



Ami Organics Limited

CIN No. : L24100GJ2007PLC051093

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

May 14, 2022

To,
Corporate Relations Department,
BSE LIMITED,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001

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

Scrip Code: 543349

NSE Symbol: AMIORG

Dear Sir/Madam,

Sub : Minutes of Special Resolution passed by way of Postal Ballot

With reference to the captioned subject, enclosed is the certified true copy of Minutes of the Special Resolution passed by way of postal ballot through remote e-voting, by the Shareholders of the Company as set out in the Postal Ballot Notice dated March 22, 2022. The Results of the Postal Ballot was declared vide our letter dated April 30, 2022.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
For, AMI ORGANICS LIMITED

Ekta Kumari Srivastava
Company Secretary & Compliance Officer



Encl: As Above



Info@amiorganics.com



www.amiorganics.com



+91 72279 77744 / 75730 15366



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CERTIFIED TRUE COPY OF MINUTES OF THE RESOLUTION PASSED BY WAY OF POSTAL BALLOT HELD THROUGH REMOTE E-VOTING BY THE SHAREHOLDERS OF AMI ORGANICS LIMITED ON THURSDAY, APRIL 28, 2022 AS SET OUT IN THE POSTAL BALLOT NOTICE DATED MARCH 22, 2022.

The notice of postal ballot dated March 22, 2022 ('Notice') pursuant to section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014, was sent by electronic mode to the members on March 28, 2022 at their email addresses registered with the Depository Participant / the Company, The Notice was sent to all the members whose names appeared in the Register of Members / the List of Beneficial Owners maintained by the Company / Depositories as on the cut-off date, Friday March 25, 2022.

The Board of Directors at its meeting held on March 22, 2022 had appointed Mr. Kashyap Shah, Practicing Company Secretary as the Scrutinizer for conduct of the e-voting process in a fair and transparent manner. Pursuant to the provisions of Section 108 and Section 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and various MCA circulars, the Company had provided e-voting facility to its Members in respect of the business to be transacted through postal ballot as stated in the Notice. The Company availed the services of National Securities Depository Limited ('NSDL') to provide e-voting facility to the Members.

The e-voting period commenced on Wednesday, March 30, 2022, IST at 9.00 a.m. and ended on Thursday, April 28, 2022, IST at 5.00 p.m. The cut-off date, for the purpose of determining the number of Members was Friday, March 25, 2022 the total number of Members as on cut-off date were 95,968 holding total 3,64,37,062 number of equity shares of the Company. After scrutiny of votes, cast through e-voting facility as received upto 5.00 p.m. on Thursday, April 28, 2022 (being the last date fixed for e-voting), Mr. Kashyap Shah, Scrutinizer submitted his report on Saturday, 30th April, 2022. The extract of the report is given below:

Item no. 1: Special Resolution : Appointment of Mrs. Anita Bandyopadhyay (DIN: 08672071) as a Non-Executive Independent Director of the Company and approval of payment of remuneration

Category	No. of Shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	14958710	14958710	100.00	14958710	0	100.00	0.00
Public -Institutions	2862511	1240506	43.33	1240506	0	100.00	0.00
Public-Non Institutions	18615841	9801982	52.65	9800629	1353	99.99	0.01
TOTAL	36437062	26001198	71.36	25999845	1353	99.99	0.01





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Percentage of votes cast in favour : 99.99%

Percentage of votes cast against: 0.01%

Item no. 2: Special Resolution

Appointment of Mr. Ram Mohan Rao Locande (DIN: 08117035) as the Whole Time Director of the Company and approval of payment of remuneration :

Category	No. of Shares held	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favor (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	14958710	14958710	100.00	14958710	0	100.00	0.00
Public Institutions	2862511	1240506	43.33	1240506	0	100.00	0.00
Public-Non Institutions	18615841	9801820	52.65	9800629	1251	99.99	0.01
TOTAL	36437062	26001198	71.36	25999845	1251	99.99	0.01

