



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Twenty-Second Annual General Meeting (“AGM”) of the Members of Fine Organic Industries Limited will be held on Wednesday, August 21, 2024, 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, 2024, 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, 2024, along with the Report of Auditors thereon.
3. To declare a Final Dividend of ₹ 10/- per equity share of face value of ₹ 5/- each for the financial year ended March 31, 2024.
4. To appoint a Director in place of Mr. Tushar Shah (DIN: 00107144), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

## SPECIAL BUSINESS

5. **Ratification of Remuneration to Cost Auditors for FY 2024-25.**

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 March 31, 2025, amounting to ₹ 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.”

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

**Pooja Lohor**  
**Company Secretary and Compliance Officer**  
**Membership No: A28397**

Mumbai: May 10, 2024

**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: +91-22-21028899  
E-mail: investors@fineorganics.com  
Website: www.fineorganics.com

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### Notes:

1. The Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 09/2023 dated September 25, 2023 read with General Circular Nos. 14/2020, 17/2020, 20/2020 (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 Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with para 5.1 and 5.2 of section VI-J of chapter VI of the SEBI Master Circular dated July 11, 2023 (collectively referred to as 'SEBI Circulars') has also granted relaxation from compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have 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 22<sup>nd</sup> 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/Authorisation etc. authorising 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 / Authorisation shall be sent electronically through registered email address to the Scrutiniser at [co.secretaries@gmail.com](mailto:co.secretaries@gmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 No. 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 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 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/KFin Technologies Limited / Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website [www.fineorganics.com](http://www.fineorganics.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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 Wednesday, August 14, 2024, to Wednesday, August 21, 2024, (both days inclusive) for the purpose of determining the members who shall be entitled to receive the dividend for the financial year 2023-24. The final dividend for the financial year 2023-24, if declared at the AGM, will be paid on and from 6<sup>th</sup> 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 in accordance with the book closure schedule.
9. Members holding shares in dematerialised 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



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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 Registrar and Transfer Agent, 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 above-mentioned 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 dematerialised form with effect from April 01, 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 dematerialised 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](mailto: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](http://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](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, or the website of the RTA viz. <https://evoting.kfintech.com/> for the same.

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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 FY 2024-25 does not exceed ₹ 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 13, 2024.

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 01, 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 13, 2024.

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 from the date of circulation of this Notice upto the date of AGM i.e. August 21, 2024. 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 22<sup>nd</sup> 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 Friday, August 16, 2024 from 9:00 a.m. and ends on Tuesday, August 20, 2024 at 5:00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialised form, as on the cut-off date, being Wednesday, August 14, 2024, 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.







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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 09, 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><b>1. Members who have already registered and opted for IDEAS facility to follow below steps:</b></p> <ul style="list-style-type: none"> <li>i) Go to URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>ii) Click on the “Beneficial Owner” icon under ‘IDEAS’ section.</li> <li>iii) On the new page, enter the existing User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>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.</li> </ul>  | <p><b>1. Members who have already registered and opted for Easi / Easiest to follow below steps:</b></p> <ul style="list-style-type: none"> <li>i) Go to URL:<br/><a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a><br/>or<br/>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and then go to Login and select New System Myeasi.</li> <li>ii) Login with user id and password.</li> <li>iii) The option will be made available to reach e-Voting page without any further authentication.</li> <li>iv) Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</li> </ul>   |
| <p><b>2. User not registered for IDEAS e-Services</b></p> <ul style="list-style-type: none"> <li>i) To register click on the link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> (Select “Register Online for IDEAS”);<br/>or<br/><a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>ii) Proceed with completing the required fields.</li> </ul>  | <p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>i) Option to register is available at:<br/><a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></li> <li>ii) Proceed with completing the required fields.</li> </ul>  |
| <p><b>3. First-time users can visit the e-Voting website directly and follow the process below:</b></p> <ul style="list-style-type: none"> <li>i) Go to URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>iv) Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>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.</li> </ul> | <p><b>3. First-time users can visit the e-Voting website directly and follow the process below:</b></p> <ul style="list-style-type: none"> <li>i) Go to URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii) Click on the icon “E-Voting”</li> <li>iii) Provide demat Account Number and PAN No.</li> <li>iv) System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</li> <li>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.</li> </ul> |
| <p><b>4. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience</b></p> <p>NSDL Mobile App is available on</p> <p> </p> <div style="display: flex; justify-content: space-around;">   </div>   |   |

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### 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: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll-free no.: 1800 1020 990 or 1800 22 44 30 or call at 022 – 48867000 and 022-24997000 | CDSL helpdesk by email to: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at toll-free no 1800225533 or call at 022- 23058738, 23058542-43 |

#### I. 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, will receive an email from KFintech which will include details of E-Voting Event Number (EVEN) i.e., 8171, 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.

