



## WHITE ORGANIC RETAIL LIMITED

CIN: L01100MH2011PLC225123

**Registered Address:** Gala No. 5F/D, Malad Industrial Units Co-Op Soc Ltd, Kachpada,  
Ramchandra Lane Extension, Malad West, Mumbai - 400 064, India  
Tel: +91.22.4971 2096 | Web: www.whiteorganics.co.in | E-mail: info@whiteorganics.co.in

### **NOTICE**

Notice is hereby given that the Extra- Ordinary General Meeting (EGM) of the Members of **WHITE ORGANIC RETAIL LIMITED** ('the Company') will be held on **Friday, May 06, 2022 AT 11.00 AM IST through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM)**, to transact the following special business:

#### **ITEM NO. 1**

#### **APPOINTMENT OF MS. ISHITA GALA AS THE EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** in accordance with, the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Ishita Gala (DIN: 07165038), who was appointed as an Additional Non -Director, Executive, of the Company with effect from February 07, 2022 and further appointed as Additional Executive Director w.e.f April 14<sup>th</sup> 2022, liable to retire by rotation, pursuant to Section 161 of the Act and the Articles of Association of the Company and who has provided a Notice in writing under Section 160 of the Act be and is hereby appointed as an Executive Director of the Company w.e.f. April 14, 2022, on the terms and conditions as may be mutually decided upon between Ms. Ishita Gala and the Company.

**FURTHER RESOLVED THAT** any Director or Key Managerial Personnel (KMP) of the Company be and is hereby severally authorised, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary document(s), application(s) and return(s) for the purpose of giving effect to the aforesaid resolution, and file necessary E-form(s) with the Registrar of Companies (RoC)."

#### **ITEM NO. 2**

#### **APPOINTMENT OF MS. ISHITA GALA AS THE MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed thereunder and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Listing Regulations") and Articles of Association of the Company, the approval of the Members of the company be and is hereby accorded for the appointment of Ms. Ishita Gala (DIN: 07165038) as Managing Director of the Company, for a period of 5 (five) years with effect from April 15, 2022, upon the terms & conditions, as recommended by the Nomination and Remuneration Committee and as approved by the Board of Directors of the Company and as set out in the Explanatory Statement annexed to this Notice, with a liberty to the Board to alter and vary terms and conditions of her appointment and remuneration subject to the same not exceeding

the limits specified in section 197 and Schedule V of the Act or any amendment thereto, as may be agreed between the Board of Directors and Ms. Ishita Gala from time to time.”

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors or Key Managerial Personnel be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this Resolution.”

**ITEM NO. 3**

**APPOINTMENT OF MS. KARISHMA KAKU (DIN: 07214961) AS A NON- EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with, the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Karishma Kaku (DIN: 07214961), who was appointed as an Additional Director of the Company with effect from April 14, 2022 pursuant to Section 161 of the Act and the Articles of Association of the Company and who has provided a Notice in writing under Section 160 of the Act be and is hereby appointed as a Non-Executive Director of the Company with effect from April 14, 2022, liable to retire by rotation, on the following terms and conditions:

- a) Remuneration as applicable to other Non-Executive Directors of the Company, in addition to the sitting fees for attending the meetings of the Board of Directors thereof, as may be determined by the Board of Directors of the Company, provided however that the aggregate remuneration, including commission, paid to the Directors other than the Managing Director and Whole Time Directors in a financial year shall not exceed one percent of the net profits of the Company, in terms of Section 197 of the Companies Act, 2013 and computed in the manner referred to in Section 198 of the Companies Act, 2013.
- b) Reimbursement of travel, stay and entertainment expenses actually and properly incurred during business as per the Company’s policy.

