NOTICE

Notice is hereby given that the Fifty-Forth (54th) Annual General Meeting ("AGM") of the members of **VIPUL ORGANICS LIMITED** (CIN: L24110MH1972PLC015857) will be held on Wednesday, 30th September, 2026 at 3:30 P.M. (IST), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue, to transact the business as set out in this notice. The proceedings of the 54th AGM shall be deemed to be conducted at the Corporate Office of the Company situated at B 603-A, Kaledonia, Sahar Road, Off. Western Express Highway, Andheri (East), Mumbai – 400069, Maharashtra, India which shall be the deemed venue of the 54th AGM.

ORDINARY BUSINESS:

1. **To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors and Auditors thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the report of the Auditors thereon and in this regard, if thought fit, pass the following resolutions as ORDINARY RESOLUTIONS:**

   (a) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.

   (b) **"RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Auditors' Report thereon be and are hereby received, considered and adopted.

2. **To declare dividend on Equity Shares for the financial year ended 31st March, 2026 and, in this regard, if thought fit, pass the following resolution as an ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend @ 8% (₹0.80 per equity share) on 1,90,54,566 Equity Shares of ₹10/- each of the Company for the financial year ended 31st March, 2026, be and is hereby declared out of the profits of the financial year ended 31st March, 2026 and that the same be paid to those shareholders whose names appeared on the Company's Register of Members / List of Beneficiaries as on Wednesday, 23rd September, 2026 and that the dividend be given to those shareholders who are entitled to receive the payment of the same.

3. **To appoint a director in place of Mr. Mihir Vipul Shah (DIN: 05126125), who retires by rotation and being eligible, offers himself for re-appointment as a director and in this regard, if thought fit, pass the following resolution as an ORDINARY RESOLUTION:**

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Mihir Vipul Shah (DIN: 05126125), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

4. **To approve revision in remuneration payable to Mrs. Mita V. Shah, being Related Party, holding an office or place of profit in the company, in this regard, if thought fit, to pass the following resolution as an ORDINARY RESOLUTION**

   "RESOLVED THAT pursuant to the provisions of Section 188 (1)(f) and all other applicable provisions of the Companies Act, 2013, read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re- enactment thereof), as per the recommendation and approval of the Nomination and Remuneration Committee and Audit Committee in the meeting held on May 30, 2026, approval of the shareholders be and is hereby accorded to the revised terms of remuneration of Mrs. Mita Vipul Shah, holding office or place of profit, as President – Strategic Management of the Company, as detailed in the Explanatory Statement attached hereto subject to the maximum remuneration not exceeding

₹3,00,000/- (Rupees Three Lakh only) per month with effect from April 01, 2026 plus Other Perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company and in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors has the liberty to alter and vary such remuneration in accordance with the provisions of the Companies Act, 2013, to effect a change in designation and responsibilities of the persons holding office or place of profit within the maximum limit of remuneration as approved by the shareholders.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to file all necessary forms and documents with the Registrar of Companies and other authorities as may be necessary to give effect to this resolution."

5. **To approve revision in remuneration payable to Mr. Vipul P. Shah (DIN: 00181636), Managing Director of the Company and in this regard, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approval and permission as may be required, the revision in remuneration payable to Mr. Vipul P. Shah, Managing Director of the Company for the period from 1st April, 2026 till the remaining period of his current tenure on the revised terms and conditions as mentioned in the explanatory statement, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the Regulation 17 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of the Company be and is hereby accorded for the payment of remuneration in excess of the limit prescribed therein.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year, the Company incurs a loss, or its profit are inadequate, the Company shall pay to Mr. Vipul Shah, the remuneration not exceeding limits specified or as permissible under applicable provisions of Schedule V to the Companies Act 2013 or such other limit as may be prescribed or approved including any statutory modification or re-enactment thereof and guidelines issued in this respect or otherwise permissible from time to time.

RESOLVED FURTHER THAT pursuant to provision of sections 197 and applicable provisions of the Act, the consent of the Company be and is hereby also accorded for payment of managerial remuneration to the managing directors, whole-time directors of the Company including the above and/or aggregate of remuneration of all directors, in excess of the percentage of the net profit of each financial year as prescribed in section 197 of the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms, conditions, designation and/or increase remuneration, in the best interest of the Company or circumstance warrant, in accordance with the provision of the Act, and / or any statutory modification or re-enactment thereto and/or the guidelines issued in this respect as in force and as amended or otherwise permissible from time to time.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to file all necessary forms and documents with the Registrar of Companies and other authorities as may be necessary to give effect to this resolution."

6. **To approve revision in remuneration payable to Mr. Mihir V. Shah (DIN: 05126125), Whole Time Director and Chief Financial Officer of the Company and in this regard, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions as may be required, the revision in remuneration payable to Mr. Mihir V. Shah (DIN: 05126125), Whole Time Director and Chief Financial Officer of the Company with effect from 1st April, 2026 for remaining period of his current tenure on the revised terms and conditions as mentioned in the explanatory statement, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the Regulation 17 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of the Company be and is hereby accorded for the payment of remuneration in excess of the limit prescribed therein.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year, the Company incurs a loss, or its profit are inadequate, the Company shall pay to Mr. Mihir Shah, such remuneration as may be permissible under applicable provisions of Schedule V to the Companies Act 2013 or such higher limit as may be prescribed or approved including any statutory modification or re-enactment thereof and guidelines issued in this respect or otherwise permissible from time to time.

RESOLVED FURTHER THAT pursuant to provision of sections 197 and applicable provisions of the Act, the consent of the Company be and is hereby also accorded for payment of managerial remuneration to the managing directors, whole-time directors of the Company including the above and/or aggregate of remuneration of all directors, in excess of the percentage of the net profit of each financial year as prescribed in section 197 of the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms, conditions, designation and/or increase remuneration, in the best interest of the Company or circumstance warrant, in accordance with the provision of the Act, and / or any statutory modification or re-enactment thereto and/or the guidelines issued in this respect as in force and as amended or otherwise permissible from time to time.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to file all necessary forms and documents with the Registrar of Companies and other authorities as may be necessary to give effect to this resolution."

