

Date: 13/08/2022

To,  
Gen. Manager (DCS)  
**BSE Limited**  
P J Towers, Dalal Street, Fort,  
Mumbai-400001

**SUB- INTIMATION AND SUBMISSION OF NOTICE OF ANNUAL GENERAL MEETING (AGM)**

Dear Sir,

Pursuant to Regulation 30(6) and Part A of Schedule III of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, this is to inform that the **28<sup>TH</sup>Annual General Meeting (AGM)** of the company is scheduled to be held through Video Conference (VC)/Other Audio Visual Means (OAVM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, Government of India and the Securities and Exchange Board of India on **Saturday, 17<sup>th</sup> September, 2022**. The Notice of Annual General Meeting along with e-voting instructions is enclosed herewith.

You are requested to take the same on your record.

Thanking You.

Yours Sincerely,

For, **VIKRAM THERMO (INDIA) LIMITED**



**MR. DHIRAJLAL K PATEL**  
**MANAGING DIRECTOR**  
**(DIN:00044350)**



## NOTICE

NOTICE IS HEREBY GIVEN THAT 28<sup>TH</sup> ANNUAL GENERAL MEETING OF VIKRAM THERMO (INDIA) LIMITED WILL BE HELD ON SATURDAY, 17<sup>TH</sup> SEPTEMBER, 2022 AT 11.00 A.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the Financial year ended March 31, 2022, including the audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To Declare Dividend on equity shares as recommended by the Board of Directors of the Company.
3. To appoint a Director in place of Mr. DHIRAJLAL KARSANBHAI PATEL, (DIN: 00044350), Managing Director of the Company who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
4. **APPOINTMENT OF M/S. J.T. SHAH & CO, AS A STATUTORY AUDITOR OF THE COMPANY FOR THE FIVE CONSECUTIVE YEARS:**

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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, as amended from time to time, pursuant to recommendation of the Audit Committee and Board of Directors, **M/S. J.T. SHAH & CO**, Chartered Accountants, (**F.R.NO. 109616W**), be and are hereby re-appointed as a Statutory Auditors of the company for the further term of five consecutive years to hold office till the conclusion of the Annual General meeting for the Financial Year 2026-27, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor."

### SPECIAL BUSINESS:

5. **INCREASE THE REMUNERATION OF MR. DHIRAJLAL PATEL, MANAGING DIRECTOR OF THE COMPANY AS PER SCHEDULE- V OF THE COMPANIES ACT, 2013:**

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 and Section II (A) of Part II of Schedule V of the Companies Act, 2013 and other applicable provisions read with rules framed there under as well as on recommendation of Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of members of the Company be and is hereby accorded to increase the Managerial Remuneration of **Mr. Dhirajlal Patel (DIN: 00044350)**, Managing Director of the Company from **Rs. 3,00,000/- to Rs. 5,00,000/-** per month w.e.f. 1<sup>st</sup> April, 2022 for a period of three years as well as on the terms and conditions as mentioned in the explanatory Statement."

**RESOLVED FURTHER THAT** the Board of Director of the Company be and is hereby authorised to vary and modify the aforesaid Managerial Remuneration as well as any of the terms and condition as may be mutually agreed between Company and Mr. Dhirajlal Patel."

6. **RATIFICATION OF APPOINTMENT AND PAYMENT OF REMUNERATION TO COST AUDITOR FOR THE FINANCIAL YEAR 2022-23:**

To consider and thought with or without modification(s), the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to section 148(3) read with rule 6 (2) of the companies (Cost records and Audit) Rules, 2014 and other applicable provisions, if any, M/S. V. H. Shah & Co., Cost Accountants (Registration No. 100257), who was appointed by the Board of Directors of the Company in its meeting held on 14<sup>th</sup> May, 2022, to conduct the audit of the cost records of the Company for the year ending on 31<sup>st</sup> March, 2023 be paid the remuneration as may be mutually agreed between both the parties ."

