



NOTICE 26th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of ORGANIC INDIA Private Limited will be held on Tuesday, the 21st day of November, 2023 at 11:00 AM THROUGH AUDIO-VISUAL MEANS VIA ZOOM FACILITY deemed to be at the registered office of the Company as per the details provided in notes to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (including the Standalone and Consolidated financial statements) of the Company for the year ended 31st March 2023 together with the reports of the Board of Directors and Auditors thereon.
2. Appointment of Vikram Singh as a director, liable to retire by rotation and being eligible, seeks reappointment.

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

RESOLVED THAT as per Section 152(6) of the Companies Act, 2013, and recommendations of the Nomination & Remuneration Committee the approval of the shareholders of the Company be and is hereby accorded to appoint Mr. Vikram Singh (DIN:07153318) who retires by rotation and being eligible is re-appointed as the Directors of the Company.

SPECIAL BUSINESS

3. **Regularization of Mr. Manoj Jaiswal (DIN: 07873564) as a Director of the Company.**

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, 152, and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any other rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and in accordance with the Articles of Association of the Company and based on the recommendation the Nomination & Remuneration Committee, and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to appoint Ms. Manoj Jaiswal (DIN: 07873564), as an Director of the Company who was appointed as Additional Director of the company with effect from 11th Feb ,2023 by the Board of Directors of the company pursuant to Section 161 of the Act and who holds the office upto the ensuing Annual General Meeting of the company.

RESOLVED FURTHER THAT any Director or the Key Managerial Personnel(s) of the Company be and is hereby authorized to do all such acts, deeds, matters and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Ratification of the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2023-24 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013.

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 Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration of M/s Sunil Singh & Co., Cost Accountants appointed by the Board of Directors as Cost Auditor to conduct the audit of the applicable cost records of the Company for the financial year 2023-24 amounting to Rs. 45,000 plus applicable taxes thereon besides reimbursement of out-of-pocket expenses on actuals incurred in connection with the aforesaid audit, be and is hereby approved.”

5. To Consider and approve remuneration paid to the other Directors of the company for the FY 2023-24

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

RESOLVED THAT pursuant to the recommendation of the Nomination and Compensation Committee, & Audit Committee and the Board of Directors and pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of shareholders is be and hereby accorded for payment of remuneration to directors of the company in the manner specified as below:

Sr. No.	Name of Director	Monthly	Annually	Medical Insurance	Other Facilities
INR in lacs					
1	Yoav Lev	1	12	-	-
2	Holly B Lev	1	12	-	-
3	Vikram Singh	1.5	18	10	Car Lease facility through the company, monthly rental to be recovered from per month pay-out.
4	Pankaj Pachauri	1	12	10	-
5	Laurent Chappuis	1	12	-	Upto 21 st May 2023-date of resignation
7	Richard Frank Celeste	1	12	-	-
8	Monsoon Bissell	1	12	-	-

9	Elizabeth Nanda	1	12	10	-
10	Pooja Kothari	1	12	-	-

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in financial year during the aforesaid period, the Company may continue pay / recover remuneration and perquisites exceeding the ceiling laid down Section 197 read with Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors hereby authorise the Company to pay Rs. 50,000 (Rupees Fifty Thousand Only) as sitting fee subject to deduction of tax and payment of Goods & Service Tax as applicable to each Director for attending respective Committee meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, as may be acceptable to the Company and respective Director(s).

RESOLVED THAT, Board of Directors or the Company Secretary of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

6. To consider and approve agreements with related parties for transactions during the FY 2023-24.

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

"RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, recommendations of the Audit Committee, the approval of the Shareholders be and is hereby accorded to enter into contracts with "Related Parties" on such terms and conditions as the Board of Directors may deem fit and carried out at arm's length basis and in the ordinary course of business of the Company as per below mentioned details:

Sr. No.	Name of Related Party	Tenure of Agreement
1	Ganga Yamuna Agro Technologies & Plantation Private Limited <ul style="list-style-type: none"> • Purchase agreement 	April 1, 2023 to March 31, 2024 (1 Year)
2	Lev True Wellness Private Limited <ul style="list-style-type: none"> • Purchase Agreement 	
3	Organic India Farmers Producer Company Limited <ul style="list-style-type: none"> • Purchase Agreement 	
4	Fabindia Limited <ul style="list-style-type: none"> • Contract Manufacturing arrangement along with Addendum (MRP less 35.5%) • Sub Lease Agreement (11% revenue share & CAM 20%) 	

	<ul style="list-style-type: none"> Multiple sub-lease agreements for more than a year) Master Service Agreement (Cost + 13% for <i>Mgmt/HR/Legal/Finance/Secretarial services etc</i>) 	
5	Organic India Foundation <ul style="list-style-type: none"> Sale Agreement 	
6	Organic India USA, LLC <ul style="list-style-type: none"> Sale Purchase Agreement 	

RESOLVED FURTHER THAT Mr. Balram Singh, Managing Director of the Company or the Chief Financial Officer be and is hereby severally authorized to sign the agreement on as a token of approval of the Shareholders of the Company.

