



Ami Organics Limited

CIN No. : L24100GJ2007PLC051093

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

August 05, 2023

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

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

Scrip Code: 543349

NSE Symbol: AMIORG

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

In furtherance to our letter dated August 04, 2023 intimating about the Board of Directors approval for Issue of equity shares of the Company by way of Preferential Issue on Private Placement basis subject to the approval of Shareholders through postal ballot by way of special resolution, we herewith submit the Postal Ballot Notice together with the Explanatory Statement thereto being issued today i.e. **August 05, 2023** to all the Shareholders of the Company.

In accordance with applicable circulars of Ministry of Corporate Affairs and provisions of Listing Regulations, the aforesaid Postal Ballot Notice is being sent only in electronic form to all the Members, whose names appear in the Register of Members / records of Depositories as on the cut-off date i.e. **Friday, July 28, 2023** and whose email ids are registered. In accordance with relevant MCA Circulars, hard copy of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelope has not been sent to the members and the communication of the assent or dissent of the members will only take place through remote e-voting. The Postal Ballot notice is also be available on the website of the Company www.amiorganics.com and on website of Link Intime India Private Limited <https://instavote.linkintime.co.in>.

The Company has engaged the services of Link Intime India Private Limited ("LIPL"), for providing remote e-voting facility to its members. The remote e-voting period commences on **Sunday August 06, 2023 at 9:00 A.M. (IST)** and ends on **Monday, September 04, 2023 at 5:00 P.M. (IST)** after which the remote e-voting will be blocked by LIPL. During this period, members of the Company, holding shares as on the cut-off date i.e. Friday, July 28, 2023, are eligible to cast their votes.

Company has appointed Mr. Kashyap Shah (F7662) of M/s Kashyap Shah & Co. as the Scrutinizer for scrutinizing the Postal Ballot. The results of the Postal Ballot shall be declared on or before Wednesday September 6, 2023.



Info@amiorganics.com



www.amiorganics.com



+91 72279 77744 / 75730 15366



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

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

Yours faithfully,
For AMI ORGANICS LIMITED



Ekta Kumari Srivastava
Company Secretary & Compliance Officer

Encl : As above



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www.amiorganics.com



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AMI ORGANICS LIMITED

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Corporate Identity Number: L24100GJ2007PLC051093

Registered Office: Plot No. 440/4, 5 & 6, Road No. 82/A, GIDC Sachin, Surat – 394 230 Gujarat, India

Telephone: +91 72279 77744 / 75730 15366

Email: investorinfo@amiorganics.com Website: www.amiorganics.com

POSTAL BALLOT NOTICE

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

REMOTE E-VOTING STARTS ON	REMOTE E- VOTING ENDS ON
Sunday, August 6, 2023 AT 9.00 A.M. (IST)	Monday, September 4, 2023 AT 5.00 P.M. (IST)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “**Companies Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Company Rules**”), Secretarial Standard - 2 on General Meetings (the “**SS-2**”), read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021, General Circular No.3/2022 dated May 5, 2022 and General Circular No.11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable provisions, of the Companies Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolution as set out hereunder is proposed for approval of the members of Ami Organics Limited (the “**Company**” or “**AOL**”) as Special Resolution, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means (“**Remote e-Voting**”).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (‘Notice’).

In compliance with the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

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

The Company has made necessary arrangements with Registrar and Share Transfer Agent, Link Intime India Private Limited (“**RTA**”) to enable the members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting starting at 9.00 a.m. (IST) on Sunday, August 6, 2023 and not later than 5.00 p.m. (IST) on Monday, September 4, 2023. The remote e-voting facility will be disabled by LIPL immediately thereafter.

The last date of e-voting, i.e. Monday, September 4, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

1. TO CREATE, OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “**Companies Act**”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“**ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“**Listing Regulations**”), the Foreign Exchange Management Act, 1999 and the regulations made thereunder and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“**MCA**”), the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India (“**RBI**”), Stock Exchanges where the shares of the Company are listed (“**Stock Exchanges**”), Registrar of Companies, Gujarat (“**RoC**”), the Government of India (“**Gol**”) and/ or any other competent authorities (hereinafter collectively referred to as “**Regulatory Authorities**”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of Company be and is hereby accorded to create, issue, offer and allot, in one or more tranches, 4,43,500 (Four Lakh Forty Three Thousand and Five Hundred) fully paid-up equity shares of the Company having face value of ₹ 10/- each, at a price of ₹ 1,169/- (One Thousand One Hundred and Sixty Nine) per equity share consisting of share premium of ₹ 1,159/- (One Thousand One Hundred and Fifty Nine) per equity share, which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (“**Subscription Shares**”), to the proposed allottees as listed hereunder, for cash consideration by way of preferential issue on a private placement basis (“**Preferential Issue**”) and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

