

NOTICE

NOTICE is hereby given that the 57th Annual General Meeting of SICOM Limited (“the Company”) will be held through **Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”)**, on **Friday, 29th September, 2023** at **03:30 PM** to transact the following business. The Registered Office of the Company shall be the deemed venue for the AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint Shri Rahul Gupta (DIN: 03068111) as a Nominee Director of the Company, who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Shri Deependra Singh Kushwah (DIN: 09793623), Nominee of the Government of Maharashtra, as a Nominee 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 Shri Deependra Singh Kushwah who was appointed as an Additional Director of the company, with effect from 16th November, 2022 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Nominee Director of the company in the forthcoming annual general meeting of the company and who will be liable to retire by rotation,.”

“FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Managing Director or Company Secretary or Chief Financial Officer of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

4. Appointment of Dr. Vipin Sharma (DIN: 07318439), Nominee of the Government of Maharashtra, as a Nominee 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 Dr. Vipin Sharma who was appointed as an Additional Director of the company, with effect from 29th September, 2022 by the Board of Directors of the Company under Section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies act, 2013 (including any statutory modification or re-enactment thereof) and applicable provisions of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Nominee Director of the company in the forthcoming annual general meeting of the company and shall not be liable to retire by rotation,.”

"FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Managing Director or Company Secretary or Chief Financial Officer of the Company be and are hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

5. Appointment of Shri Sandeep Chitnis (DIN: 02908667) as an Independent (Non-Executive) Director 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 Section 149, 152, 161 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Sandeep Chitnis (DIN: 02908667), who was appointed as an Additional Director (Non-executive and Independent) of the Company by the Board of Directors with effect from 14th June 2023, and who holds office until the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-executive and Independent) of the Company to hold office for 3 (three) consecutive years from the date of appointment subject to Shri Sandeep Chitnis satisfying the criteria of independence in terms of the Companies Act 2013, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director and / or the Chief Financial Officer of the Company and / or the Company Secretary of the Company be and is hereby severally authorized to file necessary form/s with the Ministry of Corporate Affairs (MCA) and to do all such acts, deeds, things as may be necessary to give effect to the foregoing Resolution(s).”

6. Appointment of Shri Ashok Paranjpe (DIN: 07440788) as an Independent (Non-Executive) Director 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 Section 149, 152, 161 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ashok Paranjpe (DIN: 07440788), who was appointed as an Additional Director (Non-executive and Independent) of the Company by the Board of Directors with effect from 22nd June 2023, and who holds office until the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-executive and Independent) of the Company to hold office for 3 (three) consecutive years from the date of appointment subject to Shri Ashok Paranjpe satisfying the criteria of independence in terms of the Companies Act 2013, and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Managing Director and / or the Chief Financial Officer of the Company and / or the Company Secretary of the Company be and is hereby severally authorized to file necessary form/s with the Ministry of Corporate Affairs (MCA) and to do all such acts, deeds, things as may be necessary to give effect to the foregoing Resolution(s).”

**For and on behalf of the Board of Directors
SICOM Limited**

**Sd/-
Dr. Nitin Jawale
Managing Director
DIN: 03204116**

Date: 6th September, 2023

Place: Mumbai

Registered Office:

7th Floor, Bldg. No. 4, Solitaire Corporate Park,
Guru Hargovindji Road, Chakala, Andheri (E), Mumbai 400 093.

CIN: U65990MH1966PLC013459

Tel.: 022-66572700

E-mail: secretarial@sicomindia.com

Website: <https://www.sicomindia.com/>

NOTES

1. In 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, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued from time to time (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Authorized Representative to send the authority letter for attending the Annual General Meeting (AGM) to secretarial@sicomindia.com
4. 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 the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 , May 05, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 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.
5. In accordance with, the above mentioned circulars as issued by MCA, the financial statements including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s).
6. The Company’s Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is. Link Intime India Private Limited (hereinafter referred to as

“Company’s Registrar and Transfer Agent”), C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai-400 083.

7. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to Members on their email addresses registered with the Company. Members may note that the Notice will also be available on the Company’s website <http://www.sicomindia.com/>.
8. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
9. The Register of Members and Share Transfer Books (“hereinafter referred to as Book Closure”) of the Company will be closed, from 23rd September 2023 to 29th September 2023 (both days inclusive) for the purpose of holding Annual General Meeting.
10. Members holding Shares in Physical form are requested to consider converting their holdings to Dematerialized form to eliminate all risks associated with Physical Shares and for ease of Portfolio Management. Members can contact the Company or Company’s Registrars and Transfer Agent for assistance in this regard.
11. Members holding Shares in Dematerialized form are requested to intimate all changes pertaining to their Bank details such as Bank account number, name of the Bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company’s records which will help the Company and the Company’s Registrars and Transfer Agent, to provide efficient and better services. Members holding Shares in Physical form are requested to intimate such changes to Company’s Registrars and Transfer Agent.
12. To support the ‘Green Initiative’, Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime (India) Private Limited in case the shares are held by them in physical form Members holding Shares in Physical form, in identical order of names, in more than one folio are requested to send to the Company or Company’s Registrars and Transfer Agent the details of such folios together with the Share Certificates for consolidating their holdings in one folio. A consolidated Share Certificate will be issued to such Members after making requisite changes.

