Organic Coatings Limited

61th ANNUAL REPORT

2025-26

ADDING **VIBRANCE.** DELIVERING **VALUE.**

Corporate Information

BOARD OF DIRECTORS

MR. ABHAY RAJNIKANT SHAH
Chairman & Managing Director

MR. AJAY RAJNIKANT SHAH
Whole Time Director

MR. SUNDARAMURTHY KUPPAMUTHU
Whole-time director
(w.e.f. 11th August, 2025)

MR. NIKHIL SADARANGANI
Whole Time Director
(w.e.f. 13th October, 2025)

MR. PARTH MEENESH PATEL
Whole Time Director
(w.e.f. 13th October, 2025)

MRS. CHITKALA UMAKANT KULKARNI
Non-Executive - Independent Director

MR. GANESH RAMANATHAN
Non-Executive - Independent Director
(w.e.f. 14th July, 2026)

MR. SUBHASH AMBUBHAI PATEL
Non-Executive - Independent Director
(w.e.f. 14th July, 2026)

MR. DIPAKKUMAR K. KANABAR
Non-Executive - Independent Director
(Upto 27th April, 2026)

MR. ASHWINKUMAR H. RAVAL
Non-Executive - Independent Director

KEY MANAGERIAL PERSONNEL

MR. ABHAY RAJNIKANT SHAH
Chairman & Managing Director

MR. AJAY RAJNIKANT SHAH
Whole Time Director
(Resigned as CFO
w.e.f 17th August 2026).

MR. SUNDARAMURTHY KUPPAMUTHU
Whole-time director
(w.e.f. 11th August, 2025)

MR. NIKHIL SADARANGANI
Whole Time Director
(w.e.f. 13th October, 2025)

MR. PARTH MEENESH PATEL
Whole Time Director
(w.e.f. 13th October, 2025)

MR. SUDHIR R. SHAH
Company Secretary & Compliance Officer
(Up to February 5, 2026).

MRS. NIVEDITA KULKARNI
ompany Secretary & Compliance Officer (w.e.f. 29th April, 2026, up to 29th May, 2026).

MS. KAKSHA ATULKUMAR THAKKAR
Company Secretary & Compliance Officer (w.e.f. 14th August, 2026)

REGISTERED OFFICE
Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd., Vitth Bhatti, Goregaon (East),
Mumbai – 400 063, Maharashtra, India.
Email for investors' grievances :
organic@organic-coatings.com

FACTORY
Block No. 395, 437, 450,
Village Umraya, Taluka Padra,
Dist. Vadodara - 391 440.
Gujarat State.

BANKERS
Bank of Maharashtra,
00067 Mumbai S P Road
3, Rushabh Apts,1st Floor,
Opp Reliance Hospital, Dr. R.R.Roy Marg, Girgaon,
Mumbai - 400004.

STATUTORY AUDITOR
Soman Uday & Co.
Chartered Accountants

REGISTRAR & TRANSFER AGENT
MUFG Intime India Private Limited
C-101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083.
Tel : 4918 6000 Fax : 4918 6060

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61th Annual General Meeting will be held on Tuesday, the September 29th , 2026 at 1.30 p.m.

Notice

Notice is hereby given that the 61st Annual General Meeting of **Organic Coatings Limited** will be held on Tuesday, the September 29th, 2026 at 01:30 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2026 and the reports of the Board of Directors and Auditors' thereon and in this regard, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Mr. Ajay Rajnikant Shah (DIN: 00011763), who retires by rotation, as a director and in this regard, pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Mr. Ajay Rajnikant Shah (DIN: 00011763), who retires by rotation at this meeting, be and is hereby appointed as a Director of the company".

Special Business:

3. **To appoint Mr. Ganesh Ramanathan (DIN: 00016260) as an Independent Director of the Company**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Article of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of **Mr. Ganesh Ramanathan (DIN: 00016260)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th July, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of first five (5) consecutive years commencing form 14th July, 2026 to 13th July, 2031 (both days inclusive), on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

4. **To appoint Mr. Subhash Ambubhai Patel (DIN: 00535221) as an Independent Director of the Company and in this regard.**

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

   "RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the "Applicable Laws") and the Article of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of **Mr. Subhash Ambubhai Patel (DIN: 00535221)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th July, 2026, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a term of first five (5) consecutive years commencing form 14th July, 2026 to 13th July, 2031 (both days inclusive), on the terms and conditions including those relating to remuneration as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **To Increase the Authorised Share Capital of The Company:**

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

"RESOLVED THAT pursuant to the provisions of Section 13 read with Section 61 and 64 of the Companies Act, 2013 (the "Act"), Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions of the Act read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the provisions of the Memorandum and Articles of Association of the Company, as per approval of the Board, the consent of the Members of the Company be and is hereby accorded for an increase in the Authorized Share Capital of the Company from Rs.10,00,00,000 (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 15,00,00,000 (Rupees Fifteen Crore only) divided into 1,50,00,000(One Crore Fifty Thousand Only) Equity Shares of Rs. 10 (Rupees Ten Only) each, and shall rank pari-passu in all respect with the existing shares of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Section13 and other applicable provisions, if any, of the companies Act, 2013 read with rules framed thereunder (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force), consent of the members of the company be and is hereby accorded for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:

"V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lakh Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to any of the present Directors of the Company, to file the necessary documents / form (s) with the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

6. **Approve limit for related party transactions with related parties of the company for the financial year 2026-27:**

To Consider and if thought fit, to pass the following resolution an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 2(76), 177 and 188 and other applicable provisions of the Companies Act, 2013 ('Act') read with the applicable rules issued under the Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company's Policy on materiality of Related Party Transactions and dealing with Related Party Transactions including material modifications and all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and pursuant to the approval and recommendations by the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to enter into and/or execute new contract(s)/

arrangement(s)/transaction(s) and/ or to continue with the existing contract(s)/arrangement(s)/ transaction(s) if any, more specifically set out in the explanatory statement, (whether by way of an individual transaction or a series of transactions taken together), for the financial year 2026-27, with the following related parties on the terms and conditions as set out below subject to such contract(s)/ arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.:-

SR	Name of Related Party	F.Y.	Nature of Transactions & Terms of the Contract	Amounts (In Rs.)
01	DUCAT CHEMICALS (HUF)	2026-27	Purchase of goods	Rs.5,00,000/-
02	DURGA SCIENTIFIC PRIVATE LIMITED	2026-27	Purchase of goods	Rs. 10,00,000/-
03	QUEBEC PETROLEUM RESOURCES LTD.	2026-27	Purchase of goods	Rs.12,00,00,000/-
04	QUEBEC PETROLEUM RESOURCES LTD	2026-27	Sale of the goods.	Rs.2,00,00,000/-
05	WEST COAST OILS LLP	2026-27	Purchase of goods	Rs.2,00,00,000/-

RESOLVED FURTHER THAT the Audit Committee, Board of Directors or any other person(s) authorised by the Board/Committee be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give 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."

7. **To Consider and approve enhancement in overall Borrowing Limits of The Company Under Section 180 of the Companies Act, 2013:**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)© and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the articles of association of the Company and pursuant to approval of Board of Directors, the consent of the Members of the Company be and is hereby accorded to borrow any sum or sum(s) of monies, for and on behalf of the company from time to time, at their discretion, for the purpose of the business of the Company, from any one or more banks, financial institutions, mutual funds and other persons, firms, bodies corporate or by way of loans or credit facilities (fund based or non-fund based) or by issue of Bonds (including Foreign Currency Convertible Bonds) or Debentures (whether convertible or non-convertible) or Public deposits, External Commercial Borrowing (ECBs) or any other debt instruments permitted to be issued by the Company on such terms and conditions and with or without security as the Board may think fit, which together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the bankers of the Company in the ordinary course of business) and being borrowed by the Board at any time shall not exceed in the aggregate Rs.25,00,00,000/ (Rupees Twenty-Five Crores only), irrespective of the fact that such aggregate amount of borrowings outstanding at any time may exceed the aggregate for the time being of the paid up capital of the Company, its free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the company and that the Board of Directors be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit in the best interest of the company.".

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, all the directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any questions, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things as they may deem necessary, proper, desirable or expedient to give effect and give effect to any modifications, changes, variations, alterations, deletions and/or additions as and when required and to finalize and execute all documents, papers, deeds and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time deem fit and proper and to do all such acts, deeds and things as may be necessary in connection therewith and incidental thereto and delivered to or and as and when same shall be concluded and to do all such acts, deeds and things as may be necessary and expedient so as to give effect to this resolution as the case may be.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

RESOLVED FURTHER THAT the certified copies of the above resolutions under the signatures of any Director and/or Company Secretary be furnished to whomsoever concerned, including but not limited to, any government, statutory or regulatory authority as may be required from time to time."

8. **To consider and approve under section 180(1)(a) of the companies act, 2013 inter alia creation of mortgage or charge on the assets, properties or undertaking(s) of the company.**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Rules made thereunder (including any statutory modification or reenactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company and pursuant to approval of Board of Directors, consent of the members be and is hereby granted to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees, agent(s), trustee(s) or any other lenders to secure the amount borrowed by the Company or any entity which is a subsidiary or associate or group entity, from time to time, for the due re- payment of principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any such entity in respect of such borrowings provided that the aggregate indebtedness so secured by the assets subject to the limit of Rs.25,00,00,000/ (Rupees Twenty-Five Crores only) over and above the aggregate of the paid-up capital and free reserves (that is to say, reserves, not set apart for any specific purpose) of the Company, approved under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, sign, execute and deliver all necessary documents, deeds, agreements, applications, and writings in connection with the above and to do all such acts, deeds, and things as may be necessary, proper, or expedient for giving effect to this resolution.

RESOLVED FURTHER THAT the certified copies of the above resolutions under the signatures of any Director and/or Company Secretary be furnished to any government, statutory or regulatory authority as may be required from time to time."

9. **Approval for shifting of registered office of the Company from the state of Maharashtra to the state of Gujarat to consider and consequent in the Memorandum of Association.**

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

RESOLVED FURTHER THAT the Audit Committee, Board of Directors or any other person(s) authorised by the

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Board/Committee be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give 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 THAT pursuant to the provisions of Sections 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Rule 30 of the Companies (Incorporation) Rules, 2014, and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Central Government (powers delegated to the Regional Director), and/ or such other statutory or regulatory approvals, consents, permissions and sanctions as may be required, the consent of the members of the Company be and is hereby accorded for shifting of the Registered Office of the Company from the **State of Maharashtra to the State of Gujarat.**

RESOLVED FURTHER THAT subject to confirmation/ approval and pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies

Act, 2013, the existing Clause II of the Memorandum of Association of the Company relating to the Registered Office Clause be and is hereby altered by substituting the existing reference to the State of Maharashtra with the State of Gujarat, subject to and upon receipt of the requisite approvals from the competent authorities.