PLACE: AHMEDABAD  
DATE: 13/08/2022

BY THE ORDER OF THE BOARD OF DIRECTORS,  
FOR, VIKRAM THERMO (INDIA) LIMITED

MR. DHIRAJLAL K PATEL  
CHAIRMAN & MD  
(DIN: 00044350)



### NOTES:

1. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice along with Explanatory Statement is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on, **Friday, 12<sup>th</sup> August, 2022**. The Notice along with Explanatory Statement is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
3.
  - a) Members holding shares in electronic form may please note that their bank details as may be furnished to the Company by respective Depositories will only be considered for remittance of dividend through NECS at RBI clearing centers or through Dividend Warrants. Beneficial holders holding Shares in demat form are requested to get in touch with their Depository Participants (D.P.) to update / correct their NECS/ECS details - Bank Code (9 digits) and Bank Account No. (12 to 16 digits) to avoid any rejections and also give instructions regarding change of address, if any, to their D.P. It is advisable to attach a photocopy of a cancelled cheque with your instructions to your D.P.
  - b) The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Big share Services P. Ltd., Office No. S6-2, 6th Floor Pinnacle Business Park Next to Ahura Centre Mahakali Caves Road Andheri East Mumbai 400093, P : +91 022 62638204.

The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investors holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.

Those holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately. Members holding shares in dematerialized form may note that bank details registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.
  - c) Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members are entitled to make nomination in respect of the shares held by them in physical form. Members desirous of making nominations are requested to send their requests in Form SH-13 (which is available on the Company's website [www.vikramthermo.com](http://www.vikramthermo.com)) to the Registrar & Share Transfer Agent, at the address given above.
4. The Register of Members and Share Transfer Books of the Company will remain closed from **11<sup>TH</sup> September, 2022 to 17<sup>TH</sup> September, 2022** (both days inclusive) for the purpose of Annual General Meeting and declaration of dividend for the F.Y 2021-22.
5. The final dividend of 3% per equity share of the company, as recommended by the board, if declared, will be paid to those members whose names appear in the Register of Members on **10<sup>TH</sup> September, 2022**.
6. Members are requested to quote Folio number in all their correspondences.
7. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.
8. The Members are advised to encash their dividend warrants within validity period. Thereafter, the payment of unencashed dividend warrants shall be made after receipt of final list of unclaimed dividend warrants and reconciliation of Dividend Account from Bank. The payment of unclaimed dividend will be made by DDs / Cheques payable at par upon furnishing Indemnity-cum-Request letter by the Member and verification by the Company.
9. Pursuant to Section 125 of the Companies Act, 2013 corresponding to Section 205A of the Companies Act, 1956, all unclaimed dividends up to the financial year 2013-14 have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Kindly note that once unclaimed and unpaid dividend is transferred to the Investor Education and Protection Fund, members will have to approach IEPF for such dividend.



10. With respect to payment of dividend, the Company provides the facility of ECS to all shareholders, holding shares in electronic and physical forms. Shareholders holding shares in the physical form who wish to avail ECS facility, may authorise the Company with their ECS mandate in the prescribed form which can be obtained from the Registrars and Transfer Agents, Big share Services P. Ltd., Office No. S6-2, 6<sup>th</sup> Floor Pinnacle Business Park Next to Ahura Centre Mahakali Caves Road Andheri East Mumbai 400093, P : +91 022 62638204., P : +91 022 62638204. The requests for payment of dividend through ECS for the year 2021-22 should be lodged with Bigshare Services P. Ltd. on or before **17<sup>th</sup> September, 2022**.
11. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Agreement and Disclosure Requirement) Regulations 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **10<sup>th</sup> September, 2022**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by NSDL through their portal at [http:// www.evoting.nsdl.com](http://www.evoting.nsdl.com), members are notified that
  - (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually along with the explanatory statement and
  - (ii) Voting through electronic means shall commence from "**Wednesday, 14<sup>th</sup> September, 2022 (9.00am) and ends on Friday, 16<sup>th</sup> September, 2022 (5.00pm)**". Please note that e-voting is optional. In case a member has voted through e-voting facility, he/ she are not allowed to vote in the Annual General Meeting.
12. The Member who transfers his / her shares after the Cut-off date i.e. **10<sup>th</sup> September, 2022**, is not eligible to vote to the extent of transfer made by him/ her, on the Resolutions mentioned in the Notice.
13. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **10<sup>th</sup> September, 2022**, may request to the Company on registered mail ID of the company to obtain the User ID & Password.
14. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of NSDL on or before **Tuesday, 20<sup>th</sup> September, 2022 at 11.00 A.M.**, and communicated to the BSE Limited where the shares of the Company are listed.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA for consolidation into a single folio. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialized. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.
17. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

### **NSDL e-Voting System - For Remote e-voting and e-voting during AGM/EGM**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the



commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.vikramthermo.com](http://www.vikramthermo.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Wednesday, 14<sup>th</sup> September, 2022 (9.00am)** and ends on **Friday, 16<sup>th</sup> September, 2022 (5.00pm)**. 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. **Saturday, 10<sup>th</sup> September, 2022** 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 **Saturday, 10<sup>th</sup> September, 2022**.

