



## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Pursuant to the provisions of Section 108 and 110 and other applicable provisions, if any, of the Companies Act 2013 ("the Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) ("the rules") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) and other applicable laws and regulations, Notice is hereby given that the resolutions appended to this notice are proposed to be passed by the members as Special Resolutions through remote electronic voting (remote e-voting).

In terms of the circulars issued by the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (the "MCA Circulars") read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, issued by SEBI and in view of the continuing COVID-19 pandemic requiring social distancing, companies were advised to take all decisions requiring members' approval, other than items of ordinary businesses or businesses where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

This Postal Ballot is accordingly being initiated in compliance with the MCA and SEBI Circulars. Further, as provided in the said MCA and SEBI Circulars, hard copy of Postal Ballot Notice, Postal Ballot Forms and pre-paid business envelope, will not be sent to the shareholders for this Postal Ballot. The Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system.

The Board of Directors of the Company proposes to obtain the consent of the shareholders by way of Postal Ballot for the matters as considered in the Resolution appended below. Proposed resolution, along with explanatory statement pertaining to the said resolution, pursuant to Section 102(1) of the Companies Act, 2013, setting out the information and material facts, is appended herewith for your consideration.

Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent (for) or dissent (against) through remote e-voting only. Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by remote E-voting.

The remote e-voting facility is available at the link: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) from Thursday, September 16, 2021 (09:00 A.M.) and will end on Friday, October 15, 2021 (05:00 P.M.). Please refer to the instructions for casting votes by remote e-voting at the end of this Notice for the purpose and the manner in which e-voting has to be carried out. Only members entitled to vote (Refer to Point 3 of the Notes attached with this notice) are entitled to vote through the remote e-voting facility provided the Company through NSDL.

The board of directors of the company has appointed CS Anand Lavingia, Company Secretary in Practice (COP No. 11410) as Scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner.

The scrutinizer will submit the report to the Chairman after the completion of scrutiny of votes recorded through remote e voting. The results of voting by means of remote e-voting will be announced on or before Saturday, October 16, 2021 at the Registered Office of the Company and also by placing the same on the company's website - [www.sikkoindia.com](http://www.sikkoindia.com) and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.

By order of the Board of Directors,  
Sikko Industries Limited

Sd/-

Ankita Lunagariya  
Company Secretary

Place: Ahmedabad

Date: September 14, 2021

**SPECIAL BUSINESSES****Item No. 1:**

**Re-appointment of Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as Managing Director of the Company:**

To consider and pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as Managing Director for further period of five (5) years w.e.f. October 01, 2021, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT**, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as Managing Director.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter including filing of the said resolution with the Registrar of Companies, Ahmedabad."

**Item No. 2:**

**Re-appointment of Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as Chairman and Whole-Time Director of the Company:**

To consider and pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as Chairman and Whole-Time Director for further period of five (5) years w.e.f. October 01, 2021, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT**, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as Whole-Time Director.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter including filing of the said resolution with the Registrar of Companies, Ahmedabad."



**Item No. 3:**

**Change in Designation and appointment of Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848) as Executive Director of the Company:**

To consider and pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and pursuant to such request received from Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848) and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for Change in Designation of and appointment of Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848) as Executive Director of the Company w.e.f. October 01, 2021, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT**, subject to the provisions of Section 197 of the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848) as Executive Director.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter including filing of the said resolution with the Registrar of Companies, Ahmedabad."

**Item No. 4:**

**Re-appointment of Mr. Hasmukh Veljibhai Vavaiya (DIN: 07807509) as Non-Executive Independent Director of the Company:**

To consider and pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), Mr. Hasmukh Veljibhai Vavaiya (DIN: 07807509), who was appointed as an Independent Director at the 17<sup>th</sup> Annual General Meeting of the Company and who holds office up to May 03, 2022 and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from May 04, 2022 up to May 03, 2027 (both days inclusive)."