"II. The Registered Office of the Company will be situated in the State of Gujarat."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the exact address of the Registered Office of the Company within the State of Gujarat and to take all necessary steps and actions in connection with the shifting of the Registered Office from the State of Maharashtra to the State of Gujarat.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to make, sign, execute and file all such applications, petitions, forms, returns, deeds, documents and writings as may be required with the Ministry of Corporate Affairs, Registrar of Companies, Central Government / Regional Director and/or any other statutory or regulatory authority, and to appoint and engage advocates, consultants, professionals or other representatives for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things and to settle any questions, difficulties or doubts that may arise in connection with the shifting of the Registered Office of the Company from the State of Maharashtra to the State of Gujarat, as it may, in its absolute discretion, deem necessary, expedient or desirable, without requiring any further approval of the members of the Company."

10. **Approval of remuneration payable to Mr. Abhay Rajnikant Shah (00016497), managing director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 198, read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and in terms of Nomination, Remuneration Policy of the Company as per the recommendation of NRC and and the Board of Directors of the Company ("Board"), the consent of the Member of the Company be and is hereby accorded for the payment of remuneration to the **Mr. Abhay Rajnikant**

Shah (DIN:00016497), Managing Director of the Company, the remuneration detailed below as minimum remuneration, notwithstanding that the Company has no profits or its profits are inadequate during his term of the appointment:

SR. NO.	PARTICULARS	AMOUNT
1	Remuneration Period	For the period of one year i.e from 1st April, 2026 to 31ST March, 2027.
2	Basic	Rs. 53,000/- (p.m)
3	HRA	Rs. 21,200/- (p.m)
4	Conveyance Allowance	Rs. 25,440/- (p.m)
5	Co. Contribution to PF	Rs. 6,360/- (p.m)

He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in FY 2025-26, the total remuneration payable shall strictly confirm to the maximum limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, based on the Effective Capital of the Company, or as otherwise approved by the members.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution including but not limited to vary, alter and modify the terms and conditions of appointment including designation and remuneration/ remuneration structure of Mr. Abhay Rajnikant Shah (DIN:00016497), within the terms and limits approved by the members."

11. **Approval of remuneration payable to Mr. Ajay Rajnikant Shah (00011763), Whole-Time Director of The Company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 198, read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and in terms of Nomination, Remuneration Policy of the Company as per the recommendation of NRC and the Board of Directors of the Company ("Board"), the consent of the Member of the Company be and is hereby accorded for the payment of remuneration to the Mr. Ajay Rajnikant Shah (DIN:00011763), Whole-time Director of the Company, the remuneration detailed below as minimum remuneration, notwithstanding that the Company has no profits or its profits are inadequate during his term of the appointment:

Terms of Remuneration: As per the below:

SR. NO.	PARTICULARS	AMOUNT
1	Remuneration Period	For the period of one year i.e from 1st April, 2026 to 31ST March, 2027.
2	Basic	Rs. 53,000/- (p.m)
3	HRA	Rs. 21,200/- (p.m)
4	Conveyance Allowance	Rs. 25,440/- (p.m)
5	Co. Contribution to PF	Rs. 6,360/- (p.m)

He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in FY 2025-26, the total remuneration payable shall strictly confirm to the maximum limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, based on the Effective Capital of the Company, or as otherwise approved by the members.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution including but not limited to vary, alter and modify the terms and conditions of appointment including designation and remuneration/ remuneration structure of Mr. Ajay Rajnikant Shah (DIN:00011763), within the terms and limits approved by the members."

12. **Approval of Appointment of Mr. Parth Meenesh Patel (06714101), as a whole-time director of the company:**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the provisions of the Articles of Association of the Company and subject to such sanctions, approvals and permissions as may be necessary,, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Parth Meenesh Patel (06714101) as a Whole-time Director of the Company for a period of 5 years with effect from 13th October, 2025 to 12th October, 2030, liable to retire by rotation as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings on the following as minimum remuneration, notwithstanding that the Company has no profits or its profits are inadequate during his term of the appointment:

Terms of Remuneration:

SR. NO.	PARTICULARS	AMOUNT
1	Basic	Rs. 53,829/- (p.m)
2	HRA	Rs. 21,532/- (p.m)
3	Conveyance allowance	Rs. 30,497/-(p.m)
4	Provident fund (PF)	Rs. 1,800/- (p.m)
5	Gratuity	Rs. 2,588/- (p.m)
6	Remuneration Period	3 years i.e. from 13th October, 2025 to 12th October, 2028

He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act, SEBI Listing Regulations and Schedule V to the Act, the remuneration and perquisites payable to Mr. Parth Meenesh Patel as Whole-time Director, as set out in the Explanatory Statement, be and are hereby approved, with authority to the Board of Directors of the Company ("Board", which term shall include the Nomination and Remuneration Committee and any Committee thereof, as authorised by the Board) to alter, vary, modify or revise the terms and conditions of appointment and remuneration, including the remuneration payable, from time to time, within the overall limits prescribed under the Act and Schedule V thereto and in such manner as may be agreed between the Board and Mr. Parth Meenesh Patel.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the total remuneration payable shall strictly conform to the maximum limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, based on the Effective Capital of the Company, or as otherwise approved by the members.

RESOLVED FURTHER THAT the any Director of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution."

13. **Approval of Appointment of Mr. Nikhil Sadarangani (11284679), whole-time director of the company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Schedule V and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and the provisions of the Articles of Association of the Company and subject to such sanctions, approvals and permissions as may be necessary,, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Nikhil Sadarangani (11284679) as a Whole-time Director of the Company for a period of 5 years with effect from 13th October, 2025 to 12th October, 2030, liable to retire by rotation as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors at their respective meetings on the following as minimum remuneration, notwithstanding that the Company has no profits or its profits are inadequate during his term of the appointment:

Terms of Remuneration:

SR. NO.	PARTICULARS	AMOUNT
1	Basic	Rs. 38,284/- (p.m)
2	HRA	Rs. 15,313/- (p.m)
3	Conveyance allowance	Rs. 21,170/- (p.m)
4	Provident fund (PF)	Rs. 1,800/- (p.m)
5	Gratuity	Rs. 1,840/- (p.m)
6	Remuneration Period	3 years i.e. from 13th October, 2025 to 12th October, 2028.

He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act, SEBI Listing Regulations and Schedule V to the Act, the remuneration and perquisites payable to Mr. Nikhil Sadarangani as Whole-time Director, as set out in the Explanatory Statement, be and are hereby approved, with authority to the Board of Directors of the Company ("Board", which term shall include the Nomination and Remuneration Committee and any Committee thereof, as authorised by the Board) to alter, vary, modify or revise the terms and conditions of appointment and remuneration, including the remuneration payable, from time to time, within the overall limits prescribed under the Act and Schedule V thereto and in such manner as may be agreed between the Board and Nikhil Sadarangani.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the total remuneration payable shall strictly conform to the maximum limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, based on the Effective Capital of the Company, or as otherwise approved by the members.

RESOLVED FURTHER THAT the any Director of the Company or the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution."

14. **Approval of remuneration payable to Mr. Sundaramurthy Kuppamuthu (07282015), whole-time director of the company:**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, and 198, read with Schedule V and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and in terms of Nomination, Remuneration Policy of the Company as per the recommendation of NRC and the Board of Directors of the Company ("Board"), the consent of the Member of the Company be and is hereby accorded for the payment of remuneration to the **Mr. Sundaramurthy Kuppamuthu (07282015)**,Whole-time Director of the Company, the remuneration detailed below as minimum remuneration, notwithstanding that the Company has no profits or its profits are inadequate during his term of the

Notice

appointment:

Terms of Remuneration: As per the below:

SR. NO.	PARTICULARS	AMOUNT
1	Basic	Rs. 53,000/- (p.m)
2	HRA	Rs. 21,200/- (p.m)
3	Conveyance allowance	Rs. 27,452/- (p.m)
4	Provident fund (PF)	Rs. 1,800/- (p.m)
5	Gratuity	Rs. 2,548/- (p.m)
6	Remuneration Period	For the period of three years i.e from 11th August, 2025 to 10th August, 2028

He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in FY 2025-26, the total remuneration payable shall strictly confirm to the maximum limits specified under Section II of Part II of Schedule V of the Companies Act, 2013, based on the Effective Capital of the Company, or as otherwise approved by the members.

RESOLVED FURTHER THAT the Board or any duly constituted committee of the Board, be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution including but not limited to vary, alter and modify the terms and conditions of appointment including designation and remuneration/ remuneration structure of **Sundaramurthy Kuppamuthu (07282015)**, within the terms and limits approved by the members.

By Order of the Board of Directors
For Organic Coatings Limited

Sd/-
Parth Meenesh Patel
Whole-time director
DIN: 06714101

Place: Mumbai
Date: 29th August, 2026

Registered Office :
Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd.,
Vitth Bhatti, Nr Virwani Industrial Estate, Goregaon (East),
Mumbai - 400 063.
Email ID: investors@organic-coatings.com
CIN: L24220MH1965PLC013187

Notice

NOTES :

1. The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024, September 22,2025 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the registered office of the Company.

2. The Explanatory Statement pursuant to Section 102(1) of the Act with respect to the Ordinary/Special Businesses to be transacted at the meeting as set out in the Notice is annexed hereto. The brief details of the person seeking Appointment and Re-appointment as Director required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (ICSI) as approved by the Central Government, is also annexed to this Notice.

3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

4. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

5. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the 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. Further, in compliance with Regulation 36(1)(b) of the 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.

   Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.organiccoatingsltd.com, websites of the Stock Exchange i.e., BSE Limited at www.bseindia.com and on the website of MUFG Intime India Pvt. Ltd., Registrar & Transfer Agent of the Company (MUFG) and E-voting Agency.

   MUFG Intime India Pvt. Ltd., Registrar & Transfer Agent of the Company shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 19 below.

6. For receiving all communication (including Annual Report) from the Company electronically

   a) Members holding shares in dematerialised mode are requested to register / update their e-mail address with the relevant Depository Participant.

   b) Members holding shares in physical mode are requested to intimate/update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code etc to the RTA of the Company.

7. Institutional / Corporate shareholders (i.e. other than individuals / HUF, NRI etc.) are required to send scanned copy (PDF / JPEG format) of its board or governing body resolution /authorization etc. authorizing its representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolutions / authorization shall be sent to the Scrutinizer through its registered email dharmendrabhaliya3@gmail.com with a copy marked to investors@organic-coatings.com

8. Members desirous of obtaining information/details about the Financial Statements, are requested to write to the Company at least one week before the meeting, so that proper information can be made available at the time of meeting. The Members desirous of inspection of documents referred herein in the Notice and other reports including the Statutory Registers are open for inspection may write to the Company through E-mail and the same shall be made available to them electronically.

9. M/s. Soman Uday & Co, Chartered Accountants were appointed as Statutory Auditors of your Company at the Annual General Meeting held on 30th September, 2022 for a term of five consecutive years to hold the office from the conclusion of the said Annual General Meeting till the conclusion of its 62nd Annual General Meeting i.e. till the conclusion of Annual General Meeting to be held during the year 2027 for conducting statutory audit for the financial

years 2022-23 to 2026-27.

10. Members who are holding shares in electronic form are requested to intimate immediately any change in their KYC information including address or bank mandates to the depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advice any change in their address or bank mandates immediately to the Company or to the registrar.

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

12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.