**RESOLVED FURTHER THAT** the Board of Directors or any Key Managerial Personnel of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors  
For White Organic Retail Limited**

**Sd/-  
CS Meghal Mehta  
Company secretary & Compliance Officer**

**Date: April 14, 2022**

**Place: Mumbai**

**Registered Office:**  
Gala No.5F/D, Malad Industrial Units,  
Coop Society Limited Kachpada, Ramchandra Lane Extension,  
Malad (W) Mumbai, Maharashtra - 400064 IN.  
CIN: L70102MH2011PLC220879

## Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 and General Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated December 08, 2021 ("MCA Circulars") and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 issued by the SEBI (SEBI Circular), has permitted holding of General Meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without any physical presence of Members at the meeting venue. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular, the said EGM of the Company is being held through VC/OAVM. The deemed venue for the EGM shall be the Registered Office of the Company i.e. Gala No.5F/D, Malad Industrial Units, Co-op Soc Ltd Kachpada, Ramchandra Lane Extension, Malad (West) Mumbai 400064.
2. An Explanatory Statement pursuant to Section 102(1) of the Act, in respect of Special Business as set out in Item No. 1, Item No. 2 and Item No. 3 above and the relevant details of the Director seeking appointment above as required by Regulations and 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India are annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the Proxy Form, Attendance Slip and Route Map of the EGM venue are not annexed to this notice.
4. The Notice is being sent to all the members whose names appear in the Register of Members/List of Beneficial Owners as on the close of business hours on Friday, April 08, 2022.
5. In compliance with the MCA Circulars and SEBI Circular, the Notice of the EGM inter alia indicating the process and manner of electronic voting is being sent to the Members only through electronic mode whose e-mail addresses are registered with the Company/Depositories. Members who have not registered their e-mail addresses are requested to register their e-mail addresses so as to obtain the Notice for General Meetings of the Company.
6. The entire Shareholding of the Company is in dematerialized Form.
7. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Circular No. 19/2021 dated December 08, 2021. The forthcoming EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
9. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <http://whiteorganics.co.in/investor-relations.html>. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

## THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Tuesday, May 03, 2022 at 9.00 AM IST and ends on Friday, May 05, 2022 at 5.00 PM IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 29, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) E- Voting shall be open for shareholders during the meeting and until 15 minutes of conclusion of EGM. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

- (iv) 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 and joining virtual meetings 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"><li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li><li>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 or joining virtual meeting &amp; voting during the meeting. 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.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as</li></ol>

	<p>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"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></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 or joining virtual meeting &amp; voting during the meeting.</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**

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

(v) Login method for e-Voting and joining virtual meetings 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](http://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](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders 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 <Company Name> 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 of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) **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](http://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](mailto: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](mailto: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; [info@whiteorganics.co.in](mailto:info@whiteorganics.co.in) (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [info@whiteorganics.co.in](mailto:info@whiteorganics.co.in). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number on the above email id, company email id). These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**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 Company/RTA email id.
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 & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**GENERAL INFORMATION**

- (i) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available to reset the password.
- (ii) The Board of Directors of the Company has appointed Ms. Rachana Maru Furia, of M/s. Rachana Maru Furia & Associates, Practicing Company Secretaries (Membership No. FCS- 11530 & CP No.-16210), to act as the Scrutiniser, to scrutinise the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
- (iii) The Scrutiniser will submit her report to the Chairman or to any other person authorised by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the EGM and votes cast through remote e-voting) not later than 48 hours from the conclusion of EGM.
- (iv) The results of the electronic voting shall be declared to the Stock Exchanges where shares of the Company are listed after the conclusion of EGM. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company.
- (v) Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of EGM May 06, 2022.
- (vi) All the documents referred to in the accompanying Notice and Explanatory Statement, shall be available for inspection through electronic mode, basis the request being sent on [info@whiteorganics.co.in](mailto:info@whiteorganics.co.in)



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING**

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the “Act”), the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and Secretarial Standard-2 on General Meetings (“SS-2”), the following Explanatory Statement sets out all material facts relating to the Special Businesses as mentioned in Item No 1 and 2 in the accompanying Notice dated April 14, 2022 and forms part of the Notice.

**ITEM NO. 1 & 2**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 (“the Act”) read with Rule 8, 9 & 14 of Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions, Ms. Ishita Gala (DIN: 07165038) was appointed as an Additional Non-Executive Director by the Board of the Company with effect from February 07, 2022, upon the recommendation of the Nomination and Remuneration Committee.

The Board of Directors, at the meeting had received resignation of Mr, Darshak Rupani from the post of Managing Director of the Company and to fill in the vacancy for the Post of Managing Director of the Company, it was proposed to appoint Ms. Ishita Gala as the Managing Director of the Company.

