

**Valiant Organics Limited**

**CIN:** L24230MH2005PLC151348

**Regd. Off.:** 109, Udyog Kshetra, Mulund-Goregaon Link Road, Mulund (W), Mumbai 400080

**Website:** - [www.valiantorganics.com](http://www.valiantorganics.com), **Email:-** [investor@valiantorganics.com](mailto:investor@valiantorganics.com)

**Telephone:** - 91-22-259137687/6, **Fax No.** 91-22-25913765

**NOTICE OF POSTAL BALLOT**

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]**

**Dear Member(s),**

NOTICE is hereby given pursuant to Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), as amended from time to time, read with the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 General Circular No. 3/2022 dated May 5, 2022 and General Circular No. 11/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the Resolutions appended below for seeking approval of the members of the Company, proposed to be passed through Postal Ballot ("Postal Ballot") by way of voting through electronic means ("remote e-voting").

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and pursuant to the provisions of Section 108 and 110 of the Act read with the Rules and the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors has appointed CS Sunil M. Dedhia, Practising Company Secretary (Membership No. F3483 and Certificate of Practice No.2031), Proprietor of Sunil M. Dedhia and Co., Company Secretaries, as Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of NSDL for the purpose of providing remote e-voting facility to all its members.

The remote e-voting period commences from 9:00 a.m. (IST) on **Monday, June 12, 2023** and shall end at 05:00 p.m. (IST) on **Tuesday, July 11, 2023**. The Scrutinizer will submit the report to the Chairman of the Company or any other person authorized by him. The results of the Postal Ballot will be announced within two working days from the completion of the voting period.

The said results along with the Scrutinizer's Report will be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website [www.valiantorganics.com](http://www.valiantorganics.com) and on the website of National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The last date of e-voting, i.e. July 11, 2023, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

**SPECIAL BUSINESS:**

**1. Approval of Material Related Party Transaction(s) with Aarti Industries Limited:**

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

**"RESOLVED THAT** pursuant to Regulation 23(4) and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the 'Policy on Materiality of Related Party Transaction(s) and dealing with Related Party Transaction(s)' of the Company, and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company as may be applicable from time to time, the approval of the



Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Aarti Industries Limited, being a Related Party of the Company relating to sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations for an aggregate amount not exceeding Rs.950 Crores (Rupees Nine Hundred Fifty Crores Only) for the Financial Year 2023-2024 at arm's length basis in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Executive Directors & Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

**2. Approval of Material Related Party Transaction(s) with Valiant Laboratories Limited:**

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

**"RESOLVED THAT** pursuant to Regulation 23(4) and such other applicable Regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the 'Policy on Materiality of Related Party Transaction(s) and dealing with Related Party Transaction(s)' of the Company, and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company as may be applicable from time to time, the approval of the

Members of the Company be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Valiant Laboratories Limited, being indirect subsidiary and related party of the Company relating to sale of any goods/ materials and/ or rendering of / services or availing of services or other resources and obligations for an aggregate amount not exceeding Rs.600 Crores (Rupees Six Hundred Crores Only) for the Financial Year 2023-2024 at arm's length basis in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Executive Directors & Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects."

**3. Appointment of Dr. Sudhirprakash B. Sawant (DIN: 02343218) as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, in accordance with recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Dr. Sudhirprakash B. Sawant (DIN: 02343218), who was appointed as an Additional

Director in the category of a Non-Executive Independent Director with effect from May 19, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company not be liable to retire by rotation, to hold office for a period of 5(five) years with effect from May 19,2023.

**RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17 (1A) of the Listing Regulations, Dr. Sudhirprakash B. Sawant be continued as an Independent Director of the Company for the said term of 5 years, notwithstanding that on July 23, 2023 he attains the age of 75 years during the aforesaid tenure.

**RESOLVED FURTHER THAT** the Executive Directors & Key Managerial Personnel be and are hereby severally authorized to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of Board of Directors  
**Valiant Organics Limited**

**Avani D. Lakhani**  
Company Secretary  
ICSI M. No. A47118

Place : Mumbai  
Date : May 19, 2023

**Registered Office:**

109, Udyog Kshetra, 1st Floor,  
Mulund Goregoan Link Road,  
Mulund West, Mumbai-400080.

