

THE SUKHJIT STARCH & CHEMICALS LIMITED

CIN: L15321PB1944PLC001925

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

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

Phone: 01824-518800, Fax: 01824-261669

NOTICE OF EXTRA ORDINARY GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014

To,
The Member(s)

Notice is hereby given that an Extra-ordinary General Meeting of the members of The Sukhjit Starch and Chemicals Limited will be held on Monday, October 18, 2021 at 10:00 A.M at Registered Office of the Company at Phagwara to transact the following business:

SPECIAL BUSINESS

ITEM NO. 1

TO CONSIDER AND APPROVE ISSUANCE OF EQUITY WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS / PROMOTER GROUP OF THE COMPANY

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the “Stock Exchange”) on which the equity shares of the Company having face value of Rs.10 each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to such conditions as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its power conferred by this resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot 8,15000 Equity warrants at a price of Rs. 300/- per warrant or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company (“the Equity Shares”) at a premium of Rs. 290/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating up to Rs. 24,45,00,000/- (Rupees Twenty Four Crore Forty Five Lacs only) for cash consideration on a preferential basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board, to the following persons (“Proposed Allottees”- Promoters/ Promoter Group) as detailed below:

Sl. No	Name of Proposed Allottees	Nature of Instrument	No of Warrants convertible into Equity shares proposed to be issued	PAN No.	Demat Details
1	MANJOO SARDANA	Eq. Warrants	175000	ABOPS1728C	IN30154960843337
2	KULDIP KRISHAN SARDANA	Eq. Warrants	125000	AJKPS2652M	IN30154960728543
3	DHIRAJ SARDANA	Eq. Warrants	80400	ABOPS0544C	IN30154960728551
4	PANKAJ SARDANA	Eq. Warrants	80400	ABLPS8560P	IN30154960883347
5	BHAVDEEP SARDANA	Eq. Warrants	80400	ABOPS0542E	IN30154960843312
6	PUNEET SARDANA	Eq. Warrants	80400	ABLPS8559G	IN30154961211131
7	KULDIP KRISHAN SARDANA(HUF)	Eq. Warrants	60000	AABHK0516Q	IN30226913274585
8	ROSINA MALIK	Eq. Warrants	25000	BUEPM9193B	IN30114312180240
9	KABIR SARDANA	Eq. Warrants	20200	DAHPS5741C	IN30154931511724
10	NIKHIL SARDANA	Eq. Warrants	20200	BFKPS0286L	IN30115121751542
11	NARESH SARDANA	Eq. Warrants	13500	AAOPS7574H	IN30302850489110
12	ROHINI SARDANA	Eq. Warrants	10000	ABPPS4037D	IN30226913594907
13	NAVIN SARDANA	Eq. Warrants	10000	AANPS6218D	IN30154915575601
14	UMESH HIRANAND CHABLANI	Eq. Warrants	10000	ACDPC5457G	IN30021423424639
15	NALINI KALRA	Eq. Warrants	7000	AKGPK2806G	IN30021410567872
16	SHALINI UMESH CHABLANI	Eq. Warrants	7000	ACQPC6735L	IN30021423417140
17	VERINDER KUMAR SARDANA	Eq. Warrants	5000	ATBPS8378K	1204320000044348
18	NANDINI OBEROI	Eq. Warrants	4000	AAAPO2209F	IN30120910203115
19	ASHOK SARDANA	Eq. Warrants	1500	DTMPS6754K	IN30120910203852

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity warrants is **Saturday, September 18, 2021**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”).

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount of Rs. 100/- (Rupees One Hundred Only) per Equity Warrant in terms of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the Equity Warrant Issue Price of the Equity Shares. The balance of the Equity Warrant Issue Price i.e. Rs. 200/- per warrant shall be payable by the Equity Warrant Holder at the time of exercising the Equity Warrants.

The Equity Shares, being allotted to the proposed allottees pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

The Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

The allotment pursuant to this special resolution shall be completed within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.

The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT entire promoter group, being interested, shall abstain from voting for the above mentioned resolution.