7. **Alteration of the Object Clause of the Memorandum of Association of the Company and in this regard, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and 15 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) 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 subject to such approvals, permissions and sanctions of the Registrar of Companies and such other statutory or regulatory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded to alter the existing Clause III(A)(1) under the head 'Main Objects of the Company to be pursued by the Company on Its Incorporation' of the Memorandum of Association of the Company by expanding the scope of the existing Main Object through addition of the following additional objects in the existing Clause III(A)(1), without altering or deleting the existing object contained therein and shall be read as under:

"To carry on the business of manufacture, process, purchase, resale, export, import and commission agency of all types of Laboratory fine and heavy chemicals whether organic or inorganic and including dyes acid and intermediates and minerals and to refine, purify derivate, crystallise, process, dry and to carry out such other process or processes, activity or activities to carry out this object.

To carry on the business of designers, developers, manufacturers, fabricators, assemblers, processors, buyers, sellers, importers, exporters, suppliers, distributors, installers, maintainers, and service providers of all types and generations of membrane products, membrane components, membrane modules, and integrated membrane separation systems. This includes, but is not limited to, Ultrafiltration (UF), Microfiltration (MF), Nanofiltration (NF), Reverse Osmosis (RO), Forward Osmosis (FO), Membrane Bioreactors (MBR), Electrodialysis (ED/EDR), Gas Separation Membranes, and specialized polymeric, ceramic, or metallic membranes for industrial, commercial, municipal, and domestic applications.

To engage in the business of engineering, procurement, construction, commissioning, operation, and maintenance of water treatment plants, wastewater treatment facilities, water recycling, and environmental engineering systems. This encompasses Sewage Treatment Plants (STP), Effluent

Treatment Plants (ETP), Common Effluent Treatment Plants (CETP), Zero Liquid Discharge (ZLD) systems, Desalination plants, water recycling, and resource recovery systems, along with all associated civil, mechanical, electrical, and instrumentation works.

To conceptualize, design, manufacture, and supply specialized separation, purification, concentration, and recovery systems for industrial process fluids, liquids, gases, and air. This includes applications in pharmaceuticals, biotechnology, food and beverage, chemical processing, petrochemicals, oil and gas, power generation, and the capture, purification, or separation of industrial gases like hydrogen, nitrogen, carbon dioxide, and biogas.

To manufacture, trade, lease, rent, import, and export all types of ancillary equipment, machinery, and components required for water treatment, water management, fluid handling and separation systems. This includes high-pressure pumps, pressure vessels, housings, valves, piping, chemical dosing systems, control panels, SCADA and automation software, filtration media, chemicals, antiscalants, cleaning reagents, and analytical testing instruments".

RESOLVED FURTHER THAT the existing object contained in Clause III(A)(1) of the Memorandum of Association of the Company shall continue to remain unchanged and the aforesaid additional objects shall be incorporated at the end thereof and shall form an integral part of Clause III(A)(1) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to file all necessary forms and documents with the Registrar of Companies and other authorities as may be necessary to give effect to this resolution".

8. **Approval for Amendment to the "Vipul Organics Limited – Employee Stock Option Scheme, 2022" ("VOL ESOS 2022"), and in this regard, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and in accordance with the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), including any amendment(s), modification(s) or re-enactment(s) thereof, and subject to such approvals, permissions and sanctions as may be necessary, the approval of the Members of the Company be and is hereby accorded to amend Clause 8.1(a) – Exercise Period of the Vipul Organics Limited – Employee Stock Option Scheme, 2022 ("Scheme") as under:

Clause	Existing Provision	Proposed Amendment
Clause 8.1(a) – Exercise Period	**a.** The exercise period shall be decided by the Compensation Committee from time to time, save as otherwise provided here-in-under, which shall not be longer than a period of **3 months** from the date of vesting. The Options will lapse if not exercised within the specified exercise period. The Options may also lapse under certain circumstances as may be determined by the Compensation Committee even before expiry of the specified exercise period.	a. The exercise period shall be decided by the Compensation Committee from time to time, save as otherwise provided here-in-under, which shall not be longer than a period of **2 years** from the date of vesting. The Options will lapse if not exercised within the specified exercise period. The Options may also lapse under certain circumstances as may be determined by the Compensation Committee even before expiry of the specified exercise period.

RESOLVED FURTHER THAT the aforesaid amendment relating to the Exercise Period under Clause 8.1(a) of the Scheme shall be applicable to all outstanding vested Options and future grants, subject to applicable laws and the terms of grant.

RESOLVED FURTHER THAT the proposed amendment to the Scheme is not prejudicial to the interests of the employees and is intended to provide greater flexibility in implementation of the Scheme while continuing to achieve its objectives.

RESOLVED FURTHER THAT all other terms and conditions of the *Vipul Organics Limited – Employee Stock Option Scheme, 2022*, including all approvals granted earlier by the Members, shall remain unchanged and continue to be in full force and effect.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee acting as the Compensation Committee) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this Resolution".

9. **To approve the re-appointment of Mr. Vipul P. Shah (DIN: 00181636) as Managing 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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Nomination and Remuneration Committee and the Audit Committee, and the approval of the Board of Directors of the Company, the re-appointment of Mr. Vipul P. Shah (DIN: 00181636) as the Managing Director of the Company for a further period of 5 (five) years with effect from 15th June, 2027 up to 14th June, 2032, be and is hereby approved on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment, including remuneration, in such manner as may be agreed upon between the Board of Directors and Mr. Vipul P. Shah.

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year, the Company incurs a loss, or its profit are inadequate, the Company shall pay to Mr. Vipul Shah, such remuneration as may be permissible under applicable provisions of Schedule V to the Companies Act 2013 or such higher limit as may be prescribed or approved including any statutory modification or re-enactment thereof and guidelines issued in this respect or otherwise permissible from time to time.

RESOLVED FURTHER THAT pursuant to provision of sections 197 and applicable provisions of the Act and Regulation 17 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the consent of the Company be and is hereby also accorded for payment of managerial remuneration to the managing directors, in excess of the percentage of the net profit of each financial year as prescribed therein.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms, conditions, designation and/or increase remuneration, in the best interest of the Company or circumstance warrant, in accordance with the provision of the Act, and / or any statutory modification or re-enactment thereto and/or the guidelines issued in this respect as in force and as amended or otherwise permissible from time to time.

RESOLVED FURTHER THAT any Director of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to file all necessary forms and documents with the Registrar of Companies and other authorities as may be necessary to give effect to this resolution."

