



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that Nineteenth Annual General Meeting of the Members of Fine Organic Industries Limited will be held on Tuesday, August 24, 2021 at 11.00 a.m. (IST) through video conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

- (a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021 along with the Reports of the Board of Directors and the Auditors thereon
(b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021 along with the Report of Auditors thereon
- To declare a Final Dividend of ₹ 11/- per equity share of face value ₹ 5/- each for the financial year 2020-21 which includes a onetime special dividend of ₹ 5/- per equity share on account of golden jubilee year.
- To appoint a Director in place of Mr. Bimal Shah (DIN: 03424880), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Commission to Non-executive Directors of the Company (other than Managing Director and Whole Time Directors)

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 197 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Schedule V to the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), so long as the Company has a Managing Director or Whole-time Director or Manager, the Company do pay to its Directors (other than the Managing Director and Whole-time Director), a commission not exceeding 1% of the net profits of the Company in any financial year, commencing from April 1, 2020, computed in the manner laid down in Section 198 of the Act, such commission being divisible among the Directors (other than the Managing Director and Whole-time Director) in such proportion as the Board of Directors may from

time to time determine PROVIDED HOWEVER THAT the aggregate amount of commission being paid to such Directors (other than the Managing Director and Whole-time Director) shall not exceed ₹ 50 lakhs during any financial year.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any/ or all questions/ matters arising with respect to the above matter and take such further steps, as may be considered desirable or expedient by the Board for the purpose of giving effect to this Resolution."

5. Ratification of Remuneration to Cost Auditor

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 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force, the remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus Goods and Service Tax as applicable and reimbursement of actual out of pocket expenses payable to M/s Y. R. Doshi & Associates, Cost Accountants, having Firm Registration Number 000286, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of cost records of the Company for the financial year ended March 31, 2022, be and is hereby ratified."

By Order of the Board of Directors

Pooja Lohor

Company Secretary

Date: May 27, 2021

Place: Mumbai

Registered Office:

FINE ORGANIC INDUSTRIES LIMITED

CIN: L24119MH2002PLC136003

Fine House, Anandji Street,

Off M.G.Road, Ghatkopar East,

Mumbai - 400 077, Maharashtra, India

Tel: +91-22-21025000, Fax: +91-22-21026666

E-mail: investors@fineorganics.com

Website: www.fineorganics.com

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NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General circular dated January 13, 2021, May 5, 2020, April 13, 2020 and April 8, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM') through VC/OAVM without physical presence of the Members at a common venue. Further, the Securities and Exchange Board of India ('SEBI') vide its Circulars dated January 15, 2021 and May 12, 2020 ('SEBI Circulars') has also granted relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and permitted the holding of AGM through VC/OAVM without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') and the MCA Circulars, the 19th AGM of the Company is being held through VC / OAVM.
2. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc. authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s). The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to co.secretaries@gmail.com with a copy marked to evoting@kfintech.com.
4. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice, is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
6. In compliance with the aforesaid MCA Circulars and SEBI Circulars dated January 15, 2021 and May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.fineorganics.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited (KFintech) at <https://evoting.kfintech.com>.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 18, 2021 to Tuesday, August 24, 2021 (both days inclusive) for the purpose of determining the members who shall be entitled to receive the dividend for the financial year 2020-21. The final dividend for the Financial Year 2020-21, if declared at the AGM, will be paid on and from 6th day from the conclusion of AGM to those members, whose names appear in the Register of Members and Register of Beneficial Owners maintained by NSDL and CDSL as at the close of business hours on Tuesday, August 17, 2021.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, PAN etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company records which will help the Company and the Company's Registrars and Transfer Agents, KFin Technologies Private Limited (KFintech) to provide efficient and better services. Members holding shares in physical form are requested to intimate aforesaid changes to KFintech. Members may note that SEBI has mandated submission of PAN by every participant in the securities market.
9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be

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transferred only in dematerialized 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 dematerialized form. The ISIN of the Company is INE686Y01026. Members can contact the Company or KFintech for assistance in this regard.

