#### 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

#### 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 and Ordinary 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 and General Circular No. 33/2020 dated September 28, 2020 (the "MCA Circulars") read SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May Circular No. 12, 2020 and Circular with 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 evoting 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 Resolutions appended below. Proposed resolutions, along with explanatory statement pertaining to the said resolutions, 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 from Sunday, February 07, 2021 (09:00 A.M.) and will end on Monday, March 08, 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 7 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 Wednesday, March 10, 2021 at the Registered Office of the Company and also by placing the same on the company's website - 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/-

Jayantibhai Mohanbhai Kumbhani Managing Director (DIN: 00587807)

Place: Ahmedabad Date: February 04, 2021





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#### SPECIAL BUSINESSES

#### Item No. 1:

To increase the Authorised Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association:

To consider and if thought fit, to pass the following resolutions as **Special Resolutions**:

"**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for increasing the Authorised Share Capital of the Company from Rupees 6,00,00,000/- (Rupees Six Crores Only) divided into 6000000 (Sixty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each to Rupees 12,00,00,000/- (Rupees Twelve Crores Only) divided into 12000000 (One Crore Twenty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each and that existing Clause V of the Memorandum of Association of the Company be replaced with following new Clause V:

"V. The Authorised Share Capital of the Company is Rupees 12,00,00,000/- (Rupees Twelve Crores Only) divided into 12000000 (One Crore Twenty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company."

#### Item No. 2:

To consider and approve the issuance of Bonus Equity Shares:

To consider and if thought fit, to pass the following resolutions as **Ordinary Resolution**:

"RESOLVED THAT in accordance with Section 63 of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, circulars and notifications for the time being in force and subject to regulations/guidelines issued by the Securities and Exchange Board of India (SEBI) (as amended from time to time), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) and on recommendation of the Board of Directors (hereinafter referred to as 'the Board') and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities including the Stock Exchange where the equity shares of the Company are listed, consent and the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of Rupees 5,60,00,000/- (Rupees Five Crore Sixty Lakhs Only) out of sum outstanding to the credit of the Securities Premium account and / or Free Reserve as per the audited financial statement of the company for the financial year ended on March 31, 2020, or such other amount as may be considered necessary by the Board for the purpose of issue of Bonus Equity Shares of Rupees 10/- (Rupees Ten only) each, credited as fully paid-up to the existing holders of the Equity Shares of the Company, whose names appear in the Register of Members maintained by the Company / RTA / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on record date as determined by the Board, in the proportion of 1 (One) Bonus Equity Share of Rupees 10/- (Rupees Ten only) each, for every 1 (One) existing fully paid-up Equity Shares of Rupees 10/- (Rupees Ten only) each held by Member / Beneficial Owner and that the Bonus Equity Shares so distributed shall, for all purposes, be treated as an increase in the paid-up capital of the Company.

**RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall be subject to the Memorandum and the Articles of Association of the Company and shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Equity Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Equity Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members

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who hold Equity Shares in physical form, the Share Certificates in respect of the Bonus Equity Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** the issue and allotment of the Bonus Equity Shares to Non-Resident Indians, Foreign Institutional Investors (FIIs) & other foreign investors, shall be subject to the approval of the Reserve Bank of India and such other Regulatory authorities, as may be necessary.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to take necessary steps for listing of Bonus Equity Shares on the stock Exchanges where the securities of the Company are listed, as per the applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company and/or a duly constituted Committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

By order of the Board of Directors, Sikko Industries Limited

Sd/-

Place: Ahmedabad Date: February 04, 2021 Jayantibhai Mohanbhai Kumbhani Managing Director (DIN: 00587807)

#### 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 resolutions 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, January 29, 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, January 29, 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:
  - (a) 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.
  - (b) 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) to compliance@sikkoindia.com.
  - (c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.



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- (d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited, having its office at 9 Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel East, Mumbai 400 011 (Tel: 022 2301 2518 / 2301 6761), by following the due procedure.
- (e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
- 5. 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.
- 6. The members have to vote through remote e-voting platform only.
- 7. The Portal for remote E-voting will remain open for the Members for exercising their votes during Sunday, February 07, 2021 (09:00 A.M.) to Monday, March 08, 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, January 29, 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.
- 8. 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.
- 9. The Scrutinizer's decision on the validity of the voting shall be final.
- 10. A copy of the Postal Ballot Notice is also available on the website of the Company viz. www.sikkoindia.com and e-voting website viz. 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.
- 11. 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.
- 12. The Resolutions will be taken as passed effectively on Monday, March 08, 2021, being last date for voting, if the result of the voting indicates that the requisite votes, as required for Special and Ordinary resolutions, had received assenting to the Resolution. The result of the voting will be declared on or before Wednesday, March 10, 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 and communicated on the same day to stock exchange, registrar and share transfer agent and e-voting agency.
- 13. 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.
- 14. The Draft amended Memorandum of Association and all such other documents that are available for Members' inspection have been placed on the website of the Company www.sikkoindia.com.
- 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.

