VIPULORGANICS
Interconnected Chemistry

POSTAL BALLOT NOTICE

(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given to the Members of Vipul Organics Limited (**"Company"**) pursuant to provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") the Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India ("**ICSI**") and other applicable laws, rules and regulations read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, and General Circular No. 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**") that the resolutions as set out hereunder are proposed to be passed as special resolutions through Postal Ballot process through voting by electronic means only **("Remote e-voting")**.

The proposed resolutions along with the explanatory statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out the material facts and the reasons thereof, are annexed hereto.

The Board of Directors of the Company has appointed CS Bhuwnesh Bansal, Proprietor of M/s. Bhuwnesh Bansal and Associates, Company Secretaries, Mumbai (FCS No.: 6526/CP No.: 9089) as scrutinizer for conducting the postal ballot process through remote e-voting in accordance with law in a fair and transparent manner. The Company has engaged the services of the Central Depository Services (India) Limited ("**CDSL**"), to provide remote e-voting facility. The procedure for remote e-voting is provided in the notes to this Postal Ballot notice. Members are requested to read the instructions in the notes so as to cast their vote electronically.

Only the members of the Company holding shares as on Friday, 24th May, 2024, i.e. the cut-off date, will be entitled to vote. The remote e-voting will commence on Thursday, 30th May, 2024, at 9.00 A.M. (IST) and will end on Friday, 28th June 2024 at 5.00 P.M. (IST).

SPECIAL BUSINESS:

1) **Appointment of Mr. Rupesh Agrawal (DIN: 09797293) as Non-Executive Independent Director of the Company and in this regard, if thought fit, pass the following resolution as a SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 and Schedule IV thereto read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee of the Company and subject to the approval of the members of the Company, Mr. Rupesh J. Agrawal (DIN: 09797293) be and is hereby appointed as an Additional Independent Director of the Company for a term of upto 5 (five) consecutive years w.e.f. 1st April, 2024 to 31st March, 2029, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vipul P. Shah, Managing Director, Mr. Mihir V. Shah, Whole Time Director and CFO and Ms. Priya Shadija, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, to give effect to the aforesaid resolution."

2) **Appointment of Mr. Siddhan Subramanian (DIN: 02101174) as Non-Executive Independent Director of the Company and in this regard, if thought fit, pass the following resolution as a SPECIAL RESOLUTION:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 of the Companies Act, 2013 and Schedule IV thereto read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee of the Company and subject to the approval of the members of the Company, Mr. Siddhan Subramanian (DIN: 02101174) be and is hereby appointed as an Additional Independent Director of the Company for a term of upto 5 (five) consecutive years w.e.f. 1st April, 2024 to 31st March, 2029, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vipul P. Shah, Managing Director, Mr. Mihir V. Shah, Whole Time Director and CFO and Ms. Priya Shadija, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, to give effect to the aforesaid resolution."

VIPULORGANICS
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By order of the Board of Directors

For Vipul Organics Limited

Priya Shadija
Company Secretary and Compliance Officer
Membership No.: A72549

Date: 29th May, 2024

Registered Office:
102, Andheri Industrial Estate, Off Veera Desai Road,
Andheri – West, Mumbai – 400069.

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard – SS 2, Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions, setting out material facts concerning the resolutions proposed to be passed is annexed hereto and forms part of this notice.

2. In compliance with the MCA circulars, this Postal Ballot Notice is being sent only through e-mails, to all the Members who have registered their e-mail address with the Company/its Registrar & Transfer Agent ('RTA')/Depositories Participants and that the communication of assent or dissent of the Members would only take place through remote e-voting system. The Postal Ballot Form and pre-paid business envelope are not sent to the Members for this Postal Ballot process.

3. The Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company viz. www.vipulorganics.com) duly filled and signed along with requisite supporting documents to Company's RTA, Bigshare Services Private Limited, S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093, if shares are held in physical form.

4. The Postal Ballot notice has been sent electronically to all the Members, whose names appeared in the Register of Members or in the List of Beneficial Owners maintained by the Depositories as on Friday, 24th May, 2024 ('cut-off date'). Members as on the cut-off date would be entitled to vote for the purpose of Postal Ballot and a person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purpose only. The notice of the postal ballot will also be available on the Company's website at www.vipulorganics.com and websites of the Stock Exchanges i.e. BSE Limited viz. www.bseindia.com and on the website of the CDSL viz. www.evotingindia.com.

5. In case any member (holding shares as on the cut-off date) does not receive the postal ballot notice, he/she/ it may send an email to companysecretary@vipulorganics.com and obtain a copy of the same.

6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and

Administration) Rules, 2014, Regulation 44 of the Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to provide e-voting facility to its members to exercise their right to vote electronically on the resolutions mentioned in the Postal Ballot notice. The members can cast their vote using electronic voting system ("remote e-voting") provided by the CDSL. A Member cannot exercise his/her/it's vote by proxy on Postal Ballot.

