



CIN: L24230MH2005PLC151348

Registered Office: 109, Udyog Kshetra, Mulund-Goregaon Link Road, Mulund (W), Mumbai - 400080;

Website: www.valiantorganics.com; Email: info@valiantorganics.com;

Telephone: +91-22-259137687/6; Fax No.: 91-22-25913765

## NOTICE

Notice is hereby given that the Extraordinary General Meeting (“EGM”) of the Members of **Valiant Organics Limited (“Company”)** will be held on Tuesday, December 15, 2020 at 2.00 p.m. (IST), through video conferencing (“VC”) or other audio-visual means (“OAVM”), to transact the following business:

### 1. Increase in authorized share capital to enable issue of bonus shares:

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

“**RESOLVED THAT**, pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 2013, the authorized share capital of the Company be and is hereby altered and increased to Rs. 40,00,00,000 (Rupees Forty Crore only) divided into 3,71,00,000 (Three Crore Seventy One Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, 20,00,000 (Twenty Lakh) Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each, 40,000 (Forty Thousand) Preference Shares of Rs. 100/- (Rupees Hundred only) each and 5,00,000 (Five Lakh) Redeemable Preference Share of Rs. 10/- (Rupees Ten only) each from existing Rs. 23,00,00,000 (Rupees Twenty Three Crore only) divided into 2,06,00,000 (Two Crore Six Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, 20,00,000 (Twenty Lakh) Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each and 40,000 (Forty Thousand) Preference Shares of Rs. 100/- (Rupees Hundred only) each by creating an additional 1,65,00,000 (One Crore Sixty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each and 5,00,000 (Five Lakh) Redeemable Preference Share of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 17,00,00,000/- (Rupees Seventeen Crore only).”

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution.”

### 2. Alteration of Clause V of Memorandum of Association to reflect the increase in the authorized share capital proposed under Item no. 1 for the issue of bonus shares:

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

“**RESOLVED THAT**, pursuant to the provisions of Sections 13 and other applicable provisions of the Companies Act, 2013, existing Clause V. (a) of the Memorandum of Association of the Company be and is hereby amended by the following:

- V. (a) The Authorized Share Capital of the Company is Rs. 40,00,00,000 (Rupees Forty Crore only) divided into 3,71,00,000 (Three Crore Seventy One Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, 20,00,000 (Twenty Lakh) Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each, 40,000 (Forty Thousand) Preference Shares of Rs. 100/- (Rupees Hundred only) each and 5,00,000 (Five Lakh) Redeemable Preference Share of Rs. 10/- (Rupees Ten only) each.”

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution.”

### 3. Approval for the issue of bonus shares:

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

“**RESOLVED THAT**, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board and subject to any other regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) and subject to such approvals as may be required in this regard, consent of the members be and

is hereby accorded to the Board for capitalization of such sum standing to the credit of the general reserves and / or retained earnings of the Company, as may be necessary for the purpose of the issue of bonus shares of Rs. 10/- each, credited as fully paid-up shares to the holders of the existing Equity Shares of the Company, whose names appear in the Register of Members of the Company / List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and in case of the members who hold equity shares in physical form, the share certificate(s) in respect of the equity shares shall be despatched, on such date as may be fixed in this regard by the Board (“Record Date”), in the proportion of 1 (One) Equity Shares for every 1 (One) existing Equity Shares held by the respective members and that the bonus Equity Shares so issued and allotted shall, for all purposes, be treated as the paid-up capital of the Company entitled to by each such member.”

“RESOLVED FURTHER THAT, consent of the members be and is hereby accorded to the Board for the setting aside of necessary reserve of equivalent number of equity shares for outstanding Optionally Convertible Preference Shares (“OCPS”) convertible into either Equity Shares or Redeemable Preference Shares (“RPS”), in the same ratio which is 1:1 i.e. 1 (One) Bonus Equity Share of Rs. 10/- each for 1 (One) fully paid up Equity Share of Rs. 10/- each held or 1 (One) fully paid up Redeemable Preference Share of Rs. 10/- each held (“Reserved Bonus Equity Shares”), as the case may be. These Reserved Bonus Equity Shares shall be issued as under:

- a) Reserved Bonus Equity Shares only to the equity shares received upon conversion of OCPS into equity shares in the ratio as mentioned above;
- b) Reserved Bonus Equity Shares only to the Redeemable Preference Shares received upon conversion of OCPS into Redeemable Preference Shares in the ratio as mentioned above.

The Reserved Bonus Equity Shares shall be issued to the shareholder, whose OCPS are converted into either Equity Shares or Redeemable Preference Shares, as the case may be if applicable.”

