



NOTICE

NOTICE is hereby given that the 77th Annual General Meeting of the Members of The Sukhjit Starch & Chemicals Ltd. will be held on Friday, the 6th day of August, 2021 at 10.00 A.M. at the Registered Office of the Company at Phagwara to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Directors' Report, Auditors' Report and Audited Financial Statements for the year ended 31.03.2021.
2. To declare dividend on the Equity Shares for the year ended 31.03.2021.
3. To appoint Director in place of Smt. Manjoo Sardana (DIN: 08533106) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution :

"RESOLVED THAT pursuant to the provisions of Section 196, 197, other applicable provisions (if any) of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule V to the Companies Act, 2013, the consent of the members be and is hereby granted to the re-appointment of Shri M.G. Sharma (DIN: 00398326) as the Executive Director (Fin) & C.F.O. of the Company with effect from 1st August, 2021 to 31st May, 2023, on the terms & conditions including remuneration as are set out in the Explanatory Statement annexed hereto with the liberty to the Board of Directors to alter and vary and / or modify the terms & conditions of the re-appointment including remuneration etc. payable to Shri M.G. Sharma within the limits specified in the Schedule V to the Companies Act, 2013 and / or any amendment thereto as may be made by the Central Government from time to time and as may be agreed between the Board of Directors and Shri M.G. Sharma".

5. 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 149, 150, 152, 161, other applicable provisions (if any) of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with the Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), the consent of the members be & is hereby granted to the appointment of Sh. Saravjit Singh Hothi (DIN: 09182046), as a Non Executive Independent Director of the Company for a period of three years to hold office w.e.f. 31st May, 2021 upto 30th May, 2024".



6. To consider and if thought fit to pass with or without modification(s) the following resolution as a special resolution :

"RESOLVED THAT pursuant to Provisions of section 12 and other applicable provisions (if any) of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014, including any amendments or re-enactment thereof from time to time, the consent of the members be and is hereby accorded to shift the Registered office of the company from its present location at Sarai Road, Phagwara, Distt. Kapurthala - 144401 to Rehana Jattan, Teh. Phagwara, Distt. Kapurthala - 144407 i.e. outside the local limits of the city and within the same Tehsil/ Distt. of the same State of Punjab under the Jurisdiction of the same Registrar of Companies".

RESOLVED FURTHER THAT the Board of Directors of the Company be & is hereby authorized to do all necessary acts to give effect to this resolution, as & when the Board deems fit to shift the registered office to Rehana Jattan. The Board may further authorized any Director or Executive of the Company to sign/ submit/withdraw the requisite form(s) required to be E-filed with the Registrar of Companies and/or to intimate any other Regulatory Authority(s) as may be required and / or to do any other act as may be necessary or incidental thereto in the above regard.

7. To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2022, by passing with or without modification(s) the following resolution as an ordinary resolution :

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration fixed by the Board of Directors payable to the Cost Auditors for conducting the audit of cost records of the Company for the financial year ending March 31, 2022, be and is hereby ratified".

Place : Phagwara.

Dated : 31st May, 2021

By Order of the Board

Sd/-

AMAN SETIA

Vice President (Finance)

& Company Secretary

EXPLANATORY STATEMENT(S) OF ITEM NO. 4 TO 7 (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

ITEM NO. 4

Shri M. G. Sharma, who is B.Sc , D.B.I.M, F.C.A, A.C.S and has been working with the company since 1981 and as Group Senior Vice President & C.F.O. when co-opted as member of the board on 1st August, 2016. He is heading finance and commercial functions of the company with due compliance of statutory Acts like Income Tax Act, GST Act and other applicable Acts to the company from time to time. The Board, in their meeting held on 31.05.2021 (subject to the approval of the shareholders in the ensuing General Meeting) have re-appointed Shri M.G. Sharma as Executive Director (Fin) & C.F.O. of the Company with effect from 1st August, 2021 to 31st May, 2023 on the following terms & conditions :

1. The Executive Director (Fin) & C.F.O. shall be vested with the powers of governance & control for the general conduct of business and affairs of the company efficiently and profitably under the superintendence / overall directions of the Board of Directors / the Managing Director.
2. The re-appointment is made with effect from 1st August, 2021 to 31st May, 2023.