13. Members who have not registered their email addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

14. The Company has transferred the unpaid or unclaimed dividends declared for the financial year 2009-10 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company on the website of the Company and the same can be accessed through the link: http://www.organiccoatingsltd.com/InvestorRelations/ShareholdersInformation.aspx. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

15. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. December 01, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: http://www.organiccoatingsltd.com/InvestorRelations/ShareholdersInformation.aspx. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

    (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: http:/iepf.gov.in/IEPFA/refund.html or contact Link Intime India Pvt. Ltd. for lodging claim for refund or shares and/or dividend from the IEPF Authority.

16. SEBI has decided that securities of listed companies can be transferred only in dematerialized form i.e. from 5th December, 2018 onwards. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

17. Members holding shares in physical mode:

    (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / Link Intime India Pvt. Ltd., if not registered with the Company as mandated by SEBI.

    (b) are advised to register the nomination in respect of their shareholding in the Company.

    (c) are requested to register / update their e-mail address with the Company / Link Intime India Pvt. Ltd. for receiving all communications from the Company electronically.

18. Members holding shares in electronic mode:

    (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.

    (b) are advised to contact their respective DPs for registering the nomination.

    (c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.

19. Process and manner for attending the Annual General Meeting through InstaMeet:

INSTAMEET VC INSTRUCTIONS FOR SHAREHOLDERS

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22.09.2025, the companies can continue to conduct AGMs by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

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Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "Login".

b) Select the "Company Name" and register with your following details:

c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company.
- Shareholders shall select check box - PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the company at company's registered email address.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.

f) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting.

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Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

20. Remote e-Voting Instructions for shareholders:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

The voting period begins on 26/09/2026 (9.00 a.m.) and ends on 28/09/2026 (5.00 p.m.).

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

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com.

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration / https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration.

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

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b) Enter details as under:

1. User ID: Enter User ID
2. Password: Enter existing Password
3. Enter Image Verification (CAPTCHA) Code
4. Click "Submit".

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID
2. PAN: Enter your 10 digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable

InstaVote USER ID		
	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

o Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.

o Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.

o Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above

5. Set the password of your choice.

   (The password should contain minimum 8 characters, at least one special Character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on **"Login"** under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Note:

Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

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STEP 1 - Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 - Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section

C. Map the Investor with the following details:

1) 'Investor ID' - Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be - DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 - Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.

f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

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NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at registered email address with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at registered email address.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Further Click on **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

❖ FFor shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

21. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, 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

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certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed ISR-4 (Request for issue of Duplicate Certificate and other Service Requests) along with requisite supporting documents to the RTA of the Company as per the requirement of the aforesaid circular.

22. SCRUTINIZER **FOR E-VOTING**: Mr. Dharmendra Bhaliya, M/s. Dharmendra Bhaliya, Practicing Company Secretaries, Vadodara, Gujarat (Membership No. ACS 63699 & Certificate of Practice No. 26448) has been appointed as the Scrutiniser to scrutinise the remote e-Voting process and e-Voting during the AGM in a fair and transparent manner.

    The Scrutiniser shall after the conclusion of e-Voting at the AGM, will first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-Voting and shall make, in 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, and submit to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the e-Voting forthwith.

    The results declared of e-Voting along with the report of the Scrutiniser shall be placed on the website of the Company at www.organic-coatings.com and on the website of RTA immediately after submission of the same to the BSE once the results declared by the Chairman, or a person authorised by him in writing.

By Order of the Board of Directors

Sd/-
Parth Meenesh Patel
Whole-time director
DIN: 06714101

Place: Mumbai
Date: 29th August, 2026

Registered Office :
Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd.,
Vitth Bhatti, Nr Virwani Industrial Estate, Goregaon (East),
Mumbai - 400 063.
Email ID: investors@organic-coatings.com
CIN: L24220MH1965PLC013187

Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS AND ADDITIONAL INFORMATION CONCERNING EACH ITEMS OF SPEICAL BUSINESS IN THE ACCOMPANYING NOTICE

Item 3

APPOINTMENT OF MR. GANESH RAMANATHAN (DIN: 00016260) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 and 161(1) of the Companies Act, 2013 ("the Act") and all the applicable Rules made thereunder read with the Articles of Association of the Company, had approved the appointment of Mr. Ganesh Ramanathan (DIN: 00016260) as an Additional Director, designated as Independent Director (Non-Executive) of the Company for a term of up to 5 (five) consecutive years i.e. with effect from 14th July, 2026, subject to approval of the Members of the Company.

Further, Mr. Ganesh Ramanathan has been appointed as the member of the Audit Committee, Nomination and Remuneration committee and Chairman of the Stakeholder's Relationship Committee of the Company.

Brief Profile of Mr. Ramanathan Ganesh

Mr. Ganesh Ramanathan holds the professional qualification of Cost Accountant from the Institute of Cost and Works Accountants of India (ICWAI), a Bachelor's Degree in Law (LL.B.), and a Bachelor of Arts Degree in Economics. He also possesses certifications in Capital Markets and Financial Management.

Mr. Ramanathan Ganesh brings with him over four decades of rich experience in Finance, Capital Markets, and Investment Banking. He has held leadership positions across corporate finance, stock broking, housing finance, and advisory services. Beginning his career with Blue Star Ltd. in 1983, he established expertise in loan restructuring and fund raising, subsequently serving as Director at Kaynet Finance Ltd. and as Financial Advisor to the Sujana Group.

He spearheaded retail and institutional operations at Systematix Shares & Stocks Ltd. and successfully transformed India Home Loans Ltd. into a profitable housing finance company. In 2010, he founded Grow Wealth Consultants Pvt. Ltd., where he concluded landmark private equity transactions and built strong global investor relationships.

Presently, Mr. Ramanathan Ganesh serves as Independent Director on the Board of Systematix Corporate Services Ltd. (listed on NSE & BSE), as Managing Director of Grow Wealth Consultants Pvt. Ltd., and as Promoter Director of Arantree Consulting Services Pvt. Ltd.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and as per amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") appointment of Independent Directors requires approval of the members of the Company. Mr. Ganesh Ramanathan is qualified/eligible to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received a declaration from Mr. Ganesh Ramanathan that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act, applicable rules made thereunder and Listing Regulations including his aforesaid credentials and also declared that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs, Reserve Bank of India, FEMA or such other statutory authority/ies.

Mr. Ganesh Ramanathan is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Ganesh Ramanathan for the office of a Director of the Company.

In the opinion of the Board, Mr. Ganesh Ramanathan fulfils the conditions/criteria for appointment as an Independent Director (Non-Executive) as specified in the Act and rules made thereunder as also in the Listing Regulations. Mr. Ganesh Ramanathan is independent of the management and possesses appropriate skills, expertise, experience and Industry knowledge. Considering the extensive knowledge and experience of Mr. Ganesh Ramanathan as well as his educational background, appointment of Mr. Ganesh Ramanathan as an Independent Director (Non-Executive) is in the interest of the Company and augment the strength of the Board and its composition and committee. Details of Mr. Ganesh Ramanathan are provided in the "Annexure" to this Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the ICSI. He shall be paid remuneration by way of a fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. Copy of the letter of appointment of Mr. Ganesh Ramanathan setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@organic-coatings.com

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Save and except Mr. Ganesh Ramanathan, being the appointee, or his relatives, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board accordingly, recommends the Special Resolution set out at item no. 3 in the Notice for approval by the members.

Item 4

APPOINTMENT OF MR. SUBHASH AMBUBHAI PATEL (DIN: 00535221) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 and 161(1) of the Companies Act, 2013 ("the Act") and all the applicable Rules made thereunder read with the Articles of Association of the Company, had approved the appointment of Mr. Subhash Ambubhai Patel (DIN: 00535221) as an Additional Director, designated as Independent Director (Non-Executive) of the Company for a term of upto 5 (five) consecutive years i.e. with effect from 14th July, 2026, subject to approval of the Members of the Company.

Further, Mr. Subhash Patel has been appointed as the member of the Audit Committee, Nomination and Remuneration committee and Stakeholder's Relationship Committee of the Company.

Profile of Mr. Subhash Patel

Mr. Subhash Patel is a Chartered Accountant and a Member of the Institute of Chartered Accountants of India (ICAI). He is also a Qualified Information Systems Auditor, bringing specialized expertise in financial systems and controls. In addition, he holds a Bachelor of Commerce (B.Com.) degree, which provides a strong academic foundation in accounting and economics. His combined qualifications reflect a comprehensive proficiency in finance, auditing, and information systems, enabling him to contribute effectively to corporate governance and financial management.

Mr. Subhash Ambubhai Patel is the Founding Partner of S. A. Patel & Co., Chartered Accountants, Vadodara, and has successfully led the firm for over 38 years, upholding its high ethical standards and commitment to excellence. A Chartered Accountant by profession and a Member of the Institute of Chartered Accountants of India (ICAI), he is also a Qualified Information Systems Auditor and holds a Bachelor of Commerce (B.Com.) degree.

With extensive experience in audit, taxation, valuation, and regulatory matters, Mr. Patel has consistently demonstrated integrity, accountability, and a strong commitment to sound corporate governance. Throughout his professional career, he has worked towards strengthening stakeholder confidence through accurate and independent audit and advisory services across diverse sectors.

He possesses significant expertise in accounting, mergers & acquisitions, restructuring, and compliance matters, and has served as an Independent Director on the Boards of both listed and unlisted companies. Notably, he was on the Board of India Home Loan Limited, a listed company, from 2008 to 2019, where he also chaired Audit Committees. In addition, he is associated as a Trustee in State Government projects, further reflecting his dedication to public service and governance.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and as per amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") appointment of Independent Directors requires approval of the members of the Company. Mr. Subhash Ambubhai Patel is qualified/eligible to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received a declaration from Mr. Subhash Ambubhai Patel that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act, applicable rules made thereunder and Listing Regulations including his aforesaid credentials and also declared that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs, Reserve Bank of India, FEMA or such other statutory authority/ies.

Mr. Subhash Ambubhai Patel is exempt from the requirement to undertake online proficiency self-assessment test conducted by IICA.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Subhash Ambubhai Patel for the office of a Director of the Company.

In the opinion of the Board, Mr. Subhash Ambubhai Patel fulfils the conditions/criteria for appointment as an Independent Director (Non-Executive) as specified in the Act and rules made thereunder as also in the Listing Regulations. Mr. Subhash Ambubhai Patel is independent of the management and possesses appropriate skills, expertise, experience and Industry knowledge. Considering the extensive knowledge and experience of Mr. Subhash Ambubhai Patel as well as his educational background, appointment of Mr. Subhash Ambubhai Patel as an Independent Director (Non-

Executive) is in the interest of the Company and augment the strength of the Board and its composition and committee. Details of Mr. Subhash Ambubhai Patel are provided in the "Annexure" to this Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the ICSI. He shall be paid remuneration by way of a fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings. Copy of the letter of appointment of Mr. Subhash Ambubhai Patel setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to investors@organic-coatings.com

Save and except Mr. Subhash Ambubhai Patel, being the appointee, or his relatives, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the Resolution.

The Board accordingly, recommends the Special Resolution set out at item no. 4 in the Notice for approval by the members.

Item 5

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION.

