Parinee Crescenzo, "A" Wing, 1102, 11th Floor,
"G" Block, Plot No. C38 & C39,
Behind MCA, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
Phone : 91-22-6124 0444 / 6124 0428
Fax : 91-22-6124 0438
E-mail : vinati@vinatiorganics.com
Website : www.vinatiorganics.com
CIN : L24116MH1989PLC052224

VINATI ORGANICS LIMITED

August 31, 2026

BSE Limited
Listing Department,
P. J. Towers, 1st Floor,
Dalal Street, Mumbai – 400 001.

Scrip Code: 524200

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

NSE Symbol: VINATIORGA / Series: EQ

Dear Sir/Madam,

Sub: Notice of Thirty-Seventh Annual General Meeting and the Integrated Annual Report for the financial year 2025-26

Pursuant to Regulation 34(1) and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice convening the Thirty-Seventh Annual General Meeting ("AGM") along with the Integrated Annual Report of the Company, including the Business Responsibility and Sustainability Report for the financial year 2025-26, which are being sent through electronic mode to the Members of the Company, whose e-mail IDs are registered with the Company/ Registrar & Share Transfer Agent ("RTA")/ Depository Participant(s).

Further, pursuant to Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to those shareholders whose e-mail addresses are not registered with the Company/ RTA/ Depository Participants, providing a web-link for accessing the Notice of AGM and Integrated Annual Report for the financial year 2025-26.

The Notice of AGM along with the Integrated Annual Report are attached and the same are also available on the Company's website at www.vinatiorganics.com under "Financial Information" tab under "Investors" Section.

Parinee Crescenzo, "A" Wing, 1102, 11th Floor,
"G" Block, Plot No. C38 & C39,
Behind MCA, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
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VINATI ORGANICS LIMITED

The Notice of AGM of the Company inter alia indicates the process and manner of remote e-voting/ e-voting at the AGM and instructions for participation at the AGM through VC/OAVM.

This is for information and records.

Thanking you,

Yours faithfully,
For **Vinati Organics Limited**

MILIND ARVIND WAGH

Digitally signed by MILIND ARVIND WAGH
Date: 2026.08.31 10:50:41 +05'30'

Milind Wagh
Company Secretary/Compliance Officer
(Membership No. FCS - 7125)

Encl: As above

VINATI ORGANICS LIMITED

CIN: L24116MH1989PLC052224

Registered Office: B-12 & B-13/1, MIDC Industrial Area, Mahad – 402 309, Dist. Raigad, Maharashtra.

Tel No.: 022-61240444/428, Fax No.: 022-61240438

Email: shares@vinatiorganics.com Website: www.vinatiorganics.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY-SEVENTH (37TH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF VINATI ORGANICS LIMITED ("THE COMPANY") WILL BE HELD ON WEDNESDAY, SEPTEMBER 23, 2026, AT 11:00 AM (IST) THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. **Adoption of Audited Standalone and Consolidated Financial Statements**

   To consider and adopt:

   a. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and

   b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 together with the Report of the Auditors thereon.

2. **Declaration of Dividend**

   To declare a final dividend of ₹ 8.50/- per equity share for the financial year ended March 31, 2026.

3. **Re-appointment of Ms. Viral Saraf Mittal as director, liable to retire by rotation**

   To appoint a Director in place of Ms. Viral Saraf Mittal (DIN: 02666028), who retires by rotation at this meeting and being eligible, offers herself for re-appointment in terms of Section 152(6) of the Companies Act, 2013.

SPECIAL BUSINESS

4. **Ratification of the remuneration of the Cost Auditors for the Financial Year 2026-27**

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

   "**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Members of the Company hereby ratify the remuneration to M/s. N. Ritesh & Associates, Cost Accountants (Firm Registration No. R10065), who were appointed by the Board of Directors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2027, to be paid the remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to take all such steps and to do all such acts, deeds, matters and things as may be necessary, desirable, or expedient to give effect to this resolution, including but not limited to filing of necessary forms and returns with the regulatory authorities, and to accept and carry out any modifications, alterations or amendments as may be required by such authorities in connection with the above resolution."

5. **Revision in remuneration of Mr. Amit Thanawala (DIN: 10864545), Whole Time Director of the Company for the remainder of his tenure effective from April 01, 2026.**

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

   "**RESOLVED THAT** in partial modification of the Special Resolution passed by the Members of the Company through Postal Ballot concluded on February 25, 2025, and in accordance with the provisions of Sections 196, 197, 198 read with Schedule V and Companies

NOTICE (CONTD.)

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") [including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force], and the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the revision in the remuneration of Mr. Amit Thanawala (DIN: 10864545), Whole Time Director of the Company, including an increase in his monthly basic salary to be within the scale/range of ₹ 6,50,000/- (Rupees Six Lakh Fifty Thousand only) per month to ₹ 15,00,000/- (Rupees Fifteen Lakh only) per month, together with Performance-Linked Incentive not exceeding 12% of his fixed annual Cost to Company (CTC) per annum, for the remaining period of his tenure effective from April 01, 2026 to December 12, 2029, on the terms and conditions set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT except for the revision in the remuneration scale and components as set out in Explanatory Statement, all other terms and conditions of his appointment, as approved earlier by the Members through Postal Ballot on February 25, 2025, and which are not dealt with in this Resolution, shall remain unchanged and continue to be effective.

RESOLVED FURTHER THAT approval of the Members be and is hereby accorded for payment of remuneration as set out in the explanatory statement for any financial year during the tenure of his office (i) notwithstanding inadequacy of profits or loss in the respective financial year; or (ii) even if the above payment or aggregate managerial remuneration of Executive Directors or aggregate managerial remuneration of all directors exceeds the limits as specified in Section 197(1) of the Companies Act, 2013 and / or the second proviso thereunder, subject to compliance with Schedule V of the Act and other regulatory approvals, if and where applicable.