3. REMUNERATION :

- (a) Salary & Allowances : 3.66 Lacs p.m. (Basic Salary ₹ 1.75 lacs & Allowances ₹ 1.91 lacs) (present emoluments) with annual increment as may be decided by the Board of Directors from time to time within the overall limits specified under Schedule V to the Companies Act, 2013.
- (b) Perquisites : Perquisites shall be allowed in addition to salary & will be restricted to an amount equal to the annual salary.

Unless otherwise the context requires Shri M. G. Sharma shall be entitled to the following perquisites under three categories :

CATEGORY 'A'

- (i) Free furnished company owned/rented accommodation.
- (ii) Medical re-imbusement for the expenses incurred for self and family subject to a ceiling of one month's salary in a year or three months salary in a period of three years as per the rules of the Company.
- (iii) Leave Travel Concession to the appointee and his family once in a year as per rules of the Company.
- (iv) Club Fee subject to a maximum of two clubs and not including membership fee or life membership fee.
- (v) Personal Accident Insurance & Mediclaim Insurance as per rules of the company.

CATEGORY 'B'

- (i) Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income Tax Act.
- (ii) Earned Leave: As per rules of the Company and being presently enjoyed by him.

CATEGORY 'C'

Provision of chauffeur driven car for use on company's business will not be considered as a perquisite. However, personal long distance calls or private use of car shall be billed to the appointee as per rules of the company. The above limits shall be subject to the Schedule V of the Companies Act, 2013 and any amendment thereto as may be made by the Central Government from time to time and agreed between the Board of Directors and Shri M.G. Sharma. He shall be entitled to actual entertainment and travelling expenses incurred during the course of business as per rules of the Company. Shri M.G. Sharma will not receive any sitting fee for attending the meeting of the Board of Directors of the Company and shall not, so long as he functions as Executive Director of the Company, become interested or concerned directly or through his wife or children in any selling agency of the company or any of its subsidiary companies, without prior approval of the shareholders (if any required).

He has been associated with the company for about four decades and has been involved in policy formulation and various other activities like project / product planning & development. He is also actively involved in key areas like procurement of raw materials, marketing of finished products and other commercial activities besides heading the finance functions of the Company.

The Board, therefore, in the overall interest of the company, recommends his re-appointment as Executive Director (Fin) & C.F.O. with effect from 1st August, 2021 to 31st May, 2023.

None of the Directors except Shri M.G. Sharma himself, is concerned or interested in this resolution.

ITEM NO. 5

Sh. Saravjit Singh Hothi, a retired Air Vice Marshal from Indian Air Force, has been appointed by the Board in the meeting held on 31.05.2021 as an Additional Non Executive Independent Director to hold office till the conclusion of this Annual General Meeting. Sh. Saravjit Singh Hothi graduated from National Defence Academy, Pune and commissioned as fighter pilot from Air Force Academy, Hyderabad in 1969. Besides actively commanding flight missions during Siachen operations & commanding the Air base during Kargil operations, he had successfully led & coordinated Indo US Cooperation mission at US Defence HQS at Pentagon, US Central command HQS at Tampa Florida and US Pacific command HQS at Hawaii. He had also been on deputation with Egyptian Air Force for training Egyptian Pilots. He has an excellent career during his coveted service, spanning about 30 years, with Indian Air Force with excellent administrative & managerial skills in commanding/ managing men & materials. He has been decorated twice by The President of India with prestigious medals like Vayu Sena Medal and Vishisht Sewa Medal.



Presently, he is proprietor of MSP, Jalandhar and associated with "The Knowledge Academy" (a UK based organisation) which provides training to the Corporate Professionals. He has also done a course on 'Independent Directors Studies for Senior Officers of Armed Forces'.