The present Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore Only) comprising 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

In order to meet the future capital requirements of the Company and to facilitate raising of further capital, as and when required, it is proposed to increase the Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore Only) comprising 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) comprising 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase in the Authorised Share Capital will provide the Company with adequate headroom to issue further Equity Shares and raise capital from time to time, subject to the provisions of the Companies Act, 2013, the rules made thereunder and other applicable laws, as may be applicable.

Consequent upon the proposed increase in the Authorised Share Capital, Clause V of the Memorandum of Association of the Company is required to be altered so as to reflect the revised Authorised Share Capital of the Company.

The alteration of the Memorandum of Association and increase in the Authorised Share Capital are proposed pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013, read with the applicable rules made thereunder and the Articles of Association of the Company.

The Board of Directors of the Company, at its meeting held on 14th August, 2026, after considering the present and anticipated capital requirements of the Company, approved the proposal for increase in the Authorised Share Capital of the Company and consequential alteration of Clause V of the Memorandum of Association, subject to the approval of the Members of the Company.

Accordingly, the approval of the Members is sought by way of a Special Resolution for increasing the Authorised Share Capital of the Company and for consequential alteration of Clause V of the Memorandum of Association, as set out in the accompanying Notice.

Material and Other Information

The proposed increase in the Authorised Share Capital will not, by itself, result in any immediate issue or allotment of shares by the Company. Any further issue of shares pursuant to the increased Authorised Share Capital shall be undertaken separately in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, as may be applicable.

The proposed alteration of the Memorandum of Association is consequential to the increase in the Authorised Share Capital and is intended to reflect the revised capital structure of the Company.

Interest of Directors, Key Managerial Personnel and their Relatives

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

Inspection of Documents

The Memorandum and Articles of Association of the Company and other documents, if any, relevant to the proposed

Notice

Resolution shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to and including the date of the Annual General Meeting.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Item 6

APPROVE LIMIT FOR RELATED PARTY TRANSACTIONS WITH RELATED PARTIES OF THE COMPANY FOR THE FINANCIAL YEAR 2026-27

The following Explanatory Statement sets out the material facts relating to the Special Business proposed to be transacted at the ensuing General Meeting of the Company.

The Company, in the ordinary course of its business, proposes to enter into certain transactions with related parties during the financial year 2026-27. These transactions are proposed to be undertaken on such terms and conditions as may be agreed between the Company and the respective related parties and in accordance with the Company's Policy on Related Party Transactions.

The provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to approval and disclosure of Related Party Transactions, are not applicable to the Company. This is on account of the Company's turnover and net worth being below the prescribed thresholds specified under the said Regulation.

Accordingly, the requirement of obtaining shareholders' approval & disclosure for Related Party Transactions does not arise under the provisions of the SEBI (LODR) Regulations, 2015.

The Audit Committee of the Board has reviewed and approved the proposed Related Party Transactions and recommended the same to the Board of Directors for its consideration and approval. The Board of Directors, as per the recommendation of Audit Committee and after considering the nature, terms and value of the proposed transactions, has approved the proposal and recommends the same for approval of the Members of the Company.

The details of the proposed Related Party Transactions, as required under the applicable provisions of the Companies Act, 2013 and the relevant rules made thereunder, are set out below:

SR	Name of Related Party	F.Y.	Nature of Transactions & Terms of the Contract	Amounts (In Rs.)
01	DUCAT CHEMICALS (HUF)	2026-27	Purchase of goods	5,00,000/-
02	DURGA SCIENTIFIC PRIVATE LIMITED	2026-27	Purchase of goods	10,00,000/-
03	QUEBEC PETROLEUM RESOURCES LTD.	2026-27	Purchase of goods	12,00,00,000/-
04	QUEBEC PETROLEUM RESOURCES LTD	2026-27	Sale of the goods.	2,00,00,000/-
05	WEST COAST OILS LLP	2026-27	Purchase of goods	2,00,00,000/-

The proposed transactions are intended to be carried out in the ordinary course of business and on an arm's length basis, subject to applicable laws, the Company's internal policies and the terms and conditions approved by the Audit Committee and the Board.

The proposed transactions are expected to contribute to the Company's operational and commercial requirements and are in the interest of the Company. The transactions will be undertaken at mutually agreed commercial terms and in accordance with the applicable provisions of the Companies Act, 2013, including Section 188, the rules made thereunder, applicable regulatory requirements and the Company's Policy on Related Party Transactions.

The Members are requested to accord their approval for the proposed Related Party Transactions for the financial year 2026-27, as set out in the accompanying resolution.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives, except to the extent of their interest in the concerned related parties, if any, may be deemed to be concerned or interested, financially or otherwise, in the resolution.

The Members may note that in terms of the provisions of the Companies Act 2013 and applicable SEBI Regulations, the related parties as defined thereunder, shall not vote to approve resolution under Item No. 6.

The Board of Directors recommends the resolution set out in the accompanying Notice for approval by the Members by way of Ordinary Resolution.

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Item 7 & 8

INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1) (C) OF THE COMPANIES ACT, 2013.

The Company, in the ordinary course of its business and for meeting its working capital requirements, capital expenditure, business expansion, general corporate purposes and other financial requirements, may be required to avail various fund-based and non-fund-based credit facilities and other financial assistance from banks, financial institutions, mutual funds and other lenders from time to time.

In order to enable the Company to meet its present and future financial requirements and to provide greater financial flexibility for carrying on and expanding its business operations, it is considered appropriate to increase the overall borrowing limits of the Company.

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot borrow monies, where the money to be borrowed, together with the money already borrowed by the Company, exceeds the aggregate of its paid-up share capital, free reserves and securities premium, except with the consent of the Members of the Company by way of a Special Resolution.

Accordingly, the Board of Directors, at its meeting held on 14th August,2026 , subject to the approval of the Members, has proposed to increase the borrowing powers of the Company so that the aggregate amount of monies borrowed by the Company, together with the monies already borrowed, shall not at any time exceed Rs. 25,00,00,000/- (Rupees Twenty-Five Crores only), apart from temporary loans obtained from the Company's bankers in the ordinary course of business and Creation of security on assets of the Company.

The proposed enhanced borrowing limit may be utilized by the Company for its business requirements, including working capital requirements, capital expenditure, expansion, investment in business opportunities, refinancing of existing borrowings and other general corporate purposes, as may be considered appropriate by the Board of Directors from time to time.

The proposed borrowings may be obtained from one or more banks, financial institutions, mutual funds or other persons, firms or bodies corporate and may be by way of loans, credit facilities, fund-based or non-fund-based facilities, bonds, debentures, including convertible or non-convertible debentures, public deposits, External Commercial Borrowings (ECBs), or any other debt instruments or financing arrangements as may be permitted under applicable laws.

In connection with such borrowings, the Company may be required to provide security by way of mortgage, hypothecation, pledge, charge or lien over its present and future movable and/or immovable assets, properties and/or undertakings, including by way of creation of a floating charge over such assets, as may be stipulated by the lenders.

Pursuant to Section 180(1)(a) of the Companies Act, 2013 ("Act"), the Board of Directors of a company is required to obtain the consent of the members by way of a special resolution for selling, leasing or otherwise disposing of the whole or substantially the whole of the undertaking(s) of the company, or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. The proposed resolution is intended to obtain the requisite approval of the members for creation of security over the assets and/or undertakings of the Company in connection with the aforesaid borrowings and financial arrangements.

The proposed resolution also provides that the aggregate indebtedness secured by the assets of the Company shall not, at any time, exceed the borrowing limits approved pursuant to Section 180(1) (c) of the Act.

Further, it is therefore necessary for the members to pass a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, to enable the Board of Directors to mortgage, charge, hypothecate and / or pledge any or all of the Company's assets and properties, book debts, stock in trade, work-in progress, whether movable or immovable, present or future, and whole or substantially the whole of any of undertaking(s) of the Company, in such form and in such manner and on such terms and conditions as the Board may consider and think fit and proper, in the interest of the Company, in favour of the Bank(s) / Financial Institution(s) / Bodies Corporate and / or Companies, to secure the loan / financial facilities ("Borrowings") together with interest, compound interest and all costs, charges and expenses and all other monies, for an amount not exceeding Rs. 25 crores (Rupees Twenty-Five Crores only) over and above the aggregate of the paid-up capital and free reserves (that is to say, reserves, not set apart for any specific purpose) of the Company, as may become due or payable by the Company and its subsidiaries in that behalf to the Bank(s) / Financial Institution(s) / Bodies Corporate and / or Companies, to secure the borrowings already obtained or to be obtained by the Company and its subsidiaries, from time to time.

The proposed resolution also authorizes the Board of Directors to determine, from time to time, the terms and conditions of such borrowings, including the rate of interest, tenure, repayment terms, security, ranking and other commercial terms, and to execute such agreements, deeds, documents and writings and undertake such actions as may be necessary or expedient for giving effect to the resolution.

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Hence, the approval of the shareholders is hereby sought by way of special resolution in terms of Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013.

Interest of Directors, Key Managerial Personnel and their Relatives

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

The Board of Directors recommends the passing of the proposed Special Resolution as set out at Item No. 7 of the accompanying Notice for approval of the Members.

The relevant documents, if any, referred to in this Explanatory Statement and the accompanying Notice shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting and shall also be made available for inspection at the General Meeting, as applicable.

Accordingly, the Board of Directors, at its meeting held on 14th August, 2026, subject to the approval of the members, approved the proposal for creation of security over the present and future movable and/or immovable assets and/or undertakings of the Company, on such terms and conditions as may be agreed with the respective lenders, and recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval by the members.

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

The documents relevant to the proposed resolution, if any, shall be available for inspection by the members at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and public holidays, up to and including the date of the ensuing General Meeting.

The Board recommends the Special Resolution for approval by the members.

Item 9

SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF MAHARASHTRA TO THE STATE OF GUJARAT.

The members are informed that the Registered Office of the Company is presently situated at Unit No.405, Atlanta Estate Premises Co-Op. Soc. Ltd. Vith Bhatti Nr Virwani Industrial Estate, Goregaon (East), Mumbai, Maharashtra, 400063, in the State of Maharashtra.

Pursuant to the provisions of Section 12 and 13 of the Companies Act read with Rule 30 of the Companies (Incorporation) Rules, 2014, shifting of the registered office of a company from one State to another and the consequential alteration of Clause II of the Memorandum of Association require approval of the members by way of a special resolution and confirmation of the Central Government (powers delegated to the Regional Director).

The Board of Directors of the Company, at its meeting held on 14th July, 2026, after considering the business requirements, operational convenience and administrative considerations of the Company, has proposed to shift the Registered Office of the Company from the State of Maharashtra to the State of Gujarat.

Rationale for Shifting of the Registered Office

The proposed shifting of the Registered Office is intended to facilitate the efficient management and administration of the affairs of the Company and to align the location of the Registered Office with the Company's present and proposed business and operational requirements. The proposed shift is also expected to provide greater administrative convenience and enable the Company to manage its operations and statutory compliances more effectively.

