



AMBANI ORGANICS LIMITED

(Formerly known as AMBANI ORGANICS Pvt. Ltd.)

Office : 801, 8th Floor, "351-ICON", Next to Natraj Rustomji, W. E. Highway,
Andheri (East), Mumbai - 400 069. Website : www.ambaniorganics.com •
Email : ambaniorganics@rediffmail.com / info@ambaniorganics.com •
Telefax : +91 22 2683 3778 / 2682 7541 / 2682 2027 / 2682 2028 / 93237 94560

Date: 4th October, 2021

To,
The Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

Sub: Revised Notice to convene Extra Ordinary General Meeting of the Company on Wednesday, 27th October, 2021

Dear Sir,

We wish to inform that due to some Clerical error in the Notice to convene Extra Ordinary General Meeting of the Company on Wednesday, 27th October, 2021, we are hereby submitting the Revised Notice to convene Extra Ordinary General Meeting of the Company on Wednesday, 27th October, 2021.

This Revised Notice of the said Extra Ordinary General Meeting of the Company replaces in its entirety the notice of Extra Ordinary General Meeting which was published on 3rd October, 2021.

We sincerely regret the Inconvenience caused.

This is for your information and records. Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,
For Ambani Organics Limited

Apooni Rakesh Shah
Wholetime Director
(DIN: 00503116)

Encl: A/a

CIN: L24220MH1985PLC036774
Reg Office: N 44 MIDC Tarapur Boisar Thane 401506



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NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Ambani Organics Limited will be held on Wednesday, 27th October, 2021 at 2.00 p.m. at Registered Office of the Company situated at N 44 MIDC Tarapur, Boisar Thane - 401 506, in accordance with the applicable provisions of the Companies Act, 2013 to transact the following business as a Special Business:

SPECIAL BUSINESS:

ITEM NO. 1

Increase in Authorized Share Capital of the Company:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**: -

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 7,00,00,000/- (Rupees Seven Crores Only) divided into 70,00,000 (Seventy lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 70,00,000 (Seventy lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each and 70,00,000 (Seventy Lakhs) Preference Shares of Rs. 10/- (Rupee ten only) each by creation of additional 70,00,000 (Seventy Lakhs) Preference Shares of Rs. 10/- (Rupees ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, as may be required in this regard."

CIN: L24220MH1985PLC036774

Reg Office: N 44 MIDC Tarapur Boisar Thane 401 506

ITEM NO. 2

Alteration of Capital Clause in the Memorandum of Association of the Company:

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following:

“V (a)The Authorized Share Capital of the Company is Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 70,00,000 (Seventy lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each and 70,00,000 (Seventy Lakhs) Preference Shares of Rs. 10/- (Rupee ten only) each any shares of the original or increased capital may from preference whether in respect of dividend or of repayment of capital or both or any other special privilege or advantage over any shares previously qualified rights as compared with any or conditions and with any special right or without any right of voting and generally on such terms as the Company may from time to time determine.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto.”

ITEM NO. 3

To authorize Company to borrow money up to INR 500 Crores (Indian Rupees Five Hundred Crores)

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of all the earlier resolution(s) passed by the Members of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company, the consent of the Members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’ which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred on the Board by this Resolution and as may be authorized by the Board in that behalf) to borrow such sums of money from any person including without limitation banks, financial institutions, NBFCs in any manner, from time to time, upon such terms and conditions as they may think fit, notwithstanding that the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans repayable

on demand or within six months from the date of the loan or temporary loans) may exceed the aggregate of the paid-up share capital of the Company, its free reserves and securities premium, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed/ to be borrowed whether in Indian, provided that the total amount so borrowed by the Board and outstanding at any time shall not exceed the sum of INR 500 Crores (Rupees Five Hundred Crores).

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to negotiate limits with the Bankers/ Lenders or any other person for availing the funded and non-funded limits (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenor etc. for each borrowing and for such purpose create and place fixed deposits as collateral execute loan agreement, Demand promissory Notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any others person as it may deem fit subject to the provisions of the Companies Act, 2013.”

ITEM NO. 4

Approval for creation of charges, mortgages, hypothecation on the immovable and movable assets of the Company under Section 180(1)(a) of the Companies Act, 2013

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or amendments thereof) and Rules made thereunder, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company or its Committee as may be authorised by the Board of Directors, to mortgage, hypothecate, pledge and/or charge in such form and manner and on such terms and at such time(s) as the Board of Directors or such Committee may deem fit, the immovable and movable assets, receivables of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, qualified institutional buyers, foreign institutional investors, banks, foreign portfolio investors, financial institutions, multilateral financial institutions, regional rural banks, cooperative banks, mutual funds, provident, pension, superannuation and gratuity funds, companies, partnership firms, limited liability partnerships, resident individual investors, Hindu undivided families, trustee(s), agent(s) to secure the debentures, senior notes, bonds, loans, hire purchase and/or lease portfolio management transaction(s) for finance and other credit facilities, provided that the aggregate indebtedness secured by the assets of the Company does not exceed INR 500 Crores (Rupees Five Hundred Crores only) at any time.

RESOLVED FURTHER THAT the Board of Directors or such Committee or person(s) as authorized by the Board of Directors be and are hereby authorized to finalize the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such immovable and/or movable properties, receivables of the Company on such terms and conditions as may be decided by the Board of Directors or such Committee in consultation with the lenders/ trustees and for reserving the aforesaid right and for performing all such acts, things and deeds as may be necessary for giving full effect to this resolution.”

