

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the members of **REVATI ORGANICS LIMITED** will be held on Wednesday, the 2nd June, 2021 at 4.30 p.m. through Video Conference (“VC”)/Other Audio Visual Means (“OAVM”) without physical presence of the shareholders at a common venue, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2021 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manish G. Shah (DIN:00434171), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Continuation of appointment of Mrs. Shilpa G. Shah (DIN:02377341) who has attained the age of 75 years as Non-Executive Non-Independent Director of the Company**

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

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and other applicable provisions if any of the Companies Act, 2013 and the Rules framed thereunder, consent of members be and is hereby accorded to Mrs. Shilpa G. Shah (02377341), Director of the Company, to continue to hold office of Non-Executive Non-Independent Director of the Company for a tenure of 3 years.”

4. **Appointment of Mr. Mayank Padiya (DIN: 07145403) as Non-Executive 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 sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Mayank Padiya (DIN: 07145403), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors of the Company and who holds office of the Additional Non-Executive Independent Director up to the conclusion of the Annual General Meeting and who is eligible for being appointed as Non-Executive Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Non-Executive Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from October 27, 2020 to October 26, 2025.”

5. Appointment of Ms. Anjali Patil (DIN: 02136528) as Non-Executive 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 sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Ms. Anjali Patil (DIN: 02136528), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors of the Company and who holds office of the Additional Non-Executive Independent Director up to the conclusion of the Annual General Meeting and who is eligible for being appointed as Non-Executive Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing her candidature for the office of Non-Executive Independent Director, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years commencing from October 27, 2020 to October 26, 2025.”

6. Insertion to Main Object Clause of Memorandum of Association 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 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to alter the Main Object Clause of the Company as follows:

- a) Clause III (A) of the Memorandum of Association of the Company be titled as :
OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE
- b) The existing Memorandum of Association shall be inserted with the following Main Object Clause III (A) 2:

Clause III (A) 2

To act as Producers, Distributors, Exhibitors, Exploiters, Traders, Exporters and Importers of Television Films and Serials, Video Films and Serials and the like, Motion Pictures, Feature Films, Documentaries, Advertisement Films, Educational Films, Cultural and Historical Films, Films of places of Tourist Interest, Films on Science and Technology, Music Albums both video or audio in Talkie Version or Otherwise, Indian/Foreign Version or otherwise in 70 mm, 35mm, 16mm, 8mm, on video format or other prevalent systems or Recording of Programmes on any disc, tape, perforated, media or other information storage devices, in colour or otherwise in Black and White and engage in Business incidental thereto, to carry on the business of receiving manufacturing, producing, acquiring, broadcasting, distributing, communicating, relaying, exhibiting through any modes of communication, telecasting, releasing, commissioning, selling, purchasing, licensing, taking or giving on lease or hire films, motion pictures, serials, documentaries, entertainment programmes and products, etc. and to establish, maintain, operate production capability and facility, market and sell advertising air-time for the purpose of broadcasting on television, satellite, cable and other network, radio and other media (whether now known or hereafter devised) and engage in business incidental thereto.

RESOLVED FURTHER THAT subsequent to the insertion of Object Clause III (A) 2, the object numbering shall be changed as may be appropriate.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company 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. Adoption of new set of Memorandum of Association as per 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 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 including any statutory modification(s) or re-enactment thereof, for the time being in force and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for adopting the new set of Memorandum of Association of the Company.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

RESOLVED FURTHER THAT the existing Clause III (C) – Other Objects of the Memorandum of Association be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

8. Adoption of new set of Articles of Association as per 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 5, 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association placed before this Meeting and initialed by the Chairman for the purpose of identification be and are hereby approved and the same is adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company henceforth.

RESOLVED FURTHER THAT any one of the Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs

or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto.”

9. Prior approval for Related Party Transactions

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

“RESOLVED THAT pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) consent of the members be and is hereby accorded to the Board of Directors to enter into transactions, contracts and agreements with Related Parties of the Company at a maximum of Rs. 5 Crores per transaction.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to determine the terms and conditions for the proposed transactions and all other matters arising out of or incidental thereto.

FRUETHER RESOLVED THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper, desirable and expedient to give effect to the aforesaid resolution.”