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

Vipul P. Shah
Managing Director
DIN: 00181636

Place: Mumbai
Date: 31st August 2026,

Registered Office:
102, Andheri Industrial Estate,
Off Veera Desai Road, Andheri (West),
Mumbai - 400053, Maharashtra, India.

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

Item No. 4

The provisions of section 188(1)(f) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which govern the Related Party Transactions, require the Company to obtain prior approval of the Audit Committee and/or Board of Directors. Further, in certain cases, approval of the shareholders is also required. Accordingly, for revision in the remuneration of Mrs. Mita Shah being a related party within the definition of Section 2(76) of the Companies Act 2013 ("Act"), as she is the wife of Mr. Vipul Shah, Managing Director and Promoter of the Company and pursuant to the provisions of Section 188 of the Act, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (as amended), appointment of any related party to any office or place of profit in the Company, its Subsidiary Company or Associate Company at a monthly remuneration exceeding ₹2,50,000/- requires prior approval by way of ordinary resolution of the Company. In view of the such provisions of the Act and rules made thereunder and that monthly remuneration of Mrs. Mita Shah would be in excess of ₹2,50,000/- per month, hence approval of Members is sought for revision in payment of remuneration to her by the Company as proposed in the resolution under this item no. 4 of the Notice of the AGM.

On the recommendation of the Nomination & Remuneration Committee and the Audit Committee, the Board of Directors, at its meeting held on 30th May, 2026, approved the revision in the remuneration of Mrs. Mita Vipul Shah. The Board of Directors of the Company and the Nomination & Remuneration Committee have approved the proposed revision in remuneration with effect from 01st April 2026.

a. Salary: ₹3,00,000/- (Three Lakhs only) per month. Annual increment in the salary shall be up to 20% on last salary, as may be approved by Nomination & Remuneration Committee (NRC) / Board of Directors.

b. Perquisites: following perquisites over and above the salary:

   i Company owned furnished /unfurnished accommodation or house rent allowance.

   ii Chauffeur driven Company car.

   iii Reimbursement of medical benefit incurred for self and family.

   iv Leave travel allowance.

   v Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.

   vi Other facilities, allowances, facilities etc. as per policy or practice of the Company or as may be approved by the Nomination and Remuneration Committee / the Board.

   vii Car for use on Company's business, telephone

   viii The Company shall reimburse the expenses incurred by her for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

The Particulars of the Related Party contract pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follow:

Name of the Related Party	**Mrs. Mita Vipul Shah**
Name of the Directors and Key Managerial Personnel who is related	Mr. Vipul Shah – Managing Director Mr. Mihir vipul Shah – Whole Time Director and CFO
Nature of relationship	Mrs Mita Vipul Shah is wife of Mr. Vipul Shah, and Mother of Mr. Mihir Vipul Shah.
Nature, material terms, monetary value and particulars of the contract or arrangement	Mrs. Mita Shah currently draws monthly remuneration which is equal to the monthly remuneration mentioned in Section 188 of the Companies Act, 2013 read with rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014. It is proposed to increase the remuneration of Mrs. Mita Shah whereby remuneration payable to her increase to Three Lakhs per month.

Name of the Related Party	Mrs. Mita Vipul Shah
Any other information relevant or important for the Members to take a decision on the proposed Resolution	Qualification: B.Com. from R.A. Podar College of Commerce & Economics. The proposed transaction is on arm's length basis and is in the ordinary course of business.
The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Proposed transaction is approx 0.20% of Annual Consolidated Turnover of the Company as on March 31, 2026.
If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilised by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
Tenure of the proposed transaction	Board of Directors of the Company and the Nomination & Remuneration Committee have approved the proposed revision in remuneration with effect from 01st April 2026.
Justification as to why the RPT is in the interest of the listed entity and any other information relevant or important for the members to take a decision on the proposed resolution	Mrs. Mita Shah, B.Com. by qualification, has been associated with the Company since decade and is presently serving as the President of the Company. She is primarily responsible for International Marketing and also looks after recruitment-related matters of the Company. During her association with the Company, she has made valuable contributions towards its growth and development. Considering her experience, knowledge and contribution to the Company, her continued association is considered to be in the interest of the Company.

Based on justification as mentioned above, the Board of Directors recommends passing of the Ordinary Resolution as set out at item no. 4 of the notice for approval of the members.

None of the Directors and/or Key Managerial Personnel of the Company and their respective relatives, except Mr. Vipul P. Shah (Managing Director & Promoter) and Mr. Mihir V. Shah (Whole Time Director and CFO), are concerned or interested, financially or otherwise, in the resolution at Item No. 4 of this Notice.

Item No. 5

Mr. Vipul P. Shah has been associated with the Company for more than three decades. He is a Chemical Engineer and has around 37 years of experience in the chemical dye stuff and pharmaceutical industry. He holds 47,02,400 Equity Shares in the Company and is one of the Promoters of the Company. He is entrusted with the overall management of the affairs of the Company under the supervision and control of the Board of Directors. Under his leadership, the Company has achieved significant growth and has undertaken various strategic initiatives for expansion of its business.

Considering his rich experience, leadership, knowledge of the industry and significant contribution towards the growth of the Company, the Nomination and Remuneration Committee recommended, and the Board of Directors, at its meeting held on 30th May 2026, approved, subject to the approval of the members, the revision in remuneration payable to Mr. Vipul P. Shah, Managing Director of the Company, with effect from 1st April 2026 for the remaining period of his current tenure.:

1. Remuneration payable:

    a. Salary: ₹13,50,000/- (Rupees Thirteen Lakhs Fifty Thousand only) per month. Annual increment in the salary shall be up to 20% on last salary, as may be approved by Nomination & Remuneration Committee (NRC) / Board of Directors.

b. Perquisites: The Managing Director shall be entitled to the following perquisites over and above the salary:

ix Company owned furnished /unfurnished accommodation or house rent allowance.

x Chauffeur driven Company car.

xi Reimbursement of medical benefit incurred for self and family.

xii Leave travel allowance.

xiii Company's contribution to Keyman's Insurance Policy.

xiv Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.

xv Other facilities, allowances, facilities etc. as per policy or practice of the Company or as may be approved by the Nomination and Remuneration Committee / the Board.

2. Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.

3. The Company shall reimburse the Managing Director expenses incurred by him for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

Based on justification as mentioned above, the Board of Directors recommends passing of the Special Resolution as set out at item no. 5 of the notice for approval of the members.