In terms of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended, he is proposed to be appointed as an Independent Director of the company for a period of three years and shall not be liable to retire by rotation.

Sh. Saravjit Singh Hothi has confirmed that he is not disqualified in terms of Section 164 of the Act read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as an Independent Director of the Company.

In opinion of the Board, Sh. Saravjit Singh Hothi, who is proposed to be appointed as an Independent Director, fulfills all the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the Management. The terms and conditions of appointment of the independent director are available for inspection by members at the Registered Office of the Company and are also available on the website of the Company.

The Board considers that his association would further strengthen the Board of Directors of the Company. Accordingly, the Board recommends the appointment of Sh. Saravjit Singh Hothi for three years thereby proposing the resolution set out in item no. 5.

None of the Directors except Sh. Saravjit Singh Hothi himself, is concerned or interested in this resolution.

ITEM NO. 6

The registered office of the company is presently situated at Sarai Road, Phagwara, Distt. Kapurthala - 144401. The Company has operationalised its new unit at Rehana Jattan, Teh. Phagwara, Distt. Kapurthala - 144407. The existing unit of the company located at Sarai Road, Phagwara will stop its operations shortly as it is the oldest and the smallest unit amongst all four units of the company working since 1943. The Company has planned to shift its Head Office to the new place. So, the registered office is also proposed to be shifted to Rehana Jattan during the running year. The new unit at Rehana Jattan, located outside the local limits of the city, is very near to the Phagwara unit, in the same Tehsil/Distt. of the state of Punjab under the Jurisdiction of the same Registrar of Companies .

In accordance with the provision of section 12 of the Companies Act, 2013 read with rule 27 of Chapter II of the Companies (Incorporation) Rules, 2014, the Board requires approval of the members by way of special resolution/ authorization to the Board of Directors for shifting of the registered office of the Company outside the local limits of any city or town within the same state.

Therefore, the Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors and the Key Managerial Personnel(s) of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution of item No. 6.

ITEM NO. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Khushwinder Kumar & Associates as the cost auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2022.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, ratification by the



members is sought to the remuneration payable to the Cost Auditors i.e. Audit fee of ₹ 60,000/- plus applicable taxes and reimbursement of travelling/other out of pocket expenses (if any), for the financial year ending March 31, 2022 by passing an Ordinary Resolution as set out at Item No. 7 of the Notice.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

NOTES :

- 1. The AGM will be held at the said venue by strictly adhering to the Social Distancing Norms and Other Safety Protocols including face masks, hand sanitization etc. as per the latest guidelines / advisories / SOP's issued by the Ministry of Health & Family Welfare, Govt. of India and the State Govt. amid COVID-19 Pandemic.** Entry to the venue will be made on 'first come first basis' according to the maximum permissible limit for a gathering at a place as per the lock down restrictions prevailing at that time.
- 2. A MEMBER ENTITLED TO ATTEND AND A VOTE AT THE 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. THE INSTRUMENT APPOINTING PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Members intending to seek any clarification on the accounts, in the meeting, are requested to inform the company at least seven days in advance from the date of the Annual General Meeting. In consonance with the MCA circulars/ SEBI circular dated May 12, 2020 and MCA general circular no. 02/2020 dated January 13, 2021 / SEBI circular no. 11 dated January 15, 2021, in view of COVID-19 pandemic, the notice of the AGM along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. The members, who have not registered their E-mail IDs with the company are once again requested to kindly register / update their e-mail IDs by following the below mentioned link

<https://www.sukhjitgroup.com/email-registration>

Members may note that the said Notice and the Annual Report will also be available on the Company's website www.sukhjitgroup.com and on the website of the Bombay Stock Exchange (BSE) www.bseindia.com.