**Item No. 5:**

**Re-appointment of Mrs. Mamtaben Hiteshbhai Thumbar (DIN: 07732851) as Non-Executive Independent Director of the Company:**

To consider and pass the following resolutions as **Special Resolutions**:

**"RESOLVED THAT**, pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), Mrs. Mamtaben Hiteshbhai Thumbar (DIN: 07732851), who was appointed as an Independent Director for the current term and who holds office up to February 09, 2022 and who is eligible for reappointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing



Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and whose re-appointment has been recommended by the Nomination and Remuneration Committee and Board of Directors, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from February 10, 2022 to February 9, 2027 (both days inclusive)."

By order of the Board of Directors,  
Sikko Industries Limited

Sd/-

Ankita Lunagariya  
Company Secretary

Place: Ahmedabad  
Date: September 14, 2021

**NOTES:**

1. Pursuant to Section 102(1) of the Companies Act 2013 and Secretarial Standard II on General Meeting, an explanatory Statement setting out material facts relating to the proposed resolution are appended to this notice.
2. In compliance with the provisions of Sections 108 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility to all members of the Company. The Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating remote e-voting.
3. This notice is sent to all the Members whose names appear in the Register of Members / Record of Depositories as on Friday, September 10, 2021 by email to those members who have registered their email IDs with the Company / Depository. Voting rights shall be reckoned in proportion to the number of shares registered in the name(s) of Members as on Friday, September 10, 2021.
4. On account of threat posed by COVID-19 and in terms of the MCA and SEBI Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid self-addressed business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@sikkoindia.com.
  - ii. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to compliance@sikkoindia.com.
  - iii. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
5. The Shareholders are requested to note that in terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
6. Any query/grievance may please be addressed to Ms. Ankita Lunagariya, Company Secretary with respect to the voting by remote electronic means at: Email id: compliance@sikkoindia.com or to NSDL at evoting@nsdl.co.in.
7. The members have to vote through remote e-voting platform only.
8. The Portal for remote E-voting will remain open for the Members for exercising their votes during Thursday, September 16, 2021 (09:00 A.M.) and will end on Friday, October 15, 2021 (05:00 P.M.) (Both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on Friday, September 10, 2021 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again. Please note that remote E-voting module shall be disabled for voting by NSDL after the last date and time.
9. A member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
10. The Scrutinizer's decision on the validity of the voting shall be final.



11. A copy of the Postal Ballot Notice is also available on the website of the Company viz. [www.sikkoindia.com](http://www.sikkoindia.com) and e-voting website viz. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and at the corporate announcement sections of the websites of the National Stock Exchange of India Limited on which the equity shares of the Company are listed.
12. The Board of Directors have appointed CS Anand Lavingia, Company Secretary in Practice (COP No. 11410) as Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the votes received through remote e-voting platform. After completion of the scrutiny of votes received, the scrutinizer will submit the report to the Chairman of the Company.
13. The Resolutions will be taken as passed effectively on Friday, October 15, 2021, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special resolution, had received assenting to the Resolution. The result of the voting will be declared on or before Saturday, October 16, 2021 at the Registered Office of the Company. The result of the voting will also be posted on the Company's website [www.sikkoindia.com](http://www.sikkoindia.com) and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
14. Resolutions approved by the members through Postal Ballots /remote e-voting are deemed to have been passed effectively at a General Meeting of the Members.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to Purva Sharegistry (India) Private Limited, Registrar and Share Transfer Agent of the Company.

**INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING****HOW DO I VOTE ELECTRONICALLY USING NSDL E-VOTING SYSTEM?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

**STEP 1. ACCESS TO NSDL E-VOTING SYSTEM****A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</li></ol>



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

**4. Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## STEP 2. CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM.

### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csanandlavingia@gmail.com](mailto:csanandlavingia@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

# SIKKO INDUSTRIES LIMITED

CIN: L51909GJ2000PLC037329

Regd. Off: 508 Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand,  
Vejalpur, Ahmedabad - 380051; Telephone: +91 79- 66168950/66168951

Website: [www.sikkoindia.com](http://www.sikkoindia.com), E-mail: [compliance@sikkoindia.com](mailto:compliance@sikkoindia.com)



## CONTACT DETAILS

Company	<p>SIKKO INDUSTRIES LIMITED</p> <p>508 Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad - 380051</p> <p>Tel : +91 79 6616 8950 / 6616 8951;</p> <p>Email: <a href="mailto:compliance@sikkoindia.com">compliance@sikkoindia.com</a>; Web: <a href="http://www.sikkoindia.com">www.sikkoindia.com</a></p>
Registrar and Transfer Agent	<p>PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED</p> <p>9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lowe Parel (EAST), Mumbai, Maharashtra - 400 011;</p> <p>Tel: +91 22 2301 2517 / 2301 8261;</p> <p>Email: <a href="mailto:support@purvashare.com">support@purvashare.com</a>; Web: <a href="http://www.purvashare.com">www.purvashare.com</a></p>
E-Voting Agency & VC / OAVM	<p>Email: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a></p> <p>NSDL help desk: 1800 1020 990 and 1800 22 44 30</p> <p>You may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a></p>
Scrutinizer	<p>Mr. Anand S Lavingia</p> <p>Email: <a href="mailto:csanandlavingia@gmail.com">csanandlavingia@gmail.com</a>; Tel No.: +91 79 4005 1702</p>

**EXPLANATORY STATEMENT****(Pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard II on General Meetings)**

Item No. 1:

**Re-appointment of Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as Managing Director of the Company: SPECIAL RESOLUTIONS**

The Board of Directors of the company ("the board") at its meeting held on January 12, 2017 had appointed Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as Managing Director of the company for a period of 5 years w.e.f. January 12, 2017. The terms and conditions of appointment and remuneration of Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as Managing Director of the Company was also approved by the Members of the Company in their Extra-Ordinary General Meeting held on January 23, 2017.

The term of Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) Managing Director of Company is going to expire on January 11, 2022. The Board of Directors of the Company at its meeting held on September 14, 2021 has, subject to the approval of members, re-appointed Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as Managing Director for a further period of five (5) years w.e.f. October 01, 2021, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as a Managing Director of the Company, in terms of the applicable provisions of the Act.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the re-appointment of and remuneration payable to Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as Managing Director is now being placed before the Members for their approval by way of Special Resolution.

**DISCLOSURE AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013:****GENERAL INFORMATION:**

**Nature of Industry:** The Company is engaged in Manufacturing and trading & Exporting of Bio-Agro chemicals, Pesticides, Fertilizers, Seeds, Sprayers, Packaging, Machineries and FMCG products etc.

**Date or expected date of commencement of commercial production:** The Commercial Production has been commence since incorporation of the Company.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**Financial performance based on given indicators:****(Amount in Rupees)**

Particulars	F.Y. 2020-21	F.Y. 2019-20
Revenue from operations	39,65,81,272.67	31,98,69,718.00
Other income	1,91,45,079.72	53,31,726.27
<b>Total Income</b>	<b>41,57,26,352.39</b>	<b>32,52,01,444.27</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	37,03,09,157.22	27,83,85,468.68
<b>Operating Profits before Depreciation, Finance Cost and Tax</b>	<b>4,54,17,195.17</b>	<b>4,68,15,975.59</b>
Less: Finance cost	28,75,453.99	57,06,440.89
Less: Depreciation	59,54,679.00	70,11,278.13
<b>Profit / (Loss) Before Tax</b>	<b>3,65,87,062.18</b>	<b>3,40,98,256.57</b>
Less: Current Tax	1,09,50,000.00	1,00,80,000.00
Less: Deferred Tax Liabilities/ (Assets)	(3,45,000.00)	(3,35,000.00)
<b>Profit/ (Loss) after tax (PAT)</b>	<b>2,59,82,062.18</b>	<b>2,43,53,256.57</b>



Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity.