13. In case of joint holders attending the Annual General Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
14. Members seeking any information with regard to the accounts are requested to write to the Company at an early date (i.e. not later than 7 days before Annual General Meeting), so as to enable the Management to keep the information ready at the Annual General Meeting.
15. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays and Sundays, between 10:00 a.m. to 05:00 p.m. upto the date of the Annual General Meeting.
16. As per the provisions of Section 72 of the Companies Act, 2013 the facility for making Nomination is available for the Members in respect of the Shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.sicomindia.com/> (under 'Investors' Relation Section). Members holding Shares in Physical form may submit the same to Company's Registrars and Transfer Agent. Members holding Shares in electronic form may submit the same to their respective Depository Participant.
17. Members are hereby informed that pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and the rules made thereunder, (erstwhile Sections 205A & 205C of the Companies Act, 1956), the Company is obliged to transfer any money lying in the Unpaid Dividend Account, which remains unclaimed or unpaid for a period of seven years from the date of such transfer to the Unpaid Dividend Account, to the credit of Investors Education and Protection Fund ("Fund") established by the Central Government. No claim shall lie against the Company or the Fund in respect of individual amounts of dividend remaining unclaimed or unpaid for a period of seven years and transferred to the Fund as aforesaid and the resulting shares also to the Investors Education and Protection Fund.

18. PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

1. Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the "**Company**" and '**Event Date**' and register with your following details: -

A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
6. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e., “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

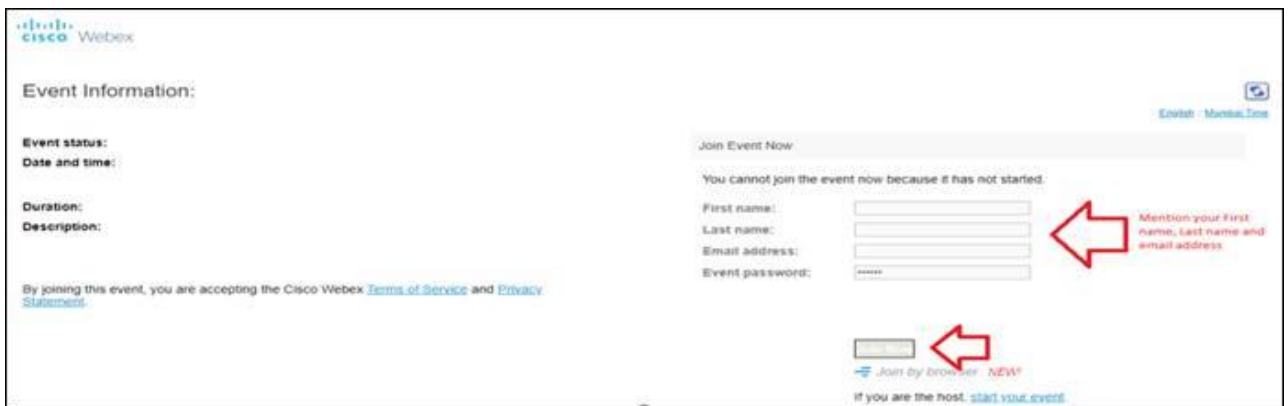
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Annexure

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a. Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



2. Remote e-Voting Instructions for shareholders:

Remote E-voting period starts on **Tuesday, 26th September, 2023 (09:00 A.M. IST) and ends at Thursday, 28th September, 2023 (05:00 P.M. IST)**. The remote e-voting module will be disabled by Link Intime India Pvt. Ltd. for voting thereafter.

The voting rights of the members shall be in proportion to the number of equity shares held by them as on the cut-off date i.e., **Friday, 22nd September, 2023**.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholder	Login Method
Individual Shareholders holding securities in demat mode with NSDL	a) 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

	<p>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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</p> <p>b) If you are 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</p> <p>c) 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 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>c) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>d) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>a) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>b) After Successful 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual shareholders holding securities in physical mode and e-voting service provider is LINKINTIME</p>	<p>Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of

	<p>Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p><i>*Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</i></p> <ul style="list-style-type: none"> ➤ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ➤ Click “confirm” (Your password is now generated). <p>3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p> <p>Cast your vote electronically:</p> <p>After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</p> <ol style="list-style-type: none"> 1. E-voting page will appear. 2. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). 3. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
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Guidelines for Institutional shareholders:

Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised

representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 22-23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

19. Other Instructions:

- i. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- ii. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website <https://www.sicomindia.com/> and on the website of NSDL <https://www.evoting.nsdl.com> immediately.

**For and on behalf of the Board of Directors
SICOM Limited**

**Sd/-
Dr. Nitin Jawale
Managing Director
DIN: 03204116**

Date: 6th September, 2023

Place: Mumbai

Registered Office:

7th Floor, Bldg. No. 4, Solitaire Corporate Park,
Guru Hargovindji Road, Chakala, Andheri (E), Mumbai 400 093.