ITEM NO. 5

Issue of 12% Non-Convertible Cumulative Redeemable Preference Shares

To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (each including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the policies, rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India or any other competent authority, from time to time, to the extent applicable, the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions or sanctions by any governmental or regulatory authorities or any relevant persons, as the case may be, and subject to such conditions and modifications as may be prescribed by any of them while granting such approval, permission, consent and sanction, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which term shall be deemed to include the committee of the Board to exercise one or more of its powers including the powers conferred by this resolution) to create, offer and / or invite to subscribe, issue and allot, for cash, up to 56,90,400 (Fifty Six Lakh Ninety Thousand and Four Hundred) 12% Non-Convertible Cumulative Redeemable Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 10/- (Rupees Ten Only) at par, in one or more tranches, aggregating up to Rs. 5,69,04,000/- (Rupees Five Crore Sixty Nine Lakh Four Thousand only) to the following Investors on such terms and conditions as set out under this resolution and in the explanatory statement:

Sr No.	Name of Proposed Allotee(s)	Consideration Amount Not Exceeding (Rs.)	Category
1.	Amina T Pardawala	4,000,000	Non-Promoter
2.	Bhavesh H Mehta	4,000,000	Non-Promoter
3.	Charul Patwa	920,000	Non-Promoter
4.	Chintan Doshi	1,610,000	Non-Promoter
5.	Deepak Doshi	1,610,000	Non-Promoter
6.	Dhananjay Doshi	1,610,000	Non-Promoter
7.	Dinesh Shah	1,460,000	Non-Promoter
8.	Dipika A Jain	380,000	Non-Promoter

9.	Echjay Forging Industries Private Limited	9,980,000	Non-Promoter
10.	Faizan Chaudhary	2,540,000	Non-Promoter
11.	Kalpesh D Bhansali	2,000,000	Non-Promoter
12.	Kishor Palreja HUF	540,000	Non-Promoter
13.	Lalita Parmar	2,540,000	Non-Promoter
14.	Leena A Shah	730,000	Non-Promoter
15.	Naresh J Shah	920,000	Non-Promoter
16.	Prakash B Shah	2,540,000	Non-Promoter
17.	Pratham K Malde	1,114,000	Non-Promoter
18.	Rahul Jain	1,270,000	Non-Promoter
19.	Raivat Impex Pvt Ltd	10,000,000	Non-Promoter
20.	Rajendra Jain	3,650,000	Non-Promoter
21.	Siddhi V Shah	730,000	Non-Promoter
22.	Smita Shah	920,000	Non-Promoter
23.	Sunny Jain	540,000	Non-Promoter
24.	Veena Palreja	380,000	Non-Promoter
25.	Payal Jhaveri	920,000	Non-Promoter

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the particulars in respect of aforesaid 12% Non-Convertible Cumulative Redeemable Preference Shares (hereinafter referred to as 'RPS') of face value of Rs. 10/- (Rupees Ten Only) each are, as under:

- (a) RPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- (b) RPS shall be non-participating in the surplus funds;
- (c) RPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding-up of the Company;
- (d) Holder(s) of RPS shall be paid dividend at the rate of 12% p.a. on a cumulative basis;
- (e) RPS shall not be convertible into equity shares;
- (f) RPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- (g) RPS shall be redeemable at par before completion of its 5th Anniversary from the date of allotment ('RPS Tenure'). Notwithstanding the foregoing, the Company will have the option to redeem the RPS after expiry of one year from the date of allotment during the RPS Tenure; and
- (h) RPS shall not be listed.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all

such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate/empower all or any of the powers herein conferred to any committee and/or any director(s) and/or officer(s) of the Company, to give effect to the resolution.

RESOLVED FURTHER THAT any one Director of the Company or the Company Secretary, or the Chief Financial Officer of the Company, be and are hereby authorized severally to do all acts and take all such steps to give effect to this resolution including filing e-forms, for the purpose of compliance under the Companies Act, 2013 and to furnish a certified true copy of the resolution as and when required."

ITEM NO. 6

Issue of Equity Shares on a Preferential Basis

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 23(1)(b), 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI LODR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2017 the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "RoC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/ or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot in one or more tranches not more than 13,54,000 (Thirteen Lakh Fifty Four Thousand) number of equity shares of face value of Rs. 10/- each (Rupee Ten Only) fully paid-up for cash at a price as arrived at in accordance with the ICDR Regulations ranking pari-passu in all respects with the then existing fully paid up equity shares of the Company, by way of preferential allotment on a private placement basis to the following subscribers:

Sr No.	Details Of Subscribers	No. of Securities
1.	Amina T Pardawala	52,000
2.	Bhavesh H Mehta	52,000
3.	Charul Patwa	14,000
4.	Chintan Doshi	44,000
5.	Chirag Mehta	64,000
6.	Deepak Doshi	44,000
7.	Dhananjay Doshi	44,000
8.	Dinesh Shah	20,000
9.	Dipika A Jain	8,000
10.	Echjay Forging Industries Private Limited	2,60,000
11.	Faizan Chaudhary	32,000
12.	Falguni K Bhansali	14,000
13.	Forum K Bhansali	12,000
14.	Hiren Mehta	64,000
15.	Kishor Palreja HUF	6,000
16.	Lalita Parmar	32,000
17.	Leena A Shah	10,000
18.	Naresh J Shah	14,000
19.	Prakash B Shah	32,000
20.	Pratham K Malde	18,000
21.	Rahul Jain	16,000
22.	Rajendra Jain	50,000
23.	Rakesh Shah	4,00,000
24.	Siddhi V Shah	10,000
25.	Smita Shah	14,000
26.	Sunny Jain	6,000
27.	Veena Palreja	8,000
28.	Payal Jhaveri	14,000

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be 27th September, 2021, being the date falling 30 (thirty) days prior to the date of this Extraordinary General Meeting being held on 27th October, 2021 to approve this offer.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

(a) 100% of the Preferential Allotment Price shall be payable at the time of application to the Equity Shares.