Except Mr. Vipul P. Shah, Managing Director and Mr. Mihir V. Shah, Whole Time Director & CFO and their relatives, none of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Mr. Mihir V. Shah, Whole-time Director and Chief Financial Officer of the Company, has been associated with the Company for more than 9 years. He initially served as Vice-President of the Company and was subsequently appointed as Whole-time Director for a period of 5 (Five) years with effect from 1st April, 2020. He was re-appointed as Whole-time Director by the Members at the 52nd Annual General Meeting for a further period of 5 (Five) years with effect from 1st April, 2025 to 31st March, 2030. He has also been serving as the Chief Financial Officer of the Company with effect from 15th September, 2020.

Mr. Mihir V. Shah, aged 33 years, is a graduate in B. Pharma and Master of Business Administration (MBA) from Narsee Monjee Institute of Management Studies, Mumbai. He completed his six months' industrial training in GlaxoSmithKline Pharmaceuticals Limited. He holds 31,54,750 Equity shares in the Company and is part of promoter group of the Company. Under the guidance of Managing Director, his responsible area of work in the Company are finance, production management, innovation management and marketing.

Based on the recommendation of the Nomination and Remuneration Committee and approval of Audit Committee and considering his knowledge and contribution made in the growth of the Company, the Board of Directors of the Company at its meeting held on 2nd September, 2024, has re-appointed Mr. Mihir V. Shah as a Whole Time Director for a period of 5 years w.e.f. 1st April, 2025.

Considering his knowledge and contribution made in the growth of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the Board of Directors of the Company in its meeting held on 30th May 2026 revised the remuneration payable to him w.e.f. 1st April, 2026 for remaining period of his current tenure as detailed below, subject to the approval of the members of the Company.

1. Remuneration payable:

a) Salary: ₹13,20,000/- (Rupees Thirteen Lakhs Twenty Thousand only) per month. Annual increment in the salary shall be up to 20% on last salary, as may be approved by Nomination & Remuneration Committee (NRC) / Board of Directors.

b) Perquisites: The Whole Time Director shall be entitled to the following perquisites over and above the salary:

i Company owned furnished /unfurnished accommodation or house rent allowance.

ii Chauffeur driven Company car.

iii Reimbursement of medical benefit incurred for self and family.

iv Leave travel allowance.

v Company's contribution to Keyman's Insurance Policy.

vi Superannuation Scheme, benefits of Gratuity, earned leave and encashment of leave as per rules of the Company.

vii Other facilities, allowances, facilities etc. as per policy or practice of the Company or as may be approved by the Nomination and Remuneration Committee / the Board.

2. Car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.

3. The Company shall reimburse the Whole Time Director expenses incurred by him for the purpose of the business of the Company in accordance with the Company's policies, practices and procedures.

Based on justification as mentioned above, the Board of Directors recommends passing of the Special Resolution as set out at item no. 6 of the notice for approval of the members.

Except Mr. Mihir V. Shah, Whole Time Director & CFO and Mr. Vipul P. Shah, Managing Director and their relatives, none of the other directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

The Company is presently engaged, inter alia, in the business of manufacture, processing, purchase, resale, export and import of laboratory, fine and heavy chemicals, dyes, acids, intermediates and minerals, as covered under the existing Main Object Clause of the Memorandum of Association of the Company.

With a view to diversify and expand its business operations and considering the emerging business opportunities in the areas of membrane technology, water and wastewater treatment, environmental engineering, separation and purification systems and allied equipment and components, the Company proposes to expand the scope of its existing Main Object by incorporating the aforesaid additional business activities in the existing Clause III(A)(1) of the Memorandum of Association of the Company.

The Board of Directors, at its meeting held on 14th August 2026, approved the proposal to alter Clause III(A)(1) under the Main Objects Clause of the Memorandum of Association by adding the additional business activities as set out in the Special Resolution, without altering or deleting the existing object contained therein.

The proposed alteration will enable the Company to diversify and expand its operations in line with evolving business opportunities and market conditions and undertake the proposed activities as part of its Main Objects.

In terms of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, alteration of the Object Clause of the Memorandum of Association requires the approval of the Members by way of a Special Resolution.

A copy of the existing Memorandum of Association together with the proposed amended Memorandum of Association indicating the proposed changes will be available for inspection by the Members at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the Annual General Meeting. The documents will also be available for inspection during the AGM.

Based on justification as mentioned above, the Board of Directors recommends passing of the Special Resolution as set out at item no. 7 of the notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company, including their respective relatives, is concerned or interested, financially or otherwise, in the foregoing resolution save and except to the extent of their respective interest as shareholders of the Company.

Item No. 8

The members are informed that the Company had implemented the Vipul Organics Limited - Employees Stock Option Scheme – 2022 ("ESOP Scheme 2022") through the trust route, after obtaining due approvals from shareholders. The Scheme was framed in accordance with the provisions of the Companies Act, 2013 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations").

To ensure alignment with the evolving compensation strategies and long-term employee retention plans, the Board of Directors & on its committee meeting held on 14th August 2026 has approved certain amendments to the Scheme, subject to the approval of the shareholders by way of a special resolution.

The amendments proposed are as follows:

Clause	Existing Provision	Proposed Amendment
Clause 8.1(a) – Exercise Period	a. The exercise period shall be decided by the Compensation Committee from time to time, save as otherwise provided here-in-under, which shall not be longer than a period of 3 months from the date of vesting. The Options will lapse if not exercised within the specified exercise period. The Options may also lapse under certain circumstances as may be determined by the Compensation Committee even before expiry of the specified exercise period.	a. The exercise period shall be decided by the Compensation Committee from time to time, save as otherwise provided here-in-under, which shall not be longer than a period of 2 years from the date of vesting. The Options will lapse if not exercised within the specified exercise period. The Options may also lapse under certain circumstances as may be determined by the Compensation Committee even before expiry of the specified exercise period.

Amendments relating to exercise period in clause 8.1(a) will be applicable for the existing grants as well as future grant of options under ESOP Scheme 2022.

These amendments are in line with the enabling provisions of the SEBI SBEB & SE Regulations and the Companies Act, 2013. Section 62 of the Companies Act, 2013, the applicable provisions of Companies (Share Capital and Debenture) Rules, 2014 read with Regulation 7(1) of the SEBI SBEB & SE Regulations, a company may vary the terms of employee stock option schemes by way of passing special resolution by the shareholders of such company.