10. Approval of appointment and payment of remuneration to Mr. Anil Nate, Manager of the Company

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

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Act and the Rules and Regulations made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and the Articles of Association of the Company and subject to such sanctions / consents / approvals as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Anil Nate as Manager of the Company for a period of five years commencing from 23rd October, 2020 upto 22nd October, 2025 at a remuneration of Rs. 9,00,000/- all inclusive (including perquisites) per annum in accordance with the recommendation of the Nomination and Remuneration Committee and Audit Committee of the Board.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, in the event of loss or inadequacy of profit in any financial year during his tenure, the existing remuneration of Rs. 9,00,000/- per annum shall be paid to Mr. Anil Nate as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is hereby authorised to provide annual increment ranging from 5% to 20% which shall be payable to Mr. Anil Nate in the capacity of Manager of the Company during tenure of his appointment if recommended by the Nomination and Remuneration Committee and Audit Committee of the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary the terms and conditions of the said appointment and / or remuneration payable to him during the tenure of his appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By Order of the Board
For REVATI ORGANICS LIMITED**

**Date : 21st April, 2021
Regd. Off:
Plot No. 45, First Floor,
Ganapati Bhavan, M. G. Road,
Goregaon (West),
Mumbai 400 062**

**Sd/-
Manish G. Shah
Executive Director
(DIN – 00434171)**

**Details of Director seeking Reappointment in Annual General Meeting fixed on
2nd June, 2021**

| Sr. No. | Particulars | Director |
|----------------|---|---|
| 1 | Name of Director | Mr. Manish G. Shah |
| 2 | Director Identification No. | 00434171 |
| 3 | Date of Appointment | 28th May, 1993 |
| 4 | Qualification | MBA, CWA, MMS, DMTC, AMIE Grad |
| 5 | Directorship in other Company | Revati Organics Limited Midastouch Dyes and Intermediaries Limited Goldmines Telefilms Private Limited Bama Infotech Private Limited Relax Appliance Private Limited Fasttrack Trade Finvest Limited Luminous Trading Private Limited Kartik Trading Private Limited Revati Fincap Private Limited Midastouch Holdings Private Limited Midastouch Equifin Private Limited Avenues Capital India Private Limited Indigo Real Estate Developers Private Limited Mima Cinevision Private Limited Rotocap Real Estate Advisors Private Limited Mima Communications Private Limited Jonquil Cinevision Limited Solitaire Entertainment Limited Universal Arts Limited |
| 6 | Chairman / Membership in Audit Committee / Nomination and Remuneration Committee | Nil |
| 7 | No. of Shares held | 9010 |

NOTES FOR MEMBERS' ATTENTION

Notes:

- 1) In view of the continuing Covid-19 pandemic and restrictions on the movements apart from social distancing, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular dated 15th January, 2021 granting extension to SEBI circular dated 12th May, 2020 permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means ("VC" or "OAVM"), without requiring the physical presence of the Shareholders at a common venue.
- 2) In compliance with the applicable provisions of the Companies Act, 2013 read with the MCA Circulars and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 28th Annual General Meeting of the Company is being conducted through Video Conferencing ("VC") (hereinafter referred to as "AGM" or "E-AGM"). The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the "AGM" or "E-AGM".
- 3) E-AGM: The Company has appointed Central Depository Securities Limited (CDSL) to provide Video Conferencing facility for the E-AGM.
- 4) PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE E-AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.
- 5) Institutional Shareholders / Corporate Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., authorising its representative to attend the E-AGM on its behalf and to vote through remote E- voting or during the E-AGM. The said Board Resolution/Authorisation shall be sent to the Scrutinizer through registered e-mail address to girishmurarka@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com
- 6) The Members can join the E-AGM through Video Conferencing 15 minutes before and after the scheduled time of the commencement of the E-AGM by following the procedure mentioned in the Notice. As per the MCA Circular, the facility of participation at the E-AGM through VC will be available to the members on a first-Come First-served basis.
- 7) The Members attending the AGM through Video Conferencing shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 8) In compliance with the aforesaid MCA Circulars and SEBI Circular dated 15th January 2021 reference SEBI/HO/CFD/CMD2/CIR/P/2021/11 granting extension to SEBI circular dated 12th May, 2020, Notice of the E-AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice calling the AGM and the Annual Report 2020-21 will also be available on the Company's website www.revatiorganics.com, websites of the Stock Exchanges i.e. Bombay Stock Exchange at www.bseindia.com and on the website of Central Depository Securities Limited (CSDL) at <https://www.evotingindia.com>.
- 9) Since the AGM will be held through VC, the Route Map is not annexed to this Notice.