(b) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(c) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.

(d) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

(e) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

(f) The Equity Shares will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.”

RESOLVED FURTHER THAT if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the company shall allot the shares to the Investors (listed herein) up to the extent of their applications received.

RESOLVED FURTHER THAT the Equity Shares, issued to the Proposed Allottees, be listed on National Stock Exchange of India Limited (“NSE”) and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories, viz. National Securities Depository Limited & Central Depository Services (India) Limited, and for the credit of such Equity Shares to the respective dematerialized securities accounts of the Proposed Allottees.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the statutory auditors of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations.

RESOLVED FURTHER THAT the entire pre-issue shareholding of the allottees, if any, shall be under lock-in as may be applicable under the ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscribers inviting the Subscribers to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is hereby accorded to the issuance of the same to the Subscribers inviting the Subscribers to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the monies received by the Company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and

difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

Date: 3rd October, 2021

**By the order of the Board of Directors
For Ambani Organics Limited**

Place: Mumbai

**Sd/-
Rakesh Shah
Managing Director
(DIN: 00503074)**

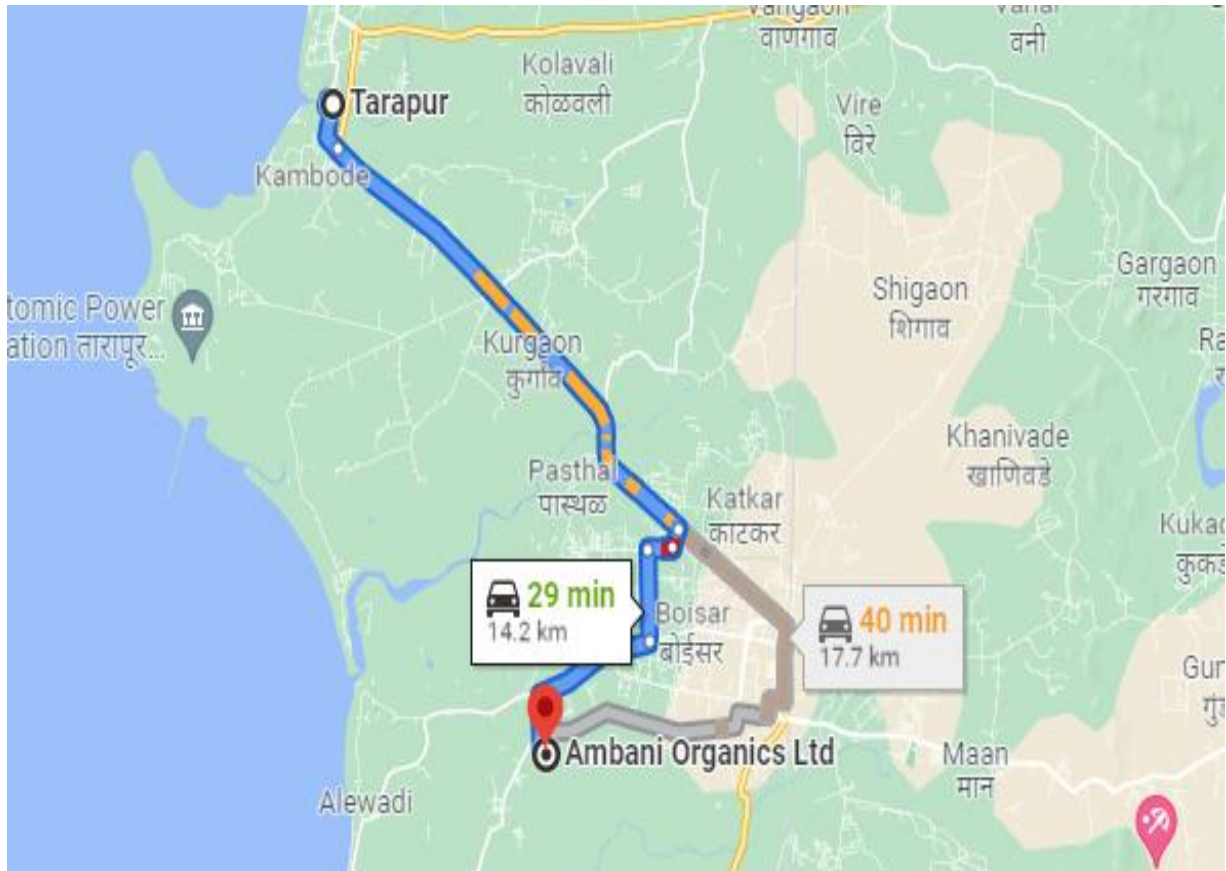
Notes:

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member. A person can act as a proxy on behalf of members, not exceeding fifty and in the aggregate not more than 10% of the total share capital of the company, carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy forms should be lodged with the Company at its Registered Office at least 48 hours before commencement of the meeting.

