

Date: 13/08/2021

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 27TH 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 Thursday, 30th September, 2021. 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 27TH ANNUAL GENERAL MEETING OF VIKRAM THERMO (INDIA) LIMITED WILL BE HELD ON THURSDAY, 30TH SEPTEMBER, 2021 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, 2021, including the audited Balance Sheet as at March 31, 2021, 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 Mrs. Alpaben Patel, (DIN: 06950180) who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **REAPPOINTMENT OF MR. DINESHKUMAR HARJIVANBHAI PATEL (DIN: 02583348), AS WHOLE TIME DIRECTOR OF THE COMPANY:**

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 Sections 196, 197, 203 and Other Applicable provision if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, MR. DINESHKUMAR HARJIVANBHAI PATEL (DIN: 02583348) be and is hereby reappointed as Whole Time Director of the Company for a consecutive period of 5 (five) years with effect from 13th August, 2021 at a remuneration as may be mutually agreed between MR. DINESHKUMAR HARJIVANBHAI PATEL (DIN: 02583348) and the Company."

RESOLVED FURTHER THAT, to give effect to this Resolution MR. Dhirajlal Patel (DIN: 00044350), Managing Director of the Company be and is hereby Authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and Writings related thereto.”

5. REAPPOINTMENT OF MR. ANKUR DHIRAJLAL PATEL (DIN: 07395218), AS WHOLE TIME DIRECTOR OF THE COMPANY:

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 Sections 196, 197, 203 and Other Applicable provision if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, MR. ANKUR DHIRAJLAL PATEL (DIN: 07395218), be and is hereby reappointed as Whole Time Director of the Company for a consecutive period of 5 (five) years with effect from 13th August, 2021 at a remuneration as may be mutually agreed between MR. ANKUR DHIRAJLAL PATEL (DIN: 07395218) and the Company.”

RESOLVED FURTHER THAT, to give effect to this Resolution MR. Dhirajlal Patel (DIN: 00044350), Managing Director of the Company be and is hereby Authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and Writings related thereto.”

6. RATIFICATION OF APPOINTMENT AND PAYMENT OF REMUNERATION TO COST AUDITOR FOR THE FINANCIAL YEAR 2021-22:

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 15th June, 2021 , to conduct the audit of the cost records of



the Company for the year ending on 31st March, 2022 be paid the remuneration as may be mutually agreed between both the parties.”

PLACE: AHMEDABAD
DATE: 13/08/2021

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

DR. C. K. PATEL
CHAIRMAN & WTD
(DIN: 00044241)



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, **20TH AUGUST, 2021**. 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 tou

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) 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 **25TH September, 2021 to 30TH September, 2021** (both days inclusive) for the purpose of Annual General Meeting and declaration of dividend for the F.Y 2020-21.
5. The final dividend of 15% 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 **24TH September, 2021**.
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 2012-13 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., 1st Floor, Bharat Tin Works Building, Opp.Vasant Oasis, Makwana Road, Marol, Andheri (E) Mumbai - 400059, Maharashtra ,P : +91 022



62638204. The requests for payment of dividend through ECS for the year 2020-21 should be lodged with Bigshare Services P. Ltd. on or before 30-09-2020.

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. **24TH September, 2021**, 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 www.evoting.nsdl.com , members are notified that (i) the company has completed the dispatch of Notice through

16. 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.
17. 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.
18. 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. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at 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.
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 **27TH September, 2021 (9.00am) and ends on 29TH September, 2021(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. **24th September, 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 **24th September, 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 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. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “ Beneficial Owner ” icon under “Login” which is available under “ IDeAS ” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. 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. 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 held 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 options available against company name or e-Voting service provider - 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 & voting during the meeting.
<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. 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

	<p>providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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 & 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 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 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 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 General 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 with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (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 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). The same will be replied by the company suitably.

PLACE: AHMEDABAD
DATE: 13/08/2021

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

DR. C. K. PATEL
CHAIRMAN & WTD
(DIN: 00044241)

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:

The Board of Directors has reappointed MR. DINESHKUMAR HARJIVANBHAI PATEL, (DIN: 02583348) as a Whole Time Director of the Company for a consecutive period of 5 (five) years with effect from **13th August , 2021**, on the term and conditions of remuneration as may be mutually agreed by the company in consultation with MR. DINESHKUMAR HARJIVANBHAI PATEL, (DIN: 02583348), subject to the approval of shareholders in general meeting. Hence, the re appointment of MR. DINESHKUMAR HARJIVANBHAI PATEL, (DIN: 02583348) as a Whole Time Director of the Company for the term of five consecutive years with effect from **13th August , 2021** is now being placed before the Members for their approval.

The Board is confident that with his extensive business knowledge and expertise he would definitely enhance the Board's strength and dynamism. The Company will be benefited by the experience he gained from the same business activity since many years.