The details of the Proposed Allottees and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table:

Name and address of the Proposed Allottees	Class of the Allottee (Promoter / Non Promoter)	No. of shares to be allotted
Mrs. Kavita Bhatia Imperial Tower 1, Flat 2404, Sector 128, JP Wishtown,	Non - Promoter	2,01,600 equity shares of ₹ 10/- each, at a price of ₹ 1,169/- (including premium of ₹ 1,159/-) per equity share

Greater Noida Uttar Pradesh – 201304		
Mr. Ram Bilas Sharma 9951, Stonnemade Way, Centerville, Ohio – 45458, USA	Non- Promoter	2,41,900 equity shares of ₹ 10/- each, at a price of ₹ 1,169/- (including premium of ₹ 1,159/-) per equity share.

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as mentioned above as per ICDR Regulations and other applicable laws is August 4, 2023, being the date 30 (Thirty) days prior to the last date for remote e-voting for postal ballot (on which date this resolution, if approved by the requisite majority through postal ballot, will be deemed to be passed) i.e. September 4, 2023.

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

1. The Subscription Shares to be issued and allotted shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
2. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
3. The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of approval of members of the Company, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to Stock Exchanges and/or SEBI) or the GoI, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
4. The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
5. The Subscription Shares to be allotted to the Proposed Allottees shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
6. The Subscription Shares so offered, issued and allotted to the Proposed Allottees, are being issued for cash consideration and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.
7. The Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted to such allottees, on or before the date of allotment thereof, through their bank accounts.
8. The Subscription Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

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

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

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

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

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

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

By order of the Board of Directors
For Ami Organics Limited

Sd/-

CS Ekta Kumari Srivastava

Company Secretary & Compliance Officer

Membership No.: ACS 27323

Date: August 4, 2023

Place : Surat

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business set out at Resolution No. 1 in the Postal Ballot Notice dated August 4, 2023 is annexed hereto and forms part of Postal Ballot Notice.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide voting by electronic means ('remote e-voting') facility to the Members, to enable them to cast their votes electronically. The Company has appointed Link Intime Private Limited ('LIPL') for facilitating remote e-voting facility to its Members, as the authorized e-voting agency. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, this Notice is being sent only by e-mail to all the members whose e-mail IDs are registered with the Company, Depositories, Depository Participants ('DP'), Registrar and Transfer Agent - Link Intime India Private Limited ('Link Intime') and whose name appear in the register of members/ list of beneficial owners as on close of the working hours on **Friday, July 28, 2023 ('Cut-off Date')**. The physical copy of the Postal Ballot Notice is not being sent to the Members for this Postal Ballot. It is however, clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depository) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Any person who is not a Member as on Cut-off date should treat the Postal Ballot Notice for information purpose only.
3. The Board of Directors of the Company has appointed CS Kashyap Shah (ICSI Membership No. FCS 7662) of M/s. Kashyap Shah & Co., Practicing Company Secretaries, Vadodara as the Scrutinizer for conducting the Postal Ballot voting process through e-voting in a fair and transparent manner. The scrutinizer's decision on validity of the Postal Ballot shall be final. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting by September 6, 2023. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website, www.amiorganics.com as well as on the LIPL website <https://instavote.linkintime.co.in>
4. Shareholders whose email IDs are not registered, are requested to avail the facility provided by Link Intime to register their email address along with mobile number and bank account details at the web portal https://linkintime.co.in/emailreg/email_register.html by following the instructions mentioned therein. Shareholders may note that this notice is also available on the Company's website at www.amiorganics.com as well as on LIPL website at <https://instavote.linkintime.co.in>
5. **Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, July 28, 2023 (Cut-Off date).** Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
6. **The e-voting period commences on Sunday, August 6, 2023, at 9:00 A.M. (IST) and ends on Monday, September 4, 2023 at 5:00 P.M (IST) and shall be kept open for 30 days continuously.** During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, July 28, 2023, may cast their vote by e-voting. The e-voting module shall be disabled after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Monday, September 4, 2023. Further, the resolution passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.

