

INDIAN SUGAR EXIM CORPORATION LIMITED

Regd. Office: Block-C, 2nd Floor, Ansal Plaza, August Kranti Marg, New Delhi-110 049

CIN: U99999DL1969GAP005106

Ph.:011-26263421-23, 26261709; Fax: 91-11-26261338;

E-mail:isec@isecindia.com Website: www.isecindia.com

NOTICE OF THE THIRD EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the Third Extra Ordinary General Meeting of the members of Indian Sugar Exim Corporation Limited will be held on Wednesday, the 7th March, 2018 at 10:00 AM at 'Yamuna & Vyas' Shangri-La's – Eros Hotel, 19, Ashoka Road, Connaught Place, New Delhi – 110 001 to transact the following business:

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Section(s) 4,13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), or any other applicable law(s), regulation(s), guideline(s), and subject to the approval of the Registrar of Companies, consent of the members of the Company be and is hereby accorded for effecting the following modifications and amendments in the existing Memorandum of Association of the Company (“MOA”):

- i. Heading of the Part I of Clause 3 of Memorandum of Association i.e. “The main objects to be pursued by the company on its incorporation are:” substituted with the Heading “The objects to be pursued by the company on its incorporation are”.
- ii. The following new sub-clause (7) to (12) be inserted immediately after the existing sub-clause (6) of Part I of Clause 3 of the Memorandum of Association:
 - (7) To carry on business as wholesalers, retailers and dealers in all types of agri-inputs including but not limited to fertilizers, micronutrients, pesticides & insecticides, herbicides, weedicides, plant growth promoter, seeds and livestock feeds and feed supplements, and other allied items and to engage in all businesses as may be related or ancillary to the aforesaid business areas;
 - (8) To buy import, export, sell, rent out, hire, lease, sub-let, sub-lease and generally deal in all plant and machinery, implements, accessories, tools, goods or things and all types of modern agricultural implements,

veterinary, livestock and poultry equipments and allied activities and to engage in all businesses as may be related or ancillary to the aforesaid business areas;

- (9) To provide soil & plant testing and related services including but not limited to soil test recommendation, soil fertigation recommendation and allied activities and to engage in activities as may be related or ancillary to the aforesaid areas;
 - (10) To carry on the business in India or abroad to take on lease, rent, hire and to construct, build, establish, erect, promote, undertake, acquire, own operate, equip, manage, renovate, recondition, turn to account, maintain and to run warehouses, godowns, open platforms, refrigeration houses, stores and other similar establishments to provide facilities for storage of commodities, goods, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, financier, auctioneer, importer, exporter, or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods and to engage in all businesses as may be related or ancillary to the aforesaid business areas;
 - (11) To carry on the business of acting as agent in respect of insurance of any kind /description and to collect agency commission thereon and to engage in all businesses as may be related or ancillary to the aforesaid business areas;
 - (12) To provide, establish, setup, run an online, electronic, digital platform and /or manual platform on its own or in collaboration with any person, entity, Company, Body Corporate, Cooperatives, Society, Trust, for trading including spot and auction trading in goods and services including but not limited to agricultural inputs and outputs, sugar, molases, baggase, ethanol, sulphur, packing materials and any other consumables used by sugar mills and to engage in all businesses as may be related or ancillary to the aforesaid business areas;
- iii. Heading of Part II of Clause 3 of Memorandum of Association i.e. "The objects incidental or ancillary to the attainment of the above main objects are" substituted with the Heading "Matters which are necessary for furtherance of the objects specified in Part I of Clause 3 are";
 - iv. Sub-clauses (5) & (6) of Part III of Clause 3 of Memorandum of Association be and hereby renumbered as Clause 4 and Clause 5 respectively;
 - v. Heading of Part III of Clause 3 of Memorandum of Association i.e. "The other objects for which the company is established" along with all sub-clauses (1) to (4) thereunder be and is hereby deleted;
 - vi. The Sub-clause (1), (2), (2A), (3), (4) of the deleted Part III of Clause 3 of Memorandum of Association is merged in Part II of Clause 3 of Memorandum of Association and renumbered as sub-clause no (22), (23), (24), (25) & (26) ;