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

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except MR. DINESHKUMAR HARJIVANBHAI PATEL, (DIN: 02583348) is concerned or interested, financial or otherwise, in the resolution set out at Item No.4

ITEM NO- 5:

The Board of Directors has reappointed MR. ANKUR DHIRAJLAL PATEL (DIN: 07395218) as a Whole Time Director of the Company for a consecutive period of 5 (five) years with effect from **13th August , 2021**, on the term and conditions of remuneration as may be mutually agreed by the company in consultation with MR. ANKUR DHIRAJLAL PATEL (DIN: 07395218), subject to the approval of shareholders in general meeting. Hence, the re appointment of MR. ANKUR DHIRAJLAL PATEL (DIN: 07395218) as a Whole Time Director of the Company for the term of five consecutive years with effect from **13th August , 2021** is now being placed before the Members for their approval.



The Board is confident that with his extensive business knowledge and expertise he would definitely enhance the Board’s strength and dynamism. The Company will be benefited by the experience he gained from the same business activity since many years.

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

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except MR. ANKUR DHIRAJLAL PATEL (DIN: 07395218) and MR. DHIRAJLAL KARSANBHAI PATEL (DIN: 00044350) is concerned or interested, financial or otherwise, in the resolution set out at Item No.5.

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 15th JUNE, 2021 for the financial year ending March 31, 2022.

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.

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

I	GENERAL INFORMATION:	
	(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	Not Applicable

	project approved by financial institutions appearing in the prospectus			
(4)	Financial performance based on given indicators	PARTICULARS	2020-21 (Rs. in Lakhs)	2019-20 (Rs. in Lakhs)
		Revenue from Operations	7358.85	5585.05
		Depreciation	200.11	198.01
		Finance Cost	54.93	79.76
		Profit / (Loss) Before Tax	1599.06	944.59
		Provision for Tax & Deferred Tax	392.44	220.86
		Profit / (Loss) After Tax	1206.63	723.73
		Other Comprehensive income (net of tax effect)	2.07	(8.95)
		Total Comprehensive income	1208.70	714.77
		Dividend	15%	15%
	EPS	19.24	11.85	
(5)	Foreign investments or collaborations, if any.	Not Applicable		
II	INFORMATION ABOUT THE APPOINTEE:	Mr. Ankur Patel	Dr. Dineshkumar Patel	
(1)	Background details	He is a chemical engineer and has master degree in polymers science from USA	Dr. Dinesh Patel holds degree of Master of Science and has done Ph. D.	
(2)	Past remuneration Basic salary Commission Bonus: Perquisites:	180000/- - 270000/- Provision to use office car	180000/- - 270000/- Provision to use office car	
(3)	Recognition or awards	N.A.	N.A.	
(4)	Job profile and his suitability	He has vast experience and knowledge in the field of marketing, research and	He has vast experience and knowledge in the field of production and has been continuously engaged in	

		development in the company.	research and development of the company.
	(5) Remuneration proposed	As mentioned in the resolution and explanatory statement	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 (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration paid is commensurate with industry standards and the responsibilities shouldered by the director.	The remuneration paid is commensurate with industry standards and the responsibilities shouldered by the director.
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the company	No pecuniary relationship with the company
III	Other information:		
	(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.	
IV	Disclosures	<ul style="list-style-type: none"> 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. 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.
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**PLACE: AHMEDABAD
DATE: 13/08/2021**

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

**DR. C. K. PATEL
CHAIRMAN & WTD
(DIN: 00044241)**

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. ANKUR DHIRAJLAL PATEL	MR. DINESHKUMAR HARJIVANBHAI PATEL
Director Identification Number (DIN)	: 07395218	02583348
Designation	: WHOLE TIME DIRECTOR	WHOLE TIME DIRECTOR
Date of Appointment	: 09-02-2016	31-03-2009
Date of Birth	: 09-07-1985	19-01-1977
QUALIFICATION	: He is a chemical engineer and has master degree in polymers science from USA	Dr. Dinesh Patel holds degree of Master of Science and has done Ph. D.
Brief Profile/ Nature of expertise in specific functional areas	: He has vast experience and knowledge in the field of marketing, research and development in the company.	He has vast experience and knowledge in the field of production and has been continuously engaged in research and development of the company.
Names of other companies in which the person also holds the directorship	: NA	NA
Names of companies in which the person also holds the membership of Committees of the Board	: NA	NA
Number of Equity Shares held in the Company & %	: 200603 equity shares (3.2%)	229109 equity shares (3.65%)
Relationship between directors	: SON OF MR. DHIRAJLAL PATEL ,MANAGING DIRECTOR OF THE	NA

inter-se	COMPANY	
Details of remuneration	: Rs. 31.35 (Rs. in Lakhs) for the financial year 2020-21. The amount includes contribution towards PF and Gratuity.	Rs. 30.59 (Rs. In Lakhs) for the financial year 2020-21. The amount includes contribution towards PF and Gratuity.
Number of meetings of the board attended during the year	: He has attended 6 Board Meeting during the year.	He has attended 6 Board Meeting during the year.

PLACE: AHMEDABAD
DATE: 13/08/2021

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

DR. C. K. PATEL
CHAIRMAN & WTD
(DIN: 00044241)