8. The documents referred to in Explanatory Statement will be available for inspection. Members seeking to inspect the same can send an email to investorinfo@amiorganics.com
9. **Instructions for Members for voting electronically are as under:**

Remote e-Voting Instructions for shareholders:

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • Existing IDeAS user can visit the e-Services website of NSDL viz... https://eservices.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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period. • If you are not registered for IDeAS e-Services, option to register is available at https://eservices.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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> • Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. (i) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service

	<p>provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ul style="list-style-type: none"> • If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <p>(ii) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>								
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 								
<p>Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:</p>	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <p>Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>A. USER ID : Enter your User ID details as given below:</p> <table border="1" data-bbox="581 1432 1377 1640"> <thead> <tr> <th>Manner of Holding Shares</th> <th>User ID</th> </tr> </thead> <tbody> <tr> <td>For members who hold shares in demat account with CDSL</td> <td>16 digit Beneficiary ID</td> </tr> <tr> <td>For members who hold shares in demat account with NSDL</td> <td>8 Character DP ID followed by 8 Digit Client ID</td> </tr> <tr> <td>For members who hold shares in physical form</td> <td>Event No. + Folio number registered with the Company</td> </tr> </tbody> </table> <p>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p>C. DOB/DOI : Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p>	Manner of Holding Shares	User ID	For members who hold shares in demat account with CDSL	16 digit Beneficiary ID	For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID	For members who hold shares in physical form	Event No. + Folio number registered with the Company
Manner of Holding Shares	User ID								
For members who hold shares in demat account with CDSL	16 digit Beneficiary ID								
For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID								
For members who hold shares in physical form	Event No. + Folio number registered with the Company								

	<p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company</p> <p><i>*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i> <i>*Shareholders holding shares in NSDL form, shall provide 'D' above</i> <i>Shareholders holding shares in CDSL form, shall provide 'C' or 'D', above.</i></p> <ul style="list-style-type: none"> ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click “confirm” (Your password is now generated). <p>2. Click on 'Login' under 'SHARE HOLDER' tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'</p>
<p>Cast your vote electronically</p>	<ol style="list-style-type: none"> 1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon. 2. E-voting page will appear. 3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). 4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

9.1 Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

9.2 Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

9.3 Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders	Members facing any technical issue in login can contact CDSL

holding securities in demat mode with CDSL

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

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

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@#&\$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

9.5 Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

9.6 Process for those Members whose e-mail IDs are not registered with the Depositories /Company for procuring User ID and Password and registration of e-mail IDs for e-voting for the resolutions set out in this notice:

- a) In case shares are held in physical mode please provide folio no., name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) by e-mail to investorinfo@amiorganics.com or rnt.helpdesk@linkintime.co.in
- b) In case shares are held in demat mode, please provide DP ID & Client ID (16-digit DP ID & Client ID or 16-digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar card) to investorinfo@amiorganics.com . If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained above i.e., login method for e-voting for individual Member/shareholder holding securities in demat mode.
- c) Alternatively, members may send a request to enotices@linkintime.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by listed companies, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants. Members are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-voting facility.

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

Special Resolution No.1

1. TO CREATE, OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS:

As required by Section 102 of the Companies Act, 2013 (the "Act"), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice dated August 4, 2023:

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

The details of the Proposed Allottees and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table:

Name and address of the Proposed Allottees	No. of shares to be allotted
Mrs. Kavita Bhatia Imperial Tower 1, Flat 2404, Sector 128, JP Wishtown, Greater Noida Uttar Pradesh – 201304	2,01,600 equity shares of ₹ 10/- each, at a price of ₹ 1,169/- (including premium of ₹ 1,159/-) per equity share
Mr. Ram Bilas Sharma 9951, Stonnemade Way, Centerville, Ohio – 45458, USA	2,41,900 equity shares of ₹ 10/- each, at a price of ₹ 1,169/- (including premium of ₹ 1,159/-) per equity share.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below :

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

The Board has pursuant to its resolution dated August 4, 2023, accorded its approval for issuing up to 4,43,500 fully paid-up Equity Shares of face value of ₹ 10/- at a price of ₹ 1,169/- each (including premium of ₹ 1,159/-), by way of preferential issue on private placement basis through issue of private placement offer cum application letter. The Equity Shares to be allotted in the issue shall rank in all respects pari passu with the existing Equity Shares.