#### INFORMATION ABOUT THE MANAGING DIRECTOR:

**Background Details:** Mr. Jayantibhai Mohanbhai Kumbhani aged 55 years is a Promoter of the Company. He holds Bachelor Degree of Science in Agriculture from the Gujarat Agricultural University. Mr. Jayantibhai Mohanbhai Kumbhani is the original founder of the SIKKO GROUP. He joined our Company in the year 2003 as Director. He has 33 years of experience in agricultural field including 24 years of experience in agricultural business and hence appointed as Managing Director of the Company for a period of five years w.e.f. January 12, 2017. He looks after the marketing department, administrative and finance Department of the Company. He is also responsible for formulation of the strategies for expansion and growth of business of the Company. His skill helps the Company to maintain the healthy relationship with clients, dealers, distributors and other stakeholders of the Company. Nevertheless, his experience helps the Company to infuse latest technologies for easy manufacturing process.

**Past Remuneration:** In the Financial Year 2020-21, Mr. Jayantibhai Mohanbhai Kumbhani was paid total remuneration of Rupees 39.00 Lakh for serving the Company as Managing Director.

**Recognition of Award:** None

**Job Profile and his suitability:** Mr. Jayantibhai Kumbhani has 33 years of experience in agricultural field including 24 years of experience in agricultural business.

**Remuneration Proposed:** up to Rupees 7.00 Lakh per month excluding perquisite mentioned hereunder.

**Perquisites and Allowances:** Mr. Jayantibhai Mohanbhai Kumbhani will be paid perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V to the Act.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Jayantibhai Mohanbhai Kumbhani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Jayantibhai Mohanbhai Kumbhani has pecuniary relationship to the extent he is Promoter - Shareholders of the Company and he is brother of Mr. Ghanshyam Mohanbhai Kumbhani and spouse of Mrs. Alpaben Jayantibhai Kumbhani.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the period of 3 years w.e.f. October 1, 2021 only.

The Board of Directors is of the view that the re-appointment of Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) as Managing Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolutions at Item No. 1 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) himself, Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) and Mrs. Alpaben Jayantibhai Kumbhani (DIN 00071144) and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at item No. 1.

The statement of additional information required to be disclosed as per Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

**Item No. 2:****Re-appointment of Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as Chairman and Whole-Time Director of the Company: SPECIAL RESOLUTIONS**

The Board of Directors of the company ("the board") at its meeting held on January 12, 2017 had appointed Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as Chairman and Whole-time Director of the Company for a period of 5 years w.e.f. January 12, 2017. The terms and conditions of appointment and remuneration of Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as Chairman and Whole-time Director of the Company was also approved by the Members of the Company in their Extra-Ordinary General Meeting held on January 23, 2017.

The term of Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) Chairman and Whole-time Director of the Company will be expired on January 11, 2022, the Board of Directors of the company at its meeting held on September 14, 2021 has, subject to the approval of members, re-appointed Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as Chairman and Whole-time Director for a further period of five (5) years w.e.f. October 01, 2021, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as a Chairman and Whole-time Director of the Company, in terms of the applicable provisions of the Act.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198, 203 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable Regulations of SEBI (LODR) Regulations, 2015, the re-appointment of and remuneration payable to Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as Chairman and Whole-time Director is now being placed before the Members for their approval by way of Special Resolution.

**DISCLOSURE AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013:****GENERAL INFORMATION:**

**Nature of Industry:** The Company is engaged in Manufacturing and trading & Exporting of Bio-Agro chemicals, Pesticides, Fertilizers, Seeds, Sprayers, Packaging, Machineries and FMCG products etc.