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#### 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. Log-in to NSDL e-Voting system at www.evoting.nsdl.com.

Step 2. Cast your vote electronically on NSDL e-Voting system.

#### DETAILS ON STEP 1 IS MENTIONED BELOW:

#### 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: 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 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password 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.	5 ,
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. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can user 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'.



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- (ii) If your email ID is not registered, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.
  - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 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.

#### DETAILS ON STEP 2 IS GIVEN BELOW:

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

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. 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.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. 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 with a copy marked to 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 to reset the password.

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 or call on toll free no.: 1800 1020 990(Airtel) and 1800 22 44 30 (MTNL) or send a request at evoting@nsdl.co.in.

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### EXPLANATORY STATEMENT

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

Item No. 1:

# To increase the Authorised Share Capital of the Company and make consequent alteration in Clause V of the Memorandum of Association: SPECIAL RESOLUTION

In order to broad base capital structure of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rupees 6,00,00,000/- (Rupees Six Crores Only) divided into 6000000 (Sixty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each to Rupees 12,00,00,000/- (Rupees Twelve Crores Only) divided into 12000000 (One Crore Twenty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each, by way of creation of an additional 6000000 (Sixty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each, ranking pari passu in all respect with existing equity shares of the company, aggregating to Rupees 6,00,00,000/- (Rupees Six Crore only).

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase of authorized share capital requires the approval of members of the Company in general meeting under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association has been placed on the website of the Company - www.sikkoindia.com for Members' Inspection.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Special Resolution.

None of the directors or any key managerial personnel or any relative of any of the directors/key managerial personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

#### Item No. 2:

#### To consider and approve the issuance of Bonus Equity Shares: ORDINARY RESOLUTION

With a view to capitalize the Securities Premium account and / or Free Reserve and to rationalize the capital structure of the Company, the Board of Directors in its meeting held on Thursday, February 04, 2021 has proposed to issue bonus equity shares in the ratio of 1:1 (i.e. One bonus equity share of Rupees 10/- for every One fully paid up equity share of Rupees 10/- each held) to the shareholders as on the record date as may be decided by the Board of Directors.

This bonus allotment will rationalize the paid-up capital of the company with the funds employed in the company.

The fully paid-up Bonus Equity Shares shall be distributed to the Members of your Company, whose names appear in the Register of Members maintained by the Company/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on the Record Date as determined by the Board of Directors of the Company. The Bonus Equity Shares so allotted shall rank pari-passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.



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The existing issued, subscribed and Paid-Up Share Capital of the Company shall be increased due to capitalization of Rupees 5,60,00,000/- (Rupees Five Crore Sixty Lakhs Only) out of sum outstanding to the credit of the Securities Premium account and / or Free Reserve as per the audited financial statement of the company for the financial year ended on March 31, 2020.

The Paid-Up Equity Share Capital after Bonus Issue will be Rupees 11,20,00,000/- (Rupees Eleven Crore Twenty Lakhs Only) divided into 11200000 (One Crore Twelve Lakh) Equity Shares of Rupees 10/- (Rupees Ten Only) each.

As per the provisions of Sections 63 of the Companies Act, 2013, approval of the shareholders is required to be accorded for issuance of Bonus Equity Shares to the members of the Company by way of passing Ordinary Resolutions.

The Board recommends the matter and the resolution for the approval of the Members by way of passing Ordinary Resolutions.

None of the Promoter(s), Director(s), Manager(s) and Key Managerial Personnel(s) and their relative(s) is/are, in any way, concerned or interested in the said resolution, except to the extent of their equity shareholdings held by them in the Company.

By order of the Board of Directors, Sikko Industries Limited

Sd/-

Place: Ahmedabad Date: February 04, 2021 Jayantibhai Mohanbhai Kumbhani Managing Director (DIN: 00587807)