RESOLVED FURTHER THAT the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, issue certified copy(ies) and things including reporting to Ministry of Corporate Affairs as required from time to time.

7. To consider and approve Omnibus approval for the related party transactions to be undertaken for FY 2023-24.

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

“RESOLVED THAT pursuant to the provisions of Section 2(76), 177 and Section 188 of the Companies Act, 2013, read with rules made thereunder and based on recommendations of the Audit Committee and Board of Directors, consent of Shareholders of the company be and hereby accorded for the omnibus approval for transaction(s) with related parties related to purchase, sale, loans, interest, remuneration / professional charges, rentals, reimbursement of expenses etc. proposed to be entered into by the company with related parties as per respective agreements as detailed below:

Sec. 188 of Companies Act, 2013 read with Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014	Prescribed Limit (Rs. in Cr)
Fabindia Limited (<i>Formerly known as Fabindia Private Limited and Fabindia Overseas Private Limited</i>)	50.00
Organic India USA, LLC	80.0
Ganga Yamuna Agro Technologies and Plantation Private Limited	1.00
Organic India Farmers Producer Co. Limited	1.00
Lev True Wellness Private Limited	18.00
Organic India Foundation	0.50
Total	150.50

RESOLVED FURTHER THAT Audit Committee / Board of Directors of the Company be and are hereby authorized to approve such transactions on case-to-case basis within the approved limit and do all such acts, deeds, matters and things as may be necessary to give effect to the foregoing resolution.”

8. To consider, if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution

Related Party Transactions for the FY 2022-23:

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

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, based on the recommendations of the Audit Committee, the approval of the Shareholders be and is hereby accorded to ratify the transactions entered with the Related parties to the Company during the Financial Year 2022-23 as per below mentioned details:

Sr. No.	Particulars	Amount	% of Turnover
1.	Organic India USA, LLC	INR 57.28 Cr	23%

RESOLVED FURTHER THAT the Chief Financial Officer or the Company Secretary of the Company are hereby severally authorized to make required disclosures in Board report or to the Ministry of Corporate Affairs as required from time to time.

RESOLVED FURTHER THAT, the Chief Financial Officer or the Company Secretary of the Company be and is hereby authorized severally to do all such acts, deeds, matters, and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto including the filing of any E-Form and issuing a certified copy of above resolution as required from time to time.”

Your directors recommend the above Special Resolution of this Notice for your approval.

Date: 23rd October 2023

Place: Delhi

**By Orders of the Board of
Directors
For ORGANIC INDIA Private
Limited**

CIN No: U74130DL199PTC326085

Registered office:

**UNIT NO.720-722 ,7th Floor, M-Tower B,
DLF Towers Plot NO.11,N.H Commercial Centre Jasola,
New Delhi -110025**

**Sd/-
(Alok Kumar)
Company Secretary
Mem. No. A-26369**

NOTES:

1. ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF THE COMPANY IS TO BE CONDUCTED THROUGH VIDEO CONFERENCING OR OTHER AUDIO-VISUAL PERTAINING FOR CLARIFICATION ON PASSING ORDINARY AND SPECIAL RESOLUTIONS BY COMPANIES UNDER THE COMPANIES ACT, 2013 AND THERULES MADE THEREUNDER INCLUDING ANY AMENDMENT OR ENACTMENT THEREOF. ACCORDINGLY, THE COMPANY IS CONDUCTING AGM VIA AUDIO VISUAL MEANS ZOOM AND STEPS TO BE FOLLOWED TO JOIN IN AGM ARE GIVEN BELOW:

A. STEPS TO LOGIN THROUGH LAPTOP/DESKTOP

The system requirement for Zoom Meeting is as follows:

- i. Dedicated 1:1 internet connection – 5 Mbps Upload/Download (Wired connection is recommended)
- ii. Good Quality Speakers and a microphone
- iii. Good Quality Camera or HD Camera - built-in or USB plug-in
- iv. Zoom software must be pre-installed

Please note that the facility to join in this AGM through video conferencing is being provided via Zoom

Meeting ID for this AGM is **814 1929 6446**

OPTION A

In case you do not have Zoom application downloaded on your device, kindly proceed with the following steps to participate electronically in this meeting:

STEP 1:

Download the software:

- a. Click on <https://us02web.zoom.us/j/81419296446?pwd=MTByZEI3M3JvWDcxdGJEN1hCay9wUT09>

- b. Download and Run Zoom. Zoom installer will.