**Date or expected date of commencement of commercial production:** The Commercial Production has been commence since incorporation of the Company.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**Financial performance based on given indicators:**

Particulars	(Amount in Rupees)	
	F.Y. 2020-21	F.Y. 2019-20
Revenue from operations	39,65,81,272.67	31,98,69,718.00
Other income	1,91,45,079.72	53,31,726.27
<b>Total Income</b>	<b>41,57,26,352.39</b>	<b>32,52,01,444.27</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	37,03,09,157.22	27,83,85,468.68
<b>Operating Profits before Depreciation, Finance Cost and Tax</b>	<b>4,54,17,195.17</b>	<b>4,68,15,975.59</b>
Less: Finance cost	28,75,453.99	57,06,440.89
Less: Depreciation	59,54,679.00	70,11,278.13
<b>Profit / (Loss) Before Tax</b>	<b>3,65,87,062.18</b>	<b>3,40,98,256.57</b>
Less: Current Tax	1,09,50,000.00	1,00,80,000.00
Less: Deferred Tax Liabilities/ (Assets)	(3,45,000.00)	(3,35,000.00)
<b>Profit/ (Loss) after tax (PAT)</b>	<b>2,59,82,062.18</b>	<b>2,43,53,256.57</b>



Foreign investments or collaborations, if any: No collaborations has been made by the Company with any of foreign entity.

#### INFORMATION ABOUT THE WHOLE-TIME DIRECTOR:

**Background Details:** Mr. Ghanshyam Mohanbhai Kumbhani, aged 58 years, is Promoter of the Company and was acting as Director of the Company since incorporation. He holds Bachelor's Degree of Science in Chemistry from the Sardar Patel University, Gujarat. He has 36 years of experience in agricultural field including 24 years of experience in agricultural business. Mr. Ghanshyam Kumbhani has apt knowledge and understanding of the chemical processes that go into manufacturing and thus maintains the quality of products throughout the process in the Company. Furthermore, working experience in teams, he is well-suited to team-oriented tasks such as the design project. In our Company, he heads the Purchase, Production and Technical Departments.

**Past Remuneration:** In the Financial Year 2020-21, Mr. Ghanshyam Mohanbhai Kumbhani was paid total remuneration of Rupees 39.00 Lakh for serving the Company as Chairman and Whole Time Director.

**Recognition of Award:** None

**Job Profile and his suitability:** Mr. Ghanshyam Mohanbhai Kumbhani has 36 years of experience in agricultural field including 24 years of experience in agricultural business.

**Remuneration Proposed:** up to Rupees 4.00 Lakh per month excluding perquisite mentioned hereunder.

**Perquisites and Allowances:** Mr. Ghanshyam Mohanbhai Kumbhani will be paid perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V to the Act.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Ghanshyam Mohanbhai Kumbhani, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Ghanshyam Mohanbhai Kumbhani has pecuniary relationship to the extent he is Promoter - Shareholders of the Company and he is brother of Mr. Jayantibhai Mohanbhai Kumbhani.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the period of 3 years w.e.f. October 1, 2021 only.

The Board of Directors is of the view that the re-appointment of Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) as Chairman & Whole-time Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolutions at Item No. 2 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Ghanshyam Mohanbhai Kumbhani (DIN: 00587855) himself, Mr. Jayantibhai Mohanbhai Kumbhani (DIN: 00587807) and their relatives to the extent their shareholding in the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolutions set out at item No. 2.

The statement of additional information required to be disclosed as per Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

#### Item No. 3:

**Change in Designation of Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848) from Non-executive Director to Executive Director of the Company: SPECIAL RESOLUTIONS**

On request of Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848), the Board of Directors of the company ("the board") at its meeting held on September 14, 2021 had approved Change in Designation from Non-executive Director to Executive Director w.e.f. October 01, 2021 subject to approval of Shareholders of the Company, liable to retire by rotation and on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.



It is proposed to seek the members' approval for the Change in Designation of and appointment of and remuneration payable to Mrs. Alpaben Jayantibhai Kumbhani from Non-executive Director to Executive Director of the Company, in terms of the applicable provisions of the Act.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018, the Change in Designation of and appointment of Mrs. Alpaben Jayantibhai Kumbhani (DIN: 00587848) to Executive Director of the Company is now being placed before the Members for their approval by way of Special Resolution.

**DISCLOSURE AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013:****GENERAL INFORMATION:**

**Nature of Industry:** The Company is engaged in Manufacturing and trading & Exporting of Bio-Agro chemicals, Pesticides, Fertilizers, Seeds, Sprayers, Packaging, Machineries and FMCG products etc.

