

NOTICE OF 11TH ANNUAL GENERAL MEETING

Notice is hereby given that the 11th Annual General Meeting of the Members of White Organic Retail Limited will be held on Thursday September 29, 2022, at 3:00 PM through Video Conferencing / Other Audio-Visual Means (OAVM).

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Ms. Ishita Gala, Managing Director (DIN: 06995765), who retires by rotation and being eligible has offered herself for reappointment.
3. To re-appoint Statutory Auditors for the second term of five years and in this regard pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139 and other applicable provisions of the Companies Act, 2013, M/s Gupta Raj & Co. (FRN: 001687N) having offered themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company for the second term of five years to hold office from the conclusion of the 11th annual general meeting till the conclusion of the 16th annual general meeting of the Company, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. Appointment of Mrs. Archana Chirawawala (DIN: 09721625) as Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable law and on the recommendation of Nomination and Remuneration Committee, Mrs. Archana Chirawawala (DIN: 09721625), who was appointed as an Additional Director of the Company with effect from September 3, 2022 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing her candidature for the office of the Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for first consecutive term of 5 (five) years commencing from September 3, 2022 up to September 2, 2027.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized, to delegate the powers to Directors and Key Managerial Personnel and do all acts, deeds, matters and things as deem necessary, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Appointment of Mr. Abhay Kumar Sethia (DIN: 09721583) as Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable law and on the recommendation of Nomination and Remuneration Committee, Mr. Abhay Kumar Sethia (DIN: 09721583), who was appointed as an Additional Director of the Company with effect from September 3, 2022 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for first consecutive term of 5 (five) years commencing from September 3, 2022 up to September 2, 2027.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized, to delegate the powers to Directors and Key Managerial Personnel and do all acts, deeds, matters and things as deem necessary, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Ms. Sneha Zabak (DIN: 09725302) as Non-Executive Independent Director

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable law and on the recommendation of Nomination and Remuneration Committee, Ms. Sneha Zabak (DIN: 09725302), who was appointed as an Additional Director of the Company with effect from September 3, 2022 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing her candidature for the office of the Director be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation for first consecutive term of 5 (five) years commencing from September 3, 2022 up to September 2,2027.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized, to delegate the powers to Directors and Key Managerial Personnel and do all acts, deeds, matters and things as deem necessary, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Appointment of Mr. Tejas Chheda (DIN: 07799005) as Non-Executive Director

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable law and on the recommendation of Nomination and Remuneration Committee, Mr. Tejas Chheda (DIN: 07799005), who was appointed as an Additional Director of the Company with effect from September 3, 2022 by the Board of Directors pursuant to Section 161 of the Act and as recommended by the Nomination and Remuneration Committee and who holds office upto the date of the ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act proposing his candidature for the office of the Director be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized, to delegate the powers to Directors and Key Managerial Personnel and do all acts, deeds, matters and things as deem necessary, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office of the Company

Wing A, B & F,
Unit No. 2001-2002, 20th Floor
Lotus Corporate Park,
Goregaon East, Mumbai 400063

By Order of the Board

--Sd/---

Ms. Ishita Gala
Managing Director
DIN: 07165038

Date: 11-08-2022

Place: Mumbai

Notes:

1. In view of the continuing COVID-19 pandemic and social distancing norms is to be followed, the Government of India, 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, General Circular No. 02/2021 dated 13th January, 2021, General Circular No.21/2021 dated December 14, 2021, and General Circular No.3/2022 dated May 05, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as '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), allowed conducting Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) and dispensed personal present of the members at the meeting at the AGM 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 11th AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company i.e., B-20 Lotus Corporate Park, Near Jai Coach, Western Express Highway, Goregaon, Mumbai – 400063.

2. The Explanatory Statement pursuant to Section 102(1) of the Act, in respect of Special Business as set out in item No. 4 to 7 above and the relevant details of the Directors seeking appointment/ re-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 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 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 AGM and hence the Proxy Form, Attendance Slip and Route Map of the AGM venue are not annexed to this notice.

In compliance with the MCA Circulars and SEBI Circular, the Notice of the AGM inter alia indicating the process and manner of electronic voting along with the Annual Report of the Company for the Financial Year ended March 31, 2022, is being sent to the Members as on cutoff date i.e., Friday September 2, 2022 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 Annual Report of the Company.

