



SIKKIM IFFCO ORGANICS LIMITED

IFFCO Sadan, C-1, District Centre, Saket Place, New Delhi - 110017

CIN : U15490DL2018PLC331928

NOTICE

Notice is hereby given that 5th Annual General Meeting of the members of M/s Sikkim IFFCO Organics Limited will be held on Friday September 22, 2023 at 15:00 Hrs at IFFCO Sadan, C-1, District Centre, Saket Place, New Delhi-110017 to transact the following businesses:

ORDINARY BUSINESSES: -

1. To receive, consider and adopt the Financial Statements for the year ended March 31, 2023 comprising of Balance Sheet, Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2023 and Notes forming part of the Financial Statements together with the report of the Directors and the Auditors thereon.
2. To consider and if thought fit to pass, with or without modification following resolution as an Ordinary resolution:

“**RESOLVED THAT** Shri Manish Gupta (DIN 01335184) be and is hereby appointed as Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

3. To appoint Shri Jigme Dorjee Bhutia as Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) **Shri Jigme Dorjee Bhutia (DIN: - 09762512)** who was appointed as an Additional Director by the Board of Directors and who ceases to hold office under Section 161 of the



Companies Act, 2013, be and is hereby appointed as a Director, being a nominee of Government of Sikkim, liable to retire by rotation.”

**By order of the Board of Directors
For Sikkim IFFCO Organics Limited**

A handwritten signature in blue ink, appearing to read "A Jain".

(Aakash Jain)

Company Secretary

Mem. No. : - F11155

**Address: - F-18, Street No. 6,
West Jyoti Nagar, Shahdara,
Delhi-110094, India**

Date: 13/09/23
Place: Delhi



NOTES:

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") have permitted Companies to conduct AGM through Video Conferencing "VC" or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder the 5th AGM of the Company can be attended through Video Conferencing.
2. Members may sent any question related to the resolution set-out in this notice at info@sikkimiffco.com.
3. The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall be closed after expiry of 15 minutes after such scheduled time or when all members and directors of the Company and other person as required to attend this meeting present, whichever is earlier.
4. Hon'ble Governor and Corporate Members may authorise their representatives to participate and vote in the Meeting in terms of Section 112 and 113 of the Companies Act, 2013 respectively. They are requested to send an authorisation or certified copy of the Board Resolution authorising such representative to attend and vote on their behalf at the Meeting at info@sikkimiffco.com.
5. Unless a poll is demanded all resolution stated in this notice shall be passed by show of hands. In case poll is demanded in accordance with section 109 of Companies Act, 2013, members shall send their vote at info@sikkimiffco.com.



6. The Statutory Registers and other records under the Companies Act, 2013 and rules made thereunder, will be available for inspection by Members at the venue of AGM and by Virtual means.
7. Details of the appointee Director(s) pursuant to the Secretarial Standard – 2 (Secretarial Standard on General Meeting) forms part of this Notice.
8. The explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts in respect of item no. 3 is annexed hereto that forms part of this notice.
9. Route map including prominent Landmark forms part of this Notice.



Details of the appointee Director(s) pursuant to the Secretarial Standard – 2 (Secretarial Standard on General Meeting) is as follows:

Name	Shri Manish Gupta
Director Identification Number (DIN)	0133584
Date of Birth	20/04/1967
Date of First Appointment	31/03/2020
Qualification	IIT, Delhi and IIM, Kolkata
Experience	He has served as an IRS officer at senior position in the Govt. of India and its various undertakings. Currently associated with IFFCO group as Director (S&JV). He has been instrumental in diversification of IFFCO Group and the restructuring of its several subsidiary companies. He is also present on the board of various Associate and Subsidiary Companies of IFFCO.
Number of Shares held	NA
Details of Last Remuneration drawn	NIL
Details of Remuneration proposed to be paid	NA
Relationship with other Directors/Key Managerial Personnel (if any)	NA
The Number of Meeting of the Board attended during the Financial year 22-23	5
Other Directorship	<ol style="list-style-type: none"> 1. IFFCO Kisan Suvidha Ltd 2. Indian Farmers Fertiliser Cooperative Limited 3. IFFCO Canada Enterprise Limited 4. Jordan Phosphate Mines Company Plc. 5. IFFCO Kisan Finance Limited 6. IFFCO eBazar Limited 7. New Age Financial Advisory Private Limited 8. New Age Stratfin Advisors Private Limited 9. Triumph Offshore Private Limited 10. Jordan India Fertiliser Company (Free Zones)



Name	Shri Jigme Dorjee Bhutia
Director Identification Number (DIN)	09762512
Date of Birth	02/11/1966
Date of First Appointment	11/10/2022
Qualification	He holds a degree in Agriculture obtained from UAS, Bangalore.
Experience	He joined the State Civil Services in 1991 and served in different Departments of the Government of Sikkim in various capacities. He was inducted into the IAS in 2022 and is currently serving as the Secretary, Agriculture Department as well as Secretary to Hon'ble Governor of Sikkim.
Number of Shares held	NA
Details of Last Remuneration drawn	NA
Details of Remuneration proposed to be paid	NA
Relationship with other Directors/Key Managerial Personnel (if any)	NA
The Number of Meeting of the Board attended during the Financial year 22-23	3
Other Directorship	Nil



**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No.: 3

The Board of Directors vide item no. 21/S1 and 21/S2 passed in its 21st Board Meeting held on October 11, 2022 appointed Shri Jigme Dorjee Bhutia (DIN: - 09762512), the nominee of Government of Sikkim (GoS), as the Additional Director and Chairman of the Board w.e.f. October 11, 2022. According to the provisions of Section 161 of the Companies Act, 2013 ("the Act") read with rules made thereunder, he holds the office as Director up to the date of ensuing Annual General Meeting. As the members are aware of the fact that the Company is a Joint Venture Company and required to appoint nominee Director of Government of Sikkim in terms of the provisions of Joint venture Agreement read with Articles of Association of the Company. Accordingly, the proposal for appointment of Shri Jigme Dorjee Bhutia (DIN: - 09762512) as the Director, being a nominee of Government of Sikkim, liable to retire by rotation, is being placed before the members for consideration.

The Board recommends the resolution to be passed as an Ordinary Resolution for the appointment of Shri Jigme Dorjee Bhutia, as the Director, being a nominee of Government of Sikkim, liable to retire by rotation.

None of Directors and Key Managerial Personnel, except Shri Jigme Dorjee Bhutia, is concerned or interested in the above resolution.

**By order of the Board of Directors
For Sikkim IFFCO Organics Limited**

(Aakash Jain)

Company Secretary

Mem. No. : - F11155

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