7. The remote e-voting period commences on Thursday, 30th May, 2024 (9:00 hrs.) and ends on Friday, 28th June, 2024 (17:00 hrs.). During this period, members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the CDSL for voting thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.

8. The voting rights of members / shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.

9. Any person who becomes a member of the Company after dispatch of the Postal Ballot Notice and holding shares as on the cut-off date may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or investor@bigshareonline.com. However, if the member is already registered with the CDSL for remote e-voting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com.

10. The Scrutinizer will submit his report to the Managing Director of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at the registered office of the Company at 11.30 a.m. on Sunday, 30th June, 2024. The said results along with the Scrutinizer's Report will be uploaded on the website of the Company viz. www.vipulorganics.com as well as on the website of the CDSL viz. www.evotingindia.com. The results shall simultaneously be communicated to the BSE Limited, where shares of the Company are listed.

11. The resolutions, where assented with the requisite majority of the members, shall be deemed to have been duly passed on Friday, 28th June, 2024, being the last date of remote e-voting.

THE PROCEDURE / INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

(i) The remote e-voting period begins from Thursday, 30th May, 2024 (9:00 hrs.) and ends on Friday, 28th June, 2024 (17:00 hrs.). During this period members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by the CDSL for voting thereafter.

(ii) Pursuant to the SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020,** under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, e-voting has been enabled to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020** on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Pursuant to the said SEBI Circular, Login method for e-voting **for Individual shareholders holding securities in demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website viz. www.cdslindia.com and click on Login icon and select New System Myeasi tab.

demat mode with **CDSL**	2. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-Voting service provider for casting your vote during the remote e-voting period. Additionally, there is also link provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System MyeasiTab and then click on registration option 4. Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with **NSDL**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company

	name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website 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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-voting for shareholders other than individual shareholders holding in demat form & physical shareholders.

1) The shareholders should log on to the e-voting website viz. www.evotingindia.com.
2) Click on "Shareholders" module

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details **OR** Date of Birth (DOB)	• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(viii) Click on the EVSN for Vipul Organics Limited on which you choose to vote.

(ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.

(xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) **Note for Non - Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; companysecretary@vipulorganics.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 the Company i.e. companysecretary@vipulorganics.com or to RTAs' email id investor@bigshareonline.com

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory

4. while e-Voting.

If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 1:

Mr. Rupesh Agrawal is an Associate Member of Institute of Chartered Accountants of India having experience in Corporate Finance, Taxation and Company Secretarial function for more than 18 years with excellent managerial skills and possesses strong leadership qualities.

Considering Mr. Rupesh Agrawal skills, background and experience, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 161(1) and Schedule IV of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company and all the applicable provisions of the Act and the Listing Regulations, appointed Mr. Rupesh Agrawal (DIN: 09797293) as an Additional Director (Non-Executive Independent Director) of the Company for a term of upto 5 (five) consecutive years with effect from 1st April, 2024, subject to the approval of the members of the Company.

Mr. Rupesh Agrawal is not disqualified from being appointed as a director in terms of provisions of Section 164 of the Act. The Company has received from him all statutory disclosures including his consent to act as a director of the Company. He is not debarred from holding the office of a director pursuant to any order of the SEBI or any other such authority. He has also confirmed that he is in compliance with Rule 6(1) and 6(2) of Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

A brief profile of Mr. Rupesh Agrawal and other relevant details relating to his appointment, as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the ICSI is provided in Annexure - 1 to this Notice.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to have Mr. Rupesh Agrawal on Board as a Non-Executive Independent Director of the Company. Accordingly, the Board recommends the Special Resolution as set out at item no. 1 of the Notice for the approval of the members of the Company.

Except Mr. Rupesh Agrawal, being appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in passing of the special resolution as mentioned at item no. 1 of the accompanying notice.

Item No. 2:

Mr. Siddhan Subramanian holds PHD Degree in Organic Chemistry from Indian Institute of Technology. His work experience covers R&D in chemicals, agrochemicals and colorants, technical service in textiles, pigments, paper, leather and many more. He has undergone special training as a member of the Select Gold Fish Pond in International Institute of Management Development at Lausanne, Switzerland.

Considering Mr. Siddhan Subramanian skills, background and experience, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Sections 149, 150, 152, 161(1) and Schedule IV of the Companies Act, 2013 ("Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company and all the applicable provisions of the Act and the Listing Regulations, appointed Mr. Siddhan Agrawal (DIN: 02101174) as an Additional Director (Non-Executive Independent Director) of the Company for a term of upto 5 (five) consecutive years with effect from 1st April, 2024, subject to the approval of the members of the Company.