**Date or expected date of commencement of commercial production:** The Commercial Production has been commence since incorporation of the Company.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**Financial performance based on given indicators:**

(Amount in Rupees)

Particulars	F.Y. 2020-21	F.Y. 2019-20
Revenue from operations	39,65,81,272.67	31,98,69,718.00
Other income	1,91,45,079.72	53,31,726.27
<b>Total Income</b>	<b>41,57,26,352.39</b>	<b>32,52,01,444.27</b>
Less: Total Expenses before Depreciation, Finance Cost and Tax	37,03,09,157.22	27,83,85,468.68
<b>Operating Profits before Depreciation, Finance Cost and Tax</b>	<b>4,54,17,195.17</b>	<b>4,68,15,975.59</b>
Less: Finance cost	28,75,453.99	57,06,440.89
Less: Depreciation	59,54,679.00	70,11,278.13
<b>Profit / (Loss) Before Tax</b>	<b>3,65,87,062.18</b>	<b>3,40,98,256.57</b>
Less: Current Tax	1,09,50,000.00	1,00,80,000.00
Less: Deferred Tax Liabilities/ (Assets)	(3,45,000.00)	(3,35,000.00)
<b>Profit/ (Loss) after tax (PAT)</b>	<b>2,59,82,062.18</b>	<b>2,43,53,256.57</b>

**Foreign investments or collaborations, if any:** No collaborations has been made by the Company with any of foreign entity.



## INFORMATION ABOUT THE APPOINTEE:

**Background Details:** Mrs. Alpaben Jayantibhai Kumbhani aged 48 years is a Director - Shareholder of the Company. She holds bachelor's degree in Commerce and is having 17 years of experience in general Administration Work. She is responsible for the general administration of the Company in the ordinary course of business.

**Past Remuneration:** Nil

**Recognition or awards:** None

**Job Profile and his suitability:** She is responsible for the general administration of the Company in the ordinary course of business. Considering the above and having regard to his age, ability, and experience and looking to the business requirement, he is a fit and proper person as the Executive Director of the Company.

**Remuneration Proposed:** -

1. Basic Salary up to Rupees 3.00 Lakh per month excluding perquisite mentioned hereunder;
2. Perquisites and Allowances.

Mrs. Alpaben Jayantibhai Kumbhani will be paid perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V to the Act.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mrs. Alpaben Jayantibhai Kumbhani, the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mrs. Alpaben Jayantibhai Kumbhani has pecuniary relationship to the extent she is Shareholder of the Company, Spouse of Mr. Jayantibhai Kumbhani and sister in law of Mr. Ghanshyam M. Kumbhani.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, the terms of appointment and remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the period of 3 years w.e.f. October 1, 2021 only

The Board of Directors is of the view that Change in Designation of Mrs. Alpaben Jayantibhai Kumbhani as Executive Director of the Company will not harm the operations of the Company and the remuneration payable to her is commensurate with her abilities and experience and accordingly recommends the Special Resolutions at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Alpaben Jayantibhai Kumbhani herself and Mr. Jayantibhai Kumbhani and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolutions.

The statement of additional information required to be disclosed as per Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

**Item No. 4:**

**Re-appointment of Mr. Hasmukh Veljibhai Vavaiya (DIN: 07807509) as Non-Executive Independent Director of the Company: SPECIAL RESOLUTIONS**

Mr. Hasmukh Veljibhai Vavaiya (DIN: 07807509) was appointed as Non-Executive Independent Director at the 17<sup>th</sup> Annual General Meeting ("AGM") of the Company and holds office up to May 03, 2022.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that background, experience, contribution and continued association of Mr. Hasmukh Veljibhai Vavaiya will be beneficial to the Company and it is desirable to continue to avail his services as Non-Executive Independent Director and accordingly, proposes the re-appointment of Mr. Hasmukh Veljibhai Vavaiya (DIN: 07807509) as Non-Executive Independent Director, for a second term of five consecutive years from May 4, 2022 to May 3, 2027, not liable to retire by rotation.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations. Further, he has also confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Further the Company has also received (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.