“RESOLVED FURTHER THAT, the OCPS holders are not entitled for any Reserved Bonus Equity Shares unless converted in either Equity shares or Redeemable Preference shares as the case may be and that the Reserved Bonus Equity Shares shall only be issued against Equity Shares or Redeemable Preference Shares received upon conversion of OCPS.”

“RESOLVED FURTHER THAT, the issue and allotment of the said bonus shares to the extent they relate to Non-Resident Indians (‘NRIs’), Persons of Indian Origin (‘PIO’) / Overseas Corporate Bodies (‘OCBs’) and other foreign investors of the Company will be subject to the approval of the Reserve Bank of India (‘RBI’), and any other regulatory authority, as may be necessary.”

“RESOLVED FURTHER THAT, the bonus shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company respectively as existing on the Record Date.”

“RESOLVED FURTHER THAT no letter of allotment shall be issued to the allottees of the new equity bonus shares. Share certificate(s) in respect of the new equity bonus shares shall be issued and dispatched to the allottees thereof within the period prescribed or that may be prescribed in this behalf, from time to time, or the new equity bonus shares shall be credited to the demat account of the allottees, as the case may be”.

“RESOLVED FURTHER THAT, for the purposes of giving effect to the bonus issue of Equity Shares, the Board and other designated officers of the Company be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at their discretion deem necessary or desirable for such purpose, including without limitation, listing the additional Equity Shares on stock exchange, in regard to any such bonus as it may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s), Company Secretary or any other Officer(s) of the Company to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion deem fit.”

Place : Mumbai  
Date : November 13, 2020

Valiant Organics Limited  
CIN: L24230MH2005PLC151348

Registered Office:  
109 Udyog Kshetra, 1st Floor,  
Mulund - Goregaon Link Road,  
Mulund (West) Mumbai -400080;  
Telephone: +91-22-25913768/6;  
Email: [info@valiantorganics.com](mailto:info@valiantorganics.com)

By Order of the Board of Directors  
For Valiant Organics Limited

Sd/-  
Vyoma Vyas  
Company Secretary

## NOTES:

1. In view of outbreak of COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has, vide General Circular no. 14/2020 dated 8 April, 2020, General Circular no. 17/2020 dated 13 April, 2020, General Circular no. 22/2020 dated 15 June, 2020 and General Circular no. 33/2020 dated 28 September, 2020 (collectively 'MCA Circulars'), permitted companies to conduct General Meeting through video conferencing ('VC') or Other Audio Visual Means ('OAVM') and relevant circular issued by the Securities and Exchange Board of India ('SEBI') on holding of meeting through VC or OAVM during the calendar year 2020. In compliance with the MCA and SEBI Circulars and applicable provisions of the Act and Listing Regulations, the EGM of the Company is being convened and conducted through VC/ OAVM. The Notice is being sent to all the members to their email ids as registered with the Company/ RTA.
2. In terms of the MCA Circulars, the physical attendance of Members has been dispensed with and there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members will not be available for the Extra - Ordinary General Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) attending the meeting through VC / OAVM are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body Resolution/ Authorization etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email to its registered email address to [sunil@sunildedhia.com](mailto:sunil@sunildedhia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. The Company is concerned about the environment. We request you to update your email address with your Depository Participants to enable us to send you communications via email. Members who have not registered their e-mail addresses, so far, are requested to register their email addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to provide their email addresses to the M/s. Link Intime India Private Limited sending an e-mail at [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in) or to the Company at [investor@valiantorganics.com](mailto:investor@valiantorganics.com).
5. Members may note that the Notice will also be available on the Company's website [www.valiantorganics.com](http://www.valiantorganics.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Business at item nos. 1, 2 & 3 above is annexed hereto and forms part of the Notice.
7. All documents referred to in the accompanying notice and the explanatory statements are open for inspection by the members at the registered office of the Company on all working days during 11:00 AM to 1:00 PM and through electronic means. Members can request the same by sending an email to at [investor@valiantorganics.com](mailto:investor@valiantorganics.com).
8. Members seeking any information with regards to any matters to be placed at the EGM, are requested to write to the Company in advance through email [investor@valiantorganics.com](mailto:investor@valiantorganics.com). The same will be replied by the Company suitably.
9. In case of Joint holders attending the EGM, only such joint holder whose name appears first in order of names will be entitled to vote. Corporate Members are requested to send a duly certified copy of the Board resolution authorising their representative(s) to attend and vote on their behalf at the EGM.
10. Members holding shares in physical form are requested to approach for updating or change in their bank details, correspondence including change of address, mandates etc. to the Registrar and Transfer Agents of the Bank ("RTA") viz. M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083 or Email at - [mt.helpdesk@linkintime.co.in](mailto:mt.helpdesk@linkintime.co.in) and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
11. Members may avail nomination facility as provided under Section 72 of the Act. Members holding shares in physical form are advised to make nomination in respect of their shareholding with the Bank or RTA and those holding shares in Dematerialised form are advised to make nomination through their depository participant.