Mr. Siddhan Subramanian is not disqualified from being appointed as a director in terms of provisions of Section 164 of the Act. The Company has received from him all statutory disclosures including his consent to act as a director of the Company. He is not debarred from holding the office of a director pursuant to any order of the SEBI or any other such authority. He has also confirmed that he is in compliance with Rule 6(1) and 6(2) of Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

A brief profile of Mr. Siddhan Subramanian and other relevant details relating to his appointment, as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the ICSI is provided in Annexure - 2 to this Notice.

The Board considers that his association would be of immense benefit to the Company, and it is desirable to have Mr. Siddhan Subramanian on Board as a Non-Executive Independent Director of the Company. Accordingly, the Board recommends the Special Resolution as set out at item no. 2 of the Notice for the approval of the members of the Company.

Except Mr. Siddhan Subramanian, being appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in passing of the special resolution as mentioned at item no. 2 of the accompanying notice.

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By order of the Board of Directors

For Vipul Organics Limited

Priya Shadija
Company Secretary and Compliance Officer
Membership No.: A72549

Date: 29th May, 2024

Registered Office:
102, Andheri Industrial Estate, Off Veera Desai Road,
Andheri – West, Mumbai – 400069.

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ANNEXURE - 1

INFORMATION OF DIRECTOR BEING PROPOSED TO BE APPOINTED AS PER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON "GENERAL MEETINGS" IS GIVEN BELOW:

Particulars	Details
Name of Director	Mr. Rupesh Agrawal (DIN: 09797293)
Age	47 years
Qualifications	Chartered Accountant
Experience (including expertise in specific functional area) / Brief Resume	Mr. Rupesh Agrawal is an Associate Member of Institute of Chartered Accountants of India having experience in Corporate Finance, Taxation and Company Secretarial function for more than 18 years with excellent managerial skills and possesses strong leadership qualities.
Terms and Conditions of appointment	Mr. Rupesh Agrawal is being appointed as a Non-Executive Independent Director of the Company for a term of upto 5 (five) consecutive years commencing from 1st April, 2024 till 31st March, 2029, not liable to retire by rotation.
Remuneration last drawn (including Sitting fees, Commission, if any)	Not applicable
Remuneration proposed to be paid	Sitting fees as approved and Commission as may be decided by the Board of Directors from time to time.
Date of first appointment on the Board	1st April, 2024
Shareholding in the Company (including beneficial ownership)	Nil
Relationship with other Directors / Key Managerial Personnel	He is not related *inter-se* to any director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013
Number of meetings of the Board attended during the financial year 2023-24	Not applicable

Directorships of other Boards including listed entities	1 . Prabhudas Lilladher IFSC Private Limited 2 . PL Wealth Private Limited 3. PL Asset Management Private Limited
Number of Listed Entities from which person has resigned in past three years	Nil
Membership / Chairmanship of Committees of other entities	Nil
~~Summary of Performance Evaluation /~~ Justification for choosing the appointee for appointment as Independent Directors	As per his expertise and experience as mentioned above.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in the explanatory statement.

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ANNEXURE - 2

Particulars	Details
Name of Director	Mr. Siddhan Subramanian (DIN: 02101174)
Age	74 years
Qualifications	PHD in Organic Chemistry from Indian Institute of Technology
Experience (including expertise in specific functional area) / Brief Resume	Mr. Siddhan Subramanian holds PHD Degree in Organic Chemistry from Indian Institute of Technology. His work experience covers R&D in chemicals, agrochemicals and colorants, technical service in textiles, pigments, paper, leather and many more. He has undergone special training as a member of the Select Gold Fish Pond in International Institute of Management Development at Lausanne, Switzerland.
Terms and Conditions of appointment	Mr. Siddhan Subramanian is being appointed as a Non-Executive Independent Director of the Company for a term of upto 5 (five) consecutive years commencing from 1st April, 2024 till 31st March, 2029, not liable to retire by rotation.
Remuneration last drawn (including Sitting fees, Commission, if any)	Not applicable
Remuneration proposed to be paid	Sitting fees as approved and Commission as may be decided by the Board of Directors from time to time.
Date of first appointment on the Board	1st April, 2024
Shareholding in the Company (including beneficial ownership)	Nil
Relationship with other Directors / Key Managerial Personnel	He is not related *inter-se* to any director(s) /Key Managerial Personnel(s) of the Company within the meaning of Section 2(77) of the Companies Act, 2013
Number of meetings of the Board attended during the financial year 2023-24	Not applicable

Directorships of other Boards including listed entities	1 . Kopran Limited (Listed entity)
Number of Listed Entities from which person has resigned in past three years	Nil
Membership / Chairmanship of Committees of other entities	1. Nomination and Remuneration Committee in Kopran Limited 2. Stakeholder Relationship Committee in Kopran Limited
~~Summary of Performance Evaluation /~~ Justification for choosing the appointee for appointment as Independent Directors	As per his expertise and experience as mentioned above.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As given in the explanatory statement.