In the opinion of the Board, Mr. Hasmukh Veljibhai Vavaiya (DIN: 07807509) fulfills the conditions specified in the Act for re-appointment as Non-Executive Independent Director and is independent of the management of the Company. The terms and conditions of his appointment are uploaded on the website of www.sikkoindia.com.

Mr. Hasmukh Veljibhai Vavaiya holds Bachelor's Degree of Arts in English. He is involved in his own business i.e. Vavaiya Corporation (Firm) from many years. He has 28 years of experience in his own business.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable Regulations, the re-appointment of Mr. Hasmukh Veljibhai Vavaiya (DIN: 07807509) as Non-Executive Independent Director is now being placed before the Members for their approval by way of Special Resolutions.

The Nomination and Remuneration Committee and the Board recommends the special resolutions set forth in Item no. 4 for the approval of the members.

Except Mr. Hasmukh Veljibhai Vavaiya (DIN: 07807509) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 4 of the Notice.

The statement of additional information required to be disclosed as per Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

Item No. 5:

**Re-appointment of Mrs. Mamtaben Hiteshbhai Thumbar (DIN: 07732851) as Non-Executive Independent Director of the Company:**

Mrs. Mamtaben Hiteshbhai Thumbar (DIN: 07732851) was appointed as Non-Executive Independent Director of the Company and holds office up to February 09, 2022.

The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that background, experience, contribution and continued association of Mrs. Mamtaben Hiteshbhai Thumbar will be beneficial to the Company and it is desirable to continue to avail his services as Non-Executive Independent Director and accordingly, proposes the re-appointment of Mrs. Mamtaben Hiteshbhai Thumbar (DIN: 07732851) as Non-Executive Independent Director, for a second term of five consecutive years from February 10, 2022 to February 9, 2027, not liable to retire by rotation.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of Listing Regulations. Further, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Further the Company has also received (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014 and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Mamtaben Hiteshbhai Thumbar (DIN: 07732851) fulfils the conditions specified in the Act for re-appointment as Non-Executive Independent Director and is independent of the management of the Company. The terms and conditions of his appointment are uploaded on the website of www.sikkoindia.com.

Mrs. Mamtaben Hiteshbhai Thumbar holds Bachelor's Degree of Science in Chemistry. She has 6 years of experience in agricultural products and administrative work.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and other applicable Regulations, the re-appointment of Mrs. Mamtaben Hiteshbhai Thumbar (DIN: 07732851) as Non-Executive Independent Director is now being placed before the Members for their approval by way of Special Resolutions.

The Nomination and Remuneration Committee and the Board recommends the special resolutions set forth in Item no. 5 for the approval of the members.

Except Mrs. Mamtaben Hiteshbhai Thumbar (DIN: 07732851) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item No. 5 of the Notice.

The statement of additional information required to be disclosed as per Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

By order of the Board of Directors,  
Sikko Industries Limited

Sd/-

Ankita Lunagariya  
Company Secretary

Place: Ahmedabad  
Date: September 14, 2021

# SIKKO INDUSTRIES LIMITED

CIN: L51909GJ2000PLC037329

Regd. Off: 508 Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand,

Vejalpur, Ahmedabad - 380051; Telephone: +91 79- 66168950/66168951

Website: www.sikkoindia.com, E-mail: compliance@sikkoindia.com



## DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT/ APPOINTMENT (Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015 and Secretarial Standard II)

