

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that Twenty-First Annual General Meeting (“AGM”) of the Members of Fine Organic Industries Limited will be held on Thursday, August 24, 2023, at 11.00 a.m. through video conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, along with the Report of the Board of Directors and the Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, along with the Report of Auditors thereon.
3. To declare a Final Dividend of Rs. 9/- per equity share of face value of Rs. 5/- each for the financial year ended March 31, 2023.
4. To appoint a Director in place of Mr. Jayen Shah (DIN: 00106919), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

5. Ratification of Remuneration to Cost Auditors.

To consider and if thought fit to pass, with or without modification(s), the following resolution as 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 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 ending on March 31, 2024, amounting to Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) plus Goods and Service Tax as applicable and reimbursement of actual out of pocket expenses, be and is hereby ratified.”

6. 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 Special Resolution:

“RESOLVED THAT in supersession of the resolution passed by the members in the Twentieth Annual General Meeting held on August 23, 2022, pursuant to the provisions of Section 197, 198 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, 2023, 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 Rs. 1.50 Crore (Rupees One Crore Fifty Lakh Only) during any financial year.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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.”

By Order of the Board of Directors
For **Fine Organic Industries Limited**

Pooja Lohor
Company Secretary

Date: May 24, 2023
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

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its General circular dated December 28, 2022, read with General Circulars dated May 5, 2022, 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 5, 2023, May 13, 2022, 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 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 21st AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars and SEBI Circulars, 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 and Attendance Slip are not annexed to this Notice.
3. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on the applicability of Secretarial Standards - 1 and 2 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
4. 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 either through remote e-voting or during AGM together with attested specimen signature(s) of the duly authorised representative(s). The said Resolution / Authorization shall be sent electronically through registered email address to the Scrutinizer at co.secretaries@gmail.com with a copy marked to evoting@kfintech.com.
5. Participation of Members through VC/OAVM shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 5 and 6 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 Director seeking re-appointment at this AGM are also annexed.
7. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2022-23 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 Limited (KFinTech) at <https://evoting.kfintech.com>.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 17, 2023, to Thursday, August 24, 2023, (both days inclusive) for the purpose of determining the members who shall be entitled to receive the dividend for the financial year 2022-23. The final dividend for the Financial Year 2022-23, 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 Wednesday, August 16, 2023.
9. 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).

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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, KFintech to provide efficient and better services.

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has made it mandatory for shareholders holding shares in physical form to furnish PAN, KYC (i.e., postal address with pin code, email address, mobile number, bank account details, specimen signature, Demat account details) and their nominee details to the KFintech. Further details and relevant forms to update the abovementioned are available on the Company's website at <https://www.fineorganics.com/investor-kyc-updation/>

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the weblink at <https://www.fineorganics.com/investor-kyc-updation/>

- 10.** As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be 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, members are requested to hold the shares in dematerialized form.
- 11.** 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.
- 12.** 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.
- 13.** 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.
- 14.** 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. 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.
 - iii. 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.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

15. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the Members are requested to refer to the Finance Act, 2020 and amendments thereof. The Members are requested to update their PAN with the Company / Registrar and Transfer Agent (in case of shares held in physical mode) and with the Depository Participants (in case of shares held in demat mode). However, no tax shall be deducted on the dividend payable to a resident individual Member if the total dividend to be received during F.Y. 2023-24 does not exceed Rs. 5,000/-. The withholding tax rate (TDS rate) would vary depending on the residential status of the Member and the documents submitted by them and accepted by the Company.

A Resident individual Member 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 16, 2023.

Members 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 Members, the TDS rate is subject to section 206AB of the Income-tax Act (effective from July 1, 2021) which specifies higher rate of TDS for specified persons who have not furnished their PAN / Not filed ITR for preceding 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 Member 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 Members 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 Members latest by 11:59 p.m. (IST) on August 16, 2023.

16. 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.

