



SIKKIM IFFCO ORGANICS LIMITED

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

CIN : U15490DL2018PLC331928

NOTICE

Notice is hereby given that Extra-Ordinary General Meeting of the members of M/s Sikkim IFFCO Organics Limited will be held at shorter notice on Thursday June 22, 2023 at 13:45 Hrs at IFFCO Sadan, C-1, District Centre, Saket Place, Saket, New Delhi-110017 to transact the following businesses:

SPECIAL BUSINESS:

- 1. Approval for increase in borrowing powers in excess of the Paid-up Share Capital, Free Reserves and Securities Premium of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013 and for creation of charges on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013 to secure the borrowings.**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") readwith rules made thereunder and in compliance of all other applicable provisions of the Act (including any statutory modification(s) or re-enactments thereof for the time being in force), and in partial modification/supersession of earlier resolution(s) passed in this regard by the shareholders in the Extra-Ordinary General Meeting held on September 26, 2018, the consent of the shareholders be and is hereby accorded to the Board of Directors to borrow moneys in excess of aggregate of its paid-up share capital and free reserves and securities premium, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of ₹ 80,00,00,000 (Rupees Eighty Crore Only)."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("the Act") readwith rules made



thereunder and in compliance of all other applicable provisions of the Act (including any statutory modification(s) or re-enactments thereof for the time being in force) and in partial modification/supersession of earlier resolution(s) passed in this regard by the shareholders in the Extra-Ordinary General Meeting held on September 26, 2018, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board") to mortgage, hypothecate, create charge, pledge and/or also to create liens, floating charges and all other encumbrances of whatsoever nature on all or any of the Company's immovable and movable properties wherever situate, present and future, in such form and in such manner as the Board may think fit and proper, in favour of any of the banks/Financial institutions, aggregating to value not exceeding ₹ 80,00,00,000 (Rupees Eighty Crore Only) to be provided from time to time in one or more tranches under its borrowing powers, to secure the principal amount together with interest, compound interest and all costs, charges and expenses and all other monies as may become due and payable by the Company in that behalf and to vary or modify existing securities, from time to time, in such manner and in such form on all or any of the properties or part of any of the property and the undertakings of the Company, both present and future, as may be decided by the Board and as agreed to by the said banks/Financial institutions both present and future, to secure the loans, financial facilities as may be obtained by the Company from time to time and as may be deemed appropriate by the Board."

"RESOLVED FURTHER THAT all actions taken by the Board or by the persons to whom Board has entrusted such powers in connection with any of the matter referred to above or as contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respect."

"RESOLVED FURTHER THAT the Board or any other person(s) as may be authorised by the Board be and is hereby authorised to sign and execute all



such documents, deeds and writings and to do all such acts, deeds, matters and things as may be necessary for giving effect to the above resolution."

2. Re-appointment of Shri Manish Gupta (DIN: - 01335184) as the Managing Director:

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

"RESOLVED THAT pursuant to the provisions of Section 2(54), 196 and 203 of the Companies Act, 2013 ('the Act') read with rules made thereunder and applicable provisions of schedule V of the Act and in compliance of all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Shri Manish Gupta (DIN: 01335184) as Managing Director (Whole-time Key Managerial Personnel) of the Company for a period of 2 years i.e. July 07, 2023 to July 06, 2025 without remuneration."

"RESOLVED FURTHER THAT the Board or any other person(s) as may be authorised by the Board be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary by them to give effect to this resolution."

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

**(Aakash Jain)
Company Secretary
Mem. No:- F11155**

Add.: F-18, Street No. 6,
West Jyoti Nagar, Shahdara,
Delhi-110094

Date: 22/06/2023
Place: Delhi



NOTES:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circulars No. 11/2022 dated 28.12.2022 readwith the General Circular No. 14/2022 dated 08.04.2022 and General Circular No. 03/2022 dated 05.05.2022 and other relevant circulars issued in this regard (collectively "MCA Circulars"), have permitted companies to conduct EGMs through Video Conferencing "VC" or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance of the aforesaid MCA Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder the EGM of the Company is proposed to be convened and conducted through VC.
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, Government of Sikkim 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 true copy of the Board Resolution authorjising 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 EGM and by Virtual means.
7. The explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts in respect of item no. 1 & 2 annexed hereto and forms part of this notice.
8. This meeting is convened at a shorter notice.
9. Route map including prominent Landmark forms part of this Notice.