RESOLVED FURTHER THAT The Equity Shares proposed to be issued and allotted upon conversion of warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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 it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

ITEM NO. 2

TO CONSIDER AND APPROVE ISSUANCE OF EQUITY WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS / PUBLIC CATEGORY SHAREHOLDERS OF THE COMPANY

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 Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the “Stock Exchange”) on which the equity shares of the Company having face value of Rs.10 each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such conditions as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee of directors duly constituted or to be constituted thereof to exercise its power conferred by this resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot 85,360 Equity warrants at a price of Rs. 300/- per warrant or such other price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of the face value of Rs. 10/- each of the Company (“the Equity Shares”) at a premium of Rs. 290/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating up to Rs. 2,56,08,000/- (Rupees Two Crore Fifty Six Lacs Eight

Thousand only) for cash consideration on a preferential basis (“Preferential Issue”), and on such terms and conditions as may be determined by the Board, to the following persons (“Proposed Allottees”- Non Promoters/Public) as detailed below:

Sl. No	Name of Proposed Allottees	Nature of Instrument	No of Warrants convertible into Equity shares proposed to be issued	PAN No.	Demat Details
1	ATUL KUMAR AGARWAL	Eq. Warrants	25000	AGXPA5877A	1201580000686388
2	SUDHIR SINDHWANI	Eq. Warrants	15000	ACAPS2883F	1204720019133417
3	KAPIL CHOPRA	Eq. Warrants	11000	ACUPC8002G	IN30072410172140
4	RAKESH CHAWLA	Eq. Warrants	7700	AAMPC3515C	IN30302866237017
5	SHANKERLAL DEVJIBHAI PATEL	Eq. Warrants	5400	AAYP0643A	IN30115112107725
6	MADAN GOPAL SHARMA	Eq. Warrants	5200	ADDPS5500P	IN30177417135985
7	MOTI SARDANA	Eq. Warrants	3000	AJFPM1710R	IN30133021343581
8	VIKAS UPPAL	Eq. Warrants	2500	AAAPU9828J	IN30047642913577
9	RANBIR SINGH SEEHRA	Eq. Warrants	2500	ABQPS0692H	IN30302866270806
10	GAUTAM JAIN	Eq. Warrants	2000	ACKPJ4220B	IN30045014185546
11	SAHIL WADHAWAN	Eq. Warrants	2000	ADNPW7271K	IN30154964230148
12	VIJAY KUMAR SURI	Eq. Warrants	1000	ABNPS7866C	1201090005560917
13	ARJUN SARUP	Eq. Warrants	1000	ALQPS9627J	IN30302882464861
14	AMBAR SARUP	Eq. Warrants	1000	EGQPS9563E	IN30302882569214
15	DALJIT SINGH	Eq. Warrants	560	AREPS3359P	1202990004716711
16	BHAVNA SARUP	Eq. Warrants	500	AJDPS3584K	IN30302880349891

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity warrants is **Saturday, September 18, 2021**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (“Relevant Date”).

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Warrant convertible into Equity Shares under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

Each Warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only). The Equity Warrants may be exercised by the Warrant holder, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form.

The proposed Equity Warrant allottees shall, on the date of allotment of Equity Warrants, pay an amount of Rs. 100/- (Rupees One Hundred Only) per Equity Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Equity Warrant Issue Price of the Equity Shares. The balance of the Equity Warrant Issue Price i.e. Rs. 200/- per warrant shall be payable by the Equity Warrant Holder at the time of exercising the Equity Warrants.

The Equity Shares, being allotted to the proposed allottees pursuant to the conversion of these Equity Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

The Equity Shares so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

The allotment pursuant to this special resolution shall be completed within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

In the event the Equity Warrant Holder(s) do not exercise Equity Warrants within the Equity Warrant Exercise Period, the Equity Warrants shall lapse and the amount paid shall stand forfeited by the Company.

The issue of Equity Warrants as well as Equity Shares arising from the exercise of the Equity Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

The Equity Warrants by itself until converted into Equity Shares, do not give to the Warrant Holder(s) any voting rights in the Company in respect of such Equity Warrants.