12. The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
13. SEBI has also mandated that for registration of transfer of securities, the transferor(s) or transferee(s) shall furnish a copy of their PAN card to the Bank for registration of transfer of securities.
14. In view of the prevailing COVID-19 situation, owing to difficulties involved in dispatching of physical copy of Notice of EGM and pursuant to MCA Circulars and SEBI Circular, the Notice of the EGM is being sent to the Members of the Company only by email. Further, the Members holding shares in physical form or other Members who have not registered their email address with the Company can get the same registered by approaching the Registrar and Transfer Agents of the Company (RTA) viz. M/s. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, Email ID - [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) mentioning Folio No., Name & address of the Members along with a self-attested copy of the PAN card and self-attested copy of any document i.e Driving License, Election Identity card, Passport for address proof. Members holding shares in demat form are requested to update their email address with their Depository.
15. It is clarified that if a Member fails to provide or update relevant e-mail address to the Company or to the DP, as the case may be, the Company will not be in default for not delivering the notice via e-mail.
16. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act, hence, attendance slip is not provided here.
17. Since the EGM shall be held through VC/OAVM, hence the requirement of providing the Route Map and Landmark for the venue of the EGM in the notice does not apply to this EGM.

#### **18. Voting through Electronic Means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by NSDL.

The Members, whose names appear in the Register of Members /list of Beneficial Owners as on Tuesday, December 08, 2020 are entitled to vote on the Resolutions, set forth in this Notice. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the 'cut-off date' of Tuesday, December 08, 2020.

Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e Tuesday, December 08, 2020 may obtain the login ID and password by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) / [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) . However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.

CS Sunil M. Dedhia, Practicing Company Secretary (ICSI M. No. F3483) has been appointed as the Scrutiniser to scrutinise the e-voting process in a fair and transparent manner.

The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within forty eight hours of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.

The results along with the Scrutinisers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.

## I. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Saturday, December 12, 2020 at 9:00 a.m. (IST) and ends on Monday, December 14, 2020 at 5:00 p.m.(IST). Those members, who will be present in the EGM through VC / OAVM facility and have not cast 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 during the EGM.

The instructions for shareholders voting electronically are as under:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL eVoting system. Details on Step 1 is mentioned below: How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your 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***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter Valiant Organics Limited 111 the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password
  - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below :**

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Further, please find below details of NSDL officials for queries.

Mr. Amit Vishal, Senior Manager, NSDL, 022- 2499 4360 or email at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in)  
Ms. Pallavi Mhatre, Manager, NSDL, 022-2499 4545 or email at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in)

## **II. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER**

1. Members will be able to attend the EGM through VC / OAVM at <https://www.evoting.nsd.com> by using their remote e-voting login credentials and selecting the EVEN for Company's EGM. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed.
2. 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. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.
3. Members are encouraged to join the EGM through Laptops for better experience.
4. Members 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 WiFi or LAN connection to mitigate any kind of aforesaid glitches.
5. The Members can join the EGM in 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 EGM through VC/OAVM will be made available for 1000 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 EGM without restriction on account of first come first served basis.
6. Members who need assistance before or during the EGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)/ 1800- 222-990. Further, please find below details of NSDL officials for queries. Mr. Amit Vishal, Senior Manager, NSDL, 022-2499 4360 or email at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) / Ms. Pallavi Mhatre, Manager, NSDL, 022-2499 4545 or email at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in).
7. Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request from their registered email ID mentioning their name, demat account number/ folio number, PAN, mobile number at [investor@valiantorganics.com](mailto:investor@valiantorganics.com) atleast 5 days before the date of EGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
8. Members can raise questions at the EGM through a chat box and they are requested to frame their questions precisely. Once the Member clicks the link for VC/OAVM in shareholder/members login where the EVEN of Company will be displayed, Members will be able to view EGM VC/OAVM proceedings along with the chat box. The questions raised by the Members will be replied by the Company suitably.