The Company is currently engaged in manufacturing of pharma intermediates chemicals and specialty chemicals with varied end usage, focused on the development and manufacturing of pharma intermediates for regulated and generic APIs and NCE and key starting material for agrochemical and fine chemicals. The Company caters to domestic and multi-national pharmaceutical companies which cater to the large and fast-growing national and international markets. The Company is continuously exploring various options to expand its business. The Company has initiated organics and inorganic growth strategy for foraying further into the pharma intermediates and specialty chemicals sector and it

believes that this will enable it to significantly diversify its existing product portfolio, with an objective of attaining expansion of the business.

With an objective to fund the capital expenditure required for its growth & expansion strategy and other project cost, Company seeks to raise fund through various means, one of them being the proposed issue of equity shares on preferential basis. In line with the same Company has identified individuals who have shown willingness to invest fund in the company and have given their commitment to invest in the Company. The Board has noted and accepted the investment commitment letter dated July 27, 2023 issued by the Proposed Allottees. The Board of Directors in their Board meeting dated August 4, 2023 have approved the issuance of Equity Shares to such identified individuals on cash basis, subject to the receipt of necessary approval of members of the company and any other regulatory approval as may be required to be obtained.

The Board proposes to issue & allot 4,43,500 equity shares of ₹ 10/- each of the Company at a price of ₹ 1,169/- (including premium of ₹ 1,159/-) per share ("**Subscription Shares**"), being a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations ("**Floor Price**"). Consequently, the Board recommends the resolution as set out above to be passed by the members as a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the ICDR Regulations is ₹ 1,169/- per equity share.

The relevant disclosures in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below :

b) Purpose or Objects of the preferential issue:

Company proposes to raise an amount aggregating upto ₹ 51,84,51,500/- (Fifty One Crore, Eighty Four Lakh, Fifty One Thousand and Five Hundred only) through the Preferential Issue. The proceeds of the Preferential issue shall be utilized by the Company for the below purpose :

Particulars	Amount to be utilized in FY 2023-24 (in ₹)
Capital expenditure for expansion & growth and other project cost	₹ 51,84,51,500/-

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

The Company proposes to issue and allot 4,43,500 fully paid up equity shares of ₹ 10/- each of the Company at a price of ₹ 1,169/- (including a premium of ₹ 1,159/-) per share, aggregating to ₹ 51,84,51,500, such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("**Floor Price**").

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

The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding ninety trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

As per the Valuation Report dated August 4, 2023 furnished by Mr. Hemal Parikh, a Registered Valuer having IBBI No. IBBI/RV/06/2019/11651 located at 33, Aashna Residency, Lad Society Road, Vastrapur, Ahmedabad - 380015 and in terms of the applicable provisions of the ICDR Regulations, the Floor Price at which the Subscription Shares shall be issued and allotted is ₹ 1,169/- per share, being higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on [NSE/BSE], during the 90 trading days preceding the Relevant Date, i.e. ₹ 1,169/- per equity share; or
- Volume weighted average price of the equity shares of the Company quoted on [NSE/BSE], during the 10 trading days preceding the Relevant Date i.e. ₹ 1,167/- per equity share.

The pricing of the Subscription Shares to be allotted on preferential basis is ₹ 1,169/- per share which is not less than the Floor Price determined in the manner set out above.

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

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for the preferential issue is August 4, 2023, being the date 30 days prior to the date of passing of resolution through Postal Ballot i.e. last date for voting through Remote e-Voting, which is September 4, 2023.

f) Amount which the Company intends to raise by way of such securities/ size of the issue:

Company intends to raise ₹ 51,84,51,500/- by way of issue of 4,43,500/- Equity Shares at ₹ 1,169/- each at premium of ₹ 1,159/- per equity shares.

g) Principal terms of assets charged as securities: Not applicable.

h) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The preferential issue, if approved, is proposed to be made to the Proposed Allottees Mrs. Kavita Bhatia and Mr. Ram Bilas Sharma. The Proposed Allottees are neither promoters of the Company as on the date of this notice nor their status will change post preferential allotment of subscription shares.

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

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued under the preferential issue.

j) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

Nil

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

Not Applicable.