Hence, Pursuant to the provisions of section 2(54) of the Companies Act, 2013 for appointment of individual as Managing Director, Ms. Ishita Gala is required to be appointed as Executive Director of the Company. Thus, the Board of Directors, at their meeting held on April 14, 2022, on recommendation of the Nomination and Remuneration Committee, approved the change in designation of Ms. Ishita Gala as Additional Director, Executive as it was also proposed to appoint her as the Managing Director of the Company at the meeting.

Pursuant to amendment (effective from 1<sup>st</sup> January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Ishita Gala shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier. Hence, considering the requirement of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, approval of members of the Company be and is hereby sought to appoint Ms. Ishita Gala as Director of the Company under **Item No. 1.**

The Board proposes to appoint Ms. Ishita Gala as the Managing Director of the Company to which consent of Ms. Ishita Gala has been received and the Board at its meeting held on April 14, 2022, have also approved the same subject to the approval of the Members.

The said appointment will be in terms with Section 196 and 197 of the Act along with the Rules framed thereunder and read with Schedule IV of the Act for a term of 5 years commencing from April 15, 2022, to April 14, 2027.

COMMISSION: If any, at a rate that the percentage limit of the net profit of the Company as specified in the Companies Act 2013.

REMUNERATION: The total remuneration, if any, for any year shall not exceed percentage limit of the net profits of the Company as specified in the Companies Act, 2013, calculated in accordance with Section 198, subject to the overall ceiling prescribed under Section 197 read with Section I of Part II of Schedule V of the Companies Act, 2013, as existing or modified or re-enacted.

She shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or Committee thereof.

She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The brief profile of Ms. Ishita Gala as per Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements), 2015 is annexed to the Notice as Annexure A.

Ms. Ishita Gala, brings in immense experience in retail segment and has lead the Suumaya Group from the front by being it's promoter and ex- Managing Director of Suumaya Industries Limited. Her appointment as the Managing Director of your Company is highly beneficial for its' growth.

The appointment of Ms. Ishita Gala as Managing Director is now being placed before the Members for their approval in **Item No. 2.**

All the relevant documents, contracts, the terms and conditions of appointment of Ms. Ishita Gala as the Managing Director of the Company shall be open for inspection by the Members at the Corporate Office of the Company between 11:00 a.m. to 4:00 p.m. on all working day, (Monday to Friday) except Saturdays, Sundays and holidays up to the date of Extra- Ordinary General Meeting and the same shall be available at the time of the said Meeting.

Your directors recommend the resolution for approval of members.

All of the Directors of the Company or their relatives is concerned or interested in the proposed resolution except to the extent of their shareholding.

### **ITEM NO. 3**

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the Members pursuant to under Section 149 and 152 of the Companies Act, 2013 and the Articles of Association of the Company, approved the appointment of Ms. Karishma Kaku (DIN: 07214961), as an additional Non-Executive Director of the Company, with effect from April 14, 2022. Pursuant to amendment (effective from 1st January, 2022) to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms. Karishma Kau shall hold office until the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Ms. Karishma Kaku is eligible to be appointed as Non-Executive Director and is not disqualified in terms of section 164 of the Companies Act, 2013. The Company has received a notice under Section 160 of the Companies Act, 2013 from her signifying her candidature as a Non-Executive Director of the Company.

Ms. Karishma Kaku has consented to act as a Non- Executive Director of the Company whose office shall be liable to retire by rotation, on the following terms and conditions:

- a. Remuneration as applicable to other Non-Executive Directors of the Company, in addition to the sitting fees for attending the meetings of the Board of Directors thereof, as may be determined by the Board of Directors of the Company, provided however that the aggregate remuneration, including commission, paid to the Directors other than the Managing Director and Whole Time Directors in a financial year shall not exceed one percent of the net profits of the Company, in terms of Section 197 of the Companies Act, 2013 and computed in the manner referred to in Section 198 of the Companies Act, 2013.
- b. Reimbursement of travel, stay and entertainment expenses actually and properly incurred in the course of business as per the Company's policy.

All the relevant documents, contracts, the terms and conditions of appointment of Ms. Karishma Kaku as Non-Executive Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 11:00 a.m. to 4:00 p.m. on all working day, (Monday to Friday) except Saturdays, Sundays and holidays up to the date of Extra Ordinary General Meeting and the same shall be available at the time of the Meeting.