B. Members whose Email IDs are not registered with the Company / DPs and consequently have not received the Notice of the AGM and e-voting instructions will have to follow the following process:

- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to Registrar & Transfer Agent i.e. [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Members may send an e-mail request at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed request letter providing the email address, mobile number, self-attested copy of PAN and copy of Client Master for sending the Notice of the AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all the steps mentioned below to cast your vote by electronic means.

**Once the Members have logged in by using either of Option 1 or Option 2, as applicable, they are required to follow the instructions given below:**

- (i) 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,



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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.

- (ii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
  - (iii) Voting has to be done for each resolution of the Notice of the AGM separately. In case you do not desire to cast your vote on any specific resolution it will be treated as abstained.
  - (iv) You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - (v) 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 have voted on all the resolutions by clicking “SUBMIT”.
- 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 dematerialised form, as on the close of business hours on Wednesday, August 14, 2024, 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.
  - b. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as on Wednesday, August 14, 2024, 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> 1402345612345678
      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. Member may send an e-mail request to [einward.ris@kfintech.com](mailto: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 Scrutiniser to scrutinise 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

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through the 'Forgot User Details/Password' option available on <https://evoting.kfintech.com> to reset the password.

- e. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make within two working days from the conclusion of AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- f. The Results declared along with the Scrutiniser's Report(s) will be available on the website of the Company [www.fineorganics.com](http://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 two working days 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), 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 Friday, August 16, 2024, (from 9:00 a.m.) to Monday, August 19, 2024 (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 Friday, August 16, 2024, at 9:00 a.m. up to Monday, August 19, 2024, at 5:00 p.m. The members may alternatively express their views or post questions on [investors@fineorganics.com](mailto:investors@fineorganics.com) within the aforesaid time period.





## 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](mailto:einward.ris@kfintech.com)

### Summarised information at glance:

| Particulars  | Details  |
|--|--|
| Time and Date of AGM                                     | Wednesday, August 21, 2024 at 11:00 a.m. (IST)   |
| Venue/Mode   | Through video conference at below link: <a href="https://emeetings.kfintech.com/">https://emeetings.kfintech.com/</a>  |
| Book closure dates                                       | Wednesday, August 14, 2024 to Wednesday, August 21, 2024 (both days inclusive)   |
| Final dividend recommended for FY 2023-24                | ₹ 10/- per equity share  |
| Cut-off date for e-voting                                | Wednesday, August 14, 2024   |
| E-voting Start time and date                             | Friday, August 16, 2024 at 9:00 a.m.   |
| E-voting end time and date                               | Tuesday, August 20, 2024 at 5:00 p.m.  |
| E-voting website links (Please use as applicable to you) | <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a><br><a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a><br><a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>  |
| E-voting Event Number (EVEN)                             | 8171   |
| Contact details of RTA                                   | Mr. Umesh Pandey, Senior Manager<br>KFin Technologies Limited<br>Selenium Building, Tower B, Plot 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India<br>Email ids : <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="mailto:umesh.pandey@kfintech.com">umesh.pandey@kfintech.com</a><br>Website: <a href="https://www.kfintech.com">https://www.kfintech.com</a><br>Toll free number 1-800-309-4001. |

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

**Pooja Lohor**  
**Company Secretary and Compliance Officer**  
**Membership No: A28397**

Mumbai: May 10, 2024

**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: +91-22-21028899  
E-mail: [investors@fineorganics.com](mailto:investors@fineorganics.com)  
Website: [www.fineorganics.com](http://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 FY 2024-25, at a remuneration of ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) plus Goods and Service Tax as applicable and reimbursement of actual out-of-pocket expenses incurred.

Considering the scope of audit, time and resources required to be deployed by the cost auditors, in the opinion of the Directors, the proposed remuneration payable would be fair and reasonable and do not in any way impair the independence & judgement of the Cost Auditors.