The Board is of the considered view that the proposed shifting of the Registered Office from the 'State of Maharashtra' to the 'State of Gujarat' is in the best interests of the Company and its stakeholders for, inter-alia, the following reasons:

- The majority of the Company's Senior Management Personnel, Key Managerial Personnel and strategic decision-making functions are presently based in Gujarat. Further, key corporate functions including finance, legal & secretarial, human resources, information technology, enterprise risk management, strategic planning and business development are predominantly coordinated from Gujarat. Aligning the Registered Office with the principal place of management and control would enhance administrative efficiency, facilitate faster decision-making and further strengthen the Company's governance framework.
- The proposed shifting is expected to improve operational efficiency by enabling closer coordination amongst key management functions and facilitating seamless interaction with statutory authorities, regulators and other stakeholders situated in the Gujarat.

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- Shareholder services, including investor queries, requests, grievances and other communications, are handled primarily through electronic and digital platforms and are largely location neutral. Accordingly, the proposed shifting will not cause any inconvenience to shareholders in availing investor-related services.
- The proposed shifting of the Registered Office will not adversely affect the interests of the shareholders, creditors, employees or any other stakeholders of the Company. It does not involve any change in the business activities of the Company and is not expected to have any adverse financial or operational implications.
- The proposed shifting will not result in any interruption in the Company's operations, nor will it entail any retrenchment or transfer of employees consequent to the change in the Registered Office.

The proposed shifting of the Registered Office is administrative in nature and will not result in any change in the legal status, share capital, business activities or existing contractual obligations of the Company.

Consequential Alteration of Clause II of the Memorandum of Association:

Consequent to the proposed shifting of the Registered Office, Clause II of the Memorandum of Association of the Company is proposed to be altered as follows:

Existing Clause II	Proposed Clause II
The Registered Office of the Company is situated in the State of Maharashtra.	The Registered Office of the Company is situated in the State of Gujarat.

The Company shall make the requisite application and undertake the prescribed procedure before the Ministry of Corporate Affairs / Regional Director and other concerned authorities for obtaining approval for the proposed shifting of the Registered Office. The prescribed application for shifting the Registered Office from one State to another is made in Form INC-23, together with the requisite documents and fee.

A copy of the Memorandum of Association of the Company together with the proposed amendments shall be available for inspection electronically by the Members, without any fee, from the date of circulation of this Notice until the conclusion of the 61st Annual General Meeting.

The Board is of the opinion that the proposed shifting of the Registered Office is in the best interests of the Company and its stakeholders.

The Board recommends the Special Resolution set out at item No. 9 of this Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9, except to the extent of their respective shareholding, if any, in the Company.

Item 10

APPROVAL OF PAYMENT OF REMUNERATION TO MR. ABHAY RAJNIKANT SHAH, MANAGING DIRECTOR

The Members are informed that the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 29th August, 2026, has approved the revised payment of remuneration to Mr. Abhay Rajnikant Shah (DIN: 00016497), Managing Director of the Company, for the period commencing from 1 April 2026 and ending on 31 March 2027, subject to the approval of the Members by way of a Special Resolution.

Mr. Abhay Rajnikant Shah has been associated with the Company in a leadership capacity and has been entrusted with substantial responsibilities relating to the overall management of the Company. The Board is of the view that his continued leadership is important for the growth and development of the Company.

The NRC, while recommending the remuneration, and the Board, while approving the same, have considered, inter alia, the qualifications, experience, responsibilities of Mr. Abhay Rajnikant Shah, the financial position of the Company, prevailing remuneration practices, industry benchmarks and other relevant factors.

The proposed remuneration shall comprise salary, perquisites and allowances and other benefits as may be applicable, as mentioned below.

Terms of Remuneration: As per the below:

SR. NO.	PARTICULARS	AMOUNT
1	Remuneration Period	For the period of one year i.e from 1st April, 2026 to 31st March, 2027.
2	Basic	Rs. 53,000/- (p.m)
3	HRA	Rs. 21,200/- (p.m)
4	Conveyance Allowance	Rs. 25,440/- (p.m)
5	Co. Contribution to PF	Rs. 6,360/- (p.m)

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He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

The aforesaid remuneration shall constitute minimum remuneration payable to Mr. Abhay Rajnikant Shah notwithstanding the absence or inadequacy of profits, subject to the applicable provisions of Sections 196, 197 and 198 of the Companies Act, 2013 ("Act") read with Schedule V thereto and the approvals, limits and conditions prescribed thereunder.

In the event of loss during the financial year 2025-26, the remuneration payable to Mr. Abhay Rajnikant Shah shall be subject to the applicable limits prescribed under Section II of Part II of Schedule V to the Act, based on the effective capital of the Company, or such other limits as may be permissible under the applicable provisions of the Act and approved by the Members, as may be required.

The contributions towards provident fund, superannuation fund or annuity fund, to the extent not taxable under the Income-tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall be dealt with in accordance with Section IV of Part II of Schedule V to the Act and shall be excluded from the computation of the ceiling on remuneration to the extent permitted thereunder.

Justification for the proposed remuneration

The Board is of the opinion that the proposed remuneration is fair, reasonable and commensurate with the responsibilities entrusted to Mr. Abhay Rajnikant Shah and his qualifications, experience to the Company. The proposed remuneration is considered necessary for retaining his continued services and ensuring effective leadership and management of the Company.

The Board recommends the Special Resolution set out at Item No. 10 for approval of the Members.

Disclosure pursuant to Schedule V to the Act

The relevant disclosures required under Schedule V to the Act in respect of Mr. Abhay Rajnikant Shah are as follows:

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The information required under Section II, Part II of Schedule V of the Companies Act, 2013 in case of Special Resolutions are as follows:

I. General Information

1	Nature of industry	INK Manufacturing
2	Date or expected date of commencement of commercial production.	March 1966
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A
4	Financial performance based on given indicators	As per the Audited Financial Results for the year ended 31.03.2026
		Amount (Rs. In Lakh)
	Revenue from operations	2809.33
	Other income	10.55
	EBITDA (Including other income)	(163.66)
	EBITDA (Excluding other income)	(174.21)
	Interest and financial charges	71.31
	Depreciation and amortisation expense	90.90
	Profit/(Loss) before exceptional item and taxes	(325.88)
	Exceptional item	-
	Tax expense	-
	Profit / (Loss) for the year	(325.88)
	Other comprehensive income	1.06
	Total comprehensive income	(326.94)
5	Foreign investments or collaborations, if any.	NA
Sr. no	**Name of the Company & Location**	Investments (Amount in Rs. in Lakh) - NIL
ii	**Information about the appointee:**	
	Name and Designation of the Director	Mr. Abhay Rajnikant Shah
	(1) Background details	He, aged 60, is a Bachelor of Science (Chemistry). He is one of the founding members and promoters of Organic Limited. He joined the Company in the year 1987. He has over 39 years of experience in the manufacturing / specialty chemical industry.
	(2) Past remuneration	Rs. 2,72,618/pm, plus applicable benefits
	(3) Recognition or awards	-
	(4) Job profile and his suitability	Managing Director
	(5) Remuneration proposed	Rs. 1,06,000/pm plus applicable benefits
	(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Reduction proposed due to losses in FY2025-26.
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Brother of Mr. Ajay R Shah, Whole time Director of the company.
III.	**Other information:**	
	Reasons of loss or inadequate profits	1. Increase in employee costs due to new technical and marketing team 2. Reduction in job work volume
	Steps taken or proposed to be taken for improvement	Efforts being made to scale up sales volumes
	Expected increase in productivity and profits in measurable terms	Expected scale up in sales by about 50% and increase in productivity will help in elimination of losses.
IV.	**Disclosures:**	
	The information, as required, is provided under Board Report of the Annual Report 2025-26. The Board Report in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.	

This resolution be considered in compliance of the Section 197 read with Schedule V of the Companies Act, 2013 which require the Company to obtain the approval of Members by means of a Special resolution where the remuneration payable may exceed the limits in case of no profits or inadequacy of profits.

The details of Mr. Abhay R. Shah pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing

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Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the **"Annexure- A"** to this Notice.

Further, Mr. Abhay R. Shah has also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated 20 June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 10 of the accompanying Notice for approval of the Members of the Company.

Item 11

APPROVAL OF PAYMENT OF REMUNERATION TO MR. AJAY RAJNIKANT SHAH, WHOLE-TIME DIRECTOR.

The Members are informed that the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 29th August, 2026, has approved the revised payment of remuneration to Mr. Ajay Rajnikant Shah (DIN: 00011763), Whole-time Director of the Company, for the period commencing from 1 April 2026 and ending on 31 March 2027, subject to the approval of the Members by way of a Special Resolution.

Mr. Ajay Rajnikant Shah has been associated with the Company and has been entrusted with substantial responsibilities relating to the overall management of the Company. The Board is of the view that his continued leadership is important for the growth and development of the Company.

The NRC, while recommending the remuneration, and the Board, while approving the same, have considered, inter alia, the qualifications, experience, responsibilities of Mr. Ajay Rajnikant Shah, the financial position of the Company, prevailing remuneration practices, industry benchmarks and other relevant factors.

The proposed remuneration shall comprise salary, perquisites and allowances and other benefits as may be applicable, as mentioned below.

Terms of Remuneration: As per the below:

SR. NO.	PARTICULARS	AMOUNT
1	Remuneration Period	For the period of one year i.e from 1st April, 2026 to 31st March, 2027.
2	Basic	Rs. 53,000/- (p.m)
3	HRA	Rs. 21,200/- (p.m)
4	Conveyance Allowance	Rs. 25,440/- (p.m)
5	Co. Contribution to PF	Rs. 6,360/- (p.m)

He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

The aforesaid remuneration shall constitute minimum remuneration payable to Mr. Abhay Rajnikant Shah notwithstanding the absence or inadequacy of profits, subject to the applicable provisions of Sections 196, 197 and 198 of the Companies Act, 2013 ("Act") read with Schedule V thereto and the approvals, limits and conditions prescribed thereunder.

In the event of loss during the financial year 2025-26, the remuneration payable to Mr. Ajay Rajnikant Shah shall be subject to the applicable limits prescribed under Section II of Part II of Schedule V to the Act, based on the effective capital of the Company, or such other limits as may be permissible under the applicable provisions of the Act and approved by the Members, as may be required.

The contributions towards provident fund, superannuation fund or annuity fund, to the extent not taxable under the Income-tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall be dealt with in accordance with Section IV of Part II of Schedule V to the Act and shall be excluded from the computation of the ceiling on remuneration to the extent permitted thereunder.

Justification for the proposed remuneration

The Board is of the opinion that the proposed remuneration is fair, reasonable and commensurate with the responsibilities entrusted to Mr. Ajay Rajnikant Shah and his qualifications, experience to the Company. The proposed remuneration is considered necessary for retaining his continued services and ensuring effective leadership and management of the Company.

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The Board recommends the Special Resolution set out at Item No. 11 for approval of the Members.