The price determined above and the number of Equity Shares to be allotted on exercise of the Equity Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

The Equity Shares arising from the exercise of the Equity Warrants will be listed on the Stock Exchange subject to the receipt of necessary regulatory permissions and approvals as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the persons mentioned in the list above, who are subscribing to this issue in Non-Promoter/Public Shareholder category, being interested, will not take part in the resolution. All the shareholders other than those mentioned as Non-Promoter/public allottees can cast their votes.

RESOLVED FURTHER THAT The Equity Shares proposed to be issued and allotted upon conversion of warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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 it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants convertible into equity shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

ITEM NO. 3

TO CONSIDER AND APPROVE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

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 13, 61, 64 and other applicable provisions of The Companies Act, 2013 read with rules made there under (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum and Articles of Association of The Sukhjit Starch & Chemicals Ltd. (“The Company”) and other applicable laws/rules/regulations, if any, the consent of shareholders be and is hereby accorded to the Board of Directors (hereinafter referred to as “ The Board”) to increase the Authorized Share Capital of the Company from the existing Rs. 15,00,00,000/- (Rs. Fifteen Crores only) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rs.Ten) each to Rs.20,00,00,000/- (Rs. Twenty crores only) divided into 2,00,00,000/- (Two Crore) Equity Shares of Rs. 10/- (Rs.Ten) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered/ amended by substituting the first line of the capital clause stated under item no. 5 to read as: “The Capital of the Company is Rs.20,00,00,000/- divided into 2,00,00,000/- Shares of Rs. 10/- each” for the existing wording “The Capital of the Company is Rs. 15,00,00,000/- divided into 1,50,00,000 Shares of Rs. 10/- each.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for giving effect to this Resolution. The Board may further delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

**By order of the Board
For The Sukhjit Starch and Chemicals Limited**

Sd/-

**Date: September 20, 2021
Place: Phagwara**

**Aman Setia
Vice President (Finance) & Company Secretary
Membership No. 14907**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 , 2 and 3 of the accompanying Notice dated September 20, 2021:

ITEM NO. 1

TO CONSIDER AND APPROVE ISSUANCE OF EQUITY WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTERS / PROMOTER GROUP OF THE COMPANY

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 8,15,000 Equity Warrants convertible into Equity Shares by way of private placement on a preferential basis to Promoters and Promoter Group of the Company (“Proposed Allottees”) at a price of Rs. 300/- per Equity warrant (“Issue Price”)

It may be noted that:

1. All existing equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted on conversion of Equity warrant shall be fully paid up at the time of the allotment;
2. Proposed Allottees hold Equity shares in the Company as follows:

S. No.	Name of the Proposed Allottee	Category	No. of Equity shares held	% of shares held by the Proposed Allottee
1	MANJOO SARDANA	Promotor	1521097	10.31
2	KULDIP KRISHAN SARDANA	Promotor	1356123	9.19
3	DHIRAJ SARDANA	Promotor	876712	5.94
4	PANKAJ SARDANA	Promotor	873158	5.92
5	BHAVDEEP SARDANA	Promotor	871141	5.90
6	PUNEET SARDANA	Promotor	869166	5.89
7	KULDIP KRISHAN SARDANA(HUF)	Promotor Group	289718	1.96
8	ROSINA MALIK	Promotor Group	-	-
9	KABIR SARDANA	Promotor Group	4800	0.03
10	NIKHIL SARDANA	Promotor Group	4800	0.03

11	NARESH SARDANA	Promotor Group	171792	1.16
12	ROHINI SARDANA	Promotor	121096	0.82
13	NAVIN SARDANA	Promotor Group	96172	0.65
14	UMESH HIRANAND CHABLANI	Promotor Group	-	-
15	NALINI KALRA	Promotor Group	88422	0.60
16	SHALINI UMESH CHABLANI	Promotor Group	87814	0.59
17	VERINDER KUMAR SARDANA	Promotor Group	64184	0.43
18	NANDINI OBEROI	Promotor Group	47012	0.32
19	ASHOK SARDANA	Promotor Group	85800	0.58

3. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
4. The Company has obtained the Permanent Account Numbers of the proposed allottees.
5. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 6 (six) months preceding the relevant date.