- 10) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before 25th May, 2021 through email on revati.organics9@gmail.com The same will be replied by the Company suitably.
- 11) The Register of Members and Transfer Books of the Company will be closed from the 26th May, 2021 to, the 1st day of June, 2021 (both days inclusive).
- 12) Members are requested to write/intimate to Company's Registrar and Share Transfer Agent, changes in their registered addresses, profile details, if any, for sending future communication(s), any query in connection with claim of the unclaimed and unpaid dividends, etc.
- 13) Documents referred to in the Notice shall be available for inspection by the Members through e-mail. The Members are requested to send an e-mail to revati.organics9@gmail.com for the same.
- 14) As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 01st April, 2020, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to convert their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Share Transfer Agent for assistance in this regard.
- 15) The Members who hold shares in physical mode and have not registered their e-mail address may register their email ids with the Company / Registrar and Transfer Agent (MCS Share Transfer Agents Limited) to enable the Company to send Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication by electronic mode.

Members are requested to support this Green Initiative by registering/updating their e-mail addresses, with the Depository Participant (in case of Shares held in dematerialised form) or with Registrar and Share Transfer Agents. (in case of Shares held in physical form).

- 16) Instructions for voting through e-voting and joining the E-AGM as follows:

INSTRUCTIONS FOR REMOTE E-VOTING

- Pursuant to Section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration), rules, 2014, as substituted by the Companies (Management and Administration), Amendment, Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 the Members are provided with the facility to cast their vote electronically on the resolution proposed to be passed at the AGM through the e-voting services provided by CDSL. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
- The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, 25th May, 2021 (being the cut off date), are entitled to vote on the Resolutions set forth in this Notice.
- The facility for voting through electronic voting system shall made be available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to exercise their right at the AGM. The Members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- The voting period will commence at 9.00 a.m. on Saturday, 29th May, 2021 and will close at 5.00 pm on Tuesday, 1st June, 2021.

PROCEDURE FOR REMOTE E-VOTING:

1. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
 - (i) Now, select the “REVATI ORGANICS LIMITED” from the drop down menu and click on “SUBMIT”
 - (ii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iii) Next enter the Image Verification as displayed and Click on Login.
 - (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (v) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|------------------------------|--|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p><input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN Field.</p> <p><input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</p> |
| DOB | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p><input type="checkbox"/> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p> |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting on resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It

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

- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <REVATI ORGANICS LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Institutional shareholders (i.e. other than Individuals, HUF and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A)
 1. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories: i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 2. Please follow all steps for e-voting for shareholders holding shares in physical mode to cast vote, as given above.
- (B) The voting rights of Members shall be in proportion to their shares in the paid up equity

share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.

- (C) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@cdsl.co.in. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.cdsl.com.
- (D) The Board of Directors has appointed M/s. Girish Murarka & Co., Practicing Company Secretary (Membership No.4576) as the Scrutinizer to scrutinize the remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (E) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
- (F) The Chairman or authorized representative shall declare the results of the electronic voting after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company in the annual reports section.

**By Order of the Board
For REVATI ORGANICS LIMITED**

Date : 21st April, 2021
Regd. Off:
Plot No. 45, First Floor,
Ganapati Bhavan, M. G. Road,
Goregaon (West),
Mumbai 400 062

Sd/-
Manish G. Shah
Executive Director
(DIN – 00434171)

Explanatory Statement in respect of the Special Business pursuant to section 102 of the Companies Act, 2013:

Item No. 3: Continuation of appointment of Mrs. Shilpa G. Shah (DIN:02377341) who has attained the age of 75 years as Non-Executive Non-Independent Director of the Company

Mrs. Shilpa G. Shah has been appointed as Non-Executive Director of the Company with effect from 15th of January, 1999.

Mrs. Shilpa G. Shah has been designated as Woman Director on the Board of Directors in compliance with provisions of Section 149 of the Companies Act, 2013.

She is also a member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

According to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed company cannot appoint a person or continue the directorship of a person as a non-executive director of the Company who has attained 75 years of age unless a Special Resolution is passed to that effect.

Mrs. Shilpa G. Shah has attained the age of 75 years and hence as per the requirement of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a special resolution is required to be passed by the shareholders of the Company for continuation of her directorship in the Company for a further tenure of 3 years.

Mrs. Shilpa G. Shah has studied Homeopathy and has a L.C.E.H. degree from Bombay University in Homeopathy. She is one of the promoters of the Company.

Mrs. Shilpa G. Shah is the most experienced person on the Board and has served the Company for more than 20 years.

