



# 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 on Tuesday February 14, 2023 at 11:00 AM at IFFCO Sadan, C-1, District Centre, Saket Place, Saket, New Delhi-110017 to transact the following businesses:

### SPECIAL BUSINESS:

#### **1. Increase in Authorised Share Capital:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things necessary for the purpose of giving effect to this resolution.”

#### **2. Alteration in the Capital Clause of the Memorandum of Association:**

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



**“RESOLVED THAT** the existing Clause V of the Memorandum of the Association of the Company as to the Authorised Share Capital be and is hereby altered as follows:

V: “The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each”.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things necessary for the purpose of giving 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: 21/01/2023  
Place: Delhi**



**NOTES:**

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular 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 with 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](mailto: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 authorising such representative to attend and vote on their behalf at the Meeting at [info@sikkimiffco.com](mailto: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](mailto:info@sikkimiffco.com).



6. The Statutory Registers and other records under the Companies Act, 2013 and rules made thereunder including the copy of altered Memorandum of Association, 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. Route map including prominent Landmark forms part of this Notice.



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

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**Item No.: 1 & 2**

At present, the Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Twenty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, out of which Rs. 8,85,99,750 (Rupees Eight Crore Eighty Five Lakh Ninety Nine Thousand Seven Hundred and Fifty Only) has been subscribed by Indian Farmers Fertiliser Cooperative Limited (IFFCO) and Rs. 8,51,25,250 (Rupees Eight Crore Fifty One Lakh Twenty Five Thousand Two Hundred and Fifty Only) has been subscribed by Government of Sikkim (GoS) in the proportion of 51:49 respectively. To cater the requirement of funds, it is proposed to increase the Authorised Share Capital of the Company from Rs. 25.00 Cr to Rs. 50.00 Cr.

As per Section 61 of the Companies Act, 2013, increase in the Authorised Share Capital requires approval of the Shareholder of the Company in General Meeting. Hence, the resolution is recommended for the approval of the Shareholders.

As increase in Authorised Share Capital also involves necessary changes to be made in Clause V of the Memorandum of Association of the Company hence necessary resolutions for this purpose are also being recommended to the Shareholders` for their approval.

None of the Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise in 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: 21/01/2023**

**Place: Delhi**



**Route Map: -**

