and assist in filing claims for dividends or shares already transferred to the IEPF. Members are advised to check the details of their unclaimed dividend, available on the Company's website at www.vinatiorganics.com under the "Investor Relations" section, and contact the Company's Registrar and Transfer Agent for guidance and necessary assistance in lodging their claims well before the due date to avoid transfer to IEPF.

Shareholders must note that both the unclaimed dividend and shares transferred to the IEPF Authority, including all benefits on such shares, if any, can be claimed back by them from the IEPF Authority after following the due procedure prescribed under these Rules.

For those shareholders from whom the Company has not received any communication, the Company to adhere to the requirements of the Rules, transfer the shares to the IEPF suspense account by the due date as per the procedure set out in the Rules. The details of unclaimed dividends and shares transferred to the IEPF Authority during 2024-25 are as follows:

Financial Year for which Unclaimed Dividends remain	Amount of Unclaimed Dividends transferred (₹ in lakhs)	Number of Shares Transferred
2016-17	5.13	24285

The Members whose unclaimed dividends and/or shares have been transferred to IEPF may contact the Company or RTA and submit the required documents for the issue of Letter of Entitlement. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form



Notice (Contd.)

for claiming the dividend and/ or shares via www.iepf.gov.in.

For any queries on the above matter, shareholders are requested to contact the Company's Registrar and Share Transfer Agents: MUFG Intime India Pvt. Ltd. Unit: Vinati Organics Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083 Phone: +91-8108116767, Email: rnt.helpdesk@in.mpms.mufg.com.

Further, pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, the dividends for the Financial Year 2017-2018, which remained unpaid or unclaimed for a period of seven (7) years, have become liable for transfer to the Investor Education and Protection Fund (IEPF). The last date for claiming the said dividend is August 31, 2025. Members who have not yet claimed their dividend are requested to do so on or before the said date, failing which the dividend amount will be transferred to the IEPF Authority in compliance with the applicable statutory provisions. Upon such transfer, no claim shall lie against the Company or the IEPF Authority in respect of the said amount.

The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2012 dated July 23, 2012, has directed Companies to upload on their website information regarding unpaid and unclaimed dividends.

Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividends on its website at <https://vinatiorganics.com/other-information/>

Depository System:

The Company has entered into agreements with NSDL and CDSL to provide share depository services. The Depository System envisages the elimination of several problems involved in the scrip-based system, such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delays in transfers, mutilation of share certificates, etc. Simultaneously, the Depository system offers several advantages like exemption from stamp duty, elimination of the concept of the market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

Members, therefore now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their physical holdings to electronic mode.

Re-appointment of Directors:

Section 152 of the Companies Act, 2013, provides inter alia that unless the Articles provide for the retirement of all Directors at every Annual General Meeting, not less than two-thirds of the total number of Directors of a public company, (a) be persons whose period of office is liable to determination by

retirement of Directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the General Meeting.

Accordingly, Mr. Vinod Saraf, Chairman of the Company, retiring by rotation at this AGM and being eligible, offered himself for re-appointment. The information or details pertaining to the Directors to be provided in terms of applicable Regulations of the SEBI Listing Regulations read with Secretarial Standards on General Meetings, is furnished in the statement on Corporate Governance published in this Integrated Annual Report.

Other Miscellaneous Details:

The Integrated Annual Report of the Company for the Financial Year 2024-2025, circulated to the Members of the Company and is available on the Company's website, viz. www.vinatiorganics.com.

The Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's RTA, the details of such folios, together with the share certificates, along with the requisite KYC documents for consolidating their holdings in one folio. Requests for the consolidation of share certificates shall be processed in dematerialised form.

Mr. Vijay Kumar Mishra of M/s. VKM & Associates, Practising Company Secretary, holding Certificate of Practice No. 4279, has been appointed as the Scrutiniser to scrutinise the e-voting process fairly and transparently.

The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

Subject to receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM.

The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.vinatiorganics.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nominations is available for the



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Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.vinatiorganics.com/other-information/ and the website of the Registrar and Transfer Agent ('RTA') at <https://web.in.mpms.mufg.com/>. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialised form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website <https://vinatiorganics.com/online-dispute-resolution/>

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

Procedure for remote e-Voting and e-Voting during the AGM:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and applicable clauses of the SEBI Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM will be provided by the National Securities Depository Limited (NSDL).