Members may note that the Notice and Annual Report of the Company for FY2021-2022 will also be available on the Company's website <http://whiteorganics.co.in/> and the website of the Stock Exchanges, i.e. The BSE Limited <https://www.bseindia.com/>. The Notice of AGM is also available on the website of Central Depository Securities Limited ("CDSL") at www.evotingindia.com.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Members can join the AGM 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 Members will be able to view the proceedings on the Central Depository Services (India) Limited ('CDSL') website at www.evotingindia.com. The facility of participation at the AGM through VC/OAVM will be made available to all the shareholders of the Company.
6. Institutional / corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorization etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting. The said Resolution / Authorization shall be sent to the Company/Scrutinizer by e-mail on its registered e-mail address to worl.cs@suumaya.com / rinkeshgala94@gmail.com
7. Relevant documents referred to in the Notice shall be available for inspection through electronic mode. Members are requested to write to the Company on worl.cs@suumaya.com by mentioning their DP ID & Client ID/Physical Folio Number for inspection of said documents.
8. Members may please note that pursuant to Regulation 12 of the Listing Regulations, all listed entities shall use any electronic mode of payment facility approved by Reserve Bank of India for making payment(s) to the Members of dividend(s), interest(s), redemption(s) or repayment(s). In view of this direction, Members are requested to update their bank account details with their respective Depository Participants to enable the Company to make the said payment(s) in electronic form.

Members are further requested to note that non availability of correct bank account details such as MICR ("Magnetic Ink Character Recognition"), IFSC ("Indian Financial System Code"), etc., which are required for making electronic payment will lead to rejection/failure of electronic payment instructions by the bank in which case, the Company or RTA will use physical payment instruments for making payment(s) to the Members with available bank account details of the Members.

SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in demat form are therefore requested to submit their PAN to their DP's with whom they are maintaining their demat accounts.

9. Any information in regard to the Accounts and Operations of the Company may be sent to the Company Secretary at worl.cs@suumaya.com at least seven (7) days in advance of the date of AGM. The same will be replied by the Company suitably.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form SH-14, as the case may be.
11. In case of joint holders, the Member whose name appears as the first holder in the order of the names as per the Register of Members of the Company will be entitled to vote at the meeting.
12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests at worl.cs@Suumaya.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
15. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
16. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice or explanatory statement will be available electronically for inspection by the Members during the AGM. Members seeking to inspect such documents can send an e-mail to worl.cs@Suumaya.com.
17. Members can also provide their feedback on the shareholder services of the Company by sending an e-mail at worl.cs@Suumaya.com and more details are available on www.whiteorganics.co.in This feedback will help the Company in improving Shareholder Service Standards.

VOTING THROUGH ELECTRONIC MEANS AND ATTENDING THE AGM THROUGH OAVM/VC:

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended) and the MCA Circulars and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Company is providing facility of remote e-voting to its Members in respect of the business to

be transacted at the AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as remote e-voting during the AGM will be provided by CDSL.

The Members can join the AGM 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 herein. The facility of participation at the AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOININGMEETING THROUGH VC/OAVM ARE AS UNDER:

- i. The voting period begins on September 26, 2022 at 9.00 a.m. IST and ends on September 28, 2022 at 5.00 p.m. IST. During this period Members’ of the Company, as on the cut-off date i.e. September 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. 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 is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 or joining virtual meeting & 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 3) 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. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<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.nsd.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 & voting during the meeting.

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

v. Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 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 Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for

	<p>both demat shareholders as well as physical shareholders)</p> <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)	<p>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.</p> <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 as mentioned in instruction (v).

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the relevant **White Organic Retail Limited** on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.

Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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; worl.cs@Suumaya.com (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 THROUGH VC/OAVM & E-VOTING DURING THE MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- 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 Remote e-voting.
- 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.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- 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.
- 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 at least **4 days prior to meeting** mentioning their name, DEMAT account number/folio number, email id, mobile number at (worl.cs@Suumaya.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **4 days prior to meeting** mentioning their name, DEMAT account number/folio number, email ID, mobile number at worl.cs@Suumaya.com. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM 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 AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM 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

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

GENERAL INFORMATION

- 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.
- The Company has appointed M/s. Rinkesh Gala & Associates, Practicing Company Secretaries (ACS 42486 and CP No. 20128), 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 in the notes to AGM notice.
- The Scrutiniser will submit his 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 AGM and votes cast through remote e- voting) not later than 48 hours from the conclusion of AGM.
- The results declared along with the Scrutinizer's Report shall be placed on the website of the Company <http://whiteorganics.co.in/.com> and on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously communicate the results to National Stock Exchange of India Limited, where the shares of the Company are listed.
- Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of AGM September 29, 2022.
- 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 worl.cs@suumaya.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE ACT AND REGULATION 36 OF THE SEBI LISTING REGULATIONS IN RESPECT OF THE SPECIAL BUSINESSES

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mrs. Archana Chirawawala (DIN: 09721625) as an Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 years commencing from September 3, 2022 on terms and conditions as mutually agreed between the Board and Mrs. Archana and subject to the approval of the Members of the Company under Sections 149 and 161 of the Act and applicable provisions of the Listing Regulations and the Articles of Association of the Company.