10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the 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. Members are requested to submit the said form to their Depository Participant (DP) in case the shares are held in electronic form and to KFintech in case the shares are held in physical form.
11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority.
12. In line with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, in case the Company is unable to pay the dividend to any Member directly in their bank account through the electronic mode, due to non-availability of their latest bank account details, the Company shall dispatch the dividend warrant/demand draft to such Members, at the earliest once the normalcy is restored in view of the ongoing Covid-19 pandemic.
13. Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the 'Green Initiative' announced by the Government of India; read with applicable circulars, the Company is sending the Annual Report, Notice of the AGM and e-voting instructions only in electronic form to the registered email addresses of the Members. Therefore, those Members who have not yet registered their email addresses or who have become Members post sending this Notice of AGM are requested to get their email addresses registered by following the procedure given below:
 - i. Those Members who have not registered their email address, mobile numbers, address and bank details (including any changes thereof) may please contact and validate/update their details with their respective Depository Participant(s) for shares held in electronic form.
 - ii. Members who have not registered their email address as a consequence of which the Annual Report, Notice of AGM and e-voting instructions could not be serviced, may temporarily get their email address and mobile number updated with the Company's RTA, by clicking the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided in the above mentioned link to capture the email address and mobile number for sending the soft copy of the Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to einward.ris@kfintech.com. Members may however note that this is a temporary registration and the Company urges all Members to get their email address and mobile number registered with their respective Depository Participant(s).
 - iii. Alternatively, a Member may send an email request at the email id einward.ris@kfintech.com along with scanned copy of the signed request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy for electronic folios for sending the Annual report, Notice of AGM and the e-voting instructions by email.
 - iv. Members only desiring to download the Annual Report and Notice of the AGM, may visit the website of the Company www.fineorganics.com or the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, or the website of the RTA viz. <https://evoting.kfintech.com> for the same.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in

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physical mode) and with the Depository Participants (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by sending an email to investors@fineorganics.com latest by 11:59 p.m. (IST) on August 17, 2021.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

In respect of resident shareholders, the TDS rate is subject to section 206AB of the Income-tax Act (effective from July 01, 2021) which specifies higher rate of TDS for specified persons who have not furnished their PAN / Not filed ITR for preceeding two years. In such cases tax has to be deducted at higher of the following rates in case of payments to the specified persons:

- at twice the rate specified in the relevant provision of the Act; or
- at twice the rate or rates in force; or
- at the rate of 5%.

In cases where Sections 206AA and 206AB are applicable i.e. the shareholder has not submitted the PAN as well as not filed the return; tax will be deducted at higher of the two rates prescribed in these sections.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing 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 sending an email to investors@fineorganics.com. The aforesaid declarations and documents need to be submitted by the shareholders latest by 11:59 p.m. (IST) on August 17, 2021.

15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be

available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to investors@fineorganics.com.

16. Voting through electronic means

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with, Rule 20 of Companies (Management and Administration) Rules, 2014 (amended from time to time) and sub-regulation (1) & (2) of Regulation 44 of Listing Regulations, the Company is pleased to provide Members, the facility to exercise their right to vote on resolutions proposed to be considered at the 19th AGM by electronic means and has engaged the services of KFin Technologies Private Limited (KFintech) to provide the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') as well as e-voting at the AGM through VC / OAVM ('e-voting at the AGM').

Remote E-voting: The remote e-voting period commences on Friday, August 20, 2021 from 9.00 a.m. and ends on Monday, August 23, 2021 at 5.00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Tuesday, August 17, 2021, may cast their vote by electronic means in the manner and process set out herein below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

The instructions and other information relating to remote e-voting are as under:

I. Login method for e-Voting: Applicable only for Individual shareholders holding securities in Demat

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with their respective Depositories and Depository Participants as detailed below. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

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Option 1 – Login through Depositories

NSDL	CDSL
<p>1. Members who have already registered and opted for IDeAS facility to follow below steps:</p> <ul style="list-style-type: none"> (i) Go to URL: https://eservices.nsd.com (ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section. (iii) On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting” (iv) Click on the Company name or e-Voting service provider and you will be re-directed to e-Voting service provider website (i.e. KFintech) for casting the vote during the remote e-Voting period. 	<p>1. Members who have already registered and opted for Easi / Easiest to follow below steps:</p> <ul style="list-style-type: none"> (i) Go to URL: https://web.cdslindia.com/myeasi/home/login ; or (ii) URL: www.cdslindia.com and then go to Login and select New System Myeasi (iii) Login with user id and password. (iv) The option will be made available to reach e-Voting page without any further authentication. (v) Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period
<p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> (i) To register click on link: https://eservices.nsd.com (Select “Register Online for IDeAS”) or https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp (ii) Proceed with completing the required fields. (iii) Follow the steps mentioned in Point no. 1 above 	<p>2. User not registered for Easi/Easiest</p> <ul style="list-style-type: none"> (i) Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration (ii) Proceed with completing the required fields. (iii) Follow the steps mentioned in Point no. 1 above
<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <ul style="list-style-type: none"> (i) Go to URL: https://www.evoting.nsd.com/ (ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. (iii) Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. (v) Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website (i.e. KFintech) for casting your vote during the remote e-Voting period. 	<p>3. First-time users can visit the e-Voting website directly and follow the process below:</p> <ul style="list-style-type: none"> (i) Go to URL: www.cdslindia.com (ii) Click on the icon “E-Voting” (iii) Provide demat Account Number and PAN No. (iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. (v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress. (vi) Click on the Company name and you will be redirected to e-Voting service provider website (i.e. KFintech) for casting your vote during the remote e-Voting period.