Pursuant to the provision of the Companies Act 2013 (hereinafter called "the Act") and the Rules made thereunder a person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.

2. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business items is annexed hereto.
3. Relevant documents and registers will be available for inspection by the members at the Registered Office of the Company on the date of EGM.
4. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.
5. Members/Proxy holder/Authorised Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. Electronic copy of the Notice is being sent to all the Members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode. Members may note that this Notice will also be available on the Company's website i.e. www.ambaniorganics.com
8. The Corporate Members intending to send their authorized representative(s) to attend the EGM are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the EGM.
9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during office hours on all working days during business hours up to the date of the Extra Ordinary General Meeting of the Company.
10. In compliance with Section 108 of the companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Listing Regulation, the company is not providing e-voting facility as SME listed company is not required to provide e-voting facility to its Shareholders.

11. The route map showing directions to reach the venue of the EGM is annexed and forms part of the Notice.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2:

The existing authorised share capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crores only) divided into 70,00,000 (Seventy lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each. The subscribed, issued and paid up capital of the Company is Rs. 5,07,86,590 /- (Rupees Five Crore Seven Lakh Eight Six Thousand Five Hundred and Ninety Only) divided into 50,78,659 (Fifty Lakh Seventy Eight Thousand Six Hundred and Fifty Nine Only) Equity Shares of Rs. 10/- (Rupee Ten Only) each.

The Board of Directors in its Meeting held on 3rd October, 2021 has decided to issue Non-Convertible Cumulative Redeemable Preference Shares, it is therefore proposed to increase the authorized share capital of the Company to Rs. 14,00,00,000/- (Rupees Fourteen Crores only) divided into 70,00,000 (Seventy lakhs) Equity Shares of Rs. 10/- (Rupee Ten Only) each and 70,00,000 (Seventy Lakhs) Preference Shares of Rs. 10/- (Rupee ten only) each by creation of additional 70,00,000 (Seventy Lakhs) Preference Shares of Rs. 10/- (Rupees ten only) each.

Thus, the increase shall enable the Company to issue Non-Convertible Cumulative Redeemable Preference Shares.

The proposed increase in Authorized Share Capital shall require alteration of existing Clause V of the Memorandum of Association of the Company in the manner as set out in Resolution No. 2 of the Notice thereto.

Accordingly, the Board recommend passing of the resolutions set forth in Item No. 1 & 2 of the accompanying Notice for the approval of the Members of the Company by way of Ordinary resolution.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolutions except to the extent disclosed above and to the extent of their shareholding, if any, in the Company.

Item No. 3 & 4:

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Company (apart from the deposits accepted in the ordinary course of business by the Company, temporary loans repayable on demand or within six months from the date of the loan, and temporary loans, if any, obtained from the Company's bankers, other than loans raised for the purpose of financing expenditure of a capital nature) in excess of the paid-up capital of the Company, Securities Premium and free reserves, require the approval of the Members by way of special resolution.

Under Section 180 of the Act, the aforementioned powers of the Board can be exercised only with the prior consent of the Members by a Special Resolution.

The Company requires borrowing funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial

institutions, bodies corporate, individuals or other kind of lenders, accordingly, it is proposed to increase the limits up to INR 500 Crores (Rupees Five Hundred Crores).

The members of the Company are further informed that according to the provisions of Section 180(1)(a) of Companies Act, 2013, the Board of Directors can exercise its powers to create/renew charges, mortgages, pledges, hypothecations and floating charges on immovable or movable assets of the Company to secure its borrowings, only with the consent of the shareholders obtained by way of Special Resolution.

The Board recommends the Special resolution under Item No. 3& 4 for approval by the members.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 3 & 4 of this Notice except to the extent of their shareholding in the Company, if any.

Item No. 5:

In terms of Sections 42 and 55 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an allotment of preference shares on private placement basis is required to obtain the approval of the Members by way of a special resolution for each of such offer or invitation.

It is proposed to obtain approval of the Members under Sections 42, 55 and other applicable provisions, if any, of the Act, read together with the rules made thereunder (to the extent applicable), to enable the Company (hereinafter also called 'Issuer') to make a private placement of 12% Non-Convertible Cumulative Redeemable Preference Shares for an amount not exceeding to Rs. 5,69,04,000/- (Rupees Five Crore Sixty Nine Lakh Four Thousand only) to the following Investors, on the terms and conditions set out hereunder:

Sr No.	Name of Proposed Allotee(s)	Consideration Amount Not Exceeding (Rs.)	Category
1.	Amina T Pardawala	4,000,000	Non-Promoter
2.	Bhavesh H Mehta	4,000,000	Non-Promoter
3.	Charul Patwa	920,000	Non-Promoter
4.	Chintan Doshi	1,610,000	Non-Promoter
5.	Deepak Doshi	1,610,000	Non-Promoter
6.	Dhananjay Doshi	1,610,000	Non-Promoter
7.	Dinesh Shah	1,460,000	Non-Promoter
8.	Dipika A Jain	380,000	Non-Promoter
9.	Echjay Forging Industries Private Limited	9,980,000	Non-Promoter
10.	Faizan Chaudhary	2,540,000	Non-Promoter
11.	Kalpesh D Bhansali	2,000,000	Non-Promoter
12.	Kishor Palreja HUF	540,000	Non-Promoter
13.	Lalita Parmar	2,540,000	Non-Promoter
14.	Leena A Shah	730,000	Non-Promoter
15.	Naresh J Shah	920,000	Non-Promoter