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

Item No.: 1

The provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, without the consent of the Company accorded by way of a special resolution. Further, the provisions of Section 180(1)(a) of the Act requires that the Board of Directors shall not hypothecate, mortgage, charge or otherwise encumber such properties of the Company, except with the consent of the shareholders by way of a Special Resolution.

Accordingly, the shareholders in the Extra-Ordinary General Meeting held on September 26, 2018 granted the approval to the Board to borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business but not in excess of ₹ 35,00,00,000 (Rupees Thirty Five Crore Only) and to hypothecate, mortgage, charge or otherwise encumber such properties of the Company upto the value not exceeding ₹ 35,00,00,000 (Rupees Thirty Five Crore Only).

Further, the Company has received the sanction of the credit facility of ₹ 37.50 Cr, Fund Based Working Capital ("FBWC") facility of ₹ 6.00 Cr and Non fund Based (Forward Contract Limit-CEL) of ₹ 0.41 Cr from State Bank of India (SBI) SME Gangtok vide its letter no. BR/ADV/2023-24/34 dated June 17, 2023.

The Company has already availed the Loan of ₹ 33.00 Cr from M/s IFFCO e-Bazar Limited. And in order to repay such Loan the Company has to take the disbursement from the SBI SME Gangtok. This will make the total fund



disbursement of more than ₹ 35.00 Cr in favor of the Company at one point of time.

Therefore, the Special Resolutions under Section 180(1)(c) and 180(1)(a) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 of the Notice, is placed before the members to authorize the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves and securities premium of the Company but not in excess of ₹ 80,00,00,000 (Rupees Eighty Crore only) and to hypothecate, mortgage, charge or otherwise encumber on the current and future assets of the Company upto a value not exceeding ₹ 80,00,00,000 (Rupees Eighty Crore only) and respectively. The Board recommend the resolutions for the approval of members as Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

Item No.: 2

In terms of the provisions of Section 203(1) of the Companies Act, 2013 ('the Act') readwith Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to have the following whole-time key managerial personnel:—

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole time Director;
- (ii) Company secretary; and
- (iii) Chief Financial Officer:

And in terms of clause 4.2 of the Joint Venture Agreement entered into between the Indian Farmers Fertiliser Cooperative Ltd (IFFCO) and Government of Sikkim (GoS), *"the Parties agree that GoS shall be entitled to nominate and appoint one*



of its nominee Directors as the Chairman of the Board and IFFCO shall, at all times, be entitled to nominate and appoint one of its nominee Directors as the Managing Director of the Company”.

Accordingly, vide item no. 25/4 passed in the 25th Board Meeting held on June 14, 2023, in terms of the provisions of Section 2(54), 196 and 203 of the Companies Act, 2013 and subject to the approval of the shareholders at the ensuing general meeting of the Company, the Board granted its approval to re-appoint Shri Manish Gupta (DIN: - 01335184) as the Managing Director for a period of 2 (two) years from July 07, 2023 till July 06, 2025.

Therefore, in terms of the provisions of the 196(4) of the Act the approval of shareholders is required. The Board recommends the resolutions set out at item no. 2 of notice for the approval of members as Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

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

A handwritten signature in blue ink, appearing to read 'Aakash Jain', is written over the printed name.

(Aakash Jain)

Company Secretary

Mem. No:- F11155

Add.: F-18, Street No. 6,
West Jyoti Nagar, Shahdara,
Delhi-110094

Date: 22/06/2023

Place: Delhi



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)	01335184
Date of Birth	20/04/1967
Date of First Appointment	31/03/2020
Qualification	He is an alumnus of the prestigious IIT, Delhi and IIM, Kolkata
Experience	He is the Director (Strategy & Joint Venture) in Indian Farmers Fertiliser Cooperative Ltd. (IFFCO), prior to joining IFFCO, he had served as an IRS officer at senior position in the Govt. of India and its various undertakings.
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	5
Other Directorship	<ul style="list-style-type: none"> i. \$IFFCO Kisan Suvidha Ltd* ii. Indian Farmers Fertiliser Cooperative Limited iii. IFFCO Canada Enterprise Limited# iv. Jordan Phosphate Mines Company Plc.# v. IFFCO Kisan Finance Limited* vi. IFFCO eBazar Limited* vii. New Age Financial Advisory Private Limited* viii. ~New Age Stratfin Advisors Private Limited@ ix. Triumph Offshore Private Limited*

* On behalf of IFFCO being its Nominee

On behalf of Kisan International Trading, FZE being its Nominee

@ On behalf of New Age Financial Advisory Pvt. Ltd.

\$ formerly known as IFFCO Kisan Sanchar Limited

~ Chairman

Route Map: -