ITEM NO. 2

TO CONSIDER AND APPROVE ISSUANCE OF EQUITY WARRANTS CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS TO NON PROMOTERS / PUBLIC CATEGORY SHAREHOLDERS OF THE COMPANY

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of special resolution is required to issue of 85,360 Equity Warrants convertible into Equity Shares by way of private placement on a preferential basis to Non-Promoters/ Public Shareholders of the Company including Key Managerial Personnel of the Company. ("Proposed Allottees") at a price of Rs. 300/- per Equity warrant ("Issue Price")

It may be noted that;

1. All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted on conversion of Equity warrant shall be fully paid up at the time of the allotment;

2. Proposed Allottees hold Equity shares in the Company as follows:

S. No.	Name of the Proposed Allottee	Category	No. of Equity shares held	% of shares held by the Proposed Allottee
1	ATUL KUMAR AGARWAL	Non Promotor/Public	32577	0.22
2	SUDHIR SINDHWANI	Non Promotor/Public	225040	1.52
3	KAPIL CHOPRA	Non Promotor/Public	65774	0.45
4	RAKESH CHAWLA	Non Promotor/Public	887	0.01
5	SHANKERLAL DEVJIBHAI PATEL	Non Promotor/Public	-	-
6	MADAN GOPAL SHARMA	Non Promotor/Public	120	0.00
7	MOTI SARDANA	Non Promotor/Public	40780	0.28
8	VIKAS UPPAL	Non Promotor/Public	-	-
9	RANBIR SINGH SEEHRA	Non Promotor/Public	-	-
10	GAUTAM JAIN	Non Promotor/Public	5400	0.04
11	SAHIL WADHAWAN	Non Promotor/Public	2000	0.01
12	VIJAY KUMAR SURI	Non Promotor/Public	10400	0.07
13	ARJUN SARUP	Non Promotor/Public	-	-
14	AMBAR SARUP	Non Promotor/Public	-	-
15	DALJIT SINGH	Non Promotor/Public	-	-
16	BHAVNA SARUP	Non Promotor/Public	31000	0.21

- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
- The Company has obtained the Permanent Account Numbers of the proposed allottees.
- The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 6 (six) months preceding the relevant date.

Common disclosures for Item 1 and Item 2

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business (item 01 and item 02). As required under Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

i) Particulars of the Preferential Issue including date of passing of Board resolution

The Board of Directors at its meeting held on September 19, 2021 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of 9,00,360 Equity Warrants convertible into Equity Shares at a price of Rs. 300/- per Equity warrant (including premium of Rs. 290/- per share for each Warrant), aggregating upto Rs. 27,01,08,000/- (Rupees Twenty Seven Crores One Lac Eight Thousand Only) for cash consideration, on a preferential basis.

ii) Kinds of securities offered and the price at which security is being offered

9,00,360 Equity Warrants convertible into Equity Shares at a price of Rs. 300/- per Equity warrant, (including premium of Rs. 290/- per share for each Warrant), aggregating upto Rs. 27,01,08,000/- (Rupees Twenty Seven Crores One Lac Eight Thousand Only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

iii) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to Rs. 27,01,08,000/- (Rupees Twenty Seven Crores One Lac Eight Thousand Only) through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for working Capital requirement of the Company.

iv) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is **Saturday, 18, September 2021**, being the date 30 days prior to the date of this Extra-Ordinary General Meeting (EGM).

v) Basis on which the price has been arrived at and justification for the price (including premium, if any)

The Equity Shares of the Company are listed on BSE Limited ("BSE") (referred to as the "Stock Exchange"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Warrants shall be issued is Rs.282.48/- per Equity Warrant, being higher of the following:

a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on BSE, during the twenty-six (26) weeks preceding the Relevant Date, i.e. Rs. 237.24/-per Equity Share; or

b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on BSE, during the two (2) weeks preceding the Relevant Date i.e. Rs. 282.48/- per Equity Share.