The Board is of the opinion that the continued valuable contribution of Mrs. Shilpa G. Shah could be beneficial for the Company. Her opinions and suggestions have proved advantageous for the Company in the past.

Other than Mrs. Shilpa G. Shah and Mr. Manish G. Shah, Executive Director of the Company and son of Mrs. Shilpa G. Shah, none of the Directors, Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the above resolution set out at item no. 3.

The Board recommends the abovementioned resolution at Item No. 3 as a Special Resolution for approval of the members at the ensuing Annual General Meeting.

Item No.4 & 5: Appointment of Mr. Mayank Padiya (DIN: 07145403) and Ms. Anjali Patil (DIN: 02136528) as Non-Executive Independent Directors of the Company

Mr. Mayank Padiya and Ms. Anjali Patil were appointed as Additional Non-Executive Independent Directors on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 by the Board of Directors at their meeting held on 27th October, 2020 and 10th February, 2021 respectively. They hold office as Additional Non-Executive Independent Directors of the Company up to the conclusion of the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013.

Brief details of Mr. Mayank Padiya and Ms. Anjali Patil are mentioned below:

Mr. Mayank Padiya

Mr. Mayank Padiya is a qualified Company Secretary from the Institute of Company Secretaries of India (ICSI).

Mr. Mayank Padiya is also a director on the Board of Universal Arts Limited, Roselabs Finance Limited, Carbon Edge Industries Limited, Jayamkondam Power Limited, Hirma Power Limited, Worldcom Solutions Limited, Skyline Global Trade Private Limited, Space Trade Enterprises Private Limited, Species Commerce and Trade Private Limited and Tulip Advisors Private Limited.

Mr. Mayank Padiya is a Chairman/Member of the following Board Committees:

| Sr. No. | Name of the Company | Name of the Committee | Position held |
|---------|--------------------------|---------------------------------------|---------------|
| 1 | Roselabs Finance Limited | Stakeholders Relationship Committee | Member |
| | | Audit Committee | Chairman |
| | | Nomination and Remuneration Committee | Chairman |
| 2 | Universal Arts Limited | Stakeholders Relationship Committee | Chairman |
| | | Audit Committee | Chairman |
| | | Nomination and Remuneration Committee | Member |
| 3 | Revati Organics Limited | Stakeholders Relationship Committee | Chairman |
| | | Audit Committee | Chairman |
| | | Nomination and Remuneration Committee | Member |

Mr. Mayank Padiya does not hold any shares in the Company.

During the financial year under review, Mr. Mayank Padiya was supposed to attend 2 Board Meetings and he attended both the Board Meetings.

Mr. Mayank Padiya would be entitled to sitting fees for attending the Meetings of the Board of Directors. He will not be entitled to any commission.

The sitting fees paid to Mr. Mayank Padiya during the Financial Year 2020-21 is Rs. 20,000 less Tax Deducted at Source (TDS).

Ms. Anjali Patil

Ms. Anjali Patil has completed Postgraduate Program in Financial Management (PFM) from Welinkar Institute of Management, Masters in Business Studies (MBS) in HRM from Pune University, Master in management Studies (MMS) in Marketing from Pune University, Diploma in Business Management (DBM) from Pune University and Bachelor of Science – Chemistry from Pune University.

Ms. Anjali Patil has an experience of more than 15 years in the field of Relationship Management and Human Resource Management.

Ms. Anjali Patil is also a Director in Universal Arts Limited and Billwin Industries Limited.

Ms. Patil is a Chairman/Member of the following Board Committees:

| Sr. No. | Name of the Company | Name of the Committee | Position held |
|----------------|----------------------------|---------------------------------------|----------------------|
| 1 | Billwin Industries Limited | Stakeholders Relationship Committee | Member |
| | | Audit Committee | Member |
| | | Nomination and Remuneration Committee | Chairman |
| 2 | Universal Arts Limited | Stakeholders Relationship Committee | Member |
| | | Audit Committee | Member |
| | | Nomination and Remuneration Committee | Chairman |
| 3 | Revati Organics Limited | Stakeholders Relationship Committee | Member |
| | | Audit Committee | Member |
| | | Nomination and Remuneration Committee | Chairman |

Ms. Anjali Patil does not hold any shares in the Company.

During the financial year under review, Ms. Anjali Patil was not supposed to attend any Board Meetings and was not paid any sitting fees.

Ms. Anjali Patil would be entitled to sitting fees for attending the Meetings of the Board of Directors. She will not be entitled to any commission.