17. 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 21st AGM by electronic means and has engaged the services of 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 Saturday, August 19, 2023, from 9.00 a.m. and ends on Wednesday, August 23, 2023, 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 Wednesday, August 16, 2023, 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.





NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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

I. Login method for e-Voting: Applicable only for Individual Members 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. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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/myeasitoken/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 the 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. 	<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/myeasitoken/home/login ii) Proceed with completing the required fields.
<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: http://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>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.
<p>4. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>	

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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 logged in, 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 abovementioned 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):

- (i) Launch internet browser by typing the URL: <https://evoting.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. 7445, USER ID and password. Members are requested to use these credentials at the Remote Voting Login at the abovementioned 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) 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 the 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 –.
- (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 21st 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".

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

- B. Members who have not registered their e-mail address
- i. Please register your email address as mentioned in para 14 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 hours on Wednesday, August 16, 2023, 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. Wednesday, August 16, 2023, 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 +91 9212993399

1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1202345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
(XXXX being E-Voting Event Number)
- 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 or ‘FAQs’ and ‘User Manual’ for Members available at the ‘Download’ section on the website (bottom corner) of Kfintech at <https://evoting.kfintech.com/> or call Kfintech on Toll-Free No. 1-800-3094-001.
 - iv. Member may send an e-mail request to [einward.ris@kfintech.com](mailto: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?’ option available on https://evoting.kfintech.com to reset the password.
 - e. 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

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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.

- f. 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.

18. 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 EVENT and name 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.
- 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 scheduled time.
- c. The e-Voting window shall be activated upon instructions of the Chairman during the AGM proceedings. Upon the declaration by the Chairperson about the commencement of e-voting at AGM, Members shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the AGM, which will take them to the 'Instapoll' page. 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. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by visiting <https://emeetings.kfintech.com> and clicking on the tab 'Speaker Registration' and mentioning their registered email id, mobile number and city during the period starting from Saturday, August 19, 2023, (from 9.00 a.m.) to Tuesday, August 22, 2023 (up to 5.00 p.m.) Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- g. Post your Question: Members may 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>. On successful login select "Post Your Question" option to post their queries in the window provided. The window shall remain active from Saturday, August 19, 2023, at 9.00 a.m. up to Tuesday, August 22, 2023, at 5.00 p.m.

Please note that questions of only those Members will be entertained/considered who are holding shares of Company as of the cut-off date i.e. Wednesday, August 16, 2023.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

- h. 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>

- i. 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 einward.ris@kfintech.com

Applications developed by Kfintech which can be used by the shareholders

As an ongoing endeavour to enhance investor experience and leverage new technology, our Registrar and transfer agents (RTAs), KFIN Technologies Limited have been continuously developing new applications. Here is a list of applications that has been developed by Kfintech.

Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption

status, Upload exemption forms (TDS), Download all ISR and other related forms.

URL: <https://ris.kfintech.com/clientservices/isc/default.aspx>

eSign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to investors for raising service requests. Kfintech is the only RTA which has enabled the option and can be accessed via the link below.

<https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>

KYC Status: Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

URL: <https://ris.kfintech.com/clientservices/isc/kycqry.aspx>

KPRISM: A mobile application as well as a webpage which allows users to access Folio details, Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

Summarized information at glance:

Particulars	Details
Time and Date of AGM	Thursday, August 24, 2023 at 11.00 a.m. (IST)
Venue/Mode	Through video conference at below link: https://emeetings.kfintech.com/
Book closure dates	Thursday, August 17, 2023 to Thursday, August 24, 2023 (both days inclusive)
Record date for payment of final dividend	Wednesday, August 16, 2023
Final dividend recommended for FY'23	Rs. 9/- per equity share
Cut-off date for e-voting	Wednesday, August 16, 2023
E-voting Start time and date	Saturday, August 19, 2023 at 9.00 a.m.
E-voting end time and date	Wednesday, August 23, 2023 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/myeasitoken/home/login
E-voting Event Number (EVEN)	7445

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

Particulars	Details
Contact details of RTA	Mr. Umesh Pandey, Manager KFin Technologies Limited Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500032, Telangana, India Email ids: einward.ris@kfintech.com umesh.pandey@kfintech.com Website: https://www.kfintech.com Toll free number 1-800-309-4001.