16.	Prakash B Shah	2,540,000	Non-Promoter
17.	Pratham K Malde	1,114,000	Non-Promoter
18.	Rahul Jain	1,270,000	Non-Promoter
19.	Raivat Impex Pvt Ltd	10,000,000	Non-Promoter
20.	Rajendra Jain	3,650,000	Non-Promoter
21.	Siddhi V Shah	730,000	Non-Promoter
22.	Smita Shah	920,000	Non-Promoter
23.	Sunny Jain	540,000	Non-Promoter
24.	Veena Palreja	380,000	Non-Promoter
25.	Payal Jhaveri	920,000	Non-Promoter

As required under Rule 9(3) and Clause (d) of sub-rule 2 of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the material facts relating to the aforesaid issue of Non-Convertible Cumulative Redeemable Preference Shares are as follows:

Sr. No	Particulars	Details
1.	The size of the issue and number of preference shares to be issued and nominal value of each share	Up to 56,90,400 (Fifty Six Lakh Ninety Thousand and Four Hundred) 12% Non-Convertible Cumulative Redeemable Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 10/- (Rupees Ten Only) at par, in one or more tranches, aggregating up to Rs. 5,69,04,000/- (Rupees Five Crore Sixty Nine Lakh Four Thousand only)
2.	The nature of such shares i.e. cumulative or non-cumulative, participating or nonparticipating, convertible or non-convertible	Cumulative; Non-Participating; and Non-Convertible
3.	The objectives of the issue	The Company plans to raise funds by issue of 12% Non-Convertible Cumulative Redeemable Preference Shares on preferential basis for general corporate purposes
4.	The manner of issue of shares	RPS will be offered and issued on a preferential basis, in accordance with the provisions of the Companies Act, 2013, as amended and rules made thereunder.
5.	The price at which such shares are proposed to be issued	12% Non-Convertible Cumulative Redeemable Preference Shares of face value of Rs. 10/- (Rupees Ten Only) each fully paid-up at a price of Rs. 10/- (Rupees Ten Only) at par.
6.	The basis on which the price has been arrived at	The said Preference Shares will be issued at par. An independent valuation report has been used to arrive at the price.
7.	The terms of the issue, including terms and rate of dividend on each	The rate of dividend on the RPS is 12% per annum

	share etc.	All terms and conditions of RPS are stated in row nos. 1 to 11 herein
8.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	RPS shall be redeemable at par before completion of its 5 th Anniversary from the date of allotment ('RPS Tenure'). Notwithstanding the foregoing, the Company will have the option to redeem the RPS at any time after expiry of one year from the date of allotment during the RPS Tenure
9.	The manner and modes of redemption	As may be determined by the Board subject to the provisions of the Companies Act, 2013, as amended and rules made thereunder
10.	The current shareholding pattern of the Company	Kindly refer point no. 18 below
11.	The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the proposed RPS are non-convertible
12.	Particulars of the offer including date of passing of board resolution	Kindly refer row nos. 1-11 above for particulars of the Issue. The date of passing of board resolution for the Issue is 3 rd October, 2021
13	Kinds of securities offered and the price at which security is being offered	Kindly refer to the row nos. 1, 2 and 5 above
14.	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Please refer to row no. 6 above
15.	Name and address of valuer who performed valuation	CA Shrenik M Doshi Office Address: 303, Zest Business Spaces, MGG Road, Ghatkopae East, Mumbai 400077
16.	Amount which the company intends to raise by way of such securities	Not exceeding Rs. 5,69,04,000/- (Rupees Five Crore Sixty Nine Lakh Four Thousand only)
17.	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	Kindly refer to row nos. 1-11 above for particulars and terms of the Issue. RPS will be offered and issued to the Non Promoter Group on a preferential basis.

18. The current shareholding pattern of the company as on 30th September, 2021 is as follows:

As on 30th September, 2021, Paid Up Equity Share Capital is as under:

Sr. No	Category	No. of Equity Shares	%
A	Promoter's Holding (including persons acting in concert)	36,90,559	72.67
B	Non-Promoters Holding		
1.	Mutual Funds and UTI	-	-
2.	Banking, Financial Institutions/Insurance Companies (Central/State Govt. Institutions Non-government Institutions)	-	-
3.	FII's	-	-
C	Others (Public)	13,88,100	27.34
	Total	50,78,659	100

19. The names of the proposed allottees and the percentage of post preferential offer capital held by them:

Name of Allottee	Pan	Category	Natural persons who are ultimate beneficial owners	Pre - issue Shareholding of Allottee		Post Issue Shareholding of Allottee	
				No. of Shares	%	No. of Preference Shares	%
Amina T Pardawala	BTVPP5731J	Individual Non-Promoter	NA	-	-	400,000	7.03
Bhavesh H Mehta	AAEPM4601R	Individual Non-Promoter	NA	-	-	400,000	7.03
Charul Patwa	AAGPP0910Q	Individual Non-Promoter	NA	-	-	92,000	1.62
Chintan Doshi	ACOPD9218R	Individual Non-Promoter	NA	-	-	161,000	2.83
Deepak Doshi	ABYPD5416G	Individual Non-Promoter	NA	-	-	161,000	2.83
Dhananjay Doshi	AAQPD2004F	Individual Non-Promoter	NA	-	-	161,000	2.83
Dinesh Shah	AAKPS9625B	Individual Non-Promoter	NA	-	-	146,000	2.57
Dipika A Jain	AGXPJ2769E	Individual Non-Promoter	NA	-	-	38,000	0.67