A copy of the amended Scheme incorporating the above changes and other related documents are available for inspection at the registered office of the Company and on the website of the Company during business hours on all working days up to the date of the Annual General Meeting.

Based on justification as mentioned above, the Board of Directors recommends passing of the Special Resolution as set out at item no. 8 of the notice for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution, except to the extent of their entitlements under the Scheme, if any.

Item No. 9

Mr. Vipul P. Shah has been associated with the Company for more than three decades. He is a Chemical Engineer and has around 37 years of experience in the chemical dye stuff and pharmaceutical industry. He holds 47,02,400 Equity Shares of the Company and is one of the Promoters of the Company. He has been entrusted with the overall management of the affairs of the Company under the supervision and control of the Board of Directors. Under his leadership, the Company has achieved significant growth and has undertaken various strategic initiatives for expansion of its business.

The present term of office of Mr. Vipul P. Shah as Managing Director is valid up to 14th June, 2027. Considering his extensive experience, leadership, knowledge of the industry and valuable contribution to the growth and performance of the Company, the Nomination and Remuneration Committee and the Board of Directors, at their respective meetings held on 14th August 2026, , have recommended his re-appointment as Managing Director of the Company for a further period of five (5) years with effect from 15th June, 2027 up to 14th June, 2032, subject to the approval of the Members of the Company in their general meeting..

Considering his knowledge and contribution made in the growth of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the Board of Directors of the Company in its meeting held on 30th May 2026 revised the remuneration payable to him w.e.f. 1st April, 2026 for remaining period of his current tenure as detailed below, subject to the approval of the members of the Company.

1. **Remuneration payable**

   a) **Salary:**

   ₹13,50,000/- (Rupees Thirteen Lakhs Fifty Thousand only) per month Annual increment in salary shall be up to 20% of the last drawn salary, as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors.

   b) **Perquisites:**

   i. Company-owned furnished/unfurnished accommodation or House Rent Allowance

   ii. Chauffeur-driven Company car.

   iii. Reimbursement of medical expenses incurred for self and family.

   iv. Leave Travel Allowance.

   v. Company's contribution towards Keyman Insurance Policy.

   vi. Superannuation benefits, gratuity, earned leave and leave encashment in accordance with the rules of the Company.

   vii. Such other allowances, benefits, facilities and perquisites as may be available under the policies of the Company or as may be approved by the Nomination and Remuneration Committee and/or the Board of Directors.

2. The Company-provided car for official use, telephone and other communication facilities at residence shall not be treated as perquisites.

3. The Company shall reimburse all expenses incurred by Mr. Vipul P. Shah in connection with the business of the Company in accordance with the Company's policies, practices and procedures.

The Board is of the opinion that the continued association of Mr. Vipul P. Shah as Managing Director will be beneficial to the Company and recommends passing of the Special Resolution as set out at Item No. 9 of the Notice.

Except Mr. Vipul P. Shah, Managing Director, Mr. Mihir V. Shah, Whole-time Director & CFO, and their respective relatives, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

INFORMATION OF DIRECTORS BEING PROPOSED TO BE RE-APPOINTED OR WHOSE REMUNERATION IS PROPOSED TO BE APPROVED PURSUANT TO THE PROVISIONS OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON "GENERAL MEETINGS" IS GIVEN BELOW:

Name of the Director	Mr. Vipul P. Shah	Mr. Mihir V. Shah
Director Identification Number	00181636	05126125
Designation	Managing Director	Whole Time Director & Chief Financial Officer
Date of Birth	2nd February, 1966	5th July, 1992
Age	60 Years	34 Years
Date of first appointment on the Board	21st June, 1992	1st April, 2020
Terms and conditions of appointment / reappointment	As mentioned in the Resolution and Explanatory statements.	As mentioned in the Resolution and Explanatory statements
Remuneration sought to be paid	₹13,50,000/- per month and other terms and conditions, as detailed in the resolution and explanatory statement set out in this Notice.	₹13,20,000/- per month and other terms and conditions, as detailed in the resolution and explanatory statement set out in this Notice.
Remuneration last drawn during the financial year 2025-26	₹144.00 Lakh per annum	₹132.00 Lakh per annum
Qualification, profile and Experience (including nature of expertise in specific functional areas / Brief Resume	Mr. Vipul Shah is a Chemical Engineer, having around 37 years of experience in chemical dye stuff and pharmaceuticals industry.	Mr. Mihir V. Shah has more than 9 years of experience in finance, production management, innovation management and marketing.
No. of equity shares held in the Company as on 31st March, 2026	47,02,400	31,54,750
No. of outstanding warrants convertible into equal number of equity shares.	Nil	Nil
No. of Board meetings attended during the financial year	7 (Seven)	7 (Seven)
Disclosure of relationship between directors and Key Managerial Personnel inter-se	Father of Mr. Mihir Shah, Whole Time Director & Chief Financial Officer of the Company.	Son of Mr. Vipul P. Shah, Managing Director of the Company.
Directorship held in other companies	Shree Ambika Naturals Private Limited Jayapriya Chemical Industries Limited	Shree Ambika Naturals Private Limited Jayapriya Chemical Industries Limited
Chairmanship / Membership of the Committees of other Boards	Nil	Nil
Names of listed entities from which the appointee has resigned in the past three years	Nil	Nil
Skills and capabilities required for the role and manner in which the proposed appointee meets such requirements, in case of independent director	Not Applicable	Not Applicable
Justification for choosing the appointee for appointment as Independent Director	Not Applicable	Not Applicable

The details as required under clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

I	**General Information**		
	(1)	Nature of industry	The Company is engaged in the business of manufacturing of dye intermediates.
	(2)	Date or expected date of commencement of commercial production	The Company is an existing Company and is in operations since 1972.
	(3)	In case of new companies, expected date of commencement of activity as per project approved by the financial institution appearing in the prospectus	Not Applicable
	(4)	Financial performance based on given indicators	.