**NOTES:**

1. Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (the “Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), stating material facts and reasons for the proposed resolutions is annexed hereto.
2. In compliance with MCA Circulars, the Postal Ballot Notice is being sent only by email to all the Members, whose name appears on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) as on Friday, June 02, 2023 (the ‘cut-off date’) and who have registered their email addresses in respect of electronic holdings

with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, Link Intime India Private Limited (“RTA”).

3. Members may note that the aforesaid Postal Ballot Notice has been uploaded on the website of the Company at [www.valiantorganics.com](http://www.valiantorganics.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and also on the website of NSDL (agency for providing the Remote e-Voting facility) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. The voting rights of the Members shall be reckoned in proportion to the equity shares held by them on the cut-off date on Friday, June 02, 2023. Only those Members holding shares either in physical form or dematerialized form as on the Cut-off date will be entitled to cast their votes by remote e-voting. A person who is not a Member as on the cut/off date should treat this notice for information purpose only.
5. The vote in this Postal Ballot cannot be exercised through proxy.
6. The Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e., Tuesday, July 11, 2023. In case of any query/ grievance in connection with the Postal Ballot including remote e-voting, Members may contact NSDL by e-mail at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [investor@valiantorganics.com](mailto:investor@valiantorganics.com).
7. **The instructions for remote e-voting are as under:**

In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standards 2, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions, and individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access remote e-voting facilities. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in demat mode with CDSL / NSDL is given below:



### How do I vote electronically using the NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

#### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing IDEAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https:// www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="726 1435 1204 1715" data-label="Image"> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> </ol>

Type of shareholders	Login Method
	<p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022- 23058542-43 or 1800 22 55 33

**B) Login Method for e-Voting for Shareholders other than Individual shareholders holding securities in demat mode and Members holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open a 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 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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*****





Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 124125 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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 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 etc.
  - 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.

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of Valiant Organics Limited - 124125.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids 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
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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual members holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sunil@sunildedhia.com with a copy marked to evoting@nsdl.co.in.
2. 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 to reset the password.

3. 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

**EXPLANATORY STATEMENT CONTAINING MATERIAL FACTS PURSUANT TO SECTION 102 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013:**

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the items of special business mentioned in this Postal Ballot Notice dated May 19, 2023.

**Item No. 1:**

Pursuant to the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or Ten Percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

Aarti Industries Limited ("AIL") is considered a Related Party as defined under Regulation 2 (1)(zb) of the Listing Regulations.

Aarti Industries Limited possesses a diverse portfolio of basic chemicals, agrochemicals, speciality chemicals and intermediates, which are used in the manufacture of pharmaceuticals, agri-products, polymers, additives, pigments and dyes. AIL is a part of the Promoter Group of Valiant Organics Limited ("VOL").

VOL is in the business of manufacturing and distribution of Speciality Chemical Products to its customers, including AIL.

There are certain business transactions of VOL with AIL during Financial Year 2023-2024 for purchase of Para Nitro Chloro Benzene, Ortho Nitro Chloro Benzene, 3:4 DCNB etc. from AIL and sale of conversion products including Ortho Toluene, Meta Toluene, Para Toluene, Para Nitro Aniline, Ortho Chloro Para Nitro Aniline etc. Non-conversion products such as Para Nitro Aniline, Ortho Chloro Para Nitro Aniline etc. to AIL. All transactions with AIL would be in the ordinary



course of business and at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/ Listing Regulations have already been obtained from the Audit Committee/Board.

The Audit Committee, after discussion and deliberation has granted approval for entering into the sale/ purchase transactions with AIL for an aggregate value of up to Rs. 950 crore to be entered during FY2023-24 (i.e. more than 10% of the annual consolidated turnover of VOL).

Accordingly, the said transaction is considered as Material Related Party Transaction, thereby requiring approval of the members of the Company by way of an Ordinary Resolution.

