



ORGANIC INDIA PRIVATE LIMITED

Registered office: Unit No.720-722,7th Floor ,Tower B,DLF Towers, Plot No.11,N.H. Commercial Centre
Jasola, New Delhi -110025 Tel: 9151006443:Corporate Identity Number: U74130DL1997PTC326085:

Email: accounts@organicindia.com; website:www.organicindia.com

Date: 22 February 2023

Dear Members,

Sub: - NOTICE FOR EXTRA-ORDINARY GENERAL MEETING (3/2022-23)

Notice is hereby given that the 3rd Extraordinary General Meeting of the members of ORGANIC INDIA Private Limited will be held on **16th March 2023, at 11:00 AM (IST)** through Audio-Visual Means via Zoom Facility to transact the following businesses.

SPECIAL BUSINESS

ITEM NO. 1:

**TO CONSIDER AND APPROVE RE- APPOINTMENT OF MR. BALRAM SINGH (DIN-06673673)
AS A MANAGING DIRECTOR OF THE COMPANY FOR 2 YEARS I.E UPTO MARCH 31, 2025**

To consider, if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 196 ,197 ,198 & 203 read with Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Act read with rules framed thereunder, as amended/ re-enacted from time to time, the provisions of the Articles of Association of the Company and any other applicable laws (collectively “Applicable Laws”), approval of shareholders be and is hereby granted to confirm appointment of Mr. Balram Singh (DIN-06673673) as Managing Director of the Company and re-appoint him as the Managing Director for another 2 years i.e. upto March 31, 2025 on revised terms and conditions as recommended by the Nomination and Remuneration Committee of the Company as set out below:

Effective March 1, 2023

Type of Compensation	Proposed
Salary	12 lakhs per month.
Increment	0% if AOP is not met. 15% if AOP is met. If the AOP is met <i>and has been in the range of 100%-110% in terms of Rev and EBIDTA</i> 20% if AOP achievement is greater than 110%.
Benefits	<ul style="list-style-type: none">• Company Car• Driver• Medical Insurance
ESPS	0.5 % of the Company on a fully diluted basis vesting over 2 years in 2 (two) instalments of 0.2% each in at the end of FY 23-24 and FY 24-25 respectively provided AOP is met for these years, both Revenue and EBIDTA. And 0.1% shall vest at the end of FY24-25 on successful transition of the CEO to MD position at the end of FY25. No vesting will take place if AOP numbers are missed.

* Current total paid up capital 82702497 shares. Therefore 0.5% would be 413513 shares

RESOLVED FURTHER THAT Mr. Balram Singh shall have all rights to manage day to day affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company and shall have the right to exercise such powers of Management of the Company from time to time, as may be delegated to him by the Board of Directors.

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.”

22 Feb 2023

Place: Delhi

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

Sd/-

(Alok Kumar)

Company Secretary
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

www.organicindia.com

Email: alok.kumar@organicindia.com

NOTES:

1. In view of the COVID 19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April 2020 and 13th April, 2020 (collectively referred to as 'Circulars'), has introduced certain measures enabling companies to convene their General Meetings (EGM/ Meeting) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Explanatory statements have been sent to the shareholders of the Company.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING HELD THROUGH VIDEO CONFERENCING IS NOT ENTITLED TO APPOINT ANY PROXY TO ATTEND AND VOTE IN THE MEETING. HOWEVER, THE REPRESENTATIVE OF THE MEMBERS MAY BE APPOINTED IN PURSUANCE TO THE SECTION 112 AND SECTION 113 OF THE COMPANIES ACT, 2013 TO ATTEND AND VOTE IN THE MEETING.
3. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to section 113 of the Companies Act, 2013 are requested to send to the undersigned Email ID alok.kumar@organicindia.com, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.
4. 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.
5. The members of the company may request company for electronic inspection of relevant documents, if any, referred to in the explanatory statement by writing to undersigned at Email ID alok.kumar@organicindia.com.
6. This notice is sent to all the Members at their registered e-mail IDs with the Company.
7. The facility of joining the meeting shall be kept open at least 15 minutes before the time schedule (i.e 10:45 HRS) to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.
8. Attendance of members through VC or OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
9. Unless the articles of the company specify person to be appointed as a chairman for the meeting, the chairman for the meeting shall be appointed in accordance with the Section 104 of the Act.