RESOLVED FURTHER THAT the Board of Directors (including the Nomination and Remuneration Committee of the Board), be and is hereby authorised to alter and vary the terms and conditions of the said remuneration, from time to time, as it may deem fit, within the aforesaid limits and to do all such acts, deeds, matters and things as may be deemed necessary, proper, or expedient in connection therewith or incidental thereto, to give effect to this resolution."

Registered Office:
B-12 & B-13/1, MIDC Industrial Area,
Mahad – 402 309, Dist. Raigad, Maharashtra.
Tel No.: 022-61240444/428, Fax No.: 022-61240438
Email: shares@vinatiorganics.com
Website: www.vinatiorganics.com
CIN: L24116MH1989PLC052224
Mumbai, May 12, 2026

By Order of the Board of Directors
For **Vinati Organics Limited**

Milind Wagh
Sr. Vice President – Company Secretary
(ICSI Membership No. FCS: 7125)

NOTES:

The Ministry of Corporate Affairs ("MCA") has, vide its General Circular No. 03/2025 dated September 22, 2025, read together with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April, 2020 13, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 3/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and latest being 03/2025 dated September 22, 2025 (collectively referred to as the "**MCA Circulars**"), permitted companies to convene their Annual General Meeting ("AGM"/"Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of members at a common venue.

Further, the Securities and Exchange Board of India ("SEBI"), vide its circulars issued from time to time and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), including the SEBI LODR Master Circular updated on January 30, 2026 (collectively referred to as the "**SEBI Circulars**"), has permitted listed entities to hold AGMs through VC/OAVM and dispense with the dispatch of physical copies of the Annual Report.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), the SEBI Circular and MCA Circulars, the 37th AGM of the Company is being held through VC/OAVM on Wednesday, September 23, 2026, at 11:00 a.m. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at B-12 & B-13/1, MIDC Industrial Area, Mahad – 402309, Dist. Raigad, Maharashtra.

The relative explanatory statement pursuant to Section 102 of the Act, in regard to the business as set out in Item Nos. 4 and 5 above and the relevant details of the Director seeking reappointment as required by Regulation 36(3) of the Listing Regulations and as required under Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are annexed to this Notice.

PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR THE APPOINTMENT OF PROXIES BY MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE, THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM ARE NOT ANNEXED TO THIS NOTICE.

Institutional Shareholders / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its respective Board or Governing Body Resolution, Authorisation, etc., authorizing their representative to attend the 37th AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent to the Scrutiniser by email through its registered email address to vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in and shares@vinatiorganics.com.

Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility.

In the case of joint holders attending the AGM, the Member whose name appears first in the order of names as per the Register of Members of the Company will be entitled to vote.

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

The Members can join the AGM through VC/OAVM, 30 minutes before the scheduled time of the commencement of the Meeting, by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's (NSDL) e-Voting website at www.evoting.nsdl.com. The facility of participation at the AGM through VC/OAVM will be made available on a first come first served basis as per the MCA Circulars. However, this restriction shall not apply to large Shareholders (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.

The equity shares of the Company are listed at **BSE Limited**, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra and **National Stock Exchange of India Limited**, Exchange Plaza, Plot No. C/1, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai – 400051, Maharashtra. The Annual Listing Fee as prescribed has been paid to the above Stock Exchanges.

NOTICE (CONTD.)

Record Date:

In terms of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed **Wednesday, September 16, 2026** as the 'Record Date' for the purpose of determining the entitlement of Members to receive the final dividend for the financial year ended March 31, 2026.

Members are requested to immediately intimate any changes in their registered addresses or bank mandate particulars through the following channels:

(a) For Shares held in Electronic (Demat) Mode: Intimate changes directly to their respective Depository Participants (DPs).

(b) For Shares held in Physical Mode: Intimate changes to the Company's Registrar and Share Transfer Agent (RTA), quoting their Folio Number.

Non-Resident Indian Members are requested to inform the Company or its RTA or the concerned DPs as the case may be, immediately of:

(a) the change in their residential status on return to India for permanent settlement.

(b) the particulars of their bank account maintained in India with the complete name, branch, account type, account number and address of the bank with PIN code number, if not furnished earlier.

Dispatch of Annual Report through Electronic Mode:

In compliance with the MCA Circulars and Regulation 36(1) (a) the relevant SEBI Listing Regulations, the Company is sending Notice of AGM along with the Integrated Annual Report for financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. The Company shall send the physical copy of the Integrated Annual Report for FY 2025-26 only to those Members who specifically request the same at shares@vinatiorganics.com, mentioning their Folio No/DP ID and Client ID.

The Integrated Annual Report for FY 2025-26 has been uploaded on the website of the Company at www.vinatiorganics.com and may also be accessed on the websites of the Stock Exchanges, i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively. The 37th AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.

Additionally, as per Regulation 36(1)(b) of the SEBI Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company will also be publishing an advertisement in newspapers containing the details about the AGM i.e., date and time of the AGM, details for e-voting, availability of the notice of AGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses, manner of providing mandate for dividends, and other matters as may be required.

If your e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories, you may register on or before Wednesday, September 16, 2026, to receive this Notice of the AGM and the Integrated Annual Report for FY 2025-26 by completing the process for registration of e-mail address as under:

a) Visit the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html

b) Select the Name of the Company from the drop-down menu: **Vinati Organics Limited**

c) Enter details in the respective fields such as DP ID and Client ID (if shares are held in demat form)/Folio no. and Certificate no. (if shares are held in physical form), name of shareholder, Permanent Account Number ("PAN") details, mobile no., email id. In the event PAN details are not registered for physical folio, Member is to enter one of the Share Certificate numbers.

d) System generated One Time Password ("OTP") will be sent on the mobile number and e-mail ID.

e) Enter the OTP received on the mobile number and e-mail ID.

f) Click on the Submit button.

g) On completing the above process, your request will be accepted and a request ID will be generated. The email registered is for the limited purpose of sending notices pertaining to the current event.

After successful submission of the e-mail address, NSDL will email a copy of the Notice of this AGM along with the

Integrated Annual Report for FY 2025-26, as also the remote e-Voting user ID and password on the e-mail address registered by the Member.

Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 37th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested, maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at shares@vinatiorganics.com.

Registrars and Transfer Agents:

The Company has appointed MUFG Intime India Pvt. Ltd., located at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, as the Registrars and Transfer Agents ("RTA") for all aspects of investor servicing relating to shares.

Dividends:

The Board of Directors at its meeting held on May 12, 2026, has recommended a final dividend of ₹ 8.50/- per equity share for the financial year ended March 31, 2026. If the dividend, as recommended by the Board of Directors, gets approved at the 37th AGM, it shall be paid after deducting tax at source ('TDS') at the prescribed rates in accordance with the provisions of the Income-Tax Act, 2025 (as amended by the Finance Act, 2026), within 30 days from the date of declaration:

- To all Members holding equity shares in physical form, whose names appear in the Register of Members of the Company as on the close of business hours on Wednesday, September 16, 2026, after giving effect to any valid transmission or transposition requests lodged with the Company and RTA; and
- To the Beneficial Owners in respect of equity shares held by them in dematerialised form, whose name appears in the list of beneficial owners furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), on close of business hours on Wednesday, September 16, 2026.

As per the Master Circular for Registrars to an Issue and Share Transfer Agents dated February 06, 2026, issued by SEBI, payment of dividend to members holding shares in physical mode shall only be made electronically. Such payment shall be made only after they have furnished their Permanent Account Number, Contact Details (Postal Address, Mobile Number and E-mail), Bank Account Details, Specimen Signature, etc., for their corresponding physical folios with the Company / MUFG Intime India Pvt. Ltd. In this regard the Company had sent letter, emails and SMS to its members for furnishing the required details.

Please refer to SEBI FAQs by accessing the link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2026/1767611333081.pdf (FAQ No. 47 & 48).

Tax Deductible at Source (TDS) / Withholding tax:

Pursuant to the provisions of the Income-Tax Act, 2025, as amended by the Finance Act, 2026, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source ("TDS") from dividend paid to shareholders at the applicable rates. Shareholders are requested to refer to the relevant provisions of the Income-Tax Act, 2025 and the applicable Finance Act, 2026 for the prescribed tax rates.

To enable the Company to determine the appropriate TDS rate, shareholders are requested to ensure that their Permanent Account Number (PAN), residential status and other relevant details are updated with their respective Depository Participants ("DPs") (in case shares are held in dematerialised form) or with MUFG Intime India Private Limited, the Company's Registrar and Share Transfer Agent ("RTA") (in case shares are held in physical form).

Members who are eligible to avail themselves of the benefit of non-deduction of tax at source are requested to submit or upload the required supporting documents electronically through the RTA portal at: https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html.

Non-resident shareholders (including FIIs and FPIs) may avail beneficial tax treaty rates, subject to furnishing the prescribed documents, including Tax Residency Certificate (TRC), Form 41 (submitted electronically on the Indian Income Tax portal) (erstwhile Form 10F), Self-Declaration regarding Beneficial Ownership and Permanent Establishment status, and such other documents as may be required under applicable tax laws. The requisite documents may be uploaded through the above-mentioned RTA portal.

NOTICE (CONTD.)

Shareholders are requested to note that in the absence of a valid PAN or requisite documents, tax may be deducted at higher rates as prescribed under the Income-Tax Act, 2025.

The aforesaid declarations and supporting documents should be submitted on or before **September 10, 2026**.

The prescribed formats of declarations and other relevant documents are available on the Company's website at https://vinatiorganics.com/other-information/ and on the RTA's website at https://web.in.mpms.mufg.com/client-downloads.html.

Updation of Bank Mandate and Contact Details:

Members are advised to avail the facility of receiving dividend directly into their bank accounts through National Automated Clearing House (NACH) / Electronic Clearing Service (ECS) or such other electronic modes as may be permitted from time to time.

Members holding shares in dematerialised form are requested to contact their respective Depository Participants (DPs) for registering or updating their bank account details.

Members holding shares in physical form are requested to register or update their bank account details with the Company's Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited, in the prescribed manner. The relevant forms are available on the Company's website at www.vinatiorganics.com.

Updation of PAN, KYC and other details

The forms for updating of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, ISR-4, ISR-5, SH-13 and SH-14 are available on our website https://vinatiorganics.com/other-information/. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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.

a. **For shares held in electronic form:** to their Depository Participants ("DPs").

b. **For shares held in physical form:** to the Company/ RTA in prescribed Form ISR-1, along with supporting documents and other forms. The said form is available on the website of the Company at https://vinatiorganics.com/other-information/ and on the website of the RTA at https://web.in.mpms.mufg.com/KYC-downloads.html

The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details.

Members are requested to refer to the process detailed on the RTA's website and proceed accordingly.

Members who hold shares in electronic form may please note that their request for change/correction of bank account details should be sent to their concerned DPs and not to the Company. The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of the name of the deceased joint holder and change in the bank account details. The said details will be considered, as will be furnished by NSDL/CDSL to the Company.

SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.

Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz. Issue of duplicate securities certificate; a 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.

Consequent to SEBI Circular No. HO/38/13/(3)2026-MIRSD-POD/I/3763/2026 dated January 30, 2026 (effective from April 2, 2026) regarding the discontinuation of physical Letters of Confirmation (LOC), all approved shares under the above mentioned requests shall be directly credited electronically to the investor's verified Demat Account. Accordingly, Members are requested to make such service requests by submitting a duly filled and signed Form ISR–4, along with a copy of their latest Client Master List (CML) not older than two months and duly attested by the Depository Participant (DP). The format of

Form ISR-4 is available on the Company's website at https://vinatiorganics.com/other-information/ and on the website of the Company's Registrar and Share Transfer Agent (RTA), MUFG Intime India Private Limited, at https://web.in.mpms.mufg.com/.

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form Members can contact the Company or the Company's RTA, i.e. MUFG Intime India Pvt. Ltd., for assistance in this regard.

