



SIKKO INDUSTRIES LIMITED

Corporate Identity Number (CIN): U51909GJ2000PLC037329

Regd Office: 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, S.G. Highway, Vejalpur, Ahmedabad-380051; Tel: (079) 66168950/51 Visit us at: www.sikkoindia.com, Email-compliance@sikkoindia.com

NOTICE OF SEVENTEENTH (17TH) ANNUAL GENERAL MEETING

Notice is hereby given that the 17th Annual General Meeting (AGM) of the Members of Sikko Industries Limited will be held on Friday, September 29, 2017 at 10.00 A.M. at the registered office of the the company situated at _508, Iscon Eligance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, Vejalpur, Ahmedabad-380051, to transact the following businesses:

ORDINARY BUSINESS:

- 1.** To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board and Auditors thereon; and
- 2.** To appoint Mr. Jayantibhai M. Kumbhani (DIN: 00587807), who retires by rotation and being eligible, offers himself for re-appointment.
- 3.** To consider and approve the re- appointment of M/s. Ashok k. Bhatt & Co Chartered Accountants, Ahmedabad (Firm Registration No. 100657W) as the Statutory Auditors of the Company and if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, pursuant to the recommendation of audit committee, M/s. Ashok k. Bhatt & Co Chartered Accountants, Ahmedabad (Firm Registration No. 100657W) be and hereby appointed as Statutory Auditors of the Company, to hold such office from the conclusion of this Annual General Meeting until the conclusion of 22nd Annual General Meeting of the Company to be held in the year 2018 at such remuneration as may be determined by the board of Directors of the Company."

SPECIAL BUSINESSES:

- 4.** Appointment cum regularization of appointment of Mr. Hasmukhbhai Vavaiya as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Hasmukhbhai Vavaiya who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from May 4, 2017 and who holds office until the date of this AGM in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Hasmukhbhai Vavaiya as a candidate for the office of an Independent director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (Five) years w.e.f. May 4, 2017.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- 5.** Appointment cum regularization of appointment of Mr. Pravinbhai M. Kumbhani, Non-Executive Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Ms. Bhumi Patel (DIN 07473437), who was appointed as an Additional Director of the Company with effect from July 25, 2017 by the Board of Directors and who holds office up to the date of this Annual

General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

By the Order of Board of Directors
Sikko Industries Limited
Sd/-
Jayantibhai kumbhani
Managing director
DIN: 00587807

Place: Ahmedabad

Date: September 5, 2017

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Annual General Meeting is annexed hereto.
2. Details of directors retiring by rotation/ seeking appointment/ re-appointment at the ensuing Meeting are provided in the "Annexure" to this notice pursuant to provisions of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The directors have furnished their consent/ declaration for appointment/ re appointment as required under the Companies Act, 2013 and the Rules made thereunder.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
Pursuant to Section 105 of the Companies Act, 2013 read with Rule 19 of Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Members holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
The instrument of proxy in order to be effective should be deposited at the Registered Office of the Company, duly filled, stamped and signed, not later than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed. Proxies submitted on behalf of the Limited Companies, societies etc., must be supported by an appropriate resolution/ authority as applicable.
4. During the period beginning 24 hours before the time fixed for the commencement of Meeting and ending with the conclusion of the Meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the company.
5. Corporate members intending to send their authorized representative(s) to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send the Company, a certified copy of the relevant Board Resolution together with the respective specimen signature of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
6. Members/ proxies/ authorized representatives are requested to bring the Attendance Slip enclosed herewith, duly filled and signed attending the meeting. The signature of the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.

7. The Register of Members and Share Transfer books of the Company will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive) and same will be re-opened from Saturday, September 30, 2017 onwards.
8. Members who hold shares in the dematerialized form and want to change/ correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
9. Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited, Unit no. 9, Shiv Shakti Industrial Estate, JR Boricha Marg, Lower Parel (East), Mumbai - 400 011
10. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Purva Shareregistry (India) Private Limited for assistance in this regard.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.
13. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members may note that this Notice and the Annual Report 2016-17 will also be available on the Company's website viz. www.sikkoindia.com.
14. Physical copy of the Notice of AGM, Annual Report and Attendance Slip along with proxy form is being sent to those members who have not registered their e-mail address with the Company. Members who have received the notice of AGM, Annual Report and Attendance slip along with the proxy form in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the Registration counter at the AGM.
15. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with Purva Shareregistry (India) Private Limited. Members are requested to update their e-mail address along with their Client ID/ DP ID with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
16. The route map showing directions to reach the venue of the 17th AGM is annexed to this notice and uploaded on the website of the Company, i.e, www.sikkoindia.com
17. Members may also note that the notice of the 17th AGM and the Annual report for the year 2016-17 will be available on the Company's website www.sikkoindia.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days.
18. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
19. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the Securities market. Members

holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their PAN details to the Registrar and Share Transfer Agents, Purva Sharegistry (India) Private Limited, Unit no. 9, Shiv Shakti Industrial Estate, JR Boricha Marg, Lower Parel (East), Mumbai – 400 011

21. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
22. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Purva Sharegistry (India) Private Limited, for consolidation into single folio.
23. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Annual General Meeting.
24. In pursuance of the provisions of Section 108 of the Act and the Rules framed there under, as amended from time to time, the Company is exempted from giving the Members the facility to cast their vote electronically, through the remote e-voting services on the resolutions set forth in this Notice. However, voting through permitted mode under the Companies Act, 2013 will be allowed at the venue of Annual General Meeting.
25. All documents specifically referred to in this Notice and the Explanatory Statement are opened for inspection at the Registered office of the Company between 02.00 p.m. and 04.00 p.m. on all working days (except Saturdays, Sundays and Holidays) up to the date of AGM.
26. The Company has not declared any dividend. Further, the Company does not have any unpaid or unclaimed dividend amount outstanding as on the closure of financial year 2016-17. Therefore, the Company is not required to upload the details of Unpaid and unclaimed dividend amounts.

Further, during the year, the Company has not transferred any amount to fund established under Section 125 of the Companies Act, 2013.

EXPLANATORY STATEMENT

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act")

ITEM NO 4:

The Board of Directors of the Company, in their Board Meeting held on May 4, 2017 has appointed Mr. Hasmukh Vavaiya (DIN 07807509) as an Additional (Non-Executive Independent) Director of the Company w.e.f. May 4, 2017 under Section 161 read with Section 149 of the Act and applicable Articles of the Company's Articles of Association.

Pursuant to provisions of Section 161 of the Companies Act, 2013, Mr. Hasmukh Vavaiya holds office up to the date of ensuing Annual General Meeting of the Company. A notice has been received from member along with deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing candidature of Mr. Hasmukh Vavaiya for appointment as a Non-Executive Independent Director of the Company.

Mr. Hasmukh Vavaiya is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. Further, Mr. Hasmukh Vavaiya has also given a declaration to the Board that he meets the criteria of Independence as provided under of Section 149(6) of the Act. In the opinion of the Board, Mr. Hasmukh Vavaiya fulfills the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and he is independent of the management.

Brief resume of Mr. Hasmukh Vavaiya, nature of his expertise in specific functional areas and names of the Public Companies in which he holds directorships and memberships / chairperson of the Board / Committees and shareholding are provided as annexure to this notice.

Keeping in view of experience and knowledge of Mr. Hasmukh Vavaiya, the Board considers that his association would be of immense benefit to the Company and it is desirable to avail the services of Mr. Hasmukh Vavaiya as a Non-Executive Independent Director.

The board of directors commends passing of resolution mentioned in item no. 4 as ordinary resolution.

Except Mr. Hasmukh Vavaiya, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

ITEM NO: 5

The Board of Directors of the Company, in their Board Meeting held on July 25, 2017 has appointed Mr. Pravinbhai M. Kumbhani (DIN: 00587855) as an Additional (Non-Executive) Director of the Company w.e.f. July 25, 2017 under Section 161 of the Act and applicable Articles of the Company's Articles of Association.

In terms of Section 161(1) of the Act, Mr. Pravinbhai M. Kumbhani holds office only up to the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose appointment of Mr. Pravinbhai M. Kumbhani as a Director. Further, Mr. Pravinbhai M. Kumbhani has also given his consent to act as Director of the Company and declaration to the effect that he is not disqualified to be appointed as Director of the Company.

Relevant details of Mr. Pravinbhai M. Kumbhani as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is given in annexure to this notice.