The pricing of the Equity Warrants to be allotted on preferential basis is Rs. 300/- per Equity Share which is higher than the floor price determined in the manner set out above.

vi) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The allotment is proposed to be made for cash only.

vii) The intention of Promoter(s)/Director(s)/Key Managerial Personnel to subscribe to the offer:

Promoters, Directors or Key Managerial Personnel of the issuer (as per details provided in resolution no. 1 & 2) are interested and intend to subscribe to the Offer for issue of Equity Warrants convertible into Equity shares of the Company, on a preferential basis.

viii) The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Promoters/ Promoter Group of the Company as set out in item no 1 of this Notice and also to the Non-Promoters/ Public shareholders of the Issuer Company as set out in item no 2 of this Notice

ix) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Warrant convertible into equity shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

x) Shareholding pattern of the Company before and after the Preferential Issue

The Equity Warrants are proposed to be allotted to the Promoters and Non- Promoters also. Details of shareholding of the Promoters and Non-promoters in the Company, prior to and after the proposed Preferential Issue, are as under:

Category of Shareholder	Pre Issue ⁽¹⁾		Post Issue ⁽²⁾	
	No. of Equity Shares	%	No. of Equity Shares	%
A. Promoter & Promoter Group				
1. Indian				
Individuals/ Hindu Undivided Family	8525893	57.77	9292393	59.34
Bodies Corporate	9174	0.06	9174	0.06
Sub Total (A)(1)	8535067	57.83	9301567	59.40
2. Foreign	975890	6.61	1024390	6.54
Sub Total (A)(2)	975890	6.61	1024390	6.54
Sub Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	9510957	64.44	10325957	65.94
B. Non-promoters' holding (Public shareholding)				
1. Institutions	-	-	-	-
Sub-Total (B) (1)	-	-	-	-
2. Central Government/State Government(s)/President of India	-	-	-	-
Sub-Total (B) (2)	-	-	-	-

3. Non-institutions				
a) Body Corporates				
i. Indian	120886	0.82	120886	0.77
ii. Overseas	-	-	-	-
b) Individuals -				
i. Individual shareholders holding nominal share capital up to Rs. 2 lakh.	3012885	20.41	3056245	19.52
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	1085298	7.35	1100298	7.03
c) Others				
i) Hindu Undivided Families	175018	1.19	175018	1.12
ii) Non-Resident Indian	269024	1.82	296024	1.89
iii) Foreign National	-	-	-	-
iv) Clearing Members	37246	0.25	37246	0.23
v) Trust	-	-		
vi) Foreign Bodies-DR	-	-	-	-
vii) NBFCs registered with RBI	-	-	-	-
viii) Others	548326	3.72	548326	3.50
Sub-Total (B) (3)	5248683	35.56	5334043	34.06
Sub Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	5248683	35.56	5334043	34.06
C. Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
GRAND TOTAL (A)+(B)+(C)	14759640	100	15660000	100

Note:

- 1) *The Pre Issue Shareholding Pattern is based on Benpos as on Friday, 17, September 2021.*
- 2) *The post issue shareholding pattern in the above table has been prepared on the basis that the proposed allottee(s) will subscribe to all the Equity Warrants which get converted into Equity Shares. In the event for any reason, the proposed allottee(s) do not or are unable to subscribe to and/or are not allotted the Equity Shares they intent to do so, the shareholding pattern in the above table would undergo corresponding changes.*
- 3) *It is further assumed that shareholding of the Company in all other categories will remain unchanged.*
- 4) *The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Warrants of the Company.*

- xi) Details of Proposed Allottees and the Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue**

Sr. No.	Name of Proposed Allottees #	Category	Ultimate beneficial Owner #	Post Issue Shareholding*	
				No. of Equity Shares/ Equity Warrants	%*
1	KULDIP KRISHAN SARDANA (HUF)	Promotor Group	KULDIP KRISHAN SARDANA SUMAN SARDANA BHAVDEEP SARDANA PUNEET SARDANA	349718	2.23

*Assuming allotment of all Equity warrants get converted into Equity shares.