By Order of the Board of Directors
For **Fine Organic Industries Limited**

Pooja Lohor
Company Secretary

Date: May 24, 2023
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

NOTICE OF ANNUAL GENERAL MEETING (Contd.)

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

Item No. 5

Pursuant to the provisions of Section 148 of the Act, the Company is required to conduct the audit of its cost records by a Cost Accountant in Practice. Upon the recommendation of the Audit Committee, the Board of Directors of the Company has 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 the financial year 2023-24, at a remuneration of Rs. 3,50,000/- (Rupees Three Lakh Fifty Thousand only) plus Goods and Service Tax (GST) 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 2023-24.

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

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

Item No. 6

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.

The Company at its 20th Annual General Meeting held on August 23, 2022 had approved the payment of commission to non-executive Directors of the Company which shall not be exceeding 1% of net profits of the Company (computed in the manner laid down in section 198 of the Act) subject to aggregate amount not exceeding Rs. 1.00 crore in any financial year, commencing from April 1, 2021, and such commission shall be divisible among the Directors in such proportion as the Board of Directors may from time to time determine.

On recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on May 24, 2023, approved revision in the aforesaid ceiling of aggregate amount towards payment of commission to Non-executive Directors of the Company (other than Managing Director and Whole Time Directors) from Rs. 1.00 crore to Rs. 1.50 crore which shall not be 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, 2023, and such commission shall be divisible among the Directors in such proportion as the Board of Directors may from time to time determine.

It is proposed to seek Members approval for the revision in 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, 2023.

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. 6.

The Board of Directors recommends the Special Resolution as set out in Item No. 6 of the Notice for the approval of the Members.

NOTICE OF ANNUAL GENERAL MEETING (Contd.)**Details of the Director seeking appointment/ re-appointment at the ensuing Annual General Meeting**

Name of Director	Jayen Shah
Date of Birth	August 6, 1963
Age	58 years
Director Identification Number	00106919
Date of First Appointment	May 24, 2002
Qualification, Experience in specific functional areas and brief resume	Mr. Jayen Shah holds a Master's degree in science (Oil Technologies) from the University of Mumbai (UDCT). He joined the Fine Organics Group in 1986 and has been associated with the Company since inception. He was instrumental in creating a vendor-partner network needed to support the Company. He played a key role in developing and managing channel partners for the organization's products in India. He has experience in procurement, vendor development and business development. He has received the distinguished alumnus award under the entrepreneurship category by UAA, ICT in May 2021.
Directorship in other Companies*	NIL
Chairperson / Member of the Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee - Chairman Audit Committee - Member Stakeholders Relationship Committee - Member Risk Management Committee - Member Executive Committee - Member Strategic Growth Committee - Member
Chairperson / 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 20th Annual General Meeting of the Company held on August 23, 2022.
Last Drawn Remuneration (for FY 2022-23)	Salary - Rs. 30,00,000/- p.m. Commission - Rs. 1,00,00,000/- (for the FY 2022-23)
No. of shares held in the Company	34,23,627 Equity shares (Face value of Rs. 5/- per share)
Inter se Relationship between Directors	Brother of Mr. Tushar Shah - Executive Director and CFO of the Company
No. of Board meetings attended during the Financial Year (2022-23)	5
Listed Companies from which he/she resigned in the past three years	NIL

*Includes Directorships in Public Companies only.

**Includes the Chairpersonship/ Membership in the Audit Committee and Stakeholders Relationship Committee only of the Public Companies.