RTA has implemented below investor initiatives as part of their constant endeavor to enhance investor servicing:

i. **'SWAYAM'** is a secure, user-friendly web-based application developed by RTA, that empowers investors to effortlessly access various services. Investors are requested to get registered on this application which can be accessed at https://swayam.in.mpms.mufg.com/.

ii. **'iDIA'** is a Chatbot developed by RTA that utilises conversational technology to provide investors with a round-the-clock intuitive platform to ask questions and get information about queries. Talk to iDIA by logging in to https://in.mpms.mufg.com/.

iii. **FAQs** –The FAQ section on the RTA's website has detailedanswers to probable investor queries. Please visit https://web.in.mpms.mufg.com/faq.html to find answers to yourqueries related to securities.

Special window for re-lodgement of physical share transfer requests:

Pursuant to SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, read with the recent SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated January 30, 2026 a special window has been opened for re-lodgment of transfer requests for physical shares that were originally lodged prior to April 01, 2019 and were rejected/returned/not attended to due to deficiencies.

This special window shall be open for a period of one year from February 05, 2026 to February 04, 2027. During this period, eligible shareholders may re-lodge such shares for transfer. Please note that such transfers will be processed in dematerialised mode only. Shareholders are encouraged to take advantage of this opportunity and reach out to the Company's RTA for further assistance.

Further, pursuant to the directives of the Investor Education and Protection Fund Authority (IEPFA) and the Ministry of Corporate Affairs (MCA), the Company has actively participated in the nationwide "Saksham Niveshak" campaigns. The primary objective of this initiative is to assist shareholders in updating their Know Your Customer (KYC) details, registering bank mandates, and claiming any unpaid or unclaimed dividends before they face mandatory statutory transfers.

Investor Education and Protection Fund:

Notice is being issued pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") and any statutory amendments or modifications thereto the notifications and circulars issued thereunder, for the time being in force.

As per the said Rules and pursuant to the provisions of Section 124 of the Companies Act, 2013, contain provisions for the transfer of all shares in respect of which no dividend has been claimed by the shareholders for a consecutive period of seven (7) years or more to the DEMAT account of the Investor Education and Protection Fund ("IEPF") Authority along with the corresponding dividend which remains unpaid/ unclaimed. However, the Company is committed to assist the shareholders in claiming their unclaimed dividends/ shares and in updating their KYC details. Shareholders whose shares have already been transferred to IEPF can also seek assistance in filing claims directly with the IEPFA. Members can contact the Company's Registrar and Transfer Agent or visit https://in.mpms.mufg.com/ for further assistance.

Adhering to directive and various requirements set out by the IEPF Authority, the Company is proactively engaging with shareholders through various initiatives such as website announcements, press releases, and direct communications to facilitate KYC updation and assist in filing claims for dividends or shares already transferred to the IEPF. Members are advised to check the details of their unclaimed dividend, available on the Company's website at www.vinatiorganics.com under the "Investor Relations" section, and contact the Company's Registrar and Transfer Agent for guidance and necessary assistance in lodging their claims well before the due date to avoid transfer to IEPF.

NOTICE (CONTD.)

Shareholders must note that both the unclaimed dividend and shares transferred to the IEPF Authority, including all benefits on such shares, if any, can be claimed back by them from the IEPF Authority after following the due procedure prescribed under these Rules.

For those shareholders from whom the Company has not received any communication, the Company shall in adherence to the requirements of the Rules, transfer the shares to the IEPF Authority by the due date as per the procedure set out in the Rules. The details of unclaimed dividends and shares transferred to the IEPF Authority during 2025-26 are as follows:

Financial Year for which Unclaimed Dividends remain	Amount of Unclaimed Dividends transferred (₹ in lakhs)	Number of Shares Transferred
2017-18	18.18	18,445

Details of shares so far transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: https://vinatiorganics.com/other-information/.

The said details are also available on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

The Members whose unclaimed dividends and/or shares have been transferred to the IEPF may contact the Company or RTA and submit the required documents for the issue of a Letter of Entitlement. The Members can attach the Entitlement Letter and other required documents and file the Form IEPF-5 form for claiming the dividend and/ or shares via www.iepf.gov.in.

For any queries on the above matter, shareholders are requested to contact the Company's Registrar and Share Transfer Agents: MUFG Intime India Pvt. Ltd. Unit: Vinati Organics Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai–400083 Phone: +91-8108116767, Email: Investor.helpdesk@in.mpms.mufg.com.

The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No. 17/2012 dated July 23, 2012, has directed Companies to upload on their website information regarding unpaid and unclaimed dividends.

Pursuant to the said IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividends on its website at https://vinatiorganics.com/other-information/.

Depository System:

The Company has entered into agreements with NSDL and CDSL to provide share depository services. The Depository System envisages the elimination of several problems involved in the scrip-based system, such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delays in transfers, mutilation of share certificates, etc. Simultaneously, the Depository system offers several advantages like exemption from stamp duty, elimination of the concept of the market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.

Members, therefore now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their physical holdings to electronic mode.

Re-appointment of Directors:

Section 152 of the Companies Act, 2013, provides inter alia that unless the Articles provide for the retirement of all Directors at every Annual General Meeting, not less than two-thirds of the total number of Directors of a public company, (a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and (b) save as otherwise expressly provided in the Act, be appointed by the Company in the General Meeting.

Accordingly, Ms. Viral Saraf Mittal, Director of the Company, is retiring by rotation at this AGM and being eligible, has offered herself for re-appointment. The information or details pertaining to the Directors to be provided in terms of applicable Regulations of the SEBI Listing Regulations read with Secretarial Standards on General Meetings, is annexed to this Notice and is also furnished in the statement on Corporate Governance published in this Integrated Annual Report.

Other Miscellaneous Details:

The Integrated Annual Report of the Company for the Financial Year 2025–26, is being circulated to the Members of the Company and is available on the Company's website, viz. www.vinatiorganics.com.

The Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's RTA, the details of such folios, together with the share certificates, along with the requisite KYC documents for consolidating their holdings in one folio. Requests for the consolidation of share certificates shall be processed in dematerialised form only.

