

Smruthi Organics Limited

CIN: L24119PN1989PLC052562

Regd. Office: 165 A BALAJI BHAVAN, RAILWAY LINES SOLAPUR MH 413001

Tel: 0217-2310267, Fax: 0217-2310268

Website: www.smruthiorganics.com; E-mail: cs@smruthiorganics.com

POSTAL BALLOT NOTICE

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

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, if any, Smruthi Organics Limited ('the Company') is seeking consent of its members for Ordinary resolution in respect of the following:-

1. Appointment of Ms. Smruthi Purushotham Eaga (E. Smruthi)- DIN : 09268342 as a Non-Executive (Non- Independent) Director whose term of office shall be liable to retirement by rotation.

The proposed resolution alongwith the explanatory statement setting out material facts and reasons thereof are appended for your consideration.

The Board of Directors of the Company, at its meeting held on 12th February 2022 has appointed Mr. H. R. Thakur, Practising Company Secretaries (FCS: 2090; CP: 3193) as the Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

SPECIAL BUSINESS:

Item No. 1:

Ordinary Resolution:

Appointment of Ms. E. Smruthi (DIN: 09268342) as a Non-Executive (Non – Independent) Director whose term of office shall be liable to retirement by rotation.

To consider and if thought fit, to give assent or dissent to the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149,152 and such other applicable provisions, if any of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the Articles of Association of the Company and pursuant to recommendation of the Remuneration and Nomination Committee and the Board of Directors of the Company, Ms. E Smruthi (DIN: 09268342) who was appointed as an Additional Non-Executive (Non – Independent) Director of the Company by the Board of Directors with effect from 12th February 2022 and in respect of whom a notice has been received from a member in writing under Section 160 of the Act proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive (Non – Independent) Director of the Company and that her term of office shall be liable to retirement by rotation.”

RESOLVED FURTHER THAT any one of the Directors be and is hereby severally authorised to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board

Place: Solapur

Date: 12th February 2022

**E. Purushotham
Chairman & Managing Director
DIN: 00033583**

Registered Office:

Smruthi Organics Limited

165 A Balaji Bhavan

Railway Lines

Solapur - 413001

CIN: L24119PN1989PLC052562

Tel: 0217-2310267,

Fax: 0217-2310268

Website: www.smruthiorganics.com

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts pertaining to the resolution is annexed hereto along with the Postal Ballot form for your consideration.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the Central Depository Services (India) Limited ("CDSL") as on Friday, 11th February, 2022. The Postal Ballot Notice is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For members whose email IDs are not registered, physical copies of the Postal Ballot Notice and Postal Ballot Form are being sent by the permitted mode along with a prepaid Business Reply Envelope.
3. Members whose name appear on the Register of Members/ List of Beneficial Owners as on 11th February 2022 will only be considered for the purpose of voting.
4. Resolution passed by the members with requisite majority through postal ballot shall be deemed to have been passed at a General Meeting of the members convened on that behalf.
5. Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case members cast their votes through both the modes, voting cast through remote e-voting shall be treated as valid and votes cast through physical Postal Ballot forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to info@adroitcorporate.com / cs@smruthiorganics.com. The Registrar and Transfer Agent / Company shall forward the same along with prepaid Business Reply Envelope to the member. However, members may also download the Postal Ballot Form from the website of the Company i.e. www.smruthiorganics.com
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on 11th February 2022.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the remote e-voting facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.

9. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 hours IST) on Wednesday 23rd March 2022. The postage will be borne by the Company. However, envelopes containing postal ballot, if sent by courier or registered/speed post at the expense of the members will also be accepted. Postal ballot forms received after 17:00 hours IST on Wednesday 23rd March 2022, shall be deemed invalid.
10. Members desiring to opt for remote e-voting as per the facilities provided by the Company are requested to read the instructions carefully before participating in remote e-voting. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.
11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other person duly authorized by the Chairman, on or before 25th March 2022 at the registered office and will also be displayed on the website of the Company i.e. www.smruthiorganics.com besides being communicated to the Stock Exchanges, Depository and Registrar and Share Transfer Agents.
12. All material documents relating to appointment of Ms. E. Smruthi will be available for inspection of the Shareholders through electronic mode. Shareholders may write to the Company at cs@smruthiorganics.com in that regard.
13. The date of declaration of Postal Ballot result shall be construed as the date of passing the resolution.

The instructions for shareholders voting electronically are as under:

- (i) The remote voting period begins on Tuesday 22nd February 2022 (9:00 hours IST) and ends on Wednesday 23rd March 2022 (17:00 hours IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th February , 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

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

(iv) Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 for 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@smruthiorganics.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@smruthiorganics.com /info@adroitcorporate.com .

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For and on behalf of the Board

Place: Solapur

Date: 12th February 2022

**E. Purushotham
Chairman & Managing Director
DIN: 00033583**

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ANNEXURES FORMING PART OF THE NOTICE

EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

Item No. 1 :

The Board of Directors at its meeting held on 12th February 2022 on the recommendation of Remuneration and Nomination Committee had appointed Ms. E. Smruthi (DIN: 09268342) as an Additional Non-Executive (Non – Independent) Director with effect from 12th February 2022, pursuant to the provisions of Section 161(1) of the Companies Act, 2013. She is eligible to be appointed as Director whose term of office shall be liable to retirement by rotation subject to the approval of the Members of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Ms. E. Smruthi for the office of Director. Ms. E. Smruthi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

Ms. E. Smruthi holds MS in Pharmacy from USA and has worked with the company during period July 2011- Feb 2013 as Business Development Executive and also worked in different companies in US for about 5 years.

The Board considers that her association would be of immense benefit to the Company of her international exposure and that she would work as a Business Development Director for US and Latin America.

The details regarding the proposed appointment of Ms. E. Smruthi as a Director and her brief resume has been given in the **Annexure A** forming part of this Notice for information to the members.

Except the appointee, Mr E Purushotham and Mr. E. Swapnil, none of the Directors/ Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

Accordingly, the Board recommends the appointment of Ms. E. Smruthi as Non-Executive (Non-Independent) Director of the Company for approval of the Members through this Postal Ballot.

For and on behalf of the Board

Place: Solapur
Date: 12th February 2022

E. Purushotham
Chairman & Managing Director
DIN: 00033583

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Annexure A

Disclosure required under Section 196 (4) of the Companies Act, 2013, Regulation 36(3) of SEBI (Listing Regulations) Regulations, 2015 and Secretarial Standard-2 of ICSI

Name	Ms. Smruthi Purushotham Eaga
Director Identification Number	09268342
Age	34
Date of first Appointment on the Board	12/02/2022
Experience in Specific Functional Area	Business Analyst
Qualifications	Masters in Pharmacy
Terms and Conditions of Appointment	liable to retire by rotation
Details of remuneration sought to be paid	Nil
Last drawn remuneration	Not Applicable
Relationship with other Directors and Key Managerial Personnel	Daughter of Mr. Purushotham Eaga (Chairman and Managing Director) and sister of Mr Swapnil Eaga (Executive and Whole time Director)
Directorship in other Companies	Nil
Chairman/Member in the Committees of the Boards of other Listed companies	Nil
No. of Shares held in the Company	83150
Number of meetings of the Board attended during the year	1

For and on behalf of the Board

Place: Solapur

Date:12th February 2022

**Registered Office:
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Limited**

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**E. Purushotham
Chairman & Managing Director
DIN: 00033583**