Disclosure pursuant to Schedule V to the Act

The relevant disclosures required under Schedule V to the Act in respect of Mr. Ajay Rajnikant Shah are as follows:

The information required under Section II, Part II of Schedule V of the Companies Act, 2013 in case of Special Resolutions are as follows:

I. General Information

1	Nature of industry	INK Manufacturing
2	Date or expected date of commencement of commercial production.	March 1966
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A
4	Financial performance based on given indicators	As per the Audited Financial Results for the year ended 31.03.2026
		Amount (Rs. in Lakh)
	Revenue from operations	2809.33
	Other income	10.55
	EBITDA (Including other income)	(163.66)
	EBITDA (Excluding other income)	(174.21)
	Interest and financial charges	71.31
	Depreciation and amortisation expense	90.90
	Profit/(Loss) before exceptional item and taxes	(325.88)
	Exceptional item	-
	Tax expense	-
	Profit / (Loss) for the year	(325.88)
	Other comprehensive income	1.06
	Total comprehensive income	(326.94)
5	Foreign investments or collaborations, if any.	NA
Sr. no	**Name of the Company & Location**	Investments (Amount in Rs. in Lakh) - NIL
ii	**Information about the appointee:**	
	Name and Designation of the Director	Mr. Ajay Rajnikant Shah
	(1) Background details	He, aged 58, has a diploma in Computer engineering. He is promoters of Organic Limited. He joined the Company in the year 1990. He has over 36 years of experience in the manufacturing / finance.
	(2) Past remuneration	Rs.1,86,007/pm plus applicable benefits
	(3) Recognition or awards	-
	(4) Job profile and his suitability	Whole time Director
	(5) Remuneration proposed	Rs. 1,06,000/- p.m plus applicable benefits
	(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Reduction proposed due to losses in FY2025-26.
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	Brother of Mr. Abhay R Shah, Managing Director of the company
III.	**Other information:**	
	Reasons of loss or inadequate profits	1. Increase in employee costs due to new technical and marketing team 2. Reduction in job work volume
	Steps taken or proposed to be taken for improvement	Efforts being made to scale up sales volumes
	Expected increase in productivity and profits in measurable terms	Expected scale up in sales by about 50% and increase in productivity will help in elimination of losses.
IV.	**Disclosures:**	
	The information, as required, is provided under Board Report of the Annual Report 2025-26. The Board Report in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.	

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This resolution be considered in compliance of the Section 197 read with Schedule V of the Companies Act, 2013 which require the Company to obtain the approval of Members by means of a Special resolution where the remuneration payable may exceed the limits in case of no profits or inadequacy of profits.

The details of Mr. Abhay R. Shah pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the **"Annexure- A"** to this Notice.

Further, Mr. Ajay Rajnikant Shah has also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated 20 June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 11 of the accompanying Notice for approval of the Members of the Company.

Item 12

APPROVAL OF APPOINTMENT OF MR. PARTH MEENESH PATEL (06714101), WHOLE-TIME DIRECTOR OF THE COMPANY WITH PAYMENT OF REMUNERATION.

The Board of Directors of the Company, at its meeting held on_13th October, 2025, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Parth Meenesh Patel (DIN: 06714101) as Whole-time Director of the Company for a period of 5 years with effect from 13th October, 2025 to 12th October, 2030, subject to approval of the Members of the Company at the next general meeting, on the terms and conditions including remuneration as set out below.

Pursuant to Section 196(4) of the Companies Act, 2013, the appointment and terms and conditions of appointment and remuneration of a Whole-time Director approved by the Board are subject to approval by the Members at the next general meeting.

Accordingly, approval of the Members is sought for the appointment of Mr. Parth Meenesh Patel as Whole-time Director of the Company.

Under their visionary leadership, He has played a vital role in steering the Company through challenging times, global economic uncertainties, geopolitical conflicts, supply chain disruptions, and other market volatilities. Their strategic foresight, commitment to innovation, and focus on operational excellence have positioned the Company to not only withstand these challenges but also identify new avenues for sustainable growth and value creation. Hence, considering the hard work, expertise management of industries and progress made by the Company under his leadership, the Board of Directors felt that it would be in the best interest of the Company to continue to avail services of Mr. Parth Meenesh Patel.

Profile of Mr. Parth Meenesh Patel: -

Mr. Parth Patel holds a Master of Business Administration (MBA) from Babson College, USA, and a Bachelor of Science (B.Sc.) degree from Drexel University, USA. His academic background combines strong analytical skills with global business expertise, equipping him to contribute effectively to strategic and financial decision making.

In accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other approvals as may be necessary, the Board of Directors at its meeting held on 15 November 2025, on the recommendation of Nomination and Remuneration Committee, unanimously approved the appointment and the Board of Directors at its meeting held on 29 August 2026 has recommended the remuneration payable to Mr. Parth Meenesh Patel (DIN: 06714101), Whole time Director of the company for a period of one (5) year from 13th October, 2025 to 12th October, 2030, (both days inclusive), liable to retire by rotation. Broad particulars of the terms of appointment of and remuneration payable to Mr. Parth Meenesh Patel are as under:

1. **Period of Appointment:**

   Five (5) year w.e.f. 13th October, 2025 to 12th October, 2030, (both days inclusive).

2. **Remuneration:**

   The Company shall pay to Mr. Parth Meenesh Patel the fixed gross remuneration as per the following table. The gross remuneration payable to him w.e.f. 13th October, 2025 to 12th October, 2028 (both days inclusive) shall be categorized as follows;

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Remuneration:

SR. NO.	PARTICULARS	AMOUNT
1	Basic	Rs. 53,829/- (p.m)
2	HRA	Rs. 21,532/- (p.m)
3	Conveyance allowance	Rs. 30,497/-(p.m)
4	Provident fund (PF)	Rs. 1,800/- (p.m)
5	Gratuity	Rs. 2,588/- (p.m)
6	Remuneration Period	3 years i.e. from 13th October, 2025 to 12th October, 2028

He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

Minimum Remuneration:

In the event of loss / no profits or inadequacy of profits in any financial year during his tenure, Mr. Parth Meenesh Patel shall be entitled to receive a total remuneration including perquisites, etc., set out above as approved by the Board of Directors and the Members of the Company, as the minimum remuneration.

No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

Mr. Parth Meenesh Patel is liable to retire by rotation during their tenure as Whole-time Director(s).

Whole-time Director(s) shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses including entertainment expenses as may be incurred by them for business purpose or on behalf of the Company subject to such ceiling as may be decided by the Board (including Committees).

3. **Powers and responsibilities:**

a) Whole-time Director will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to them, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.

b) The Whole-time Director will, to the best of their skill and ability, endeavour to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and also such orders and directions as may from time to time be given to them by the Board of Directors of the Company.

c) The Whole-time Director shall at all times act in the best interests of the Company and all its stakeholders and keep the Board of Directors informed of any developments or matters that have materially impaired, or are reasonably likely to materially impair, the interests of the Company and / or any of its stakeholders.

d) Subject to the superintendence, control and direction of the Board, the Wholetime Director shall (i) have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business and (iii) have the authority to do and perform all other acts and things which in the ordinary course of such business they may consider necessary or proper in the best interest of the Company.

e) The Whole-time Director(s) shall devote the whole of their time, attention and abilities to manage the business of the Company and shall use their best endeavour to promote its interest and welfare.

f) During the tenure of their term, the Whole-time Director shall not directly or indirectly engage themselves in any other employment, business or occupation of whatsoever nature. However, they may with the prior approval of the Board of Directors, hold Directorship in other companies.

The terms and conditions of appointment and the payment of remuneration to the Whole-time Director may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard and within the overall approval given by the Members.

4. **General:**

a) The Whole-time Director shall perform such duties as shall from time to time be entrusted to them by the Board, subject to superintendence, guidance and control of the Board.

b) The Whole-time Director(s) shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to duties of Directors.

c) The Whole-time Director(s) shall adhere to the Company's Code of Conduct.

d) The office of the Whole-time Director(s) may be terminated by the Company or by them by giving 6 (six) months' prior notice in writing. Mr. Parth Meenesh Patel, satisfy all the conditions mentioned in Part I of Schedule V to the Act and also satisfy conditions mentioned under section 196(3) of the Companies Act, 2013. He is not disqualified from being appointed as Director under section 164 of the Companies Act, 2013. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Parth Meenesh Patel under Section 190 of the Act.

Notice

Disclosure pursuant to Schedule V to the Act

The relevant disclosures required under Schedule V to the Act in respect of Mr. Parth Meenesh Patel are as follows:

The information required under Section II, Part II of Schedule V of the Companies Act, 2013 in case of Special Resolutions are as follows:

I. General Information

1	Nature of industry	INK Manufacturing
2	Date or expected date of commencement of commercial production.	March 1966
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A
4	Financial performance based on given indicators	As per the Audited Financial Results for the year ended 31.03.2026
		Amount (Rs. In Lakh)
	Revenue from operations	2809.33
	Other income	10.55
	EBITDA (Including other income)	(163.66)
	EBITDA (Excluding other income)	(174.21)
	Interest and financial charges	71.31
	Depreciation and amortisation expense	90.90
	Profit/(Loss) before exceptional item and taxes	(325.88)
	Exceptional item	-
	Tax expense	-
	Profit / (Loss) for the year	(325.88)
	Other comprehensive income	1.06
	Total comprehensive income	(326.94)
5	Foreign investments or collaborations, if any.	NA
Sr. no	**Name of the Company & Location**	Investments (Amount in Rs. in Lakh) - NIL
ii	**Information about the appointee:**	
	Name and Designation of the Director	Mr. Parth Meenesh Patel (DIN: 06714101)
	(1) Background details	He, aged 36, holds a Master of Business Administration (MBA) from Babson College, USA, His academic background combines strong analytical skills with global business expertise, equipping him to contribute effectively to strategic and financial decision-making.
	(2) Past remuneration	Rs. 1,10,246/pm plus applicable benefits
	(3) Recognition or awards	-
	(4) Job profile and his suitability	He brings over a decade of experience spanning sales, operations, and analytics, gained across India and the US. His strong analytical grounding combined with global business exposure equips him to contribute effectively to the Company's strategic and financial decision-making
	(5) Remuneration proposed	Rs. 1,10,246/pm plus applicable benefits
	(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	considering the performance, responsibilities, contribution, and continued engagement the current remuneration being paid to him is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	**NA**
III.	**Other information:**	
	Reasons of loss or inadequate profits	1. Increase in employee costs due to new technical and marketing team 2. Reduction in job work volume
	Steps taken or proposed to be taken for improvement	Efforts being made to scale up sales volumes
	Expected increase in productivity and profits in measurable terms	Expected scale up in sales by about 50% and increase in productivity will help in elimination of losses.
IV.	**Disclosures:**	
	The information, as required, is provided under Board Report of the Annual Report 2025-26. The Board Report in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.	

This resolution be considered in compliance of the Section 197 read with Schedule V of the Companies Act, 2013 which require the Company to obtain the approval of Members by means of a Special resolution where the remuneration payable may exceed the limits in case of no profits or inadequacy of profits.

The details of **Mr. Parth Meenesh Patel** pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the **"Annexure-A"** to this Notice.

Further, **Mr. Parth Meenesh Patel** has also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated 20 June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 12 of the accompanying Notice for approval of the Members of the Company.

Item 13

APPROVAL OF APPOINTMENT OF MR. NIKHIL SADARANGANI (DIN: 11284679), WHOLE-TIME DIRECTOR OF THE COMPANY WITH PAYMENT OF REMUNERATION:

The Board of Directors of the Company, at its meeting held on 13th October, 2025, upon the recommendation of the Nomination and Remuneration Committee, appointed Mr. Nikhil Sadarangani (DIN: 11284679) as Whole-time Director of the Company for a period of 5 years with effect from 13th October, 2025 to 12th October, 2030, subject to approval of the Members of the Company at the next general meeting, on the terms and conditions including remuneration as set out below.