Option 2 - Login through 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. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website of KFintech for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option

available at the above-mentioned website. For any technical issues, Members may contact as below:

NSDL	CDSL
NSDL helpdesk by email to: evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 or 1800 22 44 30	CDSL helpdesk by email to: helpdesk.evoting@cdslindia.com or call at 022-23058738, 23058542-43

II. Login method for e-Voting: Applicable only for Members holding shares in physical form and for Non-Individual Members (holding shares either in physical or demat):

- A. Members whose email IDs are registered with the Company / Depository Participant(s):

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- (i) Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - (ii) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN) i.e., 6048, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the above-mentioned URL.
 - (iii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 6048 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting your vote.
 - (iv) After entering these details appropriately, click on “LOGIN”.
 - (v) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc). The system will prompt you to change your password and update your contact details like mobile number, email ID etc., on first login. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (vi) You need to login again with the new credentials.
 - (vii) On successful login, the system will prompt you to select the “EVENT” i.e., Fine Organic Industries Limited – 6048.
 - (viii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under “FOR/AGAINST” or alternatively, you may partially enter any number “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST”, it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- (ix) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 - (x) Voting has to be done for each resolution of the 19th AGM Notice separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
 - (xi) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - (xii) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they confirm the voting on all the resolutions by clicking “SUBMIT”.
- B. Members who have not registered their e-mail address
 - i. Please register your email address as mentioned in para 13 of the “Notes” and obtain the User ID and Password.
 - ii. Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
 - I. Voting at the AGM: Those Members who are present in the Meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting.
 - II. A Member can opt for only single mode of voting i.e. through remote e-voting or voting at the AGM. If a Member casts votes by both modes i.e. voting at AGM and remote e-voting, voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

Other Instructions:

- a. Members holding shares either in physical form or in dematerialized form, as on the close of business

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hours on Tuesday, August 17, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

- b. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date, i.e. Tuesday, August 17, 2021 may obtain the login ID and password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. In case of any queries, you may refer Help & FAQ section of <https://evoting.kfintech.com> or call KFintech on Toll-Free No. 1-800-309-4001.
 - iv. Member may send an e-mail request to einward.ris@kfintech.com. However, KFintech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.
- c. The Board of Directors has appointed M/s K S & Associates, Practicing Company Secretaries (C. P. No.5163) as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. 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 3 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 <https://evoting.kfintech.com> to reset the password.

- e. In case of any query pertaining to e-voting, please visit Help & FAQ’s section and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech website) or contact Mr. Umesh Pandey from KFintech at evoting@kfintech.com or call KFintech’s toll free number 1-800-309-4001 for any further clarifications.
- f. The Scrutinizer 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 48 hours of conclusion of the AGM, a consolidated Scrutinizer’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.
- g. The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company (www.fineorganics.com) and on e-voting at <https://evoting.kfintech.com> and will be communicated to the BSE Ltd. and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

17. Instructions for Members attending the AGM through VC/OAVM and E-voting at the AGM

- a. Members may access the platform to attend the AGM through VC at <https://emeetings.kfintech.com/> by clicking on the tab ‘video conference’ and using their e-voting login credentials provided in the email received from the Company / KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the Members who have not registered their e-mail address or 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 this Notice.

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- b. Facility of joining the AGM through VC/OAVM shall open 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
- c. The e-Voting window shall be activated upon instructions of the Chairman during the AGM proceedings. Members shall vote as per the credentials displayed in the e-voting window. Members would need to click on the “Instapoll” icon and follow the instructions to vote on the resolutions. Only those shareholders, who are present in the AGM 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 available during the e-AGM.
- d. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
- e. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members 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.
- f. Post your Question: Members who may want to express their views or post questions with regard to the accounts or any matter to be placed at the ‘AGM, may do so by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login select “Post Your Question” option to post their queries in the window provided. The window shall remain active from Friday, August 20, 2021 at 9.00 a.m. up to Monday, August 23, 2021 at 11.00 a.m. Please note that questions of only those Members will be entertained/considered who are holding shares of Company as on the cut-off date i.e., Tuesday, August 17, 2021.
- g. A video guide assisting the members attending AGM either as a speaker or participant is available for quick reference at URL: <https://cruat04.kfintech.com/emeetings/video/howitworks.aspx>
- h. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

Summarised information at glance:

Particulars	Details
Time and Date of AGM	Tuesday, August 24, 2021 at 11.00 a.m. (IST)
Venue/Mode	Through video conference at below link: https://emeetings.kfintech.com/
Book closure dates	Wednesday, August 18, 2021 to Tuesday, August 24, 2021 (both days inclusive)
Record date for payment of final dividend	Tuesday, August 17, 2021
Final dividend recommended for FY’21	₹ 11/- per equity share (which includes a special dividend of ₹ 5/- per equity share)
Cut-off date for e-Voting	Tuesday, August 17, 2021
E-voting Start time and date	Friday, August 20, 2021 at 9.00 a.m.
E-voting end time and date	Monday, August 23, 2021 at 5.00 p.m.
E-voting website links (Please use as applicable to you)	https://emeetings.kfintech.com/ https://evoting.kfintech.com https://eservices.nsdl.com https://web.cdslindia.com/myeasi/home/login
Weblink for temporary registration to receive AGM notice and credentials for e-voting / AGM	https://karisma.kfintech.com/emailreg .