RESOLVED FURTHER THAT in the Memorandum of Association of the Company, wherever required, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Abinash Verma, Director, Mr. Prakash Naiknavare, Director, Mr. Adhir Jha, Managing Director & CEO, Mr. Rajiv Aggarwal, DGM (Commercial), Mr. Rajesh Kumar Mishra, DGM (Finance & Admin) and Ms. Yamini Lodha, DGM (Legal) & Company Secretary of the Company be and are hereby jointly/severally authorized to agree to such changes/modifications as may be suggested by the Registrar of Companies or other competent authority or that may otherwise deem fit by the Board and to take such other steps as may be required to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Abinash Verma, Director, Mr. Prakash Naiknavare, Director, Mr. Adhir Jha, Managing Director & CEO, Mr. Rajiv Aggarwal, DGM (Commercial), Mr. Rajesh Kumar Mishra, DGM (Finance & Admin) and Ms. Yamini Lodha, DGM (Legal) & Company Secretary of the Company be and are hereby jointly/severally authorized to settle all questions, difficulties or doubts that may arise in relation to aforesaid resolution without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

By Order of the Board of Directors
For **Indian Sugar Exim Corporation Limited**

[Yamini Lodha]
Dy. General Manager (Legal) & Company Secretary
(ICSI Membership No. A22836)

New Delhi,
18th January, 2018

Registered Office:

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NOTES

1. A Member entitled to attend and vote at the Third Extra-Ordinary General Meeting (EGM) shall be entitled to appoint another person as proxy to attend and vote at the meeting on his behalf. A proxy shall not have the right to speak at the aforesaid meeting and shall not be entitled to vote except on a poll. A proxy need not be a Member of the Company. Proxies, in order to be effective, must be received by the Company not later than 48 hours before the commencement of the aforesaid meeting. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolutions/authority, as applicable.

2. Corporate Members intending to send their authorized representatives to attend the Third Extra-Ordinary General Meeting, pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant board resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the meeting.
3. Members/Proxies/Authorized Representatives are requested to bring to the meeting the attendance slip(s) duly filled and copy(ies) of their Annual Report.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Third Extra-Ordinary General Meeting as set out in the Notice is annexed hereto.
5. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays up to the date of the Third Extra Ordinary General Meeting.
6. Route map showing directions to reach venue of the EGM is given at the end of the Notice.

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

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

Alteration of Memorandum of Association of the Company

Your Company is engaged in the business of export and import of Sugar and Sugar products and by-products and promotion of trade & business of the Sugar Industry.

With various opportunities available in the market, the Board of Directors is of the opinion that there is a need for enlarging the scope and diversification of the activities of the Company, and therefore, it is proposed to enter into new activities and undertake new business which can be advantageously carried on with the existing business of the Company. With this in view, certain modifications/ additions in the Objects Clause of Memorandum of Association are being proposed so as to enable diversification of its business activities in various fields.

Certain other alterations in the Object Clause are also being proposed so as to align the same with the amended provisions of the Companies Act, 2013.

Accordingly, it proposes to change the Objects Clause of the Memorandum of Association as per the content of the special resolution proposed in the notice. The altered objects of the Memorandum shall enable the Company to carry on some business which may conveniently & advantageously be carried by your Company.

None of the Directors, Key Managerial Personnel and relatives of Directors and Key Managerial Personnel may be deemed to be interested in the proposed resolution.

Your Board recommends passing of this resolution for amendment of Memorandum of Association of the Company by way of Special Resolution.

By Order of the Board of Directors
For **Indian Sugar Exim Corporation Limited**

[Yamini Lodha]
Dy. General Manager (Legal) & Company Secretary
(ICSI Membership No. A22836)

New Delhi,
18th January, 2018

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

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Name of the member(s):.....
Registered address:.....
E-mail Id:.....
Folio No:.....