All other proposed allottees, as detailed under Item no. 1 and 2 of the Notice, are Natural Persons & Ultimate Beneficial Owners.

The said details of natural persons are given only for the purpose to know natural persons.

Applicable in case of proposed allotment of 9,00,360 Equity Warrants convertible into Equity Share.

9,00,360 Equity Warrants would be allotted only upon payment of Rs.100/- per Equity warrant at the time of allotment. Each Equity warrant is convertible into 1 Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment, as the case may be on payment of the balance amount of Rs. 200/- per Equity Warrant and on such other terms and conditions as applicable. Option for conversion of warrants will be available upon payment of full price of warrant before such exercise of option.

- xii) Change in Control, if any, in the Company consequent to the preferential issue:**

There shall be no change in the management or control of the Company pursuant to the issue of equity shares/Equity warrants on preferential basis.

- xiii) Lock-in Period**

The entire pre-preferential allotment and the equity shares arising on conversion of said warrants shall be locked-in for such period as specified in the SEBI ICDR Regulations.

Further, there is no pre-preferential allotment shareholding of the Proposed Allottees except as mentioned under item no. 1 & 2 of the explanatory statement.

- xi) Undertakings**

a) None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.

b) As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

c) The Company is eligible to make the preferential issue to its promoters (including promoters group) under Chapter V of SEBI (ICDR) Regulations.

- xiv) Auditors' Certificate**

The certificate from M/s. VSAP & Associates, Chartered Accountants (FRN: 018705N), being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. on any working

day up to the date of the meeting and scanned copy of the same shall be provided on request received from the member in this regard through their registered email ids with the company

xiv) Other disclosures

- a) During the period from 1st April 2021 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
- b) Report of the Registered Valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue, being the company listed on stock Exchange (BSE).

However, we have obtained a report from the Registered Valuer in accordance with recent order passed by the Securities Appellate Tribunal(SAT) in July, 2021, which makes the Report of the Registered Valuer mandatory for all the preferential issues.

- c) Promoters and Members of the promoter group of the Company have not sold any Equity Shares during the six months preceding the Relevant Date, who are participating from promoter group in the preferential issue.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations approval of the Members for issue and allotment of the said Equity Warrants convertible into Equity Shares to promoters and non-promoters is being sought by way of a special resolution as set out in the said item of the Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.1 and 2 of the accompanying Notice for approval by the members of the company.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution(s), except as shareholders of the company in general or to the extent of Equity Share Warrants being subscribed by them.

ITEM NO. 3

TO CONSIDER AND APPROVE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY

Capital clause of the Memorandum of Association of the Company states “The Capital of the Company is Rs. 15,00,00,000/- divided into 1,50,00,000 Equity Shares of Rs. 10/- each.” The Board of Directors of the Company has recommended preferential issue of shares which will increase the capital of the Company beyond the existing capital and warrants increase in the authorized capital of the company. The Board recommends the increase of authorized capital of the company to Rs. 20,00,00,000/- divided into 2,00,00,000/- Equity Shares of Rs. 10/- each.

Moreover, the company is in expansion mode and may require more funds in the form of capital. So, to enable any such further issue of shares etc. warrants increase in the Authorised Capital of the company.

A part of the said capital clause of Memorandum of Association of the Company be amended to that effect.

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise in the said resolution(s), except as shareholders of the company in general.