4. Members may note that the provisions of TDS have been made applicable to the payment/distribution of Dividend w.e.f. 1st April, 2020. The Company shall, therefore, be required to deduct tax at source (TDS) at the time of making the payment of final dividend.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed ₹ 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the Income Tax Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil deduction of Tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

The aforementioned documents should reach us on or before 23rd July, 2021 and may be furnished/submitted at admin@skylinerta.com and/or vipan@sukhjitgroup.com by the shareholders. Any communication received after 23rd July, 2021 in this regard may not be entertained.

5. The details of the directors seeking appointment/re-appointment as required by Regulation 26(4) & 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2 issued by the Institute of Company Secretaries of India and notified by Central Government are annexed herewith marked as "Annexure 1". The Board of Directors has recommended all the proposed appointments/re-appointments of the Directors.



6. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register their E-mail Ids by sending written request to our RTA M/s Skyline Financial Services Pvt. Ltd. in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in Demat form to enable the Company to serve them documents / all communications including Annual Reports, Notices, Circulars etc. in electronic form.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from 30.07.2021 to 06.08.2021 (both days inclusive).
8. Members holding shares in physical form, are requested to notify any change in their bank accounts, addresses and E-mail IDs etc. immediately to the Registrar-cum-Share Transfer Agents of the Company and members holding shares in Demat form, should furnish the said particulars to their respective Depository Participants.
9. The payment of dividend (as recommended by the Board) will be made on and from 11.08.2021, after its approval in the AGM :
 - (a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) on close of business hours on 29th July, 2021.
 - (b) To all members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Registrar cum Share Transfer Agents of the Company / the Company on or before close of business hours on 29th July, 2021.
10. Members are hereby informed that, Dividends which remain unclaimed / unencashed for over a period of 7 years, have to be transferred by the Company to the Investor Education & Protection Fund (IEPF) constituted by the Central Government under section 125 of the Companies Act, 2013. Members can claim the transferred amount from IEPF Authority as per the procedure laid down under the Act & Rules thereunder.
11. Members, who have not en-cashed their dividend warrants for Interim Dividend 2015-16 & 2018-19 and Final Dividend for the financial year 2013-14, 2014-15, 2016-17, 2017-18 & 2018-19 may approach the company for revalidation of the original dividend warrants or for obtaining duplicate dividend warrants. The unpaid / unclaimed amount will be deposited in the Investors Education and Protection Fund as per the schedule given below :

Dividend for Financial Year	Date of Declaration	Due date for Deposit
2013-2014	29.07.2014	28.07.2021
2014-2015	29.07.2015	28.07.2022
2015-2016 (Interim Dividend)	11.03.2016	10.03.2023
2016-2017	27.07.2017	26.07.2024
2017-2018	08.08.2018	07.08.2025
2018-2019 (Interim Dividend)	06.02.2019	05.02.2026
2019-2020	13.08.2020	12.08.2027

12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Every person, who becomes the nominee under the provision of the Act, may upon the production of such an evidence, as may be required by the Board, elect either to get himself registered as the holder of the securities or to make such transfers as the case may be, as the deceased holder could have made.
13. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to notify their PANs to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PANs to the Company / RTA.



14. (a) In accordance with the provisions of section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, the shareholders may exercise their option to transact through electronic voting system for which the Company is providing the facility for voting by electronic means (e-voting) to all its members. The Company has engaged the services of National Securities Depository Ltd. (NSDL) to provide e-voting facilities and enable the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. This facility will be available at the link www.evoting.nsdl.com during the following voting period :-

Commencement of e-voting : From 9.00 A.M. on 3rd August, 2021

End of e-voting : Upto 5.00 P.M. on 5th August, 2021

E-voting shall not be allowed beyond 5.00 P.M. on 5th August, 2021. During E-voting period, the shareholders of the company, holding shares either in physical form or demat form, as on the closing of business hours of the cut off date, may cast their vote electronically. The date of determination of shareholders for the purpose of communicating the notice is 9th July, 2021. The cutoff date of e-voting is 29th July, 2021.

- (b) **'Voting by electronic means'** or 'electronic voting system' means a **'secured system'** based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate **'cyber security'**.