Echjay Forging Industries Private Limited	AABCE6478N	Body Corporate Non-Promoter	Mr. Deepak M Doshi & Mrs. Jasmine N Doshi	-	-	998,000	17.54
Faizan Chaudhary	ADMPC8032H	Individual Non-Promoter	NA	-	-	254,000	4.46
Kalpesh D Bhansali	AACP4301P	Individual Non-Promoter	NA	-	-	200,000	3.51
Kishor Palreja HUF	AAAHK5341J	HUF Non-Promoter	1.Kishor Palreja (Karta) 2. Veena K Palreja 3.Bhavik K Palrecha 4. Nimesh K Palrecha	-	-	54,000	0.95
Lalita Parmar	AAGPP2354Q	Individual Non-Promoter	NA	-	-	254,000	4.46
Leena A Shah	AACPS4823P	Individual Non-Promoter	NA	-	-	73,000	1.28
Naresh J Shah	AABPS9820R	Individual Non-Promoter	NA	-	-	92,000	1.62
Prakash B Shah	ALPPS2294G	Individual Non-Promoter	NA	-	-	254,000	4.46
Pratham K Malde	EHAPM6690D	Individual Non-Promoter	NA	-	-	111,400	1.96
Rahul Jain	AKXPJ0512H	Individual Non-Promoter	NA	-	-	127,000	2.23
Raivat Impex Pvt Ltd	AAJCR2394A	Body Corporate Non-Promoter	Mr. Chirag J Mehta and Mr. Hiren J Mehta	-	-	1,000,000	17.57
Rajendra Jain	AABPR1091F	Individual Non-Promoter	NA	-	-	365,000	6.41
Siddhi V Shah	DGEPS2169K	Individual Non-Promoter	NA	-	-	73,000	1.28
Smita Shah	ABEPS9666B	Individual Non-Promoter	NA	-	-	92,000	1.62

Sunny Jain	AFXPJ473 9H	Individual Non- Promoter	NA	-	-	54,000	0.95
Veena Palreja	AACPP10 25C	Individual Non- Promoter	NA	-	-	38,000	0.67
Payal Jhaveri	ACCPJ51 72G	Individual Non- Promoter	NA	-	-	92,000	1.62

As the securities proposed to be issued by this resolution are “Non-Convertible Cumulative Redeemable Preference Shares”, the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), are not applicable.

The Board of Directors believe that the proposed preferential issue of RPS is in the best interest of the Company and its members and hence recommends the Special Resolution as set out in Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 5 of this Notice except to the extent of their shareholding in the Company, if any.

ITEM NO. 6

ISSUE OF EQUITY SHARES ON PREFERENTIAL ISSUE BASIS:

The Company proposes to make a preferential allotment of equity shares to:

Sr No.	Details Of Subscribers	No. of Securities	Category
1.	Amina T Pardawala	52,000	Non-Promoter
2.	Bhavesh H Mehta	52,000	Non-Promoter
3.	Charul Patwa	14,000	Non-Promoter
4.	Chintan Doshi	44,000	Non-Promoter
5.	Chirag Mehta	64,000	Non-Promoter
6.	Deepak Doshi	44,000	Non-Promoter
7.	Dhananjay Doshi	44,000	Non-Promoter
8.	Dinesh Shah	20,000	Non-Promoter
9.	Dipika A Jain	8,000	Non-Promoter
10.	Echjay Forging Industries Private Limited	2,60,000	Non-Promoter
11.	Faizan Chaudhary	32,000	Non-Promoter
12.	Falguni K Bhansali	14,000	Non-Promoter
13.	Forum K Bhansali	12,000	Non-Promoter
14.	Hiren Mehta	64,000	Non-Promoter
15.	Kishor Palreja HUF	6,000	Non-Promoter
16.	Lalita Parmar	32,000	Non-Promoter
17.	Leena A Shah	10,000	Non-Promoter
18.	Naresh J Shah	14,000	Non-Promoter
19.	Prakash B Shah	32,000	Non-Promoter

20.	Pratham K Malde	18,000	Non-Promoter
21.	Rahul Jain	16,000	Non-Promoter
22.	Rajendra Jain	50,000	Non-Promoter
23.	Rakesh Shah	4,00,000	Promoter
24.	Siddhi V Shah	10,000	Non-Promoter
25.	Smita Shah	14,000	Non-Promoter
26.	Sunny Jain	6,000	Non-Promoter
27.	Veena Palreja	8,000	Non-Promoter
28.	Payal Jhaveri	14,000	Non-Promoter

(collectively known as “Subscribers”), on a Preferential Allotment basis, which has been approved by the Board of Directors of the Company at its meeting held on 3rd October, 2021.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62 of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the “CA 2013”) as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2018 (“ICDR Regulations”).

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of upto 13,54,000 equity shares of the Company, having a face value of Rs. 10/- (Rupee Ten only) each at price as arrived in accordance with the ICDR Regulations, on a preferential basis to the Subscribers, entitling the Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

Objects of the Issue:

To meet general business requirements addressing working capital needs, expansion of Business activities and for general corporate purpose. Therefore, the Company has proposed the Issue of Shares on Preferential Basis to selected person to meet its capital requirements in due course.

Business Model:

Ambani organics believes in sustainable development and thus, manufactures cost effective, efficient and high performance specialty chemicals which are widely used in textiles, paints, paper, adhesives, construction, carpet, emulsion manufacturing and FRP Industry.