STEP 2:

Open the Zoom Application on your device and enter Meeting

Meeting ID: 814 1929 6446

Passcode: 068223

Click 'Join a Meeting'

OR

OPTION B

In case you already have Zoom application on your device, kindly click on a below provided link to join in a meeting.

<https://us02web.zoom.us/j/81419296446?pwd=MTByZEI3M3JvWDcxdGJEN1hCay9wUT09>

Password: **068223**

a. STEPS TO LOGIN THROUGH MOBILE PHONE

1. Download Zoom application from Apple App store or Google Play Store.
 2. Open the Zoom App
 3. Click Join a Meeting Tab Enter Meeting ID and _password
 4. Click on Join Tab
 5. Click on Tab Call using internet audio
2. The facility for joining the meeting shall be opened 15 minutes before the timescheduled to start the AGM and shall remain open for 15 minutes after such schedule.
 3. The members shall be allowed to participate in the meeting on First Come first Serve principle. However, Large members (members holding 2% or more shareholding, Promoters, Institutional Investors, Directors, KMPs, the Chairperson of the Nomination and Remuneration Committee and Auditors can attend meeting without restriction of First Come First Served basis.
 4. The members can submit their questions related to item no. 1 to 8 of the Notice 7 days before the AGM at email id alok.kumar@organicindia.com
 5. Since this AGM will be held through audio-visual means, where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies & Route Map are not being annexed to this Notice. Accordingly, the facility of appointment of proxies by members shall not be available for the AGM. However, corporate members are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend the AGM through audio- visual means and participate thereat and cast their votes.
 6. In case, poll is required to be taken on any resolution during the AGM, the members shall cast their vote on resolutions only by sending emails to designated email id **oicsoffice@organicindia.com** through their email-ids registered with the Company.
 7. Those Shareholders whose email IDs are not registered or want to update their email IDs, are requested to register their email ID with Company at **alok.kumar@organicindia.com**



8. The attendance of Members attending the AGM through audio-visual means will be counted for the purpose of reckoning the quorum under the Section 103 of the Companies Act, 2013
9. In case of any queries connected with participation through audio-visual means, Member(s) may contact Mr. Manish Ambast at mobile no. 9899187357 or emailed it@organicindia.com
10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. Members may also note that the Notice of the AGM will be available on the Company's website, <https://organicindia.com/investorrelation>
13. Members who have not registered/updated their e-mail addresses are requested to register/update the same with the Company or Company's Registrar and Transfer agent/ Depositories.
14. A member may send request to Mr. Alok Kumar, Company Secretary at alok.kumar@organicindia.com for inspection of documents referred to in the accompanying Notice and the Explanatory Statement for inspection upto the date of the AGM.
15. The relevant statutory registers under the Companies Act, 2013 will be available electronically for inspection by the members at the Annual General Meeting. A member may send request to Mr. Alok Kumar, Company Secretary at alok.kumar@organicindia.com for inspection of the same.
16. AGM will be held through audio-visual means. Hence, Route Map and Landmark for place of meeting is not provided in this Notice.

Date: 23rd October 2023

Place: Delhi

**By Orders of the Board of Directors
For ORGANIC INDIA Private Limited**

**Sd/-
(Alok Kumar)
Company Secretary
Membership No. A-26369**

CIN No: U74130DL199PTC326085

Registered office:

**UNIT NO.720-722 ,7th Floor, M-Tower B,
DLF Towers Plot NO.11,N.H Commercial Centre Jasola,
New Delhi -110025**

ANNEXURE TO THE NOTICE

**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

Item No. 3

The Board of Directors of the Company had approved the appointment of Mr. Manoj Jaiswal (DIN: 07873564) as Additional Director of the Company from 11th February 2023.

Pursuant to the Articles of Association of the Company, Section 161 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 the regularization of the Additional Director is required to be approved by the Board of Directors which is subject to the approval of shareholders in general meeting.

Except Mr. Manoj Jaiswal (DIN: 07873564), the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution as set out at item no. 3 for approval by the Members

Item No. 4

The Board of Directors have approved the appointment and remuneration of M/s. Sunil Singh & Co. Cost Accountants to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024. In accordance with the provisions of the Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost auditors has to be ratified by the shareholders of the Company. Accordingly consent of the shareholders is sought towards ratification of the item no.4 of the notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are interested or concerned in the proposed resolution.

The Board recommends the Ordinary Resolution as set out at item no. 4 for approval by the Members

Item no. 5

Pursuant to Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) it is proposed to seek member's approval for remuneration payable to other non-executive directors of the company in terms of applicable provisions of Companies Act, 2013.

Keeping in view the above and Industrial standards and with a recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company has unanimously approved the remuneration payable non-executive directors of the company for FY 2023-24 in the manner specified in Item No.5 of the notice.

In view of the provisions of Section 196, 197 and Section 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

Except the respective Directors and their relatives being related parties, none of other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No. 5.