Percentage of votes cast in favour: 99.99%

Percentage of votes cast against: 0.01%

After receiving the Scrutinizer's Report and as per the authority granted under the Board resolution dated March 22, 2022, the Managing Director, declared the results of the Postal Ballot on Saturday, April 30, 2022. The special resolutions at item no. 1 and item no. 2 in the Postal Ballot Notice, were approved with requisite majority and deemed to have been passed on Thursday, 28th April, 2022 (being the last date specified in the Notice for receipt of votes through the e-voting process). The results were intimated to the stock exchanges where the shares of the Company are listed and were also displayed on the website of the Company www.amiorganics.com

The resolutions duly approved by the Members were as under:

SPECIAL RESOLUTION:

1. Appointment of Mrs. Anita Bandyopadhyay (DIN: 08672071) as a Non-Executive Independent Director of the Company and approval of payment of remuneration:



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"RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), rules made thereunder, each as amended ("**Companies Act**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and other applicable provisions of law, if any, and pursuant to the provisions of the Articles of Association of the Company, Mrs. Anita Bandyopadhyay (DIN: 08672071), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f February 8, 2022 upon recommendation of Nomination and Remuneration Committee, the consent of members be and is hereby accorded to appoint Mrs. Anita Bandyopadhyay as a Non Executive Independent Director of the Company, to hold office for five consecutive years starting from February 8, 2022 till February 7, 2027 and whose period of office shall not be liable to determination for retirement by rotation. "

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, 198 and any other applicable provisions, if any, of the Act read with the rules, regulations, directions and notifications issued/ framed thereunder and Schedule V thereto, Mrs. Anita Bandyopadhyay shall be entitled to receive sitting fees of Rs. 30,000/- (Rupees Thirty Thousand) per meeting, for attending meetings of the Board or any committees thereof or such sum as may be fixed by Board from time to time within the limits prescribed under section 197 of the Act; and annual commission, payable to all the Non Executive Directors of the Company not exceeding one percent of the net profits of the Company for that financial year as computed in the manner prescribed under section 198 of the Companies Act, 2013, which may be determined by the Board from time to time, pursuant to the provisions of section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification(s) or re-enactment(s) thereof. "

"RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient in relation to appointment of Mrs. Anita Bandyopadhyay as a Non-Executive Independent Director of the Company including but not limited, to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. Appointment of Mr. Ram Mohan Rao Locande (DIN: 08117035) as the Whole Time Director of the Company and approval of payment of remuneration

"RESOLVED THAT pursuant to Sections 152 & 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), rules made thereunder, each as amended ("**Companies Act**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**") and other applicable provisions of law, if any, and pursuant to the provisions of the Articles of Association of the Company and upon recommendation of the Nomination & Remuneration Committee, Mr. Ram Mohan Rao Locande (DIN:08117035) who was appointed as an Additional Director of the Company by the Board of Directors w.e.f February 8, 2022 be and is hereby appointed as the Director of the Company, liable to retire by rotation.





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RESOLVED FURTHER THAT pursuant to and in accordance with the provisions of Section 196, 197, 198, 203, Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all the other applicable provisions made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and approval by the Board of Directors, consent of the Members of the Company is hereby accorded for appointment of Mr. Ram Mohan Rao Locande (DIN: 08117035) as Whole Time Director of the Company for a period of five years starting with effect from February 8, 2022 till February 7, 2027 and payment of remuneration as mentioned in the explanatory statement of this notice, for a period of three financial years starting w.e.f. February 8, 2022 till February 7, 2025, provided however that total maximum managerial remuneration payable to Mr. Ram Mohan Rao Locande shall not exceed Rs. Two crores per annum.

RESOLVED FURTHER THAT the office of Mr. Ram Mohan Rao Locande shall be reckoned for the purpose of arriving Directors liable to retire by rotation and as long as he functions as the Director of the Company, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors be and is hereby authorised to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient in relation to appointment of Mr. Ram Mohan Rao Locande as Whole Time Director of the Company including but not limited, to delegate any powers to any officials of the Company conferred upon the Board by this resolution and to settle all questions / doubts / queries / difficulties that may arise in this regard, at any stage without being required to seek any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

//certified to be true//
For Ami Organics Limited

Ekta Kumari

Ekta Kumari Srivastava
Company Secretary

Date : 14/05/2022

Place : Surat