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the 36th AGM through VC / OAVM but shall not be entitled to cast their vote again.

Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as of Friday, September 19, 2025. The instructions for voting electronically are enclosed to the notice.

Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, September 19, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

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 <https://www.e-voting.nsdl.com> or call on toll-free no. 022 - 48867000 and 022 - 24997000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. Friday, September 19, 2025, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Monday, September 22, 2025, at 09:00 A.M.** and ends on **Thursday, September 25, 2025, at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 19, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, September 19, 2025.

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

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



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Step 1: Access to NSDL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 09 December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- 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 CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) 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 or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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.com or call at 022 - 4886 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. 1800-21-09911.

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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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:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
 - 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'.
 - 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:

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

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?



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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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.
8. 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 authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to vkmassociates@yahoo.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Mr. Sagar S. Gudhate, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password 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@vinatiorganics.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit 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@vinatiorganics.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 and joining virtual meetings for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com to procure a user ID and password for e-voting, providing the aforementioned documents.
4. In terms of the SEBI circular dated 09 December, 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.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.



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2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views/ ask questions as a Speaker at the AGM may preregister themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number to shares@vinatiorganics.com latest by Friday, September 19, 2025 (5:00 p.m. IST). Only those Members who have pre-registered themselves as Speakers will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
6. Shareholders who would like to express their views/ have questions may also send their questions in advance, mentioning their name demat account number/ folio number, email id, mobile number at shares@vinatiorganics.com latest by Friday, September 19, 2025. The same will be replied by the Company suitably.

Registered Office:

B-12 & B-13/1, MIDC Industrial Area,
Mahad – 402 309, Dist. Raigad, Maharashtra.
Tel No.: 022-61240444/428, Fax No.: 022-61240438
Email: shares@vinatiorganics.com
Website: www.vinatiorganics.com
CIN: L24116MH1989PLC052224
Mumbai, May 15, 2025

By Order of the Board of Directors
For **Vinati Organics Ltd.**

Milind Wagh

Sr. Vice President – Company Secretary
(ICSI Membership No. FCS: 7125)



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS RESOLUTIONS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Section 102 of the Companies Act, 2013 ('the Act') the following Explanatory Statement sets out all material facts in respect of Items Nos. 4 and 5.

Item No. 4:

Appointment of M/s. VKM & Associates as a Secretarial Auditor of the Company.

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act') and pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed company is required to conduct Secretarial Audit and annex a Secretarial Audit Report, issued by a Practising Company Secretary, to its Annual Report. Additionally, a listed entity must appoint a Secretarial Audit firm for a period of two terms of five consecutive years, with shareholders' approval.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on May 15, 2025, has approved the appointment of M/s VKM & Associates, Practising Company Secretaries, (Certificate of Practice No. 4279) as the Secretarial Auditors of the Company for a term of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, subject to approval of the Members at the Annual General Meeting.

The terms and conditions of the appointment of M/s VKM & Associates are as follows:

- a) Term of Appointment:** Appointed for a period of five (5) consecutive years commencing from Financial Year 2025-26 to Financial Year 2029-30, to conduct Secretarial Audit of the Company.
- b) Proposed Fees:** ₹ 50,000/- (Rupees Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending March 31, 2026, and for subsequent year(s) of their term, such fee as maybe mutually agreed between the Board of Directors and the Secretarial Audit Firm. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors.

- c) Basis of Recommendation:** The appointment is based on the following factors:

- Fulfilment of eligibility and qualification criteria prescribed under the Act and applicable Rules;
- Compliance with SEBI LODR Regulations;
- Independence of the audit firm;
- Industry-specific experience;
- Professional competence and the capability of the audit team;
- Quality and efficiency demonstrated in past assignments;
- Independent assessment and peer review compliance.