**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**


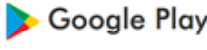


**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

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 <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' 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 " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<ol style="list-style-type: none"> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.  <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div> </li> </ol>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL. Click on NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>



**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 <b>evoting@nsdl.co.in</b> or call at toll free no.: <b>1800 1020 990 and 1800 22 44 30</b>
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 <b>helpdesk.evoting@cdslindia.com</b> or contact at 022- 23058738 or 022-23058542-43

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

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

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

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

4. Your User ID details are given below :

**Manner of holding shares i.e. Demat**

**(NSDL or CDSL) or Physical**

a) For Members who hold shares in demat account with NSDL.

**Your User ID is:**

8 Character DP ID followed by 8 Digit Client ID

For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID

For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is



communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

#### **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

##### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

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

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password**





## Vikram Thermo (India) Limited

### 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 (**legal@vikramthermo.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 (**legal@vikramthermo.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. **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.**

### THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at ([legal@vikramthermo.com](mailto:legal@vikramthermo.com)). The same will be replied by the company suitably.

PLACE: AHMEDABAD  
DATE: 13/08/2022

BY THE ORDER OF THE BOARD OF DIRECTORS,  
FOR, VIKRAM THERMO (INDIA) LIMITED

MR. DHIRAJLAL K PATEL  
CHAIRMAN & MD  
(DIN: 00044350)



## **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. 4 To 6 of the accompanying Notice:

#### **ITEM NO- 4:**

M/s. J.T. Shah & Co., Chartered Accountants, (firm Registration No.109616W), were appointed as Statutory Auditors of the Company at the Annual General Meeting held on 28<sup>th</sup> September, 2018 to hold office for 5 (five) consecutive years up to the end of financial year 2021-22. The term of appointment of M/s. J.T. Shah & Co., Chartered Accountants, (firm Registration No.109616W) shall expire at the conclusion of AGM. Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. J.T. Shah & Co., Chartered Accountants, (firm Registration No.109616W) as the Statutory Auditors of the Company for the term of five consecutive years, who shall hold office from the conclusion of this AGM till the conclusion of the Financial Year 2026-27.

The Board of Directors has approved a remuneration of Rs. 3,81,000/- for conducting the statutory audit and other related works for the financial year 2022-23, excluding applicable taxes and reimbursement of out-of pocket expenses on actuals. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

The firm holds the 'Peer Review' certificate as issued by 'ICAI'.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

#### **ITEM NO- 5:**

The recommendation was received from Nomination and remuneration Committee to appreciate and to encourage the contributions devoted by the Directors by the way of paying higher remuneration. Accordingly, the Management of Company intended to adopt the Schedule V of the Companies Act, 2013 to pay the Remuneration to the Directors of the Company in excess of the prescribed limit of Section 197 of the Companies Act, 2013 including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year. The proposal was made to increase the Managerial Remuneration of Mr. Dhirajlal Patel, Managing Director of the Company, w.e.f. 1<sup>st</sup> April, 2022 for the period of 3 years on following terms & conditions.

<b>MR. DHIRAJLAL PATEL, MANAGING DIRECTOR</b>	
Basic Salary	Rs. 5,00,000/- (Rupees Five Lakhs Only) per month with effect from 01 <sup>st</sup> April, 2022
Perquisites & other Amenities	Provision of Company's Car
Commission	3% of the net profit of the Company as per the provision of Companies Act, 2013 and Income Tax Act, 1961
Provident Fund	As per the policy of the Company and provision of and Income Tax Act, 1961
Gratuity	As per the policy of the Company and provision of and Income Tax Act, 1961
Bonus	As per the policy of the company

The Board recommends enabling Special resolution for shareholders' approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Dhirajlal Patel and Mr. Ankur Patel is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

#### **ITEM NO- 6:**

Pursuant to the requirement of Section 148(3) and rule 6(2) of the Companies (Cost Records and Audit Rules) 2014, the Board has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company at a board meeting held on 14<sup>th</sup> May, 2022 for the financial year ending March 31, 2023.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be approved by the members.

The Board recommends enabling Ordinary resolution for shareholders' approval..

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.6.