In accordance with the provisions of Section 148(3) of the Act read with Companies (Audit and Auditors) 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 FY 2024-25.

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.



## NOTICE OF ANNUAL GENERAL MEETING (Contd.)

### Disclosures Relating to Directors Pursuant To Regulation 36(3) Of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, And Secretarial Standards on General Meetings:

|  |  |
|--|--|
| <b>Name of Director</b>  | <b>Tushar Shah</b>   |
| <b>Date of Birth</b>   | March 18, 1968   |
| <b>Age</b>   | 56 years   |
| <b>Director Identification Number</b>  | 00107144   |
| <b>Date of First Appointment</b>   | May 24, 2002   |
| <b>Qualification, Experience in specific functional areas and brief resume</b>   | <p>Mr. Tushar Shah brings over three decades of invaluable experience to Fine Organics, where he currently serves as the Whole Time Director and Chief Executive Officer. Mr. Tushar Shah has completed second year while pursuing Bachelors' in Science from University of Mumbai. He joined Fine Organics group in 1989 and has been associated with the Company since its inception.</p> <p>During his tenure, Mr. Tushar Shah has held various key positions within the organisation, demonstrating his deep understanding of enterprise resource planning, customer relationship management, and financial systems. His pioneering efforts were instrumental in establishing Fine Organics Badlapur manufacturing facility, marking a significant milestone in the Company's journey.</p> <p>Mr. Tushar Shah's, strategic vision and leadership have also facilitated the expansion of Fine Organics global footprint, with the successful establishment of subsidiaries in North America and Europe, and a Joint Venture Company in Thailand. His expertise extends across multiple domains, including Finance, Banking, Marketing, Compliance, Export, Taxation, Human Resources, and Logistics, reflecting his comprehensive understanding of the business landscape.</p> <p>He is also making a valuable contribution to the CSR initiatives of the Company. With his wealth of experience and unwavering commitment, Mr. Tushar Shah continues to play a pivotal role in steering Fine Organics towards sustained growth and operational excellence.</p> |
| <b>Directorship in other Companies*</b>  | <ol style="list-style-type: none"> <li>1. Fine Zeelandia Pvt. Ltd</li> <li>2. Fine Organic Industries (SEZ) Pvt. Ltd.</li> </ol>   |
| <b>Chairperson / Member of the Committees of the Board of Directors of the Company</b>                                     | <p>Corporate Social Responsibility Committee - Member</p> <p>Audit Committee - Member</p> <p>Stakeholders Relationship Committee - Member</p> <p>Executive Committee - Member</p> <p>Strategic Growth Committee - Member</p>   |
| <b>Chairperson / Member of the Committees of the Board of Directors of the other Companies in which he is a Director**</b> | NIL  |
| <b>Terms and conditions of Reappointment / Appointment</b>   | <p>Mr. Tushar Shah is eligible for retirement by rotation and is seeking re-appointment at the AGM. The Board of Directors at its meeting held on February 02, 2024 re-designated Mr. Tushar Shah from Whole Time Director and Chief Financial Officer to Whole Time Director and Chief Executive Officer of the Company. All other terms and conditions of his appointment as approved by the shareholders at the 20<sup>th</sup> Annual General Meeting dated August 23, 2022 shall remain valid and in full force and effect.</p>   |

**NOTICE OF ANNUAL GENERAL MEETING (Contd.)**

|   |   |
|---|---|
| <b>Name of Director</b>   | <b>Tushar Shah</b>  |
| <b>Last Drawn Remuneration</b>  | Salary - ₹ 42,00,000/- p.m.<br>Commission - ₹ 75,00,000/-   |
| <b>Remuneration sought to be paid</b>                                     | As per the terms and conditions of his appointment as approved by the shareholders at the 20 <sup>th</sup> Annual General Meeting dated August 23, 2022 |
| <b>No. of shares held in the Company</b>                                  | 50,89,721 Equity shares (Face value of ₹ 5/- per share)   |
| <b>Inter se Relationship between Directors</b>                            | Brother of Mr. Jayen Shah – Managing Director of the Company  |
| <b>No. of Board meetings attended during the Financial Year (2023-24)</b> | 5 meetings attended out of 5 meetings held during the F.Y. 2023-24.   |
| <b>Listed Companies from which he resigned in the past three years</b>    | NIL   |

\*Includes Directorships in Indian Companies only.

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