NOTICE (Contd.)

Particulars	Details
E-voting Event Number (EVEN)	6048
Contact details of RTA	Mr. Umesh Pandey, Manager KFin Technologies Private Limited Selenium, Tower B, Plot Number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana, India Email ids: einward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://ris.kfintech.com Toll free number 1-800-309-4001 .

By Order of the Board of Directors

Pooja Lohor

Company Secretary

Date: May 27, 2021

Place: Mumbai

Registered Office:

FINE ORGANIC INDUSTRIES LIMITED

CIN: L24119MH2002PLC136003

Fine House, Anandji Street,

Off M.G.Road, Ghatkopar East,

Mumbai - 400 077, Maharashtra, India

Tel: +91-22-21025000, Fax: +91-22-21026666

E-mail: investors@fineorganics.com

Website: www.fineorganics.com

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.4

A company may pay remuneration to its directors who are neither managing directors nor whole-time directors in accordance with the provisions of section 197 the Companies Act, 2013, (“the Act”), the Rules made thereunder and as per Schedule V to the Act. Further, in accordance with the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any remuneration to non-executive directors other than sitting fees shall be approved by the shareholders of the Company in general meeting.

At present, except for the sitting fees paid to the Independent Directors for attending the meetings of the Board and Committees thereof, the Company does not pay any remuneration to the Independent Directors.

On recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on May 27, 2021 approved the payment of commission to Non-executive Directors of the Company (other than Managing Director and Whole Time Directors) not exceeding 1% of the net profits of the Company (computed in the manner laid down in Section 198 of the Act) in any financial year, commencing from April 1, 2020, such commission shall be divisible among the Directors in such proportion as the Board of Directors may from time to time determine. The aggregate amount of commission being paid to such Directors (other than the Managing Director and Whole-time Director) shall not exceed ₹ 50 lakhs during any financial year.

It is proposed to seek Members’ approval for the payment of commission described as above to Non-executive Directors of the Company (other than Managing Director and Whole Time Directors) in any financial year with effect from April 1, 2020.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives except all of the Non-Executive Directors and their respective relatives are deemed to be concerned or interested in the Resolution mentioned at Item No. 4.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 4 of the Notice for the approval of the Members.

ITEM NO. 5

The Company is required under Section 148 of the Act to have the audit of its cost records conducted by a Cost Accountant in Practice. The Board of Directors of the Company has on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Y. R. Doshi & Associates, Cost Accountants as the Cost Auditors of the Company to conduct audit of cost records of the Company for products covered under the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2021-22, at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) plus Goods and Service Tax as applicable and reimbursement of actual out-of-pocket expenses incurred.

In accordance with the provisions of Section 148 of the Act read with Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2021-22.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 5 of the Notice for the approval of the Members.

Details of the Director seeking appointment/re-appointment at the ensuing Annual General Meeting

Name of Director	Bimal Shah
Date of Birth	January 17, 1981
Age	40
Director Identification Number	03424880
Date of First Appointment	April 1, 2011
Qualification, Experience in specific functional areas and brief resume	Bimal Mukesh Shah is an Executive Director of our Company. He has completed bachelor's degree in science from Purdue University and a master's degree in management from Boston College. Mr. Bimal has led initiatives for new projects and processes and automation of manufacturing process in the Company.
Directorship in other Companies	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	Member – Executive Committee
Chairman / Member of the Committees of the Board of Directors of the other Companies in which he is a Director	NIL
Terms and conditions of Reappointment / Appointment	Being eligible for retirement by rotation and seeking reappointment at the AGM, the terms and conditions of reappointment are the same as approved by the shareholders at the Extra Ordinary General Meeting of the Company held on November 6, 2017 and at the Annual General Meeting of the Company held on July 30, 2019.
Last Drawn Salary	₹ 24,00,000/- per month
No. of shares held in the Company	21,16,827 Equity shares (Face value of ₹ 5/- per share) representing 6.90 % of the total paid up equity share capital of the Company
Inter se Relationship between Directors	Son of Mr. Mukesh Shah, Cousin of Mr. Jayen Shah and Mr. Tushar Shah
No. of Board meetings attended during the Financial Year (2020-21)	Four