Details of the proposed transactions with AIL, being a related party of the Company, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Aarti Industries Limited Part of Promoter Group
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	None
3.	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for sale of any goods/ materials and/ or rendering of / services; purchase of any goods/ materials and/ or availing of services or other resources and obligations shall be on a continuous basis. Monetary value of proposed aggregate transactions during the financial year 2023-2024 is expected to be Rs.950 Crore
4.	Value of Transaction	Upto Rs. 950 Crore
5.	Percentage of annual consolidated turnover considering FY 2022-2023 as the immediately preceding financial year	90.32%
6.	Justification for the transaction	Arrangement is commercially beneficial to the Company
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Whether in Ordinary Course of Business	Yes
9.	Whether at Arm's Length basis	Yes
10.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not Applicable
11.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 forming part of this Notice.



All documents referred to in this Notice will be available for inspection electronically until the last date of remote e-Voting i.e. July 11, 2023.

The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's 'Policy on Materiality of Related Party Transaction(s)' and dealing with Related Party Transaction(s)' shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends passing of the resolution as set out at item no. 1 of this Notice as an Ordinary Resolution.

#### Item No. 2:

Pursuant to the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rupees One Thousand Crore or Ten Percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed

entity, whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

Valiant Laboratories Limited ("VLL") VLL is an indirect subsidiary of Valiant Organics Limited ("VOL") and consequently, a related party of the Valiant Organics Limited ("VOL").

VLL is an Active Pharmaceutical Ingredient / Bulk Drug ("API") manufacturing Company having focus on manufacturing of Paracetamol.

VOL is in the business of manufacturing and distribution of Speciality Chemical Products to its customers which includes VLL.

There are certain business transactions of VOL with VLL during Financial Year 2023-2024 for sale of Para Amino Phenol to VLL. All transactions with VLL would be in the ordinary course of business and at arm's length basis and necessary approvals as required in compliance of the provisions under the Act/ Listing Regulations have already been obtained from the Audit Committee/Board.

The Audit Committee, after discussion and deliberation has granted approval for entering into the transactions with VLL for an aggregate value of up to Rs. 600 Crore (Rupees Six Hundred Crore) to be entered during FY2023-24 (i.e. more than 10% of the annual consolidated turnover of VOL).

Accordingly, the said transaction is considered as Material Related Party Transaction, thereby requiring approval of the members of the Company by way of an Ordinary Resolution.

Details of the proposed transactions with VLL, being a related party of the Company, including the Information pursuant to the SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sr. No.	Particulars	Remarks
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Valiant Laboratories Limited (VLL) is an indirect subsidiary of Valiant Organics Limited (VOL).  VOL holds 73.15% in Dhanvallah Ventures LLP.  Dhanvallah Ventures LLP, subsidiary of VOL holds 62.5 % in VLL.
2.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Shri. Santosh S. Vora Non-Executive Director of the Company is Managing Director of VLL.



Sr. No.	Particulars	Remarks
3.	Nature, material terms, monetary value and particulars of the contract or arrangement	Contract for sale of any goods/ materials and/ or rendering of / services or availing of services or other resources and obligations shall be on a continuous basis. Monetary value of proposed aggregate transactions during the financial year 2023-24 is expected to be Rs.600 Crores.
4.	Value of Transaction	Upto Rs. 600 Crore
5.	Percentage of annual consolidated turnover considering FY 2022-23 as the immediately preceding financial year	57.05%
6.	Justification for the transaction	Arrangement is commercially beneficial to the Company
7.	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction; ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, - nature of indebtedness; - cost of funds; and - tenure; iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
8.	Whether in Ordinary Course of Business	Yes
9.	Whether at Arm's Length basis	Yes
10.	A Statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the Shareholder	Not Applicable
11.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013 forming part of this Notice.

All documents referred to in this Notice will be available for inspection electronically until the last date of remote e-Voting i.e. July 11, 2023.

The Related Party Transactions placed for Members' approval shall also be reviewed/ monitored on quarterly basis by the Audit Committee of the Company as per Regulation 23 of the Listing Regulations and Section 177 of the Companies Act, 2013 and shall remain within the proposed amount(s) being placed before the Members.

Any subsequent material modifications in the proposed transactions, as defined by the Audit Committee as a part of the Company's 'Policy on Materiality of Related Party Transaction(s) and dealing with Related Party Transaction(s)' shall be placed before the Members for approval, in terms of Regulation 23(4) of the Listing Regulations.