## **III. THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be in the EGM 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 in the EGM.
3. Members who have voted through remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [investor@valiantorganics.com](mailto:investor@valiantorganics.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor@valiantorganics.com](mailto:investor@valiantorganics.com).
3. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

**Place :** Mumbai  
**Date :** November 13, 2020

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

**Valiant Organics Limited**  
**CIN:** L24230MH2005PLC151348

**Sd/-**  
**Vyoma Vyas**  
Company Secretary

**Registered Office:**  
109 Udyog Kshetra, 1st Floor,  
Mulund - Goregaon Link Road,  
Mulund (West) Mumbai -400080;  
**Telephone:** +91-22-259137687/6;  
**Email:** [info@valiantorganics.com](mailto:info@valiantorganics.com)



## Annexure to the Notice

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

#### Item NOS. 1, 2 and 3:

The Board, at its meeting held on November 13, 2020, considered, approved and recommended a bonus issue of 1 (One) Equity Shares for every 1(one) existing Equity Share held by the respective members, as on a Record Date to be determined and the Board has also approved the setting aside of necessary reserve of equivalent number of equity shares for outstanding Optionally Convertible Preference Shares ("OCPS") convertible into either Equity Shares or Redeemable Preference Shares ("RPS"), in the same ratio which is 1:1 i.e. 1 (One) Bonus Equity Share of Rs. 10/- each for 1 (One) fully paid up Equity Share of Rs. 10/- each held or 1 (One) fully paid up Redeemable Preference Share of Rs. 10/- each held ("Reserved Bonus Equity Shares"), as the case may be. These Reserved Bonus Equity Shares shall be issued as under:

- a) Reserved Bonus Equity Shares only to the equity shares received upon conversion of OCPS into equity shares in the ratio as mentioned above;
- b) Reserved Bonus Equity Shares only to the Redeemable Preference Shares received upon conversion of OCPS into Redeemable Preference Shares in the ratio as mentioned above.

The Reserved Bonus Equity Shares shall be issued to the shareholder, whose OCPS are converted into either Equity Shares or Redeemable Preference Shares, as the case may be if applicable.

Accordingly, OCPS are not entitled for any Reserved Bonus Equity Shares. Further, the Reserved Bonus Equity Shares shall only be issued against Equity Shares or Redeemable Preference Shares received upon conversion of OCPS.

The Board approved and recommended the issue of bonus shares to capitalise the general reserves and / or retained earnings of the Company and to further increase the liquidity of its shares. The bonus issue of Equity Share will be subject to approval by the members, and any other applicable statutory and regulatory approvals.

The bonus shares, once allotted, shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company respectively as existing on the Record Date.

Presently, the authorized share capital of the Company is Rs. 23,00,00,000 (Rupees Twenty Three Crore only) divided into 2,06,00,000 (Two Crore Six Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, 20,00,000 (Twenty Lakh) Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each and 40,000 (Forty Thousand) Preference Shares of Rs. 100/- (Rupees Hundred only) each. The issue of bonus shares as aforesaid would require an increase in capital from Rs. 23,00,00,000 to Rs. 40,00,00,000 and corresponding amendments to the existing Clause V(a) of the Memorandum of Association of the Company such that the authorized share capital is increased to Rs. 40,00,00,000 (Rupees Forty Crore only) divided into 3,71,00,000 (Three Crore Seventy One Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each, 20,00,000 (Twenty Lakh) Optionally Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each, 40,000 (Forty Thousand) Preference Shares of Rs. 100/- (Rupees Hundred only) each and 5,00,000 (Five Lakh) Redeemable Preference Share of Rs. 10/- (Rupees Ten only) each by creating an additional 1,65,00,000 (One Crore Sixty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each and 5,00,000 (Five Lakh) Redeemable Preference Share of Rs. 10/- (Rupees Ten only) each.

The bonus issue of Equity Shares, increase in authorized capital and alteration of relevant clauses of the Memorandum of Association of the Company are subject to members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and any other applicable statutory and regulatory approvals. Accordingly, the resolutions in Item nos. 1, 2 and 3 of the Notice seek members' approval for capitalization of the amount standing to the credit of general reserves and / or retained earnings for issue of bonus shares/ Reserved Bonus Shares on the terms and conditions as set out in the resolution. Further, the resolutions seek members' approval for consequential amendment to the relevant Clause of Memorandum of Association of the Company.

No director, key managerial personnel or their relatives are directly or indirectly concerned or interested in the Resolutions at Item nos. 1, 2 and 3 of the Notice except to the extent of their shareholding in the Company. The Board recommends the resolutions set forth in Item nos. 1, 2 and 3 for the approval of the members.

**Place :** Mumbai

**Date :** November 13, 2020

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

**Valiant Organics Limited**

**CIN:** L24230MH2005PLC151348

**Registered Office:**

109 Udyog Kshetra, 1st Floor,

Mulund - Goregaon Link Road,

Mulund (West) Mumbai -400080;

**Telephone:** +91-22-259137687/6;

**Email:** [info@valiantorganics.com](mailto:info@valiantorganics.com)

**Sd/-**

**Vyoma Vyas**

Company Secretary