Mr. Vijay Kumar Mishra of M/s. VKM & Associates, Practising Company Secretary, holding Certificate of Practice No. 4279, has been appointed as the Scrutiniser to scrutinise the e-voting process fairly and transparently.

The Scrutiniser shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than two working days of the conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.vinatiorganics.com and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nominations 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 SH-14, as the case may be. The said forms can be downloaded from the Company's website at www.vinatiorganics.com/other-information/ and the website of the Registrar and Transfer Agent ('RTA') at https://web.in.mpms.mufg.com/. Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialised form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.

SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_ IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on \August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for the resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through the existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login) and the same can also be accessed through the Company's website https://vinatiorganics.com/online-dispute-resolution/.

INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

Procedure for remote e-Voting and e-Voting during the AGM:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 37th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting votes by the members using an electronic voting system from a place other than the venue of the AGM will be provided by the National Securities Depository Limited (NSDL).

The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the 37th AGM through VC / OAVM but shall not be entitled to cast their vote again.

Voting rights are reckoned on the basis of the shares registered in the names of the Members/Beneficial Owners as of Wednesday, September 16, 2026. The instructions for voting electronically are annexed to the notice.

Any person holding shares in physical form and non-individual shareholders, who acquire shares of the Company and become a member of the Company after the Notice is sent through e-mail and holding shares as of the cut-off date i.e. Wednesday, September 16, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using the "Forgot User Details/Password" or "Physical User Reset Password" option available on https://www.e-voting.nsdl.com or call on toll-free no. 022 - 48867000 and 022 - 24997000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. Wednesday, September 16, 2026, may follow the steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on **Friday, September 18, 2026, at 09:00 A.M.** and ends on **Tuesday, September 22, 2026, at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. **Wednesday, September 16, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Wednesday, September 16, 2026.**

Steps for e-Voting and Joining the AGM through VC / OAVM

For Individual Members Holding Securities in Dematerialised Mode

A) NSDL USER

One Time Password (OTP) based Login

1. Click here to visit the website.
2. Enter your 8-digit DP ID, 8-digit Client ID, PAN, and Verification Code, then generate OTP.
3. Enter the OTP received and click on "Login".
4. Click on the company name or **e-voting provider (NSDL)** to join the meeting and vote (at AGM or remote).

Registered with IDeAS Facility

5. Click here to visit the website.
6. Under the **IDeAS section**, click on "**Beneficial Owner**" icon under "Login".
7. Enter your User ID and Password for authentication.
8. Click on "**Access to e-Voting**" under e-Voting services under Value Added Services Section
9. Click on the company name or e-voting provider (NSDL) to join the meeting and vote (at AGM or remote).

Not Registered with IDeAS Facility

10. Either click here and select **"Register Online for IDeAS"**,
11. or click here to visit the website directly and proceed with registration.
12. Follow aforesaid steps given at points 5 to 9.

B) CDSL USER

Registered User of CDSL Easi / Easiest

1. Click here to visit the website.
2. Enter your Username and Password. Once authenticated, the e-Voting option will be available.
3. Direct links to all e-voting service providers are also available.

Not Registered with CDSL Easi / Easiest

4. Click here to visit the website.
5. Registration for Easi/Easiest is available on the webpage.
6. Click the relevant option viz. Registration for Easi or Easiest and complete the process.

Voting through the e-Voting Website

7. Click here to open the website.
8. Provide your Demat Account Number and PAN.
9. The system will authenticate you using an OTP sent to your registered mobile number / e-mail.
10. Once verified, the e-Voting option will be available.

Important Notes:

✓ For Individual Members holding shares in dematerialised mode, please update your email-id and mobile number with your respective Depository Participant (DP), which is mandatory for exercising e-voting and attending Meeting through Depository.

C) DP LOGIN USER

Login through Depository Participant (DP)

1. Use the login credentials of your Demat account through the DP registered with NSDL / CDSL.
2. Click on the e-Voting option.
3. You will be redirected to the NSDL / CDSL website, where the e-Voting option is available.
4. Click on the company name or e-voting provider (NSDL) to join the meeting and vote (at AGM or remote).

Steps to Cast Your Vote on a Resolution (For all Users)

1. After logging in, you will see all companies ("EVEN") in which you hold shares and whose voting cycle / AGM is currently active.
2. Select the "EVEN" of the Vinati Organics Ltd which is 141188 to cast your vote, either during the remote e-Voting period or during the AGM.
3. Cast your vote by selecting "Assent" or "Dissent", verify / modify the number of shares, then click "Submit" and "Confirm" when prompted.
4. On confirmation, the message "Vote cast successfully" will be displayed.
5. Once you confirm your vote on a resolution, you will not be allowed to modify it.

A) NSDL USER	B) CDSL USER	C) DP LOGIN USER
Voting through the e-Voting Website 13. Click here to visit the website. 14. Click on "Login" under "Shareholder / Member". 15. Enter your User ID (Demat A/c No.) and Password / OTP and verification code shown on screen. 16. After authentication, you will be redirected to the e-Voting page. 17. Click on the company name or **e-voting provider (NSDL)** to join the meeting and vote (at AGM or remote).	✓ Members who are unable to retrieve their User ID / Password are advised to use the "Forgot User ID" and "Forgot Password" options available on the website mentioned above.	Note: To join the virtual AGM, click on the "VC / OAVM" link under "Join Meeting".