Pursuant to Section 196(4) of the Companies Act, 2013, the appointment and terms and conditions of appointment and remuneration of a Whole-time Director approved by the Board are subject to approval by the Members at the next general meeting.

Accordingly, approval of the Members is sought for the appointment of Mr. Nikhil Sadarangani (DIN: 11284679) as Whole-time Director of the Company.

Under their visionary leadership, He has played a vital role in steering the Company through challenging times, global economic uncertainties, geopolitical conflicts, supply chain disruptions, and other market volatilities. Their strategic foresight, commitment to innovation, and focus on operational excellence have positioned the Company to not only withstand these challenges but also identify new avenues for sustainable growth and value creation. Hence, considering the hard work, expertise management of industries and progress made by the Company under his leadership, the Board of Directors felt that it would be in the best interest of the Company to continue to avail services of Mr. Nikhil Sadarangani.

Profile of Mr. Nikhil Sadarangani: -

Mr. Nikhil Sadarangani holds dual Master's degrees - Master of Science in International Business and Master of Science in Disruptive Innovation. His academic background reflects strong expertise in global business strategy and innovation management, making him well suited to contribute to deliberations on international operations and forward looking corporate initiatives.

In accordance with the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and such other approvals as may be necessary, the Board of Directors at its meeting held on 15 November 2025, on the recommendation of Nomination and Remuneration Committee, unanimously approved the appointment and the Board of Directors at its meeting held on 29 August 2026 has recommended the remuneration payable to Mr. Nikhil Sadarangani, (DIN: 11284679) Whole time Director of the company for a period of one (5) year from 13th October, 2025 to 12th October, 2030, (both days inclusive), liable to retire by rotation. Broad particulars of the terms of appointment of and remuneration payable to Mr. Nikhil Sadarangani are as under:

1. **Period of Appointment:**

   Five (5) year w.e.f. 13th October, 2025 to 12th October, 2030, (both days inclusive).

2. **Remuneration:**

   The Company shall pay to Mr. Nikhil Sadarangani the fixed gross remuneration as per the following table. The gross remuneration payable to him w.e.f. 13th October, 2025 to 12th October, 2028 (both days inclusive) shall be categorized as follows;

Notice

Remuneration:

SR. NO.	PARTICULARS	AMOUNT
1	Basic	Rs. 38,284/- (p.m)
2	HRA	Rs. 15,313/- (p.m)
3	Conveyance allowance	Rs. 21,170/- (p.m)
4	Provident fund (PF)	Rs. 1,800/- (p.m)
5	Gratuity	Rs. 1,840/- (p.m)
6	Remuneration Period	3 years i.e. from 13th October, 2025 to 12th October, 2028.

He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

Minimum Remuneration:

In the event of loss / no profits or inadequacy of profits in any financial year during his tenure, Mr. Nikhil Sadarangani shall be entitled to receive a total remuneration including perquisites, etc., set out above as approved by the Board of Directors and the Members of the Company, as the minimum remuneration.

No sitting fees shall be paid for attending the meeting of the Board of Director or Committee thereof.

Mr. Nikhil Sadarangani is liable to retire by rotation during their tenure as Whole-time Director(s).

Whole-time Director(s) shall be entitled to be paid / reimbursed by the Company all costs, charges and expenses including entertainment expenses as may be incurred by them for business purpose or on behalf of the Company subject to such ceiling as may be decided by the Board (including Committees).

3. **Powers and responsibilities:**

a) Whole-time Director will carry out such functions, exercise such powers and perform such duties as the Board of Directors of the Company (hereinafter called "the Board") shall from time to time in its absolute discretion determine and entrust to them, subject, nevertheless to the provisions of the Companies Act, 2013 or any statutory modifications or re-enactment thereof for the time being in force.

b) The Whole-time Director will, to the best of their skill and ability, endeavour to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and also such orders and directions as may from time to time be given to them by the Board of Directors of the Company.

c) The Whole-time Director shall at all times act in the best interests of the Company and all its stakeholders and keep the Board of Directors informed of any developments or matters that have materially impaired, or are reasonably likely to materially impair, the interests of the Company and / or any of its stakeholders.

d) Subject to the superintendence, control and direction of the Board, the Wholetime Director shall (i) have the general control of the business of the Company and be vested with the Management and day to day affairs of the Company (ii) have the authority to enter into contracts on behalf of the Company in the ordinary course of business and (iii) have the authority to do and perform all other acts and things which in the ordinary course of such business they may consider necessary or proper in the best interest of the Company.

e) The Whole-time Director(s) shall devote the whole of their time, attention and abilities to manage the business of the Company and shall use their best endeavour to promote its interest and welfare.

f) During the tenure of their term, the Whole-time Director shall not directly or indirectly engage themselves in any other employment, business or occupation of whatsoever nature. However, they may with the prior approval of the Board of Directors, hold Directorship in other companies.

The terms and conditions of appointment and the payment of remuneration to the Whole-time Director may be varied, altered, increased, enhanced or widened from time to time by the Board as it may in its discretion deem fit and in accordance with the provisions of the Companies Act, 2013 or any amendments made hereafter in this regard and within the overall approval given by the Members.

4. **General:**

a) The Whole-time Director shall perform such duties as shall from time to time be entrusted to them by the Board, subject to superintendence, guidance and control of the Board.

b) The Whole-time Director(s) shall act in accordance with the Articles of Association of the Company and shall abide by the provisions of Section 166 of the Companies Act, 2013 with regard to duties of Directors.

c) The Whole-time Director(s) shall adhere to the Company's Code of Conduct.

d) The office of the Whole-time Director(s) may be terminated by the Company or by them by giving 6 (six) months' prior notice in writing. Mr. Nikhil Sadarangani, satisfy all the conditions mentioned in Part I of Schedule V to the Act and also satisfy conditions mentioned under section 196(3) of the Companies Act, 2013. He is not disqualified from being appointed as Director under section 164 of the Companies Act, 2013. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Nikhil Sadarangani under Section 190 of the Act.

Notice

Disclosure pursuant to Schedule V to the Act
The relevant disclosures required under Schedule V to the Act in respect of Mr. Nikhil Sadarangani are as follows:

The information required under Section II, Part II of Schedule V of the Companies Act, 2013 in case of Special Resolutions are as follows:

I. General Information

1	Nature of industry	INK Manufacturing
2	Date or expected date of commencement of commercial production.	March 1966
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A
4	Financial performance based on given indicators	As per the Audited Financial Results for the year ended 31.03.2026
		Amount (Rs. In Lakh)
	Revenue from operations	2809.33
	Other income	10.55
	EBITDA (Including other income)	(163.66)
	EBITDA (Excluding other income)	(174.21)
	Interest and financial charges	71.31
	Depreciation and amortisation expense	90.90
	Profit/(Loss) before exceptional item and taxes	(325.88)
	Exceptional item	-
	Tax expense	-
	Profit / (Loss) for the year	(325.88)
	Other comprehensive income	1.06
	Total comprehensive income	(326.94)
5	Foreign investments or collaborations, if any.	NA
Sr. no	**Name of the Company & Location**	Investments (Amount in Rs. in Lakh) - NIL
ii	**Information about the appointee:**	
	Name and Designation of the Director	Mr. Nikhil Sadarangani, (DIN: 11284679)
	(1) Background details	He, aged 33, holds a MSc in Disruptive innovation and International business.
	(2) Past remuneration	Rs. 78,407/pm plus applicable benefits
	(3) Recognition or awards	-
	(4) Job profile and his suitability	Responsible for driving business development and expansion of the company's reach in both domestic and international markets.
	(5) Remuneration proposed	Rs. 78,407/pm plus applicable benefits
	(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	considering the performance, responsibilities, contribution, and continued engagement the current remuneration being paid to him is equal or lower than the remuneration being paid by the companies' having comparable size in the industry in which the Company operates.
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	**NA**
III.	**Other information:**	
	Reasons of loss or inadequate profits	1. Increase in employee costs due to new technical and marketing team 2. Reduction in job work volume
	Steps taken or proposed to be taken for improvement	Efforts being made to scale up sales volumes
	Expected increase in productivity and profits in measurable terms	Expected scale up in sales by about 50% and increase in productivity will help in elimination of losses.
IV.	**Disclosures:**	
	The information, as required, is provided under Board Report of the Annual Report 2025-26. The Board Report in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.	

This resolution be considered in compliance of the Section 197 read with Schedule V of the Companies Act, 2013 which require the Company to obtain the approval of Members by means of a Special resolution where the remuneration payable may exceed the limits in case of no profits or inadequacy of profits.

The details of **Mr. Nikhil Sadarangani** pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the **"Annexure- A"** to this Notice.

Further, **Mr. Nikhil Sadarangani** has also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated 20 June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No.13 of the accompanying Notice for approval of the Members of the Company.

Item 14

APPROVAL OF PAYMENT OF REMUNERATION TO MR. SUNDARAMURTHY KUPPAMUTHU, WHOLE-TIME DIRECTOR

The Members are informed that the Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), at its meeting held on 29th August, 2026, has approved the revised payment of remuneration to Mr. Sundaramurthy Kuppamuthu (DIN: 07282015), Whole-time Director of the Company, for the period commencing from 11th August, 2025 to 10th August, 2028, subject to the approval of the Members by way of a Special Resolution.

Mr. Sundaramurthy Kuppamuthu has been associated with the Company and has been entrusted with substantial responsibilities relating to the overall management of the Company. The Board is of the view that his continued leadership is important for the growth and development of the Company.

The NRC, while recommending the remuneration, and the Board, while approving the same, have considered, inter alia, the qualifications, experience, performance and responsibilities of Mr. Sundaramurthy Kuppamuthu, the financial position of the Company, prevailing remuneration practices, industry benchmarks and other relevant factors.

The proposed remuneration shall comprise salary, perquisites and allowances and other benefits as may be applicable, as mentioned below.

SR. NO.	PARTICULARS	AMOUNT
1	Basic	Rs. 53,000/- (p.m)
2	HRA	Rs. 21,200/- (p.m)
3	Conveyance allowance	Rs. 27,452/-(p.m)
4	Provident fund (PF)	Rs. 1,800/- (p.m)
5	Gratuity	Rs. 2,548/- (p.m)

He shall be entitled for Leave Encashment as per company's rules and practices in force from time to time.

The aforesaid remuneration shall constitute minimum remuneration payable to Mr. Sundaramurthy Kuppamuthu notwithstanding the absence or inadequacy of profits, subject to the applicable provisions of Sections 196, 197 and 198 of the Companies Act, 2013 ("Act") read with Schedule V thereto and the approvals, limits and conditions prescribed thereunder.

In the event of loss during the financial year 2025-26, the remuneration payable to Mr. Sundaramurthy Kuppamuthu shall be subject to the applicable limits prescribed under Section II of Part II of Schedule V to the Act, based on the effective capital of the Company, or such other limits as may be permissible under the applicable provisions of the Act and approved by the Members, as may be required.