The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members

Item no. 6

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions which also includes seeking of shareholders' approval for related party transactions. All these transactions are entered into by the company in the ordinary course of conduct of business and on an arm's length basis.

Therefore, following contracts / arrangements / transaction is proposed for approval of the Shareholders of the Company by passing an ordinary resolution:

Sr. No.	Name of Related Party	Tenure of Agreement
1	Ganga Yamuna Agro Technologies & Plantation Private Limited <ul style="list-style-type: none"> • Purchase agreement 	April 1, 2023 to March 31, 2024 (1 Year)
2	Lev True Wellness Private Limited <ul style="list-style-type: none"> • Purchase Agreement 	
3	Organic India Farmers Producer Company Limited <ul style="list-style-type: none"> • Purchase Agreement 	
4	Fabindia Limited <ul style="list-style-type: none"> • Contract Manufacturing arrangement along with Addendum (MRP less 35.5%) • Sub Lease Agreement (11% revenue share & CAM 20%) • Multiple sub-lease agreements for more than a year) • Master Service Agreement (Cost + 13% for <i>Mgmt/HR/Legal/Finance/Secretarial services etc</i>) 	
5	Organic India Foundation <ul style="list-style-type: none"> • Sale Agreement 	
6	Organic India USA, LLC <ul style="list-style-type: none"> • Sale Purchase Agreement 	



Except the related parties and their relatives being related parties, none of the other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No. 6.

The Board recommends this resolution set out in Item No.6 of this notice for approval of the Members to be passed as Ordinary resolution.

Item no.7

The Companies Act,2013 provides that all Related Party Transactions shall require approval of the Audit Committee and all Material Related Party Transactions require approval of the shareholders through Ordinary Resolution. A transaction with a related party shall be considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Section 188 of the Companies Act, 2013 deals with Related Party Transactions and Sub section (1) of Section 188 of the Companies Act, 2013 provides that nothing in this sub section shall apply to any transaction entered into by the company in its ordinary course of business and at arm’s length basis. All the related party transactions entered are in the ordinary course of business and on an arm’s length basis. Your Company has entered into Related Party Transactions with Related Parties as under section 2(76) of the Companies Act, 2013 and applicable Accounting Standards, as detailed below, which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company. Therefore, the Board recommends the resolution set out at Item No. 7 as an Ordinary resolution to the shareholders for their approval.

Except the related parties and their relatives being related parties, none of other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No. 7.

Sec. 188 of Companies Act, 2013 read with Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014	Prescribed Limit (Rs. in Cr)
Fabindia Limited (Formerly known as Fabindia Private Limited and Fabindia Overseas Private Limited)	50.00
Organic India USA, LLC	80.0
Ganga Yamuna Agro Technologies and Plantation Private Limited	1.00
Organic India Farmers Producer Co. Limited	1.00
Lev True Wellness Private Limited	10.00
Organic India Foundation	0.50
Total	150.50



The Board recommends this resolution set out in Item No.7 of this notice for approval of the Members to be passed as Ordinary resolution.

Item no.8

Companies Act,2013 provides that all Related Party Transactions shall require approval of the Audit Committee and all Material Related Party Transactions require approval of the shareholders through Ordinary Resolution. A transaction with a related party shall be considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Section 188 of the Companies Act, 2013 deals with Related Party Transactions and Sub section (1) of Section 188 of the Companies Act, 2013 provides that nothing in this sub section shall apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. All the related party transactions entered are in the ordinary course of business and at arm's length basis. Your Company has entered into Related Party Transactions with Related Parties as under section 2(76) of the Companies Act, 2013 and applicable Accounting Standards, as detailed below, which are of value exceeding 10% of the Annual Consolidated Turnover of the Company as per the Last Audited Financial Statement of the Company. Therefore, the Board recommends the resolution set out at Item No. 8 as an Ordinary resolution to the shareholders for their approval.

Except the related parties and their relatives being related parties, none of other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution, none of other Directors, Key Managerial Personnel or their relatives are, in anyway concerned or interested in the resolution set out at Item No. 8.

Sr. No.	Particulars	Amount	% of Turnover
1.	Organic India USA, LLC	INR 57.28 Cr	23%

The Board recommends this resolution set out in Item No.8 of this notice for approval of the Members to be passed as Ordinary resolution.

Date: 23rd October 2023

Place: Delhi

**By Orders of the Board of Directors
For ORGANIC INDIA Private Limited**

**Sd/-
(Alok Kumar)
Company Secretary
Membership No. A-26369**

**CIN No: U74130DL199PTC326085
Registered office:**

**UNIT NO.720-722 ,7th Floor,M-Tower B,
DLF Towers Plot NO.11, N.H Commercial Centre Jasola,
New Delhi -110025.**