Particulars (₹ in lakhs)	FY 2025-26
Total Income	17,635.11
Total Expenses	16,680.18
Exceptional items	-
Profit/(loss) before tax after exceptional item	954.92
Less: Income tax expense	262.96
Profit/(loss)after tax	691.96

	(5)	Foreign investments or collaborators, if any	Nil
II	**Information about the Directors**		
	A.	**Mr. Vipul P. Shah**	
	(1)	Background details	Mr. Vipul P. Shah, aged 61 years, is a Chemical Engineer, has around 37 years of experience in chemical dye stuff and pharmaceutical industry. He is associated with the Company since more than three decades. He is entrusted with overall management of the Company under the supervision of the Board of Directors of the Company.
	(2)	Past Remuneration	₹13,50,000/- per month and perquisites
	(3)	Recognition or awards	Under the guidance of Mr. Vipul P. Shah, the Company received "FIRST AWARD" for the 'Outstanding Export Performance' under the Dyes, Dye Intermediates and Pigment Panel by Export Promotion Council - Chemexcil, Government of India on 6th January, 2011.
	(4)	Job profile and his suitability	Under supervision and control of the Board of Directors, he looks after overall management of the Company. He provides his expertise in different areas of business of the Company. Taking into consideration his expertise, he is best suited for the responsibilities currently assigned to him by the Board of Directors.
	(5)	Remuneration proposed	As mentioned in the Resolutions and Explanatory Statement for Item no.5 of this Notice.

(6)	Comparative remuneration profile with respect to industry, size of Company, profile of the position and person	At par with the industry standards in which the Company operates. The Board is of the views that the remuneration proposed would be in line with industry standard, and appropriate keeping in view the size of the Company, skill, experience and profile of Mr. Vipul Shah.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Except receiving remuneration as Managing Director of the Company and holding shares in the Company, Mr. Vipul P. Shah does not have any other direct or indirect pecuniary relationship with the Company. Mr. Vipul P. Shah is father of Mr. Mihir V. Shah, Whole Time Director & Chief Financial Officer of the Company. He is promoter of the Company.
B.	**Mr. Mihir V. Shah**	
(1)	Background details	Mr. Mihir V. Shah, aged 34 years, is a graduate in B. Pharma and Master of Business Administration (MBA) from Narsee Monjee Institute of Management Studies, Mumbai. He completed his six months' industrial training in GlaxoSmithKline Pharmaceuticals Limited. He is associated with Vipul Organics Limited since more than 9 years. His areas of operations in the Company are finance, production management, innovation management and marketing.
(2)	Past Remuneration	₹13,20,000/- per month and perquisites
(3)	Recognition or awards	Mr. Mihir V. Shah is having good experience in the industry in which the Company operates.
(4)	Job profile and his suitability	He completed six months' industrial training in GlaxoSmithKline Pharmaceuticals Limited. He is associated with Vipul Organics Limited since more than 9 years as the Vice- President of the Company. Thereafter he was re-appointed as Whole Time Director w.e.f. 1st April, 2025 and also appointed Chief Financial Officer w.e.f. 15th September, 2020. Under the guidance of Managing Director, his areas of operations in the Company are finance, production management, innovation management and marketing.
(5)	Remuneration proposed	As mentioned in the Resolutions and Explanatory Statement for Item no. 6 of this Notice.
(6)	Comparative remuneration profile with respect to industry, size of Company, profile of the position and person	At par with the industry standards in which the Company operates.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Except receiving remuneration as Whole Time Director & Chief Financial Officer of the Company and holding shares in the Company, Mr. Mihir V. Shah does not have any other direct or indirect pecuniary relationship with the Company. Mr. Mihir V. Shah is son of Mr. Vipul P. Shah, Managing Director of the Company. He is part of promoter group of the Company.

III.	**Other information**		
	(1)	Reasons of loss or inadequate profits	Presently, the Company has profits. however, approval of the members is sought as an abundant caution and enabling approval, in case circumstances arise which would cause loss or inadequate profit for the time being in any one or more financial year.
	(2)	Steps taken or proposed to be taken for improvement	The Company has taken cost cutting measures to improve operational efficiency and trying to increase production and sales to achieve sustainable higher margins and profitability. The Company will also take appropriate steps whenever necessary for improvement.
	(3)	Expected increase in productivity and profits in measurable terms	The overall profitability and productivity are expected to improve based on measures enumerated above.
IV.	**Other information**		
	(1)	Remuneration package of the managerial person	As detailed in the resolutions mentioned in the Notice of 54th AGM.
	(2)	Disclosures in the Board report under the heading 'Corporate Governance' included in Annual Report 2025-26	The requisite disclosure of remuneration is being / will be made in the Board's Report/ Corporate Governance Report.

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

Vipul P. Shah
Managing Director:
DIN: 00181636

Place: Mumbai
Date : 31st August 2026

Registered Office:
102, Andheri Industrial Estate,
Off Veera Desai Road, Andheri (West),
Mumbai - 400053, Maharashtra, India.

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA") has, vide its circular No. 9/2024 dated September 19, 2024, read with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 28, 2022 and September 25, 2023 and Circular No. 03/2025 dated 22nd September 2025 (collectively referred to as "MCA Circulars"), allowed inter-alia the conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") facilities on or before September 30, 2026, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020. The Securities and Exchange Board of India ("SEBI") has also, vide its Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), provided certain relaxations from compliance with certain provisions of the SEBI Listing Regulations. In compliance with these Circulars, the provisions of the Act and SEBI Listing Regulations, the 54th AGM of the Company is being conducted through the VC/OAVM facility without the physical presence of members at a common venue. The deemed venue for the 54th AGM shall be the corporate office of the Company. As the AGM is conducted through VC/ OAVM, the facility for the appointment of a proxy by the members is not available for this AGM and hence the Proxy Form and Attendance Slip including the Route Map, are not annexed to this Notice.

2. The explanatory statement pursuant to the provisions of Section 102(1) of the Act, setting out material facts in respect of Special Business to be transacted at the 54th AGM is annexed hereto and forms part of this notice. The Board of Directors of the Company have considered and decided to include the item nos. 4, 5, 6, 7, 8 & 9 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature.

3. Brief details of directors proposed to be re-appointed or whose remuneration is proposed to be approved at the ensuing 54th AGM in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard on "General Meetings" (SS-2) is annexed to the Notice.