The Board of Directors is of the view that the appointment of Mr. Pravinbhai M. Kumbhani as Non - Executive Director of the Company will be beneficial to the operations of the Company and accordingly commend the Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Save and except Mr. Pravinbhai M. Kumbhani and his relatives to the extent 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 Resolution.

By the Order of Board of Directors

Sikko Industries Limited

Sd/-

Jayantibhai kumbhani

Managing director

DIN: 00587807

Place: Ahmedabad

Date: September 5, 2017

**Annexure to the Notice
Details of Directors Retiring by Rotation/ Seeking Appointment/ Re-Appointment
at the ensuing Annual General Meeting**

{Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Secretarial Standards on General Meetings}

Particulars	Mr. Jayantibhai M. Kumbhani	Mr. Hasmukhbhai Vavaiya	Mr. Pravinbhai Kumbhani
DIN:	00587807	07807509	00587864
Age	51 years	44 years	48 years
Nationality	Indian	Indian	Indian
Date at current designation	January 12, 2017	May 4, 2017	July 25, 2017
Qualification	B.Sc. (Agriculture)	B.A. (English)	B.com
Brief Profile	Mr. J. M. Kumbhani, the Managing Director of the Company, graduated with a Bachelor of Science (Agriculture) degree from the Gujarat Agricultural University, Gujarat. He heads the marketing, administration departments of the Company. Mr. J. M. Kumbhani during his journey in sikko has achieved various awards like Bharatiya Krushi Vikas Ratna Award (2006), World Economic progress award (2006) , Bharatiya Udyog Ratna Award (2008) and so on.	He has graduated with a Bachelor of Arts (English). He is involved in his own business i.e. Vavaiya Corporation (Firm) from many years. He has 24 years of experience in his own business.	He has graduated with a Bachelor of Commerce. He is involved in his own agricultural business i.e. from many years. He has more than 20 years of experience in his own business.
Shareholding in the Company as on March 31, 2017	15,27,042 Shares	NIL	3,25,000 Shares
Directorships held in other Companies as on March 31, 2017	a) Sikko Trade Link Private Limited b) Simcon Laminators Private Limited	NIL	NIL
Chairmanships/ Memberships of Committees of other Boards	Member-Audit Committee	1. Chairman-Audit Committee 2. Member-Stakeholders relationship Committee	1. Member-Stakeholders relationship Committee
Relationship with other Directors	Brother of Mr. Ghanshyambhai Kumbhani	No Relation	Brother of Mr. Ghanshyambhai Kumbhani and Mr.

	and Mr. Pravinbhai Kumbhani		Jayantibhai Kumbhani
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By the Order of Board of Directors
Sikko Industries Limited