Steps for e-Voting and Joining the AGM through VC / OAVM

For other than Individual Members Holding Securities in Dematerialised Mode & Members Holding Securities in Physical Mode

Non-Individual Members with Demat Shares and Members with Physical Shares		
Voting through the e-Voting Website (NSDL)	**Password Details for Member other than Individual Member**	**Process for procuring credentials in case email id is not registered**
1. Click here to visit the website. 2. Click on "Login" under "Shareholder / Member". 3. Enter your User ID* and Password / OTP and verification code shown on screen. 4. After authentication, you will be redirected to the e-Voting page. 5. Alternatively, members registered with NSDL's IDeAS Portal may log in using their existing IDeAS credentials. After login, click on e-voting and proceed to cast your vote.	1. If registered for e-voting: Use your existing password to log in and cast your vote. 2. First-time user of the NSDL e-voting system, retrieve the Initial Password communicated to you. Upon first login, create a new password. **How to retrieve your 'initial password'?** 3. If email ID is registered with your demat account or the Company, the Initial Password will be sent by NSDL to your registered email address. Open the attached PDF using 8-digit client ID for NSDL, last 8-digit of demat for CDSL and Folio Number for Physical Shareholders, PDF file will have user id and initial password.	1. Provide Folio No. (Physical Shares), 16-digit Demat Number (Shares in Demat Mode), Name, Scanned Share Certificate (Front & Back) for Physical Shares, Client Master List or copy of Consolidated Account Statement for Demat Shares, self-attested PAN and Aadhar via email to shares@vinatiorganics.com 2. Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above documents.

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Non-Individual Members with Demat Shares and Members with Physical Shares

***User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8-Character DP ID followed by 8-Digit Client ID. **For example**, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16-Digit Beneficiary ID. **For example**, if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. **For example**, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

4. If your email ID is not registered, please follow the procedure prescribed for members whose email IDs are not registered.

5. **If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**

   - Click on "**Forgot User Details / Password?**" (Shares in Demat account with NSDL / CDSL) option available on NSDL e-voting portal.
   - Click on "**Physical User Reset Password?**" (Physical Shares) available on the NSDL e-voting portal.
   - If password is still not retrieved send a request to evoting@nsdl.com mentioning your Demat Account Number / Folio Number, PAN, Name, and Registered Address.
   - Members may also use the OTP based login facility available on the NSDL e-voting system for casting their votes.

6. After entering password tick on Agree to "Terms and Conditions" by selecting the check box.

   Click on login button and you will be redirected to e-voting page.

Steps to Cast Your Vote on a Resolution

1. After logging in, you will see all companies ("EVEN") in which you hold shares and whose voting cycle / AGM is currently active.
2. Select the "EVEN" of Vinati Organics Ltd which is 141188 to cast your vote vote, either during the remote e-Voting period or during the AGM.
3. Cast your vote by selecting "Assent" or "Dissent", verify / modify the number of shares, then click "Submit" and "Confirm" when prompted.
4. On confirmation, the message "Vote cast successfully" will be displayed.
5. Once you confirm your vote on a resolution, you will not be allowed to modify it.

Note: To join the virtual AGM, click on the "VC / OAVM" link under "Join Meeting".

Mobile App– NSDL	Quick Links – CDSL and NSDL
NSDL Mobile App is available on App Store Google Play	1. CDSL Myeasi login (Easi/Easiest) 2. CDSL Myeasi registration 3. CDSL e-Voting login 4. NSDL e-Services portal 5. IDeAS registration 6. NSDL e-Voting website

Login Type	Helpdesk Details – for Technical Issues with Login through Depository (NSDL / CDSL)
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.com, or call 022 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com, or call toll-free on 1800 21 09911.

In case of any queries regarding e-Voting, shareholders may refer to the Frequently Asked Questions (FAQs) and the e-Voting user manual available on the websites of NSDL / CDSL or contact the helpdesk numbers provided below.

General Guidelines for Members

- Keep your password confidential.
- Login disables after 5 wrong attempts — use 'Forgot User Details/Password?' on www.evoting.nsdl.com to reset the same.
- For queries: FAQs/User Manual on www.evoting.nsdl.com, toll-free 022-4886 7000, or email to Mr. Amit Vishal or Ms. Pallavi Mhatre at their designated e-mail ids: amitv@nsdl.com or pallavid@nsdl.com
- e-Voting procedure on AGM Day is same as remote e-voting instructions above
- Grievance contact for AGM-day e-voting is same as for remote e-voting.
- Attending AGM: After login, click the 'VC/OAVM link' under 'Join Meeting' against the company name; recover forgotten User ID/Password via remote e-voting steps in advance.
- Join via Laptop with good-speed internet for best experience.
- Mobile/Tablet/Hotspot users may face audio-video issues — use stable Wi-Fi/LAN.
- Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting.
- Facility of participation in the Meeting through VC will be made available to at least 1,000 members, on first come first served basis. This will not include large shareholders (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 Meeting, without restriction on account of first come first served basis.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at shares@vinatiorganics.com. The same will be replied by the Company suitably.
6. Shareholders who would like to express their views/ have questions may also send their questions in advance, mentioning their name demat account number/ folio number, email id, mobile number at shares@vinatiorganics.com latest by Wednesday, September 16, 2026. The same will be replied by the Company suitably.

Registered Office:
B-12 & B-13/1, MIDC Industrial Area,
Mahad – 402 309, Dist. Raigad, Maharashtra.
Tel No.: 022-61240444/428, Fax No.: 022-61240438
Email: shares@vinatiorganics.com
Website: www.vinatiorganics.com
CIN: L24116MH1989PLC052224
Mumbai, May 12, 2026

By Order of the Board of Directors
For **Vinati Organics Limited**

Milind Wagh
Sr. Vice President – Company Secretary
(ICSI Membership No. FCS: 7125)

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS RESOLUTIONS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In conformity with the provisions of Section 102 of the Companies Act, 2013 ('the Act') the following Explanatory Statement sets out all material facts in respect of Items Nos. 4 and 5.

Item No. 4:

Ratification of the remuneration of the Cost Auditors for the Financial Year 2026-27.

The Board of Directors, based on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. N. Ritesh & Associates, Cost Accountants (Firm Registration No. R10065), as the Cost Auditors of the Company, for conducting the audit of the cost records for the financial year ending March 31, 2027, at a remuneration of ₹ 75,000/- p.a. (Rupees Seventy-Five Thousand Only), plus applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Board recommends for the approval of the Members, the remuneration payable to M/s. N. Ritesh & Associates for the financial year 2026–27, by way of passing an Ordinary Resolution as set out in Item No. 4 of the Notice convening the 37th Annual General Meeting.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested (financially or otherwise) in the proposed Ordinary Resolution set out at Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution, as set out at Item No. 4 of the accompanying Notice, for approval by the Members.