- d) Firm Credentials:**

M/s. VKM & Associates is a reputed firm of Practising Company Secretaries based in Mumbai, founded by Mr. Vijay Kumar Mishra, a seasoned professional who is both a Chartered Accountant and Company Secretary, and has been in practice since 1997. The firm is supported by a competent team comprising four qualified partners and five trainees. M/s. VKM & Associates caters to an impressive client base, including several listed companies and over large groups of private companies. The firm's core expertise lies in advising and handling secretarial matters related to corporate law, managing end-to-end assignments involving mergers, demergers, joint ventures, capital restructuring, liquidation, and winding up. They are also adept at conducting Secretarial Audits and Due Diligence Audits, establishing limited companies and LLPs, and ensuring compliance with related statutory requirements. The firm is registered with the Institute of Company Secretaries of India (ICSI) and holds a valid Peer Review Certificate issued by the Peer Review Board of ICSI.

- e) Consent and Eligibility:**

The Secretarial Audit Firm has consented to their appointment and have confirmed that their appointment, if made, would be pursuant to Regulation 24A of SEBI Listing Regulations and that they are not disqualified to be appointed as the Secretarial Auditors in terms of the provisions of SEBI Listing Regulations. The Secretarial Audit Firm holds a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI).

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or



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otherwise) in the proposed Ordinary Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

Item No. 5:

Ratification of the remuneration of the Cost Auditors for the Financial Year 2025-26.

The Board of Directors, based on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. N. Ritesh & Associates, Cost Accountants (Firm Registration No. 100675), as the Cost Auditors of the Company, for conducting the audit of the cost records for the financial year ending March 31, 2026, on a remuneration of ₹ 75,000/- p.a. (Rupees Seventy-Five Thousand Only), plus out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Board recommends for the approval of the Members, the remuneration payable to M/s. N. Ritesh & Associates for the financial year 2025–26, by way of passing an Ordinary Resolution as set out in Item No. 5 of the Notice convening the 36th Annual General Meeting.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in the proposed Ordinary Resolution set out at Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution, as set out at Item No. 5 of the accompanying Notice, for approval by the shareholders.

Registered Office:

B-12 & B-13/1, MIDC Industrial Area,
Mahad – 402 309, Dist. Raigad, Maharashtra.
Tel No.: 022-61240444/428, Fax No.: 022-61240438

Email: shares@vinatiorganics.com

Website: www.vinatiorganics.com

CIN: L24116MH1989PLC052224

Mumbai, May 15, 2025

By Order of the Board of Directors

For **Vinati Organics Ltd.**

Milind Wagh

Sr. Vice President – Company Secretary
(ICSI Membership No. FCS: 7125)



Notice (Contd.)

ANNEXURE TO NOTICE

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

Name of Director	Mr. Vinod Saraf
DIN	00076708
Date of birth	June 16, 1950
Date of first appointment on the Board	June 15, 1989
Qualifications	Management graduate from BITS
Expertise in specific functional areas	Mr. Vinod Saraf, the Founder of Vinati Organics Limited (VOL), possesses more than half a century of experience in the Indian chemical industry. Prior to establishing VOL, he held prominent leadership positions with reputed organisations such as the Bhilwara Group, Modern Syntex (I) Ltd., and Grasim Industries, and was also nominated as the Managing Director of Mangalore Refinery & Petrochemicals Ltd. (MRPL). Over the years, Mr. Saraf has received numerous accolades in recognition of his visionary leadership and invaluable contributions to the Indian chemical sector, including the prestigious 2019 HURUN India Self-made Entrepreneur of the Year Award. Most recently, he was felicitated at the Hurun India Philanthropy Summit & Awards 2025 for his exemplary philanthropic efforts and enduring impact on society through responsible business leadership.
Directorships in other Companies (excluding foreign companies)	a. Viral Alkalies Limited b. Suchir Chemicals Private Limited c. Nishit Pharma Chem Private Limited d. Veeral Organics Private Limited
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Nil
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years	Nil
Terms and conditions of Appointment/ Re-appointment	Re-appointment as per section 152 (6) of the Companies Act, 2013.
Details of remuneration last drawn (FY 2024-25) (including sitting fees, if any)	Salary, Perquisites and Allowance: ₹ 281.13 Lakh
Details of remuneration sought to be paid	As Per the Agreement and/or Resolution
Number of Meetings of the Board Attended during the Year	5 (Five)
Number of Shares held in the Company as at March 31, 2025	425136
Relationship between Directors inter-se	He is the father of Ms. Vinati Saraf Mutreja (Managing Director & CEO) and Ms. Viral Saraf Mittal (Director CSR), and Promoter of the Company.