The brief profile of Ms. Karishma Kaku as per Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements), 2015 is annexed to the Notice as Annexure A.

The Board considers that Ms. Karishma Kaku's association would be of immense benefit to the Company as the Non-Executive Director.

All of the Directors of the Company or their relatives is concerned or interested in the proposed resolution except to the extent of their shareholding.

**By Order of the Board of Directors  
For White Organic Retail Limited**

**Sd/-**

**CS Meghal Mehta**

**Company secretary & Compliance Officer**

**Date: April 14, 2022**

**Place: Mumbai**

**Date: 14<sup>th</sup> April, 2022**

**Registered office:**

Gala No. 5F/D, Malad Industrial Units  
Co-Op Soc Ltd, Kachpada,  
Ramchandra Lane Extension, Malad  
West, Mumbai - 400 064

### Annexure A to the Notice

Details of Directors seeking Appointment Extra- Ordinary General Meeting pursuant to 36(3) of the Sebi (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings are as under:

<b>1.</b>	<b>Name of the Director</b>	Ms. Ishita Gala (DIN: 07165038)	Ms. Karishma Kaku
<b>2.</b>	<b>Age</b>	28 years	31 years
<b>3.</b>	<b>Qualifications</b>	B.Com and Semi- qualified Actuary	B.Com and Semi Qualified Chartered Accountant
<b>4.</b>	<b>Date of Appointment on the Board</b>	February 07, 2022 and change in designation on April 14, 2022	April 14, 2022
<b>5.</b>	<b>Shareholding in the Company as on March 31, 2022</b>	Nil	Nil
<b>6.</b>	<b>Brief resume including profile, experience and expertise in specific functional areas</b>	Ishita Gala is a Commerce Graduate and a Semi- Actuary. She is a young entrepreneur and a promoter and ex- Managing Director of Suumaya Industries Limited. She currently looks after the textiles and retail segments of Suumaya Group. A young and dynamic entrepreneur, she has led Suumaya from the front. Has wide exposure and experience in the field of textiles and apparels and an expert in business administration and human resource management.	Ms. Karishma Kaku is a commerce graduate and a semi-qualified Chartered Accountant. She has immense experience in the field of Accounts, Taxation and Finance. She was the CFO of Suumaya Industries Limited. She is associated as accounts and tax consultant with a few organisations.
<b>7.</b>	<b>Disclosure of inter-se relationship between directors and key managerial personnel</b>	She is the sister-in-law of Ms. Karishma Kaku, Non- Executive Director of the Company.	She is the sister-in-law of Ms. Ishita Gala, Managing Director of the Company.
<b>8.</b>	<b>Directorship held in other companies (including the Listed Entities) as on March 31, 2022</b>	<ul style="list-style-type: none"> <li>- Suumaya Corporation Limited (Formerly known as Rangoli Tradecomm Limited)</li> <li>- Suumaya Agro Limited</li> <li>- Hence Agro Development Limited</li> <li>- Ganadhip Wholeseller Private Limited</li> <li>- Suumaya Protective Texcorp Limited</li> <li>- Suumaya Consumer Beverages Limited</li> <li>- Suumaya Trans Logistics Limited</li> <li>- Suumaya Agro Warehousing Limited</li> <li>- Suumaya Retail Limited</li> </ul>	<ul style="list-style-type: none"> <li>- Sungold Capital Limited</li> <li>- Suumaya Consumer Beverages Limited</li> <li>- Suumaya Fabrics Limited</li> <li>- Musk Investments Private Limited</li> <li>- Suumaya Capital Limited</li> <li>- Suumaya Infotech Private Limited</li> <li>- Om Sai Nityanand Management Private Limited</li> <li>- Olympus Fintax Solutions Private Limited</li> <li>- Suumaya Foundation</li> </ul>

		- Suumaya Industries Limited (resigned wef January 02, 2021)	
9.	<b>Companies in which Director is Member/Chairman of the Committee of the Board as on March 31, 2022</b>	Nil	Sungold Capital Limited  Chairman- Audit Committee  Chairperson- Nomination & Remuneration Committee
10.	<b>Terms and Conditions of appointment along with details of remuneration sought to be paid and remuneration last drawn</b>	As per the resolution and explanatory statement above.	As per the resolution and explanatory statement above.
11.	<b>Number of Board Meetings attended</b>	3	1