10. Where less than 50 members are present in a meeting, the chairman may decide to conduct a vote by show of hands, unless a demand for poll is made, the procedure provided in the proceeding sub-paragraphs under MCA General Notice 14/2020 date 08th April, 2020 shall be followed.
11. As per the MCA circular No. 17/2020 dated 13th April, 2020, if Poll will demanded during the meeting, any the members may convey their assent/dissent only at such stage on items considered in the meeting by sending e-mails to the undersigned E-mail ID aicsoffice@organicindia.com
12. The auditor or his authorized representative, who is qualified to be the auditor shall attend such meeting through VC or OAVM.
13. The EGM held through VC or OAVM, wherever unavoidable will be duly recorded and the recorded transcript of the same shall be maintained in safe custody by the company.
14. EGM will be held through audio-visual means. Hence, Route Map and Landmark for place of meeting is not provided in this Notice.
15. In case you have any queries or issues, you may contact to Mr. Alok Kumar (Company Secretary) at Mobile no. +91 8400036262 or write an email to alok.kumar@organicindia.com.

22 Feb 2023
Place: Delhi

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

Sd/

(Alok Kumar)
Company Secretary
A-26369

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ANNEXURE TO THE NOTICE

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

ITEM NO.1:

The Board of Directors of your Company (“the Company”) had approved appointment of Mr. Balram Singh (DIN-06673673) as Interim Managing Director of the Company at their meetings held on August 30, 2022 which was approved by the shareholders of the Company at their meeting held on Sept 28, 2022.

Based on recommendation of Nomination and Remuneration Committee in its meeting held on 10th Feb 2023 and in view of his leadership, strategic inputs, management skills and overall commitment to stabilize the operations of the company during his tenure as a “Interim Managing Director” the Board had approved re-appointment of Mr. Balram Singh (DIN-06673673) as Managing Director of the Company for a period of 2 years ending on March 31, 2025 with revised remuneration and terms and conditions of appointment, subject to the approval of members of the Company.

Pursuant to the Articles of Association of the Company, Section 196 ,197 ,198 & 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment of Managerial Personnel) Rules, 2014 the appointment of the Managing Director is required to be approved by shareholders of the Company including major shareholders i.e. Fabindia Limited, PI Opportunity Fund – I Scheme II and OI (India) Holdings, LLC in general meeting.

In view of the same the above resolution is put up for approval from the shareholders of the Company.

None of the Directors or any Key Managerial Person except Mr. Balram Singh (DIN-06673673) who is being nominated for the said appointment is interested in the above resolution.

The Board recommends this resolution set out in Item No.1 of this notice for approval of the Members to be passed as Special resolution.

22 Feb 2023

Place: Delhi

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

Sd/-

(Alok Kumar)

Company Secretary

A-26369

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www.organicindia.com

Email: alok.kumar@organicindia.com

NOTES:

1. EXTRAORDINARY GENERAL MEETING ('EGM') 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 THE RULES MADE THEREUNDER INCLUDING ANY AMENDMENT OR ENACTMENT THEREOF. ACCORDINGLY, THE COMPANY IS CONDUCTING EGM VIA AUDIO VISUAL MEANS ZOOM AND STEPS TO BE FOLLOWED TO JOIN IN EGM 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 EGM through video conferencing is being provided via Zoom

Meeting ID for this EGM is Meeting ID: **882 7513 2014**

Passcode: **884652**

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
Join Zoom Meeting
<https://us02web.zoom.us/j/88275132014?pwd=ZEtvRExEQitGRStkamdwTXpTSIN1UT09>
- b. Download and Run Zoom. Zoom installer will.

STEP 2:

Open the Zoom Application on your device and enter Meeting

Meeting ID: **882 7513 2014**

Passcode: **884652**

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/88275132014?pwd=ZEtVRExEQitGRStkamdwTXpTSIN1UT09>

B. 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 **88275132014**
 4. Click on Join Tab
 5. Enter Password **884652**
 6. Click on Tab Call using internet audio
2. The facility for joining the meeting shall be opened 15 minutes before the time scheduled to start the EGM 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 of the Notice, 7 days before the EGM at email id alok.kumar@organicindia.com
 5. Since this EGM 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 EGM. However, corporate members are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend the EGM 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 EGM, the members shall cast their vote on resolutions only by sending emails to designated email id aicsoffice@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 EGM 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 email id manish.ambast@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 EGM will be available on the Company's website.
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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 EGM.

15. The relevant statutory registers under the Companies Act, 2013 will be available electronically for inspection by the members at the Extraordinary General Meeting. A member may send request to Mr. Alok Kumar, Company Secretary at alok.kumar@organicindia.com for inspection of the same.
16. EGM will be held through audio-visual means. Hence, Route Map and Landmark for place of meeting is not provided in this Notice.

Date: 22 Feb 2023

Place: Delhi

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

CIN No: U74130DL199PTC326085

Registered office:

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