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

Process / Manner of e-voting - For the Shareholders :

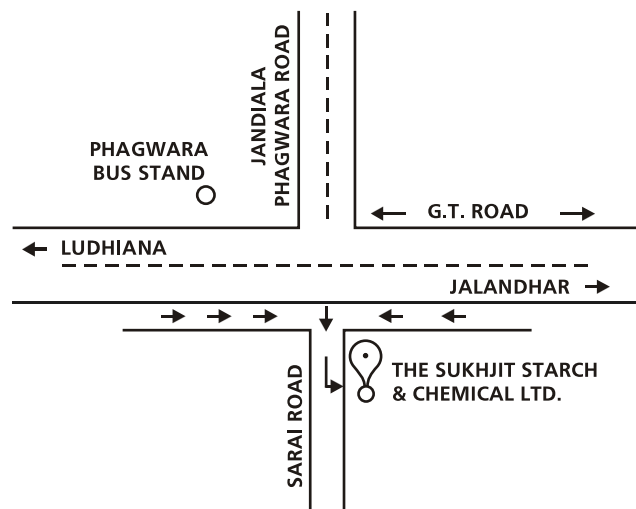
The detailed instructions for E-voting have been given separately in the attached format for E-voting. In case of any queries, you may refer the frequently asked questions (FAQs) - 'Shareholders and e-voting user manual' - available at the downloads section of www.evoting.nsdl.com.

- (c) Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail. **The members, who have not registered their e-mail IDs with the company are once again requested to kindly register / update their e-mail IDs by following the below mentioned link :**

<https://www.sukhjitgroup.com/email-registration>

- (d) The Company has appointed M/s P.S. Rally & Associates, Practicing Company Secretary, Membership No.6861, as 'Scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.

Route Map to the venue of the AGM





DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings]

Name of the Director	Manjoo Sardana	M.G. Sharma	Saravjit Singh Hothi
DIN	08533106	00398326	09182046
Date of Birth	27.10.1952	14.06.1953	23.10.1949
Age	69	68	72
Date of first appointment on the Board	08.08.2019	01.08.2016	31.05.2021
Qualifications	Graduate	B.Sc., D.B.I.M, F.C.A., A.C.S.	Graduate
Experience and Expertise	Over 41 years	Over 43 years	Over 50 years
Number of Meetings of the Board attended during the year	4 out of 4	4 out of 4	N.A.
List of Directorship of other Board	—	Capital Small Finance Bank Limited	—
List of Membership /Chairmanship of Committees of other Board	—	Chairman of the Audit Committee and Special Committee on frauds of Capital Small Finance Bank Limited	—
Shareholding in The Sukhjit Starch & Chemicals Ltd.	1503197	120	—
Relationship with other directors, manager and other Key Managerial Personnel of the Company	—	—	No relationship
Terms and Conditions of appointment or reappointment along with details of remuneration sought to be paid and remuneration last drawn by such person	As per the Nomination & Remuneration Policy of the Company.	As per the Nomination & Remuneration Policy of the Company.	As per the Nomination & Remuneration Policy of the Company.



<p>Justification for choosing the appointees for appointment as Independent Directors</p>	<p>— N.A.—</p>	<p>— N.A.—</p>	<ul style="list-style-type: none"> • He has long experience of about 30 years working in various capacities & roles with Indian Air Force, leading from the front successfully as a commander / as an administrator or as a coordinator. • After retirement as an Air Vice Marshal he has another experience of 20 years of a proven successful entrepreneur and is associated with 'The Knowledge Academy' for training Corporate Professionals. • He has to his credit excellent Administrative & Managerial skills in commanding/ managing men & materials. • No relationship with any of the Directors/ KMPs of the Company. • Meets the criteria of independence as prescribed under the Act.
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THE SUKHJIT STARCH & CHEMICALS LIMITED

Regd. Office : Sarai Road, Phagwara-144401 Distt. Kapurthala, Punjab

Email : sukhjit@sukhjitgroup.com Website : www.sukhjitgroup.com

C.I.N. : L15321PB1944PLC001925

ATTENDANCE SLIP ANNUAL GENERAL MEETING - AUGUST 6, 2021 AT 10.00 A.M.