Sd/-

Jayantibhai kumbhani

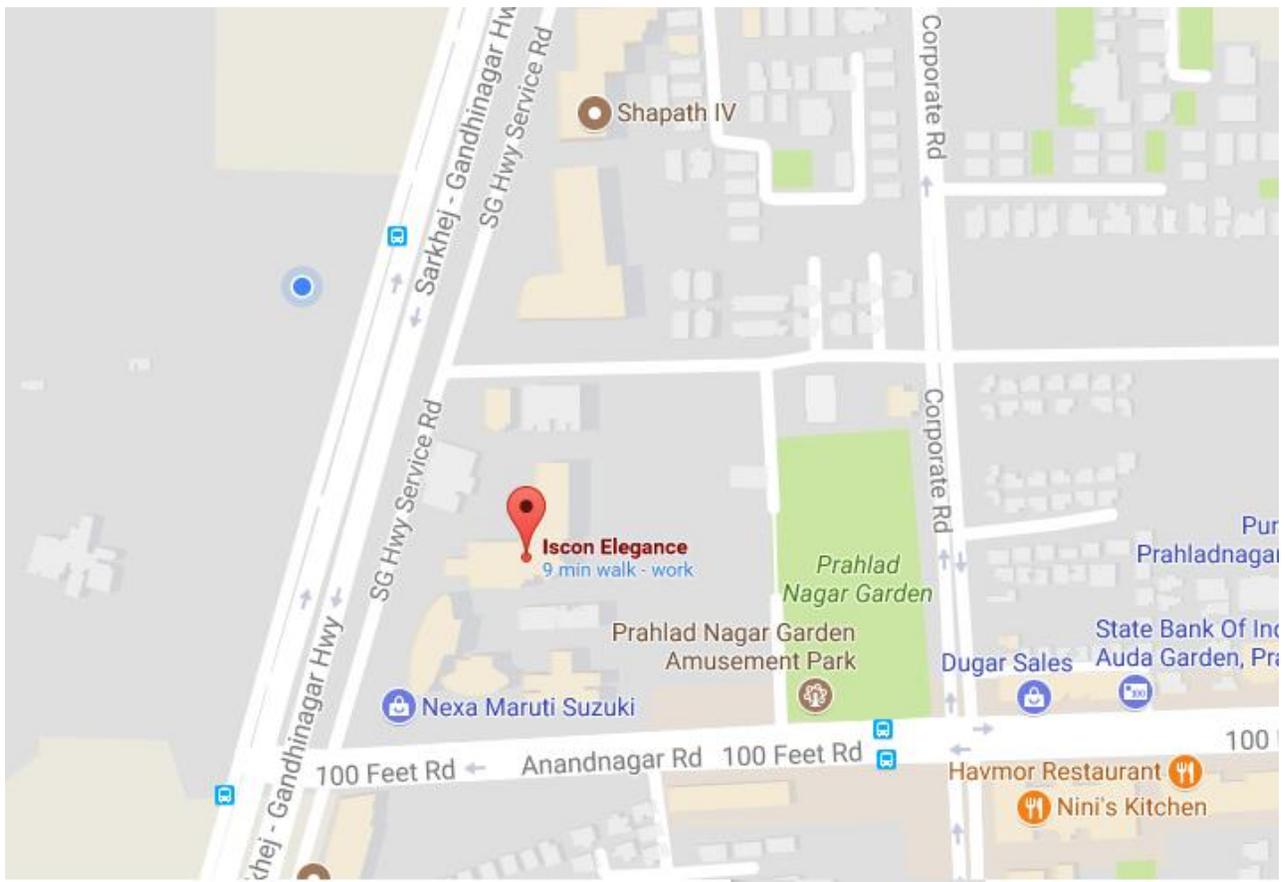
Managing director

DIN: 00587807

Place: Ahmedabad

Date: September 5, 2017

Route Map to the venue of the Annual General Meeting



Venue: 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, S.G. Highway, Vejalpur, Ahmedabad - 380 051

Landmark: Nr. Prahladnagar Pick up Stand, S.G. Highway, Ahmedabad – 380 051



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ATTENDANCE SLIP

Regd. Folio No./DP Id No./Client Id No.* (*Applicable for investor holding shares in electronic form.)	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/we hereby record my/our presence at the 17th Annual General Meeting of Sikko Industries Limited held on Friday, September 29, 2017 at 10:00 a.m. at the registered office of the Company situated at 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, S.G. Highway, Vejalpur, Ahmedabad-380051.

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

Notes: Please fill up this attendance slip and hand it over at the entrance of the venue of meeting. Members are requested to bring their copies of the Annual Report to the AGM.

-----Please tear here-----

PROXY FORM

(Form No. MGT-11 - Pursuant to section 105(6) of the Companies Act, 2013 Rules made thereunder)

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No/Client Id	

I/We, being the member (s) of.....shares 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: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting and/or any adjournment thereof of Sikko Industries Limited to be held on Friday, September 29, 2017 at 10:00 a.m. at the registered office of the Company situated at 508, Iscon Elegance, Nr. Jain Temple, Nr. Prahladnagar Pick up Stand, S.G. Highway, Vejalpur, Ahmedabad-380051 and/or any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)		
		For	Against	Abstain
Ordinary businesses				

1.	To receive, consider and adopt audited financial statement of account for the financial year ended on March 31, 2017 and the reports of the Directors' and the Auditors' thereon.			
2.	To appoint a Director in place of Mr. Jayantibhai Kumbhani (DIN 00587807), who retires by rotation and being eligible, seeks re-appointment.			
3.	Appointment of Statutory Auditors and fix their remuneration.			
Special Businesses				
4.	Appointment cum regularization of appointment of Mr. Hasmukhbhai Vavaiya as an Independent Director			
5.	Appointment cum regularization of appointment of Mr. Pravinbhai M. Kumbhani, Non-Executive Director.			

Signed this.....day of.....2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of not
less than
Rs. 1

Note:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the Annual General Meeting (on or before September 27, 2017 at 10:00 a.m.)
2. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.