Mr. Mayank Padiya and Ms. Anjali Patil are not disqualified from being appointed as Non-Executive Independent Directors in terms of section 164 of the Act and have given their consent to act as Non-Executive Independent Directors. The Company has received declarations from Mr. Mayank Padiya and Ms. Anjali Patil stating that they meet the criteria of independence as prescribed under sub-section (6) of section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). Mr. Mayank Padiya and Ms. Anjali Patil are not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In the opinion of the Board, Mr. Mayank Padiya and Ms. Anjali Patil, fulfill the conditions for appointment as Non-Executive Independent Directors as specified in the Act and the Listing Regulations. Mr. Mayank Padiya and Ms. Anjali Patil are independent of the management. The Company has received notices in writing from a Member under section 160 of the Act, proposing the candidature of Mr. Mayank Padiya and Ms. Anjali Patil, for the office of Non-Executive Independent Director of the Company.

Save and except Mr. Mayank Padiya and Ms. Anjali Patil, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 4 and 5 of the Notice.

None of the Directors and KMP of the Company are inter-se related to each other.

The Board recommends the Special Resolutions set out at Item Nos. 4 and 5 of the Notice for approval of the Members.

Item No. 6: Insertion to Main Object Clause of Memorandum of Association of the Company

The Company was incorporated by Mr. Girish Shah who was a Chemical Engineer and had the required expertise to undertake the business operations of the Company as mentioned in the Main Object Clause of Memorandum of Association.

He suffered a Heart Attack in the year 1996 and in 1997 he had a paralytic attack. Thereafter the progress of the Company began to decline. In the meanwhile, the Environment Ministry came out with New Norms. Due to health Problem of Pioneer Promoter Mr. Girish Shah and even Management hired the Professional Team but the finished product could not meet with new norms and the Factory had to be closed down. MSFC took over the Plant with Land and Equipment in exercise of provision contained under section 29 of State Financial Corporation Act. The Management of the Company is looking for another viable segment of business for revival of the Company.

It has been deduced after detailed study that the Company can venture into the entertainment sector especially buying and selling of negative rights and related copyrights of the feature films. Also, Mr. Manish Shah, Executive Director of the Company has prior experience of a decade in the entertainment business. The existing main object clause does not include entertainment business activity. Thus, it is proposed to modify the existing main object clause by adding Clause III A (2) which will allow the Company to venture into entertainment business activity.

As per the provisions of Section 4 and 13 of the Companies Act, 2013, the approval of members of the Company is required to modify the existing main object clause in the Memorandum of Association of the Company to include the buying and selling of negative rights and copyrights, etc.

The Board is of the opinion that the modification of Main Object Clause in the Memorandum of Association is essential for reviving the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 6.

The Board recommends the abovementioned resolution at Item No. 6 as a Special Resolution for approval of the members at the ensuing Annual General Meeting.

Item No. 7: Adoption of new set of Memorandum of Association as per Companies Act, 2013

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter and adopt the new set of the Memorandum of Association of the Company and also rename the Object Clause III (B).

The existing Clause III (C) – Other Objects in the Memorandum of Association shall be deleted

The Board at its meeting held on April 21, 2021 had approved alteration of the MOA of the Company and the Board now seeks approval of members for the same.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No.7.

The special resolution as set out in Item no. 7 of this Notice of AGM is recommended by the Board for your approval.

Item No. 8: Adoption of new set of Articles of Association as per Companies Act, 2013

To incorporate the provisions of Companies Act, 2013 into the daily affairs of the Company, the Board has proposed to replace the existing Article of Association of the Company with new Article of Association as per Table F of Schedule I of the Companies Act, 2013 as circulated to members of the Company along with Notice of EGM.

The provision of the Companies Act, 2013 requires the Company to seek the approval of the members for the alteration of Object clause of the Memorandum of Association of the Company.

None of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 8 of the Notice.

The special resolution as set out in Item no. 8 of this Notice of AGM is recommended by the Board for your approval.