DP ID.		Name & Address of the registered shareholder
Client ID/Regd. Folio No.		
No. of Shares held		

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on Friday the 6th day of August, 2021 at its Regd. Office at Sarai Road, Phagwara-144401, Distt. Kapurthala, Punjab

.....
Member's/Proxy's Signature

Note : Please complete this and hand it over at the entrance.

FORM NO. MGT-11 PROXY FORM

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

CIN :	L15321PB1944PLC001925
Name of the Company :	The Sukhjit Starch & Chemicals Limited
Registered Office :	Sarai Road, Phagwara-144401, Distt. Kapurthala, Punjab
Name of the members (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 Annual General Meeting of the Company, to be held on Friday, August 6th, 2021 at 10.00 A.M. at its Regd. Office at Sarai Road, Phagwara-144401, Distt. Kapurthala, Punjab and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.

1.	2.	3.	4.
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Signed this..... day of 2021.

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix Revenue Stamp

Note : This form of proxy in order to be effected should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

The Sukhjit Starch & Chemicals Limited

Annual General Meeting (AGM)

at

Registered Office of the Company at Sarai Road, Phagwara-144401 (Pb.)

on

Friday, August 06, 2021, AT 10.00 A.M.

Dear Shareholder,

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the **Annual General Meeting (AGM)** by electronic means and the **business may be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“Remote E-Voting”) will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing E-Voting services through our E-Voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in E-Voting on the resolutions placed by the Company on E-Voting system.

The Notice of Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of E-Voting process can be downloaded from the link <https://www.evoting.nsdl.com> or <https://www.sukhjitgroup.com> or <https://www.bseindia.com>

The E-Voting period commences on Tuesday, August 03, 2021 (9:00 a.m. IST) and ends on Thursday, August 05, 2021 (5:00 p.m. IST). During this period shareholders' of the Company, may cast their vote electronically. The E-Voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date i.e Thursday, July 29, 2021**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **July 29, 2021**, may obtain the login ID and password by sending a request at evoting@nsdl.com.

The Sukhjit Starch & Chemicals Limited

Annual General Meeting (AGM)

at

Registered Office of the Company at Sarai Road, Phagwara-144401 (Pb.)

on

Friday, August 06, 2021, AT 10.00 A.M.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote E-Voting period begins on Tuesday, August 03, 2021 (9:00 a.m. IST) and ends on Thursday, August 05, 2021 (5:00 p.m. IST). The remote E-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, July 29, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 29, 2021.

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.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see E-Voting services under Value added services. Click on "Access to E-Voting" under E-Voting services and you will be able to see E-Voting page. Click on company name or E-Voting service provider i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your

	<p>vote during the remote E-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the E-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 hold 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 company name or E-Voting service provider i.e. NSDL and you will be redirected to E-Voting website of NSDL for casting your vote during the remote E-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 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

	<p>NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access E-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
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. upon logging in, you will be able to see E-Voting option. 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 company name or E-Voting service provider i.e. 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for E-Voting 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.
 - 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 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 Now you are ready for E-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. 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 parminderrally@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.
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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager or Ms. Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, ‘A’ Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email id – evoting@nsdl.co.in or pallavid@nsdl.co.in or SoniS@nsdl.co.in or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the sukhjit@sukhjitgroup.com

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for E-Voting for the resolutions set out in this notice:

1. 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 M/s Skyline Financial Services Private Limited (RTA of the Company) at parveen@skylinerta.com.
2. 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 M/s Skyline Financial Services Private Limited (RTA of the Company) at parveen@skylinerta.com.

3. . If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for E-Voting for Individual shareholders holding securities in demat mode.**
4. 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. 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.