4. In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the 54th AGM along with the Annual Report 2025-26 and instructions for e-voting are being sent through electronic mode only to those members whose email addresses are registered with the Company / RTA / Depositories. Members may note that the Notice, Annual Report 2025-26 and instructions for remote e-voting and e-voting during the AGM will also be available on the Company's website www.vipulorganics.com, website of the Stock Exchange i.e. BSE Ltd. at www.bseindia.com and on the website of website of the Central Depository Services (India) Limited ("CDSL") (agency engaged by the Company for providing the e-voting facility) at www.evotingindia.com.

5. Institutional / Corporate members / President of India / Governor of a State intending to represent through their authorized representatives in the 54th AGM through VC / OAVM and to vote through remote e-voting or e-voting during the 54th AGM are requested to send to the Company a certified copy of the board resolution authorizing their representative to the designated e-mail address of the Company i.e. companysecretary@vipulorganics.com and to CDSL i.e. helpdesk.evoting@cdslindia.com and to the Scrutinizer at somaniandassociates5@gmail.com.

6. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 54th AGM.

7. The Register of Directors' and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and all documents referred to in the notice of 54th AGM, will be available for inspection online by the members on request by sending an e-mail to companysecretary@vipulorganics.com.

8. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books will remain closed from Thursday, 24th September, 2026 to Wednesday, 30th September, 2026 (both days inclusive) for determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing 54th AGM.

9. The dividend on Equity shares as recommended by the Board of Directors for the financial year ended 31st March, 2026, if approved by the members at the ensuing 54th AGM, will be paid to those members whose names shall appear in the Register of Members as on Wednesday, 23rd September, 2026; and in respect of shares held by them in dematerialized form, the dividend will be paid

to members whose names are furnished by National Securities Depository Limited and CDSL as beneficial owners as on that date. In case the Company is unable to pay the dividend to any member by the electronic mode due to non-availability of the details of the bank accounts, the Company will dispatch the dividend warrant / demand draft by post. However, in case of any disruption the postal services due to pandemic or another reasons, the same will be sent upon restoration of normalcy of postal services.

10. Members may note that the Income-tax Act, 2025 ("IT Act, 2025") provides that dividends paid or distributed by a company shall be taxable in the hands of the Members. Accordingly, the Company is required to deduct tax at source ("TDS") at the time of payment or credit of the final dividend, as applicable, in accordance with the provisions of the IT Act, 2025.In order to enable the Company to determine the appropriate rate of TDS applicable to each Member, Members are requested to submit the requisite documents, declarations and information, including Form No. 121 (where applicable), or such other documents as may be prescribed under the applicable provisions of the IT Act, 2025 and the rules made thereunder..

11. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows

Members having valid PAN	10% or as notified by the Government of India
Members not having PAN / Invalid PAN	20% or as notified by the Government of India

However, no tax will be deducted on the dividend payable to a resident individual if the total dividend to be received by him during Financial Year 2025-26 does not exceed ₹10,000/- and also in cases where members have provided Form No. 121, (applicable to individuals aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form No. 121or any other document as applicable, if any, in accordance with the provisions of the IT Act.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as may be notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under rule 37BC of Income-tax Rules, 1962.
- Copy of Tax Residency Certificate (TRC) for the FY 2025-26 obtained from the revenue authorities of the country of tax residence, duly attested by member.
- Self-declaration in Form 10F.
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be submitted by sending email at companysecretary@vipulorganics.com during the period commencing before 23.59 hrs. (IST) on 23rd September, 2026.

12. The SEBI vide its notification dated 24th January, 2022 has amended the Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including requests for transmission or transposition of securities shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form, so they can transfer their shares in future, if so desire. Members can contact the Company or the RTA for assistance in this regard. However, members can continue to hold shares in physical form.

13. The Schedule I of the Listing Regulations mandates to all listed companies to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders. Accordingly, members who have not updated their bank account details and wish to avail such facilities in future are requested to update their bank account details by furnishing requisite documents with the RTA of the Company in case of shares held in physical mode and with your respective depository participants, with whom you have demat account.

14. The cut-off date for the payment of final dividend for the financial year 2025-26 and the cut-off date for the purpose of determining eligibility of members for e-voting in connection with the 54th AGM has been fixed as Wednesday, 23rd September, 2026 ("cut-off date").

15. Members holding shares in identical order of names in more than one folio are requested to send the share certificates to Bigshare Services Private Limited, Registrar and Share Transfer Agents ("RTA") of the Company, for consolidation of all such shareholdings into one folio to facilitate better services.

16. Members are requested to forward their all communications to the RTA of the Company and are further requested to always quote their Folio Number / DPID-Client ID in all correspondences with the Company.

17. The Company has transferred the unpaid or unclaimed dividend declared upto the financial years 2017-18 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The unclaimed dividend in respect of the financial year ended 31st March, 2019 is due for transfer to the IEPF in the month of December, 2026. The shareholders whose dividend remained unclaimed for the financial year 2018-19 and for subsequent financial years are requested to claim it immediately from the Company. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 31st March, 2026 under "Investor Relations" section on the website of the Company www.vipulorganics.com. The details of unpaid and unclaimed dividend amounts lying with the Company have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in. Attention of the members is drawn to the provisions of Section 124(6) of the Act, which requires a company to transfer all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more in DEMAT account of the IEPF Authority.

    In accordance with the aforesaid provisions of Section 124(6) of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has transferred 6622 shares in respect of which dividend declared for the financial year 2017-18 or earlier financial years remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more to the Investor Education and Protection fund via corporate actions through CDSL.

    A member desirous to claim back his shares from IEPF Authority can do so by following prescribed procedure under the said rules. The said details are available on the website of the company www.vipulorganics.com and have also been uploaded on the website of the Ministry of Corporate Affairs and the same can be accessed through the link: www.mca.gov.in and on the website of IEPF viz. www.iepf.gov.in.

    Further, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2018-19 and thereafter has remained unpaid or unclaimed by the members for 7 (seven) consecutive years or more.

18. Members can join the 54th AGM through the VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the 54th AGM through VC / OAVM will be

made available to atleast 1000 members on a first-come-first-served basis; however this limit does not include large shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first-come-first-served principle.

19. The attendance of the members attending the 54th AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

20. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.

    - **For shares held in electronic form**: To their respective Depository Participants only and not to the Company / RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA in providing efficient and better services to the members.

    - **For shares held in physical form**: To the Company's RTA in prescribed Form ISR -1 and other forms as prescribed by the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website available under Investor relations section.