Except Shri Santosh S. Vora, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way concerned or interested, financially or otherwise, in the resolution. The relatives of Shri Santosh S. Vora may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends passing of the resolution as set out at item no. 2 of this Notice as an Ordinary Resolution.

**Item No. 3:**

The Board of Directors upon recommendation of the Nomination and Remuneration Committee ('NRC') in their Meeting held on May 19, 2023 appointed Dr. Sudhirprakash B. Sawant (DIN: 02343218) as an Additional Director in the category of Non-Executive Independent Director for a term of five (5) years with effect from with effect from May 19, 2023 subject to the approval of the shareholders through special resolution.

Dr. Sudhirprakash B. Sawant holds a Bachelor's degree in Chemical Engineering and PhD. (Tech). He was a faculty member in Chemical Engineering. He has served as a consultant to various Chemical Companies for more than 30 years. He has also served as an expert member on various committees of Central & State Governments.

The Board noted that Dr. Sudhirprakash B. Sawant's skills, background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment of Dr. Sudhirprakash B. Sawant is justified due to the following reasons: –

- He has vast experience in Chemical Industry.
- His extensive knowledge and expertise in Business and Risk Management, strategy, environment and sustainability.
- He being consultant to various Chemical Companies.

Considering the extensive knowledge and experience as well as his educational background, the NRC and the Board of Directors of the Company are of the opinion that his association would be of immense benefit to the Company and his continued association with the Company as a Non- Executive Independent Director would be of a great advantage even after attaining the age of 75 years will be in the interest of the Company. The NRC has recommended his appointment.

The Company has received a declaration from him that he meets the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 ("Act") and under Regulation 16 of the (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Dr. Sudhirprakash B. Sawant has confirmed that he is neither disqualified from being appointed as a Director in terms of

Section 164 of the Act nor debarred from holding office as a Director of the Company, by virtue of any SEBI Order or any other such authority and given his consent to act as a Director. Further, Dr. Sudhirprakash B. Sawant has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. The Board is of opinion that he fulfils the conditions specified in the Act and the Rules made thereunder and is independent of the management.

Details pursuant to Regulation 36 of Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India is attached as Annexure- I.

Copy of the letter for appointment proposed to be issued to Dr. Sudhirprakash B. Sawant as an Independent Director setting out the terms and conditions thereof is available for inspection without any fee by the members electronically during normal business hours on all working days until the last date of remote e-Voting i.e. July 11, 2023.

Except Dr. Sudhirprakash B. Sawant, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Dr. Sudhirprakash B. Sawant may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends passing of the resolution as set out at item no. 3 of this Notice as a Special Resolution.

By order of Board of Directors  
**Valiant Organics Limited**

**Avani D. Lakhani**  
Company Secretary  
ICSI M. No. A47118

Place: Mumbai  
Date : May 19, 2023

**Registered Office:**  
109, Udyog Kshetra, 1st Floor,  
Mulund Goregoan Link Road,  
Mulund West, Mumbai-400080.



### Annexure-I

Details of Directors seeking appointment through Postal Ballot, furnished in terms of Listing Regulations:

Name of the Director	Dr. Sudhirprakash B. Sawant
Director Identification Number (DIN)	02343218
Date of Birth	July 23, 1948
Age	74 Years
Date of appointment/ reappointment on the Board	May 19, 2023
Qualifications	Bachelor's degree in Chemical Engineering and PhD. (Tech)
Experience and expertise in specific functional areas	Dr. Sudhirprakash B. Sawant holds a Bachelor's degree in Chemical Engineering and PhD. (Tech). He was a faculty member in Chemical Engineering. He has served as a consultant to various Chemical companies for more than 30 years. He has also served as an expert member on various committees of Central & State Governments.
Key terms and conditions of appointment	As per the resolution of this Notice read with the explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Dr. Sudhirprakash B. Sawant being a Non-Executive Independent Director shall be paid sitting fees and reimbursement of Expenses for attending Board and/ or Committee Meetings.
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of meetings of the Board attended during the year	Nil
Directorships held in other companies	Nil
Memberships/ Chairmanships of committees of other companies	Nil
Listed companies from which resigned from past three years	Nil
Skills and capabilities required for the role and the manner in which Dr. Sudhirprakash B. Sawant meets such requirements	Please refer to the explanatory statement
No. of shares held in the Company	Nil