The contributions towards provident fund, superannuation fund or annuity fund, to the extent not taxable under the Income-tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall be dealt with in accordance with Section IV of Part II of Schedule V to the Act and shall be excluded from the computation of the ceiling on remuneration to the extent permitted thereunder.

Justification for the proposed remuneration

The Board is of the opinion that the proposed remuneration is fair, reasonable and commensurate with the responsibilities entrusted to Mr. Sundaramurthy Kuppamuthu and his qualifications, experience to the Company. The proposed remuneration is considered necessary for retaining his continued services and ensuring effective leadership and management of the Company.

The Board recommends the Special Resolution set out at Item No. 14 for approval of the Members.

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Disclosure pursuant to Schedule V to the Act

The relevant disclosures required under Schedule V to the Act in respect of Sundaramurthy Kuppamuthu (DIN: 07282015) are as follows:

The information required under Section II, Part II of Schedule V of the Companies Act, 2013 in case of Special Resolutions are as follows:

I. General Information

1	Nature of industry	INK Manufacturing
2	Date or expected date of commencement of commercial production.	March 1966
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A
4	Financial performance based on given indicators	As per the Audited Financial Results for the year ended 31.03.2026
		Amount (Rs. in Lakh)
	Revenue from operations	2809.33
	Other income	10.55
	EBITDA (Including other income)	(163.66)
	EBITDA (Excluding other income)	(174.21)
	Interest and financial charges	71.31
	Depreciation and amortisation expense	90.90
	Profit/(Loss) before exceptional item and taxes	(325.88)
	Exceptional item	-
	Tax expense	-
	Profit / (Loss) for the year	(325.88)
	Other comprehensive income	1.06
	Total comprehensive income	(326.94)
5	Foreign investments or collaborations, if any.	NA
Sr. no	**Name of the Company & Location**	Investments (Amount in Rs. in Lakh) - NIL
ii	**Information about the appointee:**	
	Name and Designation of the Director	Sundaramurthy Kuppamuthu (DIN: 07282015)
	(1) Background details	He, aged 61, holds diplomas in Chemical engineering as well business management.
	(2) Past remuneration	Rs. 1,92,789/pm plus applicable benefits
	(3) Recognition or awards	President's award from Toyo Ink for turning around the company
	(4) Job profile and his suitability	He brings over 32 years of leadership experience in the printing ink industry, spanning across multiple MNCs including serving as deputy MD at Toyo Ink India. He has also served as Secretary of the All India Printing Ink Manufacturing Association from 2019 to 2023
	(5) Remuneration proposed	Rs. 1,06,000/pm plus applicable benefits
	(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Reduction proposed due to losses in FY2025-26
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any.	**NA**
III.	**Other information:**	
	Reasons of loss or inadequate profits	1. Increase in employee costs due to new technical and marketing team 2. Reduction in job work volume
	Steps taken or proposed to be taken for improvement	Efforts being made to scale up sales volumes
	Expected increase in productivity and profits in measurable terms	Expected scale up in sales by about 50% and increase in productivity will help in elimination of losses.
IV.	**Disclosures:**	
	The information, as required, is provided under Board Report of the Annual Report 2025-26. The Board Report in the Annual Report indicates the remuneration paid to the managerial personnel as well as to all other Directors. There is no severance fee or stock option in the case of the aforesaid managerial personnel.	

Notice

This resolution be considered in compliance of the Section 197 read with Schedule V of the Companies Act, 2013 which require the Company to obtain the approval of Members by means of a Special resolution where the remuneration payable may exceed the limits in case of no profits or inadequacy of profits.

The details of **Sundaramurthy Kuppamuthu** pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided in the **"Annexure-A"** to this Notice.

Further, **Sundaramurthy Kuppamuthu** has also confirmed that they are not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated 20 June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Members may note that the Company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

Based on the recommendation of the Nomination and Remuneration Committee, the Board recommends the Special Resolution set out at Item No. 14 of the accompanying Notice for approval of the Members of the Company.

Sd/-
Parth Meenesh Patel
Whole-time director
DIN: 06714101

Place: Mumbai
Date: 29th August, 2026

Registered Office :
Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd.,
Vitth Bhatti, Nr Virwani Industrial Estate, Goregaon (East),
Mumbai - 400 063.
Email ID: investors@organic-coatings.com
CIN: L24220MH1965PLC013187

Annexure- A
ANNEXURE TO THE NOTICE DATED 29th August, 2026

Profile of the Directors being appointed/ re-appointed at the ensuing AGM (As required under Regulation 36 (3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings)

1	Name, Designation & DIN	Mr. Ajay Rajnikant Shah Whole-time Director DIN: 00011763	Mr. Ganesh Ramanathan Independent Director (Non-Executive) DIN: 00016260	Mr. Subhash Ambubhai Patel Independent Director (Non-Executive) DIN: 00535221
2	Date of Birth & Age	21/04/1968	01/12/1956	01/06/1960
3	Education & Qualifications	Diploma in Computer Engineering	ICWAI & LLB	Chartered Accountant
4	Experience (including expertise in specific functional area) / Brief Resume	He, aged 60, is a Bachelor of Science (Chemistry). He is one of the founding members and promoters of Organic Limited. He joined the Company in the year 1987. He has over 39 years of experience in the manufacturing / specialty chemical industry.	He has over four decades of experience in the Finance and Capital markets.	He has extensive experience in audit, taxation, valuation and regulatory matters, he brings a strong commitment to integrity, accountability and sound corporate governance. As per the Resolution set out in this Notice read with the Explanatory Statement attached hereto
5	Terms and Conditions of Appointment	Retirable by rotation, Whole Time Director	As per the Resolution set out in this Notice read with the Explanatory Statement attached hereto	
6	Remuneration last drawn (including sitting fees, if any)	Rs. 1,86,007/p.m	-	-
7	Remuneration proposed to be paid	Rs. 1,06,000/p.m	Sitting fees, as decided by Board of Directors	Sitting fees, as decided by Board of Directors
8	Date of first appointment on the Board	01st October, 2014	14th July, 2026	14th July, 2026
9	Skills and capabilities required for the role as an Independent Director	Accounts & Finance functions of the Company	Finance and Capital markets	audit, taxation, valuation and regulatory matters, he brings a strong commitment to integrity, accountability and sound corporate governance
10	Shareholding in the Company as on date of notice, including shareholding as a beneficial owner.	3,759 (0.04%)	-	-
11	Relationship with other Directors / Key Managerial Personnel of the Company	Mr. Ajay R. Shah is related to Mr. Abhay R. Shah, Managing Director of the Company.	-	-
12	Number of meetings of the Board / Committee attended during the financial year (FY 2025-26)	5	-	-
13	Directorships of other Boards as on date of notice. (along with listed entities from which the person has resigned in the past three years)	NA	- Grow Wealth Consultants Private Limited - Arantree Consulting Services Private Limited - Systematix Corporate Services Limited	-Tatva Chintan Pharma Chem Limited - Dreams Stock Brokers Private Limited - Sardardham (Trustee)
14	Membership / Chairmanship of Committees of other Boards as on the date of notice. (along with listed entities from which the person has resigned in the past three years)	Member of Audit Committee	Member of Audit Committee Member of NRC Committee Chairman of SRC Committee	Member of Audit Committee Member of NRC Committee Member of SRC Committee

Notice

1	Name, Designation & DIN	Mr. Parth Meenesh Patel, Whole time Director (Executive Director) DIN: DIN:06714101	Mr. Nikhil Sadarangani, Whole time Director (Executive Director) DIN: 11284679
2	Date of Birth & Age	12/07/1991	15/02/1993
3	Education & Qualifications	MBA, Babson College B.Sc, Drexel Univercity	Master of Science in International Business, Master of Science in Disruptive Innovation
4	Experience (including expertise in specific functional area) / Brief Resume	He brings over a decade of experience spanning sales, operations, and analytics, gained across India and the US. His strong analytical grounding combined with global business exposure equips him to contribute effectively to the Company's strategic and financial decision-making.	Responsible for driving business development and expansion of the company's reach in both domestic and international markets.
5	Terms and Conditions of Appointment	Period of Appointment - Five (5) year commencing from 13th October 2025, the date of appointment up to 12th October 2030.	Period of Appointment - Five (5) year commencing from 13th October 2025, the date of appointment up to 12th October 2030.
6	Remuneration last drawn (including sitting fees, if any)	Rs. 1,10,246/pm	Rs. 78,407/pm
7	Remuneration proposed to be paid	Rs. 1,10,246/pm	Rs. 78,407/pm
8	Date of first appointment on the Board	13th October, 2025	13th October, 2025
9	Skills and capabilities required for the role as an Independent Director	NA	NA
10	Shareholding in the Company as on date of notice, including share-holding as a beneficial owner.	-	11,71,750 (11.75%)
11	Relationship with other Directors / Key Managerial Personnel of the Company	-	-
12	Number of meetings of the Board / Committee attended during the financial year (FY 2025-26)	2	2
13	Directorships of other Boards as on date of notice. (along with listed entities from which the person has resigned in the past three years)	- Durga Scientific Private Limited	NA
14	Membership / Chairmanship of Committees of other Boards as on the date of notice. (along with listed entities from which the person has resigned in the past three years)	NA	NA

Notice

1	Name, Designation & DIN	Mr. Abhay Rajnikant Shah (Managing Director) DIN: 00016497	Mr. Sundaramurthy Kuppamuthu
2	Date of Birth & Age	13/07/1966	27/12/1965
3	Education & Qualifications	B.Sc	Diploma In Mechanical engineering
4	Experience (including expertise in specific functional area) / Brief Resume	He has huge experience in Marketing and production planning.	He has huge experience in Sales / Marketing & Operational activities
5	Terms and Conditions of Appointment	As per the Resolution set out in this Notice read with the Explanatory Statement attached hereto	As per the Resolution set out in this Notice read with the Explanatory Statement attached hereto
6	Remuneration last drawn (including sitting fees, if any)	2,72,618/pm	1,92,789/pm
7	Remuneration proposed to be paid	1,06,000/pm	1,06,000/pm
8	Date of first appointment on the Board	01st December, 2008	11th August, 2025
9	Skills and capabilities required for the role as an Independent Director	NA	NA
10	Shareholding in the Company as on date of notice, including share-holding as a beneficial owner.	50,150 (0.50%)	NA
11	Relationship with other Directors / Key Managerial Personnel of the Company	Mr. Abhay R. Shah is related to Mr. Ajay R. Shah, Whole-time Director of the Company.	NA
12	Number of meetings of the Board / Committee attended during the financial year (FY 2025-26)	5	4
13	Directorships of other Boards as on date of notice. (along with listed entities from which the person has resigned in the past three years)	NA	NA
14	Membership / Chairmanship of Committees of other Boards as on the date of notice. (along with listed entities from which the person has resigned in the past three years)	Member of SRC Committee	NA

Place: Mumbai
Date: 29th August, 2026

Sd/-
Parth Meenesh Patel
Whole-time director
DIN: 06714101

Registered Office :
Unit No. 405, Atlanta Estate Premises Co-op. Soc. Ltd.,
Vitth Bhatti, Nr Virwani Industrial Estate, Goregaon (East),
Mumbai - 400 063.
Email ID: investors@organic-coatings.com
CIN: L24220MH1965PLC013187