21. Members may please note that the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue the securities in dematerialized form only while processing the service requests viz. issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition received from the shareholder / claimant. The relevant forms can be downloaded from the Company's website available under Investor awareness section. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. Upon receipt of service request(s) from shareholder / claimant, the RTA of the Company shall verify and process the said request and after removing objections, if any, shall intimate the shareholder / claimant about its execution / issuance of new certificate as may be applicable. The RTA shall retain the physical Share Certificate with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge a request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 days (One Hundred and Twenty days) of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit shares to the Suspense Escrow Demat Account of the Company opened for the said purpose. In order to comply with the aforesaid circular, the Company through its RTA has dispatched letters to the shareholders who are holding shares in physical mode and whose KYC and Nomination details are yet not updated completely, excluding transmission cases, requesting shareholders to update their PAN, KYC & Nomination details.

22. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/76 dated 30th May, 2022 provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this Circular, investors can opt for arbitration with the Stock Exchanges in case of any dispute against the Company or its RTA on delay or default in processing any investor services related requests. In compliance with the said Circular, the Company had sent communication intimating about the Dispute Resolution Mechanism to all the members holding shares in physical form.

23. Pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023, the SEBI has mandated all listed companies to record PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers of holders of physical securities. The folios wherein any one of the cited documents / details are not available on or after 1st October, 2023 such folios are frozen by RTA.

However, the security holders of such frozen folios shall be eligible:

- to lodge any grievance or avail any service, only after furnishing the complete documents / details as mentioned above;
- to receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above stated requirements.

The forms for updation of PAN, KYC, Bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 and the said SEBI Circular are available on our website at www.vipulorganics.com. In accordance with the aforesaid circular, the Company has sent the letters, to those members holding shares in physical mode whose folios are incomplete with respect to PAN, KYC and / or Nomination details requesting them to update the details. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank and Nomination details are requested to contact their respective DPs. Further, members holding shares in physical form are requested to ensure that their PAN is linked to Aadhaar. Such frozen folios shall be referred by RTA / Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and / or Prevention of Money Laundering Act, 2002 after 31st December, 2025.

As per the provisions of Section 72 of the Act and the aforesaid SEBI Circular, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website available under "Investor Relations" section.

24. Pursuant to SEBI Master Circular No. HO/38/13/ (4)2026-MIRSD-POD/I/4298/2026 dated 6th February 2026, a special window is opened till 4th February 2027, to facilitate lodgement of transfer requests executed before 1st April 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before 4th February 2027 to Company/Bigshare. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one-year lock-in, during which they cannot be transferred, lien marked or pledged. The Company has communicated the opening of this special window through newspaper advertisements which are available on the website at www.vipulorganics.com

25. Members whose shareholding is in electronic mode are requested to update any change in their address or bank account details to their respective Depository Participants (DP). Members holding shares in physical mode are requested to advise any change in their address or bank account details to the Company or Bigshare Services Private Limited the Registrar and Share Transfer Agents of the Company, quoting their Folio Number.

26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /RTA.

27. Non-Resident Indian members are requested to inform the Company's Registrar & Share Transfer Agents, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.

28. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company.

29. To support the Green Initiative, members who have not registered their email addresses are requested to register the same with the Company's RTA / Depository Participants, in respect of shares held in physical / electronic mode, respectively.

30. The shares of the Company are listed on BSE Ltd. Listing fees for the financial year 2026-27 has been paid to the BSE Ltd.

31. Members seeking any information with regard to the accounts and operations of the Company are requested to write to the Company at least 7 days in advance of the

meeting so that the answers can be made available at the meeting.

32. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (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 notice of 54th AGM. The members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-voting').

    a) The facility of casting the vote by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and e-voting during the meeting will be provided by the CDSL.

    b) A person, whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of "remote e-voting" or "e-voting" during the AGM.

    c) The "remote e-voting" period commences on Sunday, 27th September, 2026 at 9.00 A.M. (IST) and end on Tuesday, 29th September, 2026 at 5.00 P.M. (IST). During this period, members 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.

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

       Any person who becomes a member of the Company after dispatch of the Notice of the meeting 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 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.

    e) The Board of Directors of the Company has appointed CS Poonam Somani, Proprietor M/s. Somani and Associates, Company Secretaries, Mumbai (FCS No.: 9364 /CP No.: 8642) as Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the 54th AGM in a fair and transparent manner. The Scrutinizer shall within two working days of the conclusion of the AGM prepare a Scrutinizers' Report on the votes cast in favour or against, if any, and forthwith to the Chairman of the meeting or a person authorized by him, who shall countersign the same and declare the result of the voting.

    f) The result declared along with Scrutinizer's Report shall be placed on the website of the Company viz. www.vipulorganics.com and on the website of the CDSL viz. www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall simultaneously be communicated to the BSE Ltd., where shares of the Company are listed.

    g) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. Wednesday, 30th September 2026.

THE PROCEDURE / INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING 54TH AGM AND JOINING MEETING THROUGH VC / OAVM ARE AS UNDER:

(i) The remote e-voting period begins on Sunday, 27th September, 2026 at 9.00 A.M. (IST) and end on Tuesday, 29th September, 2026 at 5.00 P.M. (IST). During this period, members 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 remote e-voting module shall be disabled by the CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the SEBI 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.

(iv) 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 and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 www.cdslindia.com and click on login icon & My Easi New (Token) Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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 evoting 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 Depository	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 or joining virtual meeting & voting during the meeting. 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 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 or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 or joining virtual meeting & voting during the meeting.

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 21 09911
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.com or call at: 022 - 4886 7000 and 022 - 2499 7000

v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

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 Physical shareholders and other than individual shareholders holding shares in Demat.
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 and 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) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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; Somaniandassociates5@gmail.com & companysecretary@vipulorganics.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM AND E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting and e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through remote e-voting will also be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio / video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the AGM may register themselves as a speaker by sending their request in advance atleast 2 days prior to the meeting mentioning their name, demat account number / folio number, email id, mobile number at companysecretary@vipulorganics.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to the meeting mentioning their name, demat account number / folio number, email id, mobile number at companysecretary@vipulorganics.com. These queries will be replied by the Company during the AGM.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM on first come first serve basis.
9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are casted by the shareholders through e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM

facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and 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 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (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 toll free no. 1800 21 09911.