As per the provisions contained under Section 161 of the Act, Mrs. Archana Chirawawala (DIN: 09721625) holds office upto the date of ensuing Annual General Meeting and is eligible for being appointed as a Non-Executive Independent Director of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mrs. Archana Chirawawala (DIN: 09721625) for the office of Director of the Company. The Company has also received a declaration from Mrs. Archana Chirawawala (DIN: 09721625) that she meets criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge the duties.

Mrs. Archana Chirawawala (DIN: 09721625) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has given her consent to act as Director of the Company.

In the opinion of the Board, Mrs. Archana Chirawawala (DIN: 09721625) is independent of the management and meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations.

The brief profile of Mrs. Archana Chirawawala (DIN: 09721625) are provided in the "Annexure - A" to the Notice pursuant to the provisions of the Listing Regulations and SS-2.

Mrs. Archana Chirawawala does not hold shares in the Company.

Given her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Archana Chirawawala on the Board of the Company and accordingly the Board recommends her appointment as an Independent Director as proposed in the Special Resolution as set out at Item No.4 of the Notice for the approval by the Members.

Save and except, Mrs. Archana Chirawawala (DIN: 09721625), none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.4 of the Notice.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Mr. Abhay Kumar Sethia (DIN: 09721583) as an Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 years commencing from September 3, 2022 on terms and conditions as mutually agreed between the Board and Mr. Abhay and subject to the approval of the Members of the Company under Sections 149 and 161 of the Act and applicable provisions of the Listing Regulations and the Articles of Association of the Company.

As per the provisions contained under Section 161 of the Act, Mr. Abhay Kumar Sethia (DIN: 09721583) holds office upto the date of ensuing Annual General Meeting and is eligible for being appointed as a Non-Executive Independent Director of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Abhay Kumar Sethia (DIN: 09721583) for the office of Director of the Company. The Company has also received a declaration from Mr. Abhay Kumar Sethia (DIN: 09721583) that he meets criteria of independence as prescribed under the Act and the

Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties.

Mr. Abhay Kumar Sethia (DIN: 09721583) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has given his consent to act as Director of the Company.

In the opinion of the Board, Mr. Abhay Kumar Sethia (DIN: 09721583) is independent of the management and meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations.

The brief profile of Mr. Abhay Kumar Sethia (DIN: 09721583) are provided in the "Annexure - A" to the Notice pursuant to the provisions of the Listing Regulations and SS-2.

Mr. Abhay Kumar Sethia does not hold shares in the Company.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Abhay Kumar Sethia on the Board of the Company and accordingly the Board recommends his appointment as an Independent Director as proposed in the Special Resolution as set out at Item No.5 of the Notice for the approval by the Members.

Save and except, Mr. Abhay Kumar Sethia (DIN: 09721583), none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.5 of the Notice.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company has appointed Ms. Sneha Zabak (DIN: 09725302) as an Additional Director in the category of Non-Executive Independent Director, not liable to retire by rotation, for a term of 5 years commencing from September 3, 2022 on terms and conditions as mutually agreed between the Board and Ms. Sneha and subject to the approval of the Members of the Company under Sections 149 and 161 of the Act and applicable provisions of the Listing Regulations and the Articles of Association of the Company.

As per the provisions contained under Section 161 of the Act, Ms. Sneha Zabak (DIN: 09725302) holds office upto the date of ensuing Annual General Meeting and is eligible for being appointed as a Non-Executive Independent Director of the Company.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Ms. Sneha Zabak (DIN: 09725302) for the office of Director of the Company. The Company has also received a declaration from Ms. Sneha Zabak (DIN: 09725302) that she meets criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge the duties.

Ms. Sneha Zabak (DIN: 09725302) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and any other applicable law prescribed by SEBI or any other authority and has given her consent to act as Director of the Company.

In the opinion of the Board, Ms. Sneha Zabak (DIN: 09725302) is independent of the management and meets the criteria of independence as specified in the Act, the Rules framed thereunder and the Listing Regulations.

The brief profile of Ms. Sneha Zabak (DIN: 09725302) are provided in the "Annexure - A" to the Notice pursuant to the provisions of the Listing Regulations and SS-2.

Ms. Sneha Zabak does not hold shares in the Company.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Sneha Zabak on the Board of the Company and accordingly the Board recommends her appointment as an Independent Director as proposed in the Special Resolution as set out at Item No.6 of the Notice for the approval by the Members.

Save and except, Ms. Sneha Zabak (DIN: 09725302), none of the other Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No.6 of the Notice.