**By order of the Board
For The Sukhjit Starch and Chemicals Limited**

Sd/-

**Date: September 20, 2021
Place: Phagwara**

**Aman Setia
Vice President (Finance) & Company Secretary
Membership No. 14907**

NOTES

1. The EGM will be held at the said venue by strictly adhering to the Social Distancing Norms and other Safety Protocols including face masks, hand sanitisation etc.. as per the latest guidelines issued by the Ministry of Health & Family Welfare, Govt of India and the concerned State Government amid COVID -19 Pandemic. Entry to the venue shall be made on “First Come First Serve 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. THE PROXY FORM MGT-11 HAS BEEN ATTACHED TO THIS NOTICE.**
3. 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.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/ JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Extra-Ordinary General. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to parminderrally@gmail.com with copies marked to the Company at sukhjit@sukhjitgroup.com or its DP at evoting@nsdl.com
5. Registration of email ID:
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 in electronic form.
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent “RTA”/ Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:
 - (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 info@skylinerta.com. 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 the concerned Depository Participant.
 - (b) Alternatively, member may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password by proving the details mentioned in Point (a).
 - (c) 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, Skyline Financial Services Private Limited, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020, by following the due procedure.
 - (d) 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, Skyline Financial Services Private Limited to enable servicing of notices / documents electronically to their e-mail address.
6. The Notice of the Extra-Ordinary General Meeting is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the MCA Circular dated 31st December, 2020. Member may note that Notice has been uploaded on the website of the Company at www.sukhjitgroup.com .The Notice can also be accessed from the website

of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of NSDL i.e. www.evoting.nsdl.com

7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited for assistance in this regard.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Skyline Financial Services Private Limited in case the shares are held by them in physical form.
9. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic / Demat form, members may please contact their respective Depository Participants.
10. In case of joint shareholders attending the meeting, joint holder whose name is higher in the order of names will be entitled to vote.
11. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
12. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to RTA.
13. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in regard to the Special Business to be transacted at the meeting is enclosed and forms part of the notice.
14. All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members and Share Transfer Books etc. are open for inspection during 11.00 am to 1.00 pm on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

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

The remote e-voting period begins on Thursday, October 14, 2021 (9:00 a.m. IST) and ends on Sunday, October 17, 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. Monday, October 11, 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 October 11, 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 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 re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

	<ol style="list-style-type: none"> 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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.
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

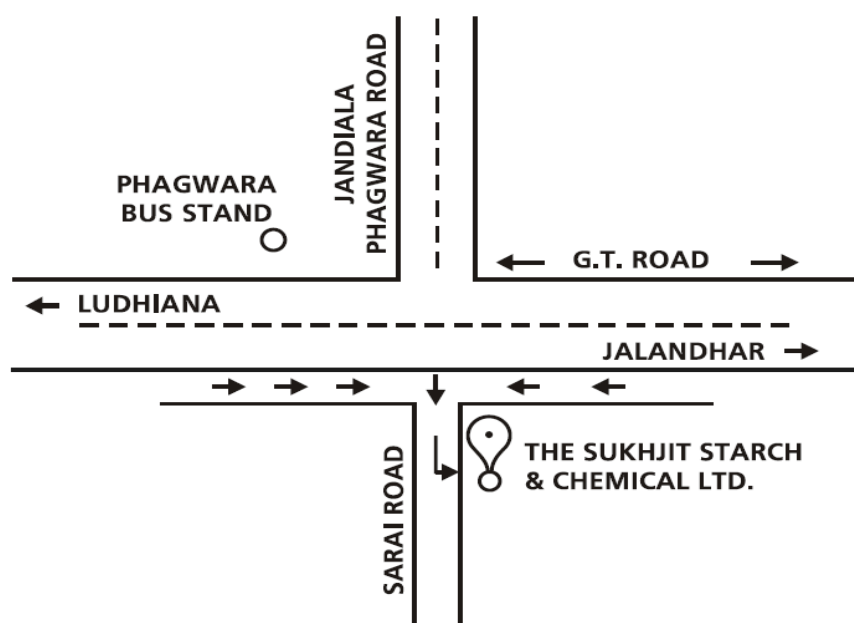
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by 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.

- 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.PallaviMhatre, Manager or Ms.Soni Singh, Asst. Manager, National Securities Depository Limited, Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, SenapatiBapat 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:

- 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.
- 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.
- 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.**
- 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.
- 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.

Route Map to the venue of the EGM



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

EXTRAORDINARY GENERAL MEETING -OCTOBER 18, 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 **EXTRAORDINARY GENERAL MEETING** of the Company being held on Monday the 18th day of October 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 member (s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id		DP 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 Extraordinary General Meeting of the Company, to be held on Monday the 18th day of October 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.
----	----	----	----

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.