Item No. 5:

Revision in remuneration of Mr. Amit Thanawala (DIN: 10864545), Whole-Time Director of the Company, for the remainder of his tenure effective from April 01, 2026.

The Members of the Company, via a Postal Ballot concluded on February 25, 2025, approved the appointment and determined the remuneration of Mr. Amit Thanawala (DIN: 10864545) as a Whole-Time Director of the Company for a period of 5 (Five) years, commencing from December 13, 2024 to December 12, 2029. His initial basic salary was sanctioned within the scale/range of ₹ 4,56,200/- per month to ₹ 8,10,000/- per month, with increments as determined by the Nomination and Remuneration Committee and the Board of Directors ("Board").

Rationale for the revision in remuneration of Mr. Amit Thanawala:

Mr. Amit Thanawala, with an extensive career spanning more than 34 years, has made significant contributions to the growth and development of the chemical sector. He holds a Bachelor's degree in Engineering (B.E.) specializing in Polymers, along with an MBA in Marketing Management, which has equipped him with a unique blend of technical and managerial skills. Since becoming a part of Vinati Organics Limited ('the Company' / 'VOL') on November 11, 2002, and currently serving as Whole-Time Director, his vast industry knowledge and experience have played a crucial role in enhancing the strategic direction and operational excellence of the Company.

Based on the recommendation of the Nomination and Remuneration Committee ('NRC') and after taking into consideration the Company's performance, industry trends, the appointee's qualification, experience, past performance & remuneration, etc., the Board of Directors at its meeting held on May 12, 2026, has considered and approved the revision in the remuneration of Mr. Amit Thanawala, effective from April 01, 2026, for the remainder of his tenure up to December 12, 2029.

Terms of Revised Remuneration:

Subject to the approval of the Members of the Company, the revised structure and components of remuneration for Mr. Amit Thanawala are set out below:

a) Basic Salary:

The revised basic salary of Mr. Amit Thanawala shall be within the scale/range of ₹ 6,50,000/- (Rupees Six Lakh Fifty Thousand Only) per month to ₹ 15,00,000/- (Rupees Fifteen Lakh Only) per month, with effect from April 01, 2026. The revised salary structure shall accommodate future increments and any adjustments to consecutive perquisites which shall be determined by the Board of Directors from time to time based on the recommendation of the Nomination and Remuneration Committee.

b) Performance-Linked Incentive (PLI):

Apart from salary, perquisite and allowance, Mr. Amit Thanawala shall also be eligible for a Performance-Linked Incentive ("PLI") of such amount as may be determined by the Board of Directors for each financial

NOTICE (CONTD.)

year, based on the recommendation of the Nomination and Remuneration Committee, taking into consideration his individual performance and the overall performance of the Company. The PLI shall be subject to a maximum limit of 12% of his fixed annual Cost to Company ("CTC") per annum for each relevant financial year. The quantum and payment of the PLI shall be determined by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and shall be subject to the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.

Except for the revision in the basic salary range and introduction of Performance-Linked Incentive as set out herein, all other allowances, perquisites and terms of appointment shall continue as approved by the Members on February 25, 2025.

c) **Allowances and Perquisites:**

In addition to the basic salary and PLI, Mr. Amit Thanawala shall continue to be entitled to:

i. Allowances as per the rules of the Company including personnel allowance, house rent allowance, project allowance, leave travel allowance and other allowances, with an authority to the Board of Directors to determine any revision from time to time;

ii. Perquisites as per the rules of the Company including personal accident and medical insurance, telecommunication facilities, etc. Perquisites shall be valued as per Income Tax Rules, wherever applicable or else at actual cost;

iii. Company's contribution to Provident Fund, any superannuation fund/annuity fund, gratuity and leave encashment as per the rules of the Company. The Company's contribution to Provident Fund and gratuity (payable at a rate not exceeding half a month's salary for each completed year of service) and encashment of accumulated leaves at the end of his tenure, shall not be included in the computation of the ceiling on remuneration payable.

d) **Other Terms and Conditions:**

i. Reimbursement of travel expenses and mobile expenses incurred in the course of business of the Company.

ii. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

iii. Mr. Amit Thanawala's term of appointment shall be liable to retire by rotation.

e) **Total Annual Remuneration Limit:**

The total annual remuneration payable to Mr. Amit Thanawala, together with the remuneration payable to other Executive Directors, Whole-Time Directors and Managing Directors of the Company, shall ordinarily remain within the limits prescribed under Section 197 of the Act read with Schedule V. However, where approved by the Members and permitted under applicable law, remuneration may be paid in excess of such limits in accordance with Schedule V of the Act.

Statutory Compliance:

The remuneration payable to Mr. Amit Thanawala, together with the overall managerial remuneration payable to all Executive, Whole-Time, and Managing Directors, shall remain within the statutory limits prescribed under Section 197 of the Act, read with Schedule V and computed in the manner laid down under Section 198 of the Act.

In the event that the Company has no profits or its profits are inadequate in any financial year during his tenure, the Company shall pay such remuneration as minimum remuneration to the Director in accordance with the provisions of Section 197 read with Schedule V of the Act, or any statutory modifications or re-enactments thereof, subject to such approvals as may be prescribed under the law.

The Board has also considered the parameters given under Section 200 of the Act and the rules made thereunder read with Schedule V to the Act for recommending the above revision in remuneration.

Except for the revision in the remuneration as mentioned above, all other terms and conditions of his appointment, as approved earlier by the Members through Postal Ballot on February 25, 2025, shall remain unchanged and continue to be effective.

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Your Board of Directors recommends the Resolution at Item No. 5 for approval by the Members by way of Special Resolution.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company on all working days from 11.00 a.m. to 1.00 p.m. from the date of dispatch of the notice up to the last date of voting.