Statement on Growth of Business over a period of time:

In 2018, Ambani Organics ventured into a new project of manufacturing of Paint Driers and FRP Accelerators. With the start of this new project of Paint Drier and FRP Accelerator manufacturing in addition to the emulsion manufacturing plant, today in 2019 the installed production capacity has been increased to 24000 tons/year. After the successful establishment of Ambani Organics in the Acrylic Emulsion and Metal Soaps (Paint Drier and FRP Accelerator) industry, our R&D professionals are now on their toes for development of Organic Peroxides and derivatives for pharmaceutical industry. Following these expansions, we also acquired a new corporate office in the financial capital of India and also started a R&D facility. To ensure quality consistency and to obtain the superior grade of all the products, all the raw materials, semi-finished and finished

products are screened for quality at our R&D center. Ambani Organics has two manufacturing facilities located adjacent to each other with an employee base of 80+ skilled and semi-skilled workers and experienced field professionals.

The total number of equity shares to be issued:

Total Number of Shares to be issued are upto 13,54,000 and are allotted in terms of this resolution and shall rank pari-passu with existing equity shares of the Company in all respects.

Relevant Date:

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 27th September, 2021 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM which is 27th October, 2021 to approve the proposed preferential issue).

Pricing of Preferential Issue:

The price of equity shares of face value of Rs. 10/- each issued at a price as arrived in accordance with the ICDR Regulations in accordance with the price determined in terms of Regulation 164 of the ICDR Regulations.

Basis on which the price has been arrived at:

The equity shares of Company are listed and frequently traded on Stock Exchanges, viz., National Stock Exchange of India Limited ("NSE") in accordance with SEBI (ICDR) Regulations, 2018.

The issue price is determined in accordance with the Regulations as applicable for Preferential Issue as contained in Chapter V of the SEBI (ICDR) Regulations, 2018 as amended till date.

In terms of the applicable provisions of SEBI (ICDR) Regulations, 2018 the price at which equity shares shall be allotted shall not be less than higher of the following:

(a) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date;

or

(b) Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

Accordingly, the price per equity share, to be issued, is fixed at Rs. 77/- (Rupees Seventy Seven Only) which shall be higher than the price as computed under Regulation 164 of SEBI (ICDR) Regulations, 2018.

Intention of Promoters / Directors / Key Managerial Personnel to subscribe to the Preferential Offer:

Mr. Rakesh Shah being the Promoter, Directors and Key Managerial Personnel intends to subscribe to the proposed issue.

The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

Sr No.	Details of Shareholders	PAN	Category/Class of Subscribers	Pre Issue % holding	Number of Equity Shares proposed to be allotted	Post Issue % holding (If fully subscribed)	Beneficial Ownership
1	Amina T Pardawala	BTVPP5731J	Individual Non-Promoter	-	52,000	0.81	NA
2	Bhavesh H Mehta	AAEPM4601R	Individual Non-Promoter	-	52,000	0.81	NA
3	Charul Patwa	AAGPP0910Q	Individual Non-Promoter	-	14,000	0.22	NA
4	Chintan Doshi	ACOPD9218R	Individual Non-Promoter	-	44,000	0.68	NA
5	Chirag Mehta	AGKPM6888Q	Individual Non-Promoter	1.06	64,000	1.83	NA
6	Deepak Doshi	ABYPD5416G	Individual Non-Promoter	-	44,000	0.68	NA
7	Dhananjay Doshi	AAQPD2004F	Individual Non-Promoter	-	44,000	0.68	NA
8	Dinesh Shah	AAKPS9625B	Individual Non-Promoter	-	20,000	0.31	NA
9	Dipika A Jain	AGXPJ2769E	Individual Non-Promoter	-	8,000	0.12	NA
10	Echjay Forging Industries Private Limited	AABCE6478N	Body Corporate Non-Promoter	-	2,60,000	4.04	Mr. Deepak M Doshi & Mrs. Jasmine N Doshi
11	Faizan Chaudhary	ADMPC8032H	Individual Non-Promoter	-	32,000	0.50	NA
12	Falguni K Bhansali	ALAPB6922B	Individual Non-Promoter	-	14,000	0.22	NA
13	Forum K Bhansali	CFIPB9037D	Individual Non-Promoter	-	12,000	0.19	NA
14	Hiren Mehta	AJNPM8968K	Individual Non-Promoter	0.43	64,000	1.34	NA
15	Kishor Palreja HUF	AAAHK5341J	HUF Non-Promoter	-	6,000	0.09	1.Kishor Palreja (Karta) 2. Veena K

							Palreja 3. Bhavik K Palrecha 4. Nimesh K Palrecha
16	Lalita Parmar	AAGPP2354 Q	Individual Non-Promoter	-	32,000	0.50	NA
17	Leena A Shah	AACPS4823P	Individual Non-Promoter	-	10,000	0.16	NA
18	Naresh J Shah	AABPS9820R	Individual Non-Promoter	-	14,000	0.22	NA
19	Prakash B Shah	ALPPS2294G	Individual Non-Promoter	-	32,000	0.50	NA
20	Pratham K Malde	EHAPM6690 D	Individual Non-Promoter	-	18,000	0.28	NA
21	Rahul Jain	AKXPJ0512H	Individual Non-Promoter	-	16,000	0.25	NA
22	Rajendra Jain	AABPR1091 F	Individual Non-Promoter	-	50,000	0.78	NA
23	Rakesh Shah	AAFPS1066F	Individual Promoter	66.25	4,00,00 0	58.5 3	NA
24	Siddhi V Shah	DGEPS2169K	Individual Non-Promoter	-	10,000	0.16	NA
25	Smita Shah	ABEPS9666B	Individual Non-Promoter	-	14,000	0.22	NA
26	Sunny Jain	AFXPJ4739H	Individual Non-Promoter	-	6,000	0.09	NA
27	Veena Palreja	AACPP1025C	Individual Non-Promoter	-	8,000	0.12	NA
28	Payal Jhaveri	ACCPJ5172G	Individual Non-Promoter	-	14,000	0.22	NA