## Vikram Thermo (India) Limited

### STATEMENT PURSUANT TO CLAUSE (iv) OF SECTION II OF SCHEDULE- V OF COMPANIES ACT, 2013:

<b>I GENERAL INFORMATION:</b>			
(1) Nature of industry	Manufacturer of pharmaceutical coating polymers and other chemical products.		
(2) Date or expected date of commencement of commercial production	21-03-1994		
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
(4) Financial performance based on given indicators	<b>PARTICULARS</b>	<b>2021-22 (Rs. in Lakhs)</b>	<b>2020-21 (Rs. in Lakhs)</b>
	Revenue from Operations	9257.47	7359.65
	Depreciation	278.93	200.11
	Finance Cost	88.33	54.93
	Profit / (Loss) Before Tax	1176.54	1599.06
	Provision for Tax & Deferred Tax	307.57	392.44
	Profit / (Loss) After Tax	<b>868.97</b>	<b>1206.62</b>
	Other Comprehensive income (net of tax effect)	2.98	2.07
	<b>Total Comprehensive income</b>	<b>871.95</b>	<b>1208.69</b>
	<b>Dividend</b>	<b>3%</b>	<b>15%</b>
	<b>EPS</b>	<b>13.86</b>	<b>19.24</b>
(5) Foreign investments or collaborations, if any.	Not Applicable		
<b>II INFORMATION ABOUT THE APPOINTEE:</b>	<b>Mr. DHIRAJLAL Patel</b>		
(1) Background details	He has degree of Bachelor of Science and M.B.A.		
(2) Past remuneration			
Basic salary	3,00,000/- p.m.		
Commission	-		
Bonus:	-		
Perquisites:	Provision to use office car		
(3) Recognition or awards	N.A.		
(4) Job profile and his suitability	He has experience in the issues related to Management, Marketing and Export.		
(5) Remuneration proposed	As mentioned in the resolution and explanatory statement		
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration paid is commensurate with industry standards and the responsibilities shouldered by the director.		



## Vikram Thermo (India) Limited

	(in case of expatriates the relevant details would be with respect to the country of his origin)	
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the company
<b>III</b>	<b>Other information:</b>	
	(1) Reasons of loss or inadequate profits	The profits u/s 197 during 2020-21 were sufficient for payment of the managerial remuneration, however cautionary step the resolution is taken to cover the future insufficiency of profits.
	(2) Steps taken or proposed to be taken for improvement	N.A.
	(3) Expected increase in productivity and profits in measurable terms	N.A.
<b>IV</b>	<b>Disclosures</b>	<ul style="list-style-type: none"><li>• The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Disclosures with respect to remuneration.</li><li>• The disclosure related to key parameter of variable component of Remuneration have been mentioned in the Annual Report in the Board Report in point no.(x) of Annexure -VI.</li></ul>

PLACE: AHMEDABAD  
DATE: 13/08/2022

BY THE ORDER OF THE BOARD OF DIRECTORS,  
FOR, VIKRAM THERMO (INDIA) LIMITED

MR. DHIRAJLAL K PATEL  
CHAIRMAN & MD  
(DIN: 00044350)



## Vikram Thermo (India) Limited

Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

Name of the Director	:	MR. DHIRAJLAL K PATEL
Director Identification Number (DIN)	:	00044350
Designation	:	CHAIRMAN & MD
Date of Appointment	:	28-09-2017
Date of Birth	:	06-07-1963
QUALIFICATION	:	He has degree of Bachelor of Science and M.B.A.
Brief Profile/ Nature of expertise in specific functional areas	:	He has experience in the issues related to Management, Marketing and Export.
Names of other companies in which the person also holds the directorship	:	NA
Names of companies in which the person also holds the membership of Committees of the Board	:	NA
Number of Equity Shares held in the Company & %	:	1157163 equity shares (18.45%)
Relationship between directors inter-se	:	Father of Mr. Ankur Dhirajlal Patel, Whole Time Director of the Company
Details of remuneration	:	Rs. 40.65 (Rs. in Lakhs) for the financial year 2021-22. The amount includes contribution towards PF and Gratuity.
Number of meetings of the board attended during the year	:	He has attended 8 Board Meeting during the year.

PLACE: AHMEDABAD  
DATE: 13/08/2022

BY THE ORDER OF THE BOARD OF DIRECTORS,  
FOR, VIKRAM THERMO (INDIA) LIMITED

MR. DHIRAJLAL K PATEL  
CHAIRMAN & MD  
(DIN: 00044350)