NOTICE

To the Members of
IFFCO Kisan Finance Limited

NOTICE is hereby given that the Fourteenth Extra Ordinary Meeting of the members of the Company will be held virtually at the shorter notice on **Monday,** the **15th day of January, 2024 at 11.45 A.M.** to transact the following business:

SPECIAL BUSINESS:

RE-APPOINTMENT OF MR. RANJAN SHARMA AS MANAGING DIRECTOR OF THE COMPANY

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment of Mr. Ranjan Sharma (DIN: 00425415) as the Managing Director of the Company from 1st January, 2024 upto 31st March, 2026 and be paid a Remuneration at an all-inclusive annual CTC of Rs 120 Lacs, which would include a variable component of 20% linked to the achievement of his KRAs/KPIs with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Ranjan Sharma."

By order of the Board
for IFFCO Kisan Finance Limited

Deepika Singh

(Deepika Singh)
Company Secretary

IFFCO KISAN FINANCE LIMITED
IFFCO HOUSE
1st & 2nd FLOOR
34, NEHRU PLACE
NEW DELHI-110019

Date: 26.12.2023
Place: New Delhi

NOTES:

1. In view of the ongoing COVID-19 pandemic and pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/ 2021 dated December 08, 2021 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provisions of the Companies Act, 2013 ("the Act") the Company has decided to hold its Extra-ordinary General Meeting (EGM) through Video-conferencing ("VC") or other audio visual means ("OAVM") (hereinafter referred to as "electronic means") i.e. without the physical presence of the members. The deemed venue for the EGM shall be the registered office of the Company.

2. All documents referred to in this Notice shall be made available for inspection by the Members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM and will also be made available for inspection during the EGM. Members seeking any statutory information or any other matter/ documents/ registers, etc. in connection with the EGM of the Company, may please send a request to the Company via email at deepika.singh@kisanfinance.com.

3. A member of the Company, which is a body corporate, is entitled to appoint its representative duly authorised in accordance with Section 113 of the Companies Act, 2013, to vote on its behalf.

4. The Explanatory Statement in terms of Section 102 of Companies Act, 2013 relating to special business is annexed to the Notice.

Explanatory Statement pursuant to Provision of Section 102 of the Companies Act, 2013

In accordance with the applicable provisions contained in the "Amended and Restated Shareholders' Agreement", entered amongst the existing shareholders of the Company, the Members of the Company at the Extraordinary General Meeting held on 31st December, 2021 had appointed Mr. Ranjan Sharma as the Managing Director of the Company upto 31st December, 2023.

Deepika

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IFFCO, STAR and NH Capital being collectively the single largest block of Shareholder, had nominated Mr. Ranjan Sharma for the position of Managing Director of the Company. His current tenure as the Managing Director is valid upto 31st December, 2023.

The Board of Directors of your Company on the recommendation of the Nomination & Remuneration Committee at its meeting held on 22nd December, 2023 have approved the re-appointment of Mr. Ranjan Sharma as the Managing Director of the Company for a tenure of two years and three months w.e.f. 1st January, 2024 till 31st March, 2026 and be paid a Remuneration at an all-inclusive annual CTC of Rs 120 Lacs, which would include a variable component of 20% linked to achievement of his KRAs/KPIs in the manner stated below:

CTC BREAK-UP		
PARTICULARS	**(Amount in Rs.)**	
SALARY PAYMENT	**Monthly**	**Annually**
Basic	413,384	4,960,611
House Rent Allowance	206,692	2,480,306
Special Allowance	206,692	2,480,306
GROSS PAY	**826,769**	**9,921,222**
Group Mediclaim (GMC)	6,565	78,778
COST TO COMPANY (CTC)	**833,333**	**10,000,000**
VARIABLE PAY		
*Performance Pay Variable	166,667	2,000,000
TOTAL COST TO COMPANY (TCTC)	**1,000,000**	**12,000,000**

Mr. Sharma, aged 64 years, is a Cost Accountant, Company Secretary and law graduate by qualification. He has a rich and varied experience in the Indian corporate sector spanning over 45 years having worked extensively in the fertilizer sector. He was involved in the setting up of IFFCO Kisan Suvidha Limited and later played a key role in formation of IFFCO Kisan Finance Limited and is managing the Company since its inception.

Deepika

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The Board of Directors strongly believes that extension in his appointment as the Managing Director of the Company will help the Company secure growth and appreciation in enterprise value in the coming years.

Mr. Ranjan Sharma is eligible for re-appointment as the Managing Director under the provisions of the Companies Act, 2013 and rules made thereunder, and has consented to act as the Managing Director of the Company, if so appointed. All documents related to the appointment of Mr. Ranjan Sharma are open for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Accordingly, consent of the Members is sought for passing a Special Resolution for the re-appointment of Mr. Ranjan Sharma as the Managing Director of the Company upto 31st March, 2026 with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Ranjan Sharma.

No Director or any of the Key Managerial Personnel of the Company or their relatives except Mr. Ranjan Sharma being the appointee, is directly or indirectly, concerned or interested in the Resolution.

By order of the Board
for IFFCO Kisan Finance Limited

Deepika Singh

(Deepika Singh)
Company Secretary

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Date: 26.12.2023
Place: New Delhi