Note: The table shows the expected shareholding pattern of the Company upon assumption of the allotment and assumes that holding of all other shareholders shall remain the same post issue as they were on the date on which the pre issue shareholding pattern was prepared.

There will be no change in management control of the Company pursuant to the proposed Issue and allotment of the Equity Shares.

The pre issue and post issue shareholding pattern of the Company (if fully subscribed by the respective subscribers):

Sr No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of Share holding	No. of shares held	% of share holding
A.	Promoters' holding :				
1	Indian:				
	Individual	36,90,559	72.67	40,90,559	63.59
	Bodies Corporate	-	-	-	-
	Sub Total	36,90,559	72.67	40,90,559	63.59
2	Foreign Promoters	-	-	-	-
	Sub Total (A)	36,90,559	72.67	40,90,559	63.59
B	Non Promoters holding:				
1	Institutional Investors	-	-	-	-
2	Non Institutional Investors	-	-	-	-
	Others (Public Including NRIs)	13,88,100	27.34	23,42,100	36.41
	Sub Total (B)	13,88,100	27.34	23,42,100	36.41
	Grand Total (A) + (B)	50,78,659	100	64,32,659	100

Proposed time within which allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), as the case may be.

Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the then existing equity shares of the Company in all respects, including dividend.

Undertaking:

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

- (a) It shall re-compute the price of the Equity Shares in terms of the provisions of the ICDR Regulations where it is required to do so.
- (b) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the specified Equity Shares shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in management or control of the Company pursuant to the issue of the equity shares

The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable

Lock in period:

The proposed allotment of equity shares shall be subject to lock-in as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018. Further, the entire pre-preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of the trading approval received from the Stock Exchanges. [Here the date of trading approval shall be reckoned as the latest date when trading approval has been obtained from the Stock Exchanges where it is listed].

Auditor's certificate:

A certificate from Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Inspection of documents:

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting. Additionally, copies of the relevant documents are available for inspection at the corporate office of the Company and will also be made available at the Meeting.

The Proposed allottees have not sold/transferred any equity shares during the six months preceding the Relevant Date.

Neither the Company's name nor any of its promoters or directors name is appearing in the list of wilful defaulters categorized by any bank or financial institution or consortium thereof.

During the period, the Company has not issued any securities on preferential basis or Private Placement basis other than mentioned above.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

Except Mr. Rakesh Shah and his relatives, none of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the resolution, except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

Date: 3rd October, 2021

Place: Mumbai

**By the order of the Board of Directors
For Ambani Organics Limited**

**Sd/-
Rakesh Shah
Managing Director
(DIN: 00503074)**

ATTENDANCE SLIP

(To be presented at the entrance)

Extra Ordinary General Meeting On 27th day of October, 2021 AT 02.00 P.M. AT N 44 MIDC
Tarapur, Boisar Thane 401506

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on 27th day of October, 2021 AT 2.00 P.M. at N 44 MIDC Tarapur, Boisar Thane 401506.

Folio No. _____ **DP ID No.** _____

Client ID No. _____

Name of the Member: _____ **Signature:**

Name of the Proxyholder/ Authorised Representative _____ **Signature:**

Note:

1. Only Member/Proxyholder/ Authorised Representative can attend the Meeting.
2. Member/Proxyholder/ Authorised Representative should bring his/her copy of the Notice of the AGM for reference at the Meeting.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____

Registered address: _____

E-mail Id: _____ Folio No./Client ID No. _____ DP ID No. _____

I/We, being the member(s) of _____ Equity Shares of Ambani Organics Limited, hereby appoint:

1. Name: _____ E-mail Id: _____

Address: _____
_____ Signature: _____ or failing him

2. Name: _____ E-mail Id: _____

Address: _____
_____ Signature: _____ or failing him

3. Name: _____ E-mail Id: _____

Address: _____
_____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting on 27th day of October, 2021 at 2.00 P.M. AT N 44 MIDC Tarapur, Boisar Thane 401506 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolution	For	Against
Special Business			
1	Increase in Authorized Share Capital of the Company		
2	Alteration of Capital Clause in the Memorandum of Association of the Company		
3	To authorize Company to borrow money up to INR 500 Crores (Indian Rupees Five Hundred Crores)		
4	Approval for creation of charges, mortgages, hypothecation on the immovable and movable assets of the Company under Section 180(1)(a) of the Companies Act, 2013		
5	Issue of 12% Non-Convertible Cumulative Redeemable Preference Shares		
6	Issue of Equity Shares on a Preferential Basis		

Signed this _____ day of _____ 2021

Affix
Revenue
Stamp

Signature of Shareholder _____ Signature of Proxy holder(s)

NOTES:

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. **This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing proxy does not prevent a member from attending in person if he so wishes.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.