I/We, being the member (s) of of the above named company, hereby appoint

- 1. Name:
Address:
E-mail Id:
Signature, or failing him
- 2. Name:
Address:
E-mail Id:
Signature, or failing him
- 3. Name:
Address:
E-mail Id:
Signature, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Third Extra Ordinary General Meeting of the company, to be held on Wednesday, the 7th March, 2018 at 10:00 AM at 'Yamuna & Vyas' Shangri-La's – Eros Hotel, 19, Ashoka Road, Connaught Place, New Delhi – 110 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

<u>Resolution No.</u>	<u>I t e m</u>
1.	Alteration of Memorandum of Association of the Company

Signed this _____ day of _____ 2018

Signature of the Member

Signature of the Proxy holder(s)

PLEASE
AFFIX
REVENUE
STAMP

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office at Block-C, IInd Floor, Ansal Plaza, August Kranti Marg, New Delhi-110 049 of the Company, not less than 48 hours before the commencement of the Meeting.

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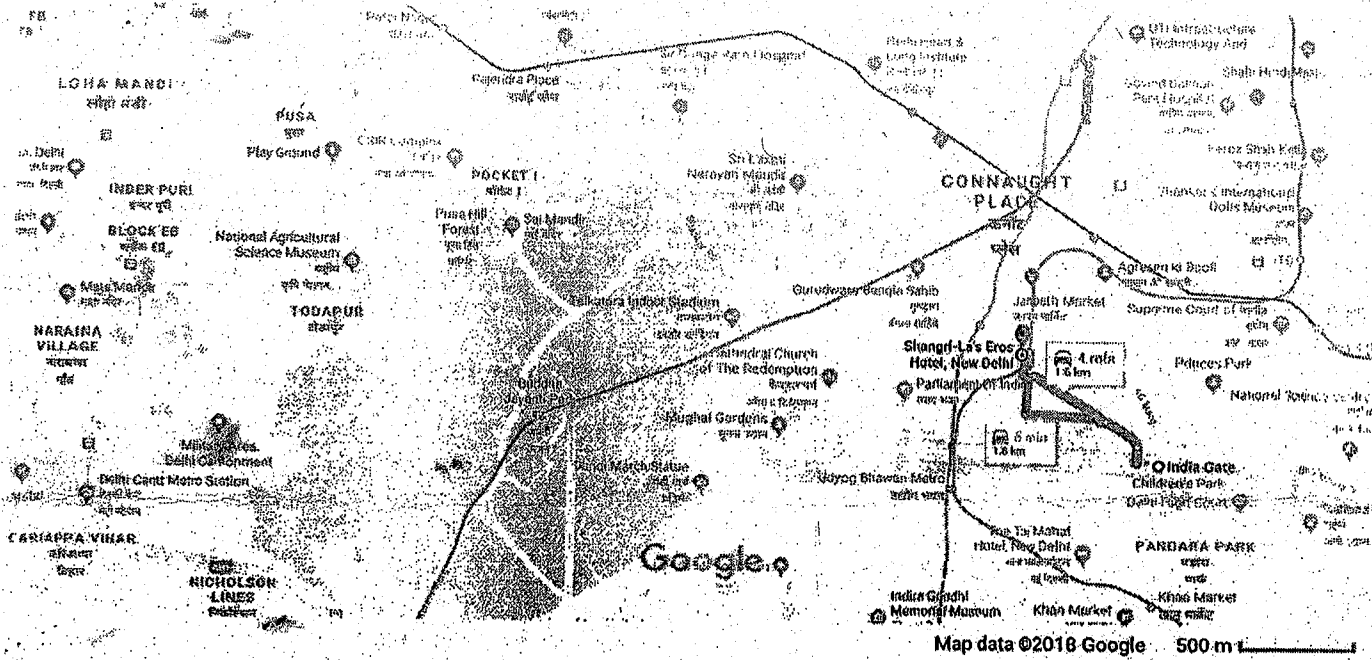
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ATTENDANCE SLIP - 3rd EGM

Folio No. _____

I,(Name of Member/Proxy)
hereby record my presence at the Third Extra Ordinary General Meeting of the Company
held on Wednesday, the 7th March, 2018 at 10:00 AM at 'Yamuna & Vyas' Shangri-La's –
Eros Hotel, 19, Ashoka Road, Connaught Place, New Delhi – 110 001.

Signature of Member / Proxy



via Ashoka Rd

Fastest route, despite the usual traffic

4 min

1.6 km



via Dr Rajendra Prasad Rd

Some traffic, as usual

5 min

1.8 km