Except Mr. Amit Thanawala and his relatives to the extent of their shareholding interest in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in the Resolution set out at Item No. 5 of this Notice.

Registered Office:
B-12 & B-13/1, MIDC Industrial Area,
Mahad – 402 309, Dist. Raigad, Maharashtra.
Tel No.: 022-61240444/428, Fax No.: 022-61240438
Email: shares@vinatiorganics.com
Website: www.vinatiorganics.com
CIN: L24116MH1989PLC052224
Mumbai, May 12, 2026

By Order of the Board of Directors
For **Vinati Organics Limited**

Milind Wagh
Sr. Vice President – Company Secretary
(ICSI Membership No. FCS: 7125)

NOTICE (CONTD.)

ANNEXURE TO NOTICE

The details of the Director seeking reappointment, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, are furnished below: -

Name of Director	Ms. Viral Saraf Mittal	Mr. Amit Thanawala
DIN	02666028	10864545
Date of birth	October 28, 1986	February 13, 1970
Date of first appointment on the Board	May 19, 2009	December 13, 2024
Qualifications	Bachelor of Science in Economics (Finance and Management) from The Wharton School, University of Pennsylvania.	Bachelor's degree in Engineering (B.E.) specializing in Polymers, along with an MBA in Marketing Management
Expertise in specific functional areas	Ms. Viral Saraf Mittal joined Vinati Organics Limited (VOL) in 2009. In addition to her executive responsibilities, she brings a deep understanding of the social sector to the Company's Corporate Social Responsibility (CSR) initiatives. She has actively volunteered her time and expertise at reputed non-profit organisations such as Pratham and Dasra, and is a Partner and Volunteer at the Social Venture Partners (SVP) Mumbai chapter. Leveraging her rich knowledge of the social sector, Ms. Mittal plays a pivotal role in driving VOL's CSR programs and ensuring sustainable, meaningful impact.	Mr. Amit Thanawala, is the Whole Time Director Chief Operating Officer of the Vinati Organics Limited (VOL). He joined VOL in 2002. With over 34 years of extensive experience in the chemical sector, his core expertise encompasses operations management, product development, and market strategy. Prior to VOL, he held key leadership roles at Kanaria Petroproducts Ltd. and Amon-ra Impex Pvt. Ltd. His profound industry knowledge and technical acumen consistently drive the strategic direction and operational excellence of the Company.
Directorships in other Companies (excluding foreign companies)	1. Viral Alkalis Ltd. 2. Suchir Chemicals Pvt. Ltd. 3. Nishit Pharma Chem Pvt. Ltd. 4. Veeral Organics Pvt. Ltd. 5. Illuminati Trading Pvt. Ltd. 6. Vap Trading Pvt. Ltd.	Nil
Membership/ Chairpersonship of Committees in other companies (excluding foreign companies)	Nil	Nil
Listed entities from which the Director has resigned from Directorship in the last 3 (three) years	Nil	Nil
Terms and conditions of Appointment/ Re-appointment	Re-appointment as per section 152 (6) of the Companies Act, 2013.	Please refer to the Notice Resolutions read with the Explanatory Statement forming a part of this Notice.
Details of remuneration last drawn (FY 2025-26) (including sitting fees, if any)	Salary, Perquisites and Allowance: ₹ 1.42 crore.	Salary, Perquisites and Allowance: ₹ 1.57 crore.

Name of Director	Ms. Viral Saraf Mittal	Mr. Amit Thanawala
Details of remuneration sought to be paid	As Per the Agreement and/or Resolution.	As per the Agreement and/or Resolutions.
Number of Meetings of the Board Attended during the Year	4 (Four)	4 (Four)
Number of Shares held in the Company as at March 31, 2026	10,42,366	460
Relationship between Directors inter-se	She is the daughter of Mr. Vinod Saraf (Executive Chairman) and sister of Ms. Vinati Saraf Mutreja (Managing Director & CEO), and Promoter of the Company.	None

KEY DETAILS AT A GLANCE

Sr. No.	Parameter	Reference Notes & Operational Guidelines
1	Day, Date & Time of AGM	Wednesday, September 23, 2026, at 11:00 A.M. (IST)
2	Mode of Participation	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) hosted on the NSDL platform. No physical attendance is permitted.
3	Technical Assistance for Virtual AGM	Contact NSDL at evoting@nsdl.co.in or call 022-4886 7000. Alternatively, connect with NSDL corporate desk officers: Mr. Amit Vishal (amitv@nsdl.com) or Ms. Pallavi Mhatre (pallavid@nsdl.com)
4	Submission of Questions Prior to AGM	Send text queries regarding the financial statements from your registered email ID to shares@vinatiorganics.com on or before Wednesday, September 16, 2026 (by 5:00 P.M. IST). Please state your full Name, Folio No./DP ID-Client ID, and Mobile Number.
5	Speaker Pre-Registration Window	Send request for pre-registration as a speaker on or before Wednesday, September 16, 2026 (by 5:00 P.M. IST) by emailing shares@vinatiorganics.com. Only pre-registered members will be unmuted during the live proceedings.
6	Final Dividend Rate	850% (i.e., ₹ 8.50 per equity share of Face Value ₹ 1 each), subject to shareholder approval at the AGM.
7	Dividend Entitlement Record Date	Wednesday, September 16, 2026. (Determines eligibility for the final dividend distribution)
8	TDS Documentation Portal	Submit valid residential declarations or tax exemption forms on the MUFG Intime portal: https://web.in.mpms.mufg.com/formsreg/submission-ofForm-121-41.html on or before Thursday, September 10, 2026.
9	Cut-Off Date for E-Voting	Wednesday, September 16, 2026. (Determines eligibility to cast votes on resolutions).
10	Remote E-Voting Window	Commences: Friday, September 18, 2026, at 9:00 A.M. (IST) Concludes: Tuesday, September 22, 2026, at 5:00 P.M. (IST)
11	E-Mail Registration Link	Non-registered shareholders can update their email addresses for electronic delivery of credentials by visiting: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html