Item No. 9: Prior approval for Related Party Transactions

In view of the provisions of Section 188 (1) of the Companies Act, 2013 and the rules made thereunder, the Audit Committee and Board of Directors have proposed have approved the maximum limit per transaction that your company may enter with its related parties.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of the Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.

| Sr. No. | Name of Related Party | Nature of relationship | Nature of transaction | Maximum expected value of per transactions (Rs.) |
|---------|--|---|---|--|
| 1 | Manish Shah | Executive Director of the Company | Purchase/Sale of negative rights of films | 5,00,00,000 |
| 2 | Ulka Shah | Wife of Executive Director of the Company | Purchase/Sale of negative rights of films | 5,00,00,000 |
| 3 | Shilpa Shah | Non-Executive Director of the Company | Purchase/Sale of negative rights of films | 5,00,00,000 |
| 4 | Companies in which above mentioned parties are Directors, Partners, Sole Proprietors, etc. | Executive Director is interested | Purchase/Sale of negative rights of films | 5,00,00,000 |

All the proposed transactions would be carried out as part of business requirements of the Company and are ensured to be on arm's length basis.

Members are hereby informed that pursuant to the second proviso of Section 188(1) of the Companies Act, 2013, no member of the Company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party.

Except Mr. Manish Shah, Executive Director, Mrs. Shilpa Shah, Non-Executive Director of the Company and wife of Mr. Manish Shah, none of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 9 of the Notice.

The special resolution as set out in Item no. 9 of this Notice of AGM is recommended by the Board for your approval.

Item No. 10: Approval of appointment and payment of remuneration to Mr. Anil Nate, Manager of the Company

The Board of Directors had appointed Mr. Anil Nate on October 23, 2020 as Manager of the Company. The appointment and his remuneration is based on the recommendation of the Nomination and Remuneration Committee and Audit Committee of the Board. The Board has approved the same subject to approval of the Members and other approvals as may be required.

Mr. Anil Nate is functioning in a professional capacity and he does not have any interest in the capital of the Company either directly or indirectly or through any other statutory structures. He is not related to the Directors, Promoters or Key Managerial Personnel of the Company. Mr. Anil Nate fulfills the conditions for eligibility of the appointment as contained in Part I of Schedule V of the Act. In view of the above and pursuant to the provisions of Schedule V to the Act, the following information is provided in connection with the special resolution proposed to be passed in respect of the appointment of and remuneration payable to Mr. Anil Nate.

The details pertaining to Mr. Anil Nate to the requirements of Schedule V of the Act, Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings are given as under:

General Information

- (i) Nature of industry – Entertainment sector
- (ii) Date of commencement of commercial production - 28/05/1993
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – Not Applicable
- (iv) Financial performance based on given indicators

| Particulars | 2018-19 | 2019-20 | 2020-21 |
|-----------------------------------|----------------|----------------|----------------|
| Total Income | 19,94,384 | 12,79,017 | 58,25,000 |
| Profit / (Loss) before Tax | (3,54,028) | (19,068) | 2,65,948 |
| Provision for Tax | 0 | 0 | 0 |
| Profit / (Loss) After Tax | (3,54,028) | (19,068) | 2,65,948 |

- (v) Foreign investments or collaborations, if any – None.
- (vi) The foreign shareholding was 0% as on March 31, 2021.

Information about the appointee

- (i) Background details: Mr. Anil Nate, aged 47 years, is a graduate, and was part of post-production team in Media Companies and is involved in taking a number of strategic decisions. Mr. Anil Nate has a rich experience of over 25 years. As a visionary, strategist and team builder he has driven profitable growth through hardwork, perseverance and operational excellence.
- (ii) Past remuneration: In the financial year 2019-20, the total remuneration paid to Mr. Anil Nate in his previous company during financial year 2019-20 was Rs. 9 Lakhs per annum.
- (iii) Job Profile and Suitability: Mr. Anil Nate shall guide and oversee the buying and selling of negative rights of feature films. As Mr. Anil Nate has the requisite professional qualification and experience, he is eminently suited for the position.
- (iv) Remuneration proposed - The proposed remuneration of Rs. 9 lakh per annum all inclusive (including perquisites) is fixed pay. This has been approved by the Board based on the recommendation of the Nomination and Remuneration Committee and Audit Committee of the Board under Section 177 and 178 of the Act. Mr. Anil Nate is entitled for

annual increment, as may be decided by the Board pursuant to recommendation of the Nomination and Remuneration Committee and Audit Committee based on his performance and the performance of the Company and as per the Company Policy.

- (v) 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): The remuneration proposed to be paid to Mr. Anil Nate is comparable with persons holding similar positions in the industry. The proposed remuneration is commensurate with the size and operation of the Company.
- (vi) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: None

None of the other Directors, Key Managerial Personnel (KMP) of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 10 of the Notice.

The special resolution as set out in Item no. 10 of this Notice of AGM is recommended by the Board for your approval.