Name	Jayantibhai Kumbhani	Ghanshyambhai Kumbhani	Alpaben Kumbhani	Hasmukhbhai Vavaiya	Mamtaben Thumbar
Date of Birth	April 10, 1966	August 12, 1963	November 05, 1973	March 15, 1973	April 16, 1981
Qualifications	Bachelors of Science in Agriculture	Bachelors of Science	Bachelors of Commerce	Bachelor of Arts (English)	Bachelors of Science (Chemistry)
Experience - Expertise in Specific functional areas - Job profile and suitability	Mr. Jayantibhai Kumbhani is the original founder of the SIKKO GROUP. He has 33 years of experience in agricultural field including 24 years of experience in agricultural business. He looks after the marketing department, administrative and finance Department of the Company. His skill helps the Company to maintain the healthy relationship with clients, dealers, distributors and other stakeholders of the Company.	Mr. G. M. Kumbhani, the Whole-Time Director of the Company, graduated with a Bachelor of Science (Chemistry) degree from the Sardar Patel University, Gujarat. He heads the Purchase, Production and Technical departments of the Company. Mr. G. M. Kumbhani has 34 years of experience in agricultural field and almost 22 years of experience in agricultural business. He has apt knowledge and understanding of the chemical processes that go into manufacturing and thus maintains the quality of products throughout the process.	She has around 17 years of experience of general administration.	Mr. Hasmukhbhai Vavaiya having 28 years of work experience in his own business. He is involved in his own business i.e. Vavaiya Corporation (Firm) from many years.	She is having 6 years of work experience in Agricultural products and administrative work.
No. of Shares Held	3054084 Equity Shares	721480 Equity Shares	1118640 Equity Shares	Nil	Nil
Terms & Conditions	As per Explanatory Statement for Item No. 1 of this Notice	As per Explanatory Statement for Item No. 2 of this Notice	As per Explanatory Statement for Item No. 3 of this Notice	Not liable for retire by rotation.	Not liable for retire by rotation.
Remuneration paid in FY 2020-21	Rs. 39.00 Lakh pa	Rs. 39.00 Lakh	Nil	Not Applicable	Not Applicable



# SIKKO INDUSTRIES LIMITED

CIN: L51909GJ2000PLC037329

Regd. Off: 508 Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand,  
Vejalpur, Ahmedabad - 380051; Telephone: +91 79- 66168950/66168951  
Website: www.sikkoindia.com, E-mail: compliance@sikkoindia.com

Name	Jyantibhai Kumbhani	Ghanshyambhai Kumbhani	Alpaben Kumbhani	Hasmukhbhai Vavaiya	Mamtaben Thumbar
Remuneration sought to be paid	Rupees 84.00 Lakh per annum	Rupees 48.00 Lakh per annum	Rs. 36.00 Lakh pa	Not Applicable	Not Applicable
Date of original Appointment	January 15, 2003	February 08, 2000 (Refer note hereunder)	June 04, 2021	To be reappointed w.e.f. May 04, 2017	To be reappointed w.e.f. February 10, 2017
Date of Appointment in current terms	October 01, 2021	October 01, 2021	October 01, 2021	May 4, 2022	February 10, 2022
Directorship held in other public Companies*	Nil	Nil	Nil	Nil	Nil
Memberships / Chairmanships of committees of public Companies**	Memberships - 1 Committee	Nil	Memberships - 1 Committee	Memberships - 2 Committees	Memberships - 1 Committees (including 1 Chairmanships)
Inter-se relationship with other Directors	Mr. Jayantibhai Kumbhani is brother of Mr. Ghanshyam M. Kumbhani and spouse of Mrs. Alpaben J. Kumbhani.	Mr. Ghanshyam M. Kumbhani is brother of Mr. Jayantibhai M. Kumbhani and brother in law of Mrs. Alpaben J. Kumbhani	Mrs. Alpaben J. Kumbhani is spouse of Mr. Jayantibhai M. Kumbhani and sister in law of Mr. Ghanshyam M. Kumbhani	No relation	No Relation

\* Excluding foreign companies, Section 8 companies and Struck off Companies.

\*\*Includes only Audit Committee, Nomination and Remuneration Committee and Stakeholders' Grievances and Relationship Committee.

Note: Mr. Ghanshyam M. Kumbhani is acting as a Director since incorporation of the Company. He resigned in the year 2007. Subsequently appointed as a Director in the year 2010. Presently he is acting Whole-time Director since January 12, 2017.

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