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

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

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

- m) Name of the proposed allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue**

Name of the Proposed Allottees	Category	Present Pre issue shareholding (Equity shares)		Post Issue shareholding (Equity shares)		Ultimate beneficial owners
		Pre issue holding	% of total equity capital	Post issue holding	% of total equity capital	
Mrs. Kavita Bhatia	Non Promoter	0	0	2,01,600	0.5466	NIL
Mr. Ram Bilas Sharma	Non Promoter	0	0	2,41,900	0.6559	NIL

Both the proposed allottees namely Mrs. Kavita Bhatia and Mr. Ram Bilas Sharma are individuals and no other persons are holding beneficial ownership of the shares proposed to be allotted to Mr. Mrs. Kavita Bhatia and Ram Bilas Sharma and no other persons ultimately control the proposed allottees.

- n) Percentage of post preferential offer capital that may be held by the proposed allottee and change in control, if any, in the company that would occur consequent to the preferential offer:**

Name of the Proposed Allottees	Present Pre issue shareholding (Equity shares)		Post Issue shareholding (Equity shares)	
	Pre issue holding (No.)	% of total equity capital	Post issue holding (No.)	% of total equity capital
Mrs. Kavita Bhatia	0	0.00	2,01,600	0.5466
Mr. Ram Bilas Sharma	0	0.00	2,41,900	0.6559

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

- o) Lock-in Period:**

The Subscription Shares to be issued shall be locked-in for such a period as specified under Regulations 167 and 168 of the ICDR Regulations.

- p) Undertakings:**

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription

Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

q) Other disclosures:

The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations

- None of the Company, its Directors or Promoters have been declared as willful defaulter as defined under the ICDR Regulations. None of its Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations. The Company does not have any outstanding dues to SEBI, the stock exchanges or the depositories.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the current financial year.
- Provisions of Regulation 166A of the Chapter V of SEBI ICDR Regulations are not applicable to the Company as the proposed preferential issue does not envisage change in control or allotment of more than 5% of the post issue fully diluted share capital of Company to an allottee or to allottees acting in concert.
- The pre-preferential holding of of the proposed allottees in Company is NIL therefore the question of holding the shares in dematerialized form does not arise.
- Proposed Allottees do not hold any shares of the Company prior to the date of Notice of this Postal Ballot, hence lock-in of pre-allotment holding is not applicable.

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

Please refer **Annexure A** to this Notice for details.

s) Certificate of a Practicing Company Secretary

As per Regulation 163(2) of the ICDR Regulations, the Company is required to place a copy of the certificate of a practicing company secretary before the shareholders considering the proposed preferential issue, certifying that the issue is being made in accordance with the requirements of SEBI ICDR Regulations. Accordingly, a certificate from Kashyap Shah & Co. Practicing Company Secretaries, as per the aforesaid requirements has been obtained by the Company. The copy of the said certificate shall be made available for inspection by the members during the voting period and is also hosted on website of the Company which can be accessed at the link: <http://www.amiorganics.com/notice-outcome.html>

In accordance with the provisions of Sections 23, 42 and 62 of the Companies Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the members for issue and allotment of the said Subscription Shares to the Proposed Allottees is being sought by way of a Special Resolution as set out in the said item of the Notice dated August 4, 2023.

The issue of the Subscription Shares pursuant to the preferential issue would be within the authorised share capital of the Company.

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

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



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

By order of the Board of Directors
For Ami Organics Limited

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

Date: August 4, 2023
Place : Surat

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

Sr. No.	Category	Pre- issue (as on June 30, 2023)		Post- issue	
		No. of Shares held	% of shareholding	No. of Shares held	% of shareholding
A.	Promoters / Promoter Group's holding				
1.	Indian				
	Individual	14358710	39.4069	14358710	38.9330
	Bodies Corporate	NIL	NIL	NIL	NIL
	Sub-Total	14358710	39.4069	14358710	38.9330
2.	Foreign Promoters	Nil	0.00	Nil	0.00
	Sub-Total (A)	14358710	39.4069	14358710	38.9330
B.	Non-Promoters' holding				
1.	Institutional investors	4357430	11.9588	4357430	11.8150
2.	Non-Institutional investors	0	0	0	0
	Private corporate bodies	3536343	9.7053	3536343	9.5886
	Directors and relatives	330000	0.9057	330000	0.8948
	Indian Public	13643275	37.4434	13844875	37.5398
	Other [including Non-resident Indians (NRIs)]	211304	0.5799	453204	1.2288
	Sub-Total (B)	22078352	60.5931	22521852	61.0670
C.	Non-Promoter Non-Public Shareholder				
	Custodian / DR holder	0	0.00	0	0.00
	Sub-Total (C)	0	0.00	0	0.00
	Grand Total	36437062	100.00	36880562	100.00