Item No. 7

Mr. Tejas Chheda (DIN: 07799005), on the recommendation of the Nomination and Remuneration Committee was appointed as an Additional Director with effect from September 3, 2022 by the Board in accordance with Section 161 of the Companies Act, 2013. As per Section 161 of the Act, Mr. Tejas Chheda holds office upto the date of ensuing Annual General Meeting. The Company has received the requisite notice in writing under Section 160 of the Act from a member proposing Mr. Tejas Chheda to be appointed as a Non-Executive Director at the ensuing AGM liable to retire by rotation. Mr. Tejas Chheda has consented to the proposed appointment and declared qualified. Mr. Tejas Chheda possesses the requisite knowledge, experience and skill for the position of Director. The Board on receipt of the said Notice from a member and recommendation of its Nomination and Remuneration Committee and subject to approval of the members at the ensuing AGM has accorded its consent, to appoint Mr. Tejas Chheda as a Non-Executive Director of the Company liable to retire by rotation.

No other Director, Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the proposed resolution. The Board of Directors recommend passing of the Resolution set out in Item No. 7 of this Notice.

Registered Office of the Company

Wing A, B & F,
Unit No. 2001-2002, 20th Floor
Lotus Corporate Park,
Goregaon East, Mumbai 400063

Date: 11-08-2022**Place: Mumbai****By Order of the Board****--Sd/---****Ms. Ishita Gala
Managing Director
DIN: 07165038**

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT/REGULARIZATION AT THE FORTHCOMING ANNUAL GENERAL MEETING
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of
Secretarial Standards-2 on General Meetings]

Name	Ms. Ishita Gala	Mrs. Archana Chirawawala	Mr. Abhay Kumar Sethia	Ms. Sneha Zabak	Mr. Tejas Chheda
Date of Birth	April 13, 1994	December 20, 1975	February 13, 1987	March 07, 1988	March 31, 1983
Date of Appointment	February 7, 2022 Appointed as Non-Executive Director and later on Change her designation to Executive Director on April 14, 2022 and Appointed as Managing Director on April 15, 2022.	September 3, 2022	September 3, 2022	September 3, 2022	September 3, 2022
Brief Profile including profile, experience and expertise in specific functional areas	Ishita Gala is a Commerce Graduate and a Semi- Actuary. She qualifications 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.	Mrs. Archana Chirawawal is a Chartered Accountant by profession and proprietor of Chirawawala & Associates. She has over 17 year of experience in Accounting and Book Keeping, Income Tax, GST and Capital Market Advisory and Carry out Various Audits etc.	Mr. Abhay Sethia is a Transformational and result oriented Finance & Accounting Professional with around 14 years of extensive experience in Taxation, Internal Control and Corporate Compliance. Exemplary experience in Accounting and Auditing, Direct & Indirect tax Laws and ERP implementation.	Ms. Sneha Zabak is Multilingual translator with 6 years of experience in Spanish-English and other regional language translations. Also holds master's degree in Banking and Finance and a Post Graduate Diploma in Banking operations.	Mr. Tejas Chheda is commercial artist with specialization in boosting sales through efficient PR, branding and marketing. He has experience of more than 12 years. He has worked with corporate houses for their Annual Events, Sales Event, PR Meets, Product Launch and so on. Looks after retail segment in Suumaya group.
Qualification	Bachelor's Degree in Commerce from Mumbai University and is semi-qualified Actuary.	Chartered Accountant	C.A. Intermediate (P.C.C.), ICAI and Bachelor's Degree from MGS University Bikaner, Rajasthan.	1. Post Graduate Diploma in Banking Operations from Institute of Finance Banking & Insurance 2. Masters of Commerce in Banking & Finance 3. Bachelors of Commerce in Banking & Insurance	Qualified in Commercial Arts.
Directorships held in other companies (excluding section 8 and foreign companies)	1. Suumaya Corporation Limited 2. Suumaya Agro Limited 3. Hence Agro Development Limited 4. Suumaya	NA	NA	NA	Suumaya Retail Limited

	Consumer Beverages Limited 5. Suumaya Protective Texcorp Limited 6. Ganadhip Wholeseller Private Limited 7. Suumaya Retail Limited 8. Suumaya Trans Logistics Limited 9. Suumaya Agro Warehousing limited				
Memberships of committees across other companies (includes only Audit & Shareholders / Stakeholder Relationship Committee)	3	NA	NA	NA	NA
Shares held in the Company	NIL	NIL	NIL	NIL	NIL
Relationship between directors inter-se	Mrs. Karishma Kaku is sister-in-law of Ms. Ishita Gala	NA	NA	NA	NA

Registered Office of the Company

Wing A, B & F,
Unit No. 2001-2002, 20th Floor
Lotus Corporate Park,
Goregaon East, Mumbai 400063

Date: 11-08-2022

Place: Mumbai

By Order of the Board

--Sd/---

**Ms. Ishita Gala
Managing Director
DIN: 07165038**