CIN: U65990MH1966PLC013459

Tel.: 022-66572700

E-mail: secretarial@sicomindia.com

Website: <https://www.sicomindia.com/>

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 3, 4, 5 and 6 of the accompanying Notice.

Item No. 3

Pursuant to Government Resolution No. AEO-1122/5/2022/10 dated September 29, 2022, Shri Deependra Singh Kushwah, IAS was appointed an Additional Director (Nominee) on the Board of Directors of the Company with effect from November 16, 2022. Pursuant to applicable provision of Companies Act, 2013. Shri Deependra Singh Kushwah, IAS holds office upto the date of this Annual General Meeting of the Company. Accordingly, Shri Deependra Singh Kushwah, IAS is proposed to be appointed as a Nominee Director of the company in the forthcoming annual general meeting of the company and who will be liable to retire by rotation,."

Pursuant to Section 161(1) of the Companies Act, 2013, the aforesaid proposal was considered and recommended by the Nomination and Remuneration Committee in its meeting held on 17th October, 2022 and was also approved by Board through Circular resolution dated October 20, 2022.

Shri Deependra Kushwah was appointed as an Additional (Nominee) Director w.e.f. 16th October, 2022 i.e. date of receipt of DIN and shall hold the office up to the date of next Annual General Meeting.

Item No.4

Pursuant to Government Resolution No. AEO-1122/5/2022/10 dated September 29, 2022, Dr Vipin Sharma, IAS was appointed an Additional Director (Nominee) on the Board of Directors of the Company with effect from September 29, 2022. Pursuant to applicable provision of Companies Act, 2013. Dr Vipin Sharma, IAS holds office upto the date of this Annual General Meeting of the Company. Accordingly, Dr Vipin Sharma, IAS is proposed to be appointed as a Nominee Director of the company in the forthcoming annual general meeting of the company and who will be liable to retire by rotation,."

Pursuant to Section 161(1) of the Companies Act, 2013, the aforesaid proposal was considered and recommended by the Nomination and Remuneration Committee in its meeting held on 17th October, 2022 and was also approved by Board through Circular resolution dated October 20, 2022.

Dr. Vipin Sharma was appointed as an Additional (Nominee) Director w.e.f. 29th September, 2022 and shall hold the office up to the date of next Annual General Meeting.

Item No. 5

Shri Sandeep Chitnis, was appointed as an Additional Director (Non-executive and Independent) on the Board of Directors of the Company from 14th June, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Sandeep Chitnis holds office upto the date of this Annual General Meeting of the Company. Section 149 of the Companies Act, 2013, prescribes criteria for independence. The Company has obtained a declaration from aforesaid Independent Director that he meets the criteria of independence as prescribed in the Companies Act, 2013. Shri Sandeep Chitnis is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director (Non-Executive and Independent).

A copy of the letter of appointment of Shri Sandeep Chitnis as an Independent Director of the Company setting out the terms and conditions of his appointment is available for inspection by the members without any fee at the Company's registered office.

Pursuant to Section 160 of the Companies Act, 2013 ("the Act"), as amended by the Companies (Amendment) Act, 2017, the requirement of providing notice in writing by a Member proposing appointment of a Director has been received and deposit of specified amount has been dispensed with, where an Independent Director was proposed to be appointed and such appointment was recommended by the Nomination and Remuneration Committee and was further approved by the Board of Directors.

Profile of Shri Sandeep Chitnis

Sandeep Chitnis is a Fellow of the Institute of Chartered Accountants of India., (FCA). He is also a Certificate holder in Business Valuation from the Institute of Chartered Accountants of India.

He has been practicing since 1989, having a wide range of experience in Finance and Business Strategy. He is also a Senior Partner in M/s D.B. Ketkar & Co. a Chartered Accountants Firm, since 2003. The Firm has conducted all types of Audits (Statutory, Internal, and Concurrent & Stock Audits) for the following banks: State Bank of India, Bank of Baroda, Oriental Bank of Commerce, Bank of India, Union Bank of India & Andhra Bank; The Firm also boasts of many reputed corporate clients in its Portfolio.

He is also a **Director of Innovision Corporate Consultants Pvt. Ltd.**, a Company providing consultancy in the areas of Project Finance & Loan Syndication, Advising & Participating in Negotiations for Share Holders' Agreements, Joint Ventures, V.C. & Private Equity Deals, Dispute Settlements, Trade & Contract Terms, Scrutinizing various Legal Agreements from Business & Financial Perspective, Financial Modelling, Financial Evaluation of Strategic Decisions, & Business Valuation, Structuring of FDI in India, Cross Border Transaction Structuring, FEMA Consultation including RBI Approvals & Compounding, Corporate Law Consultancy.

He is also a **Director of Innovision People Development Consultants Pvt. Ltd.**, a company providing Training and Other services in Human Resources to corporates.

He has been an **Independent Director in SICOM Reality Ltd.** since April 2017.

Since May 2022 he has been co-opted as a **Director on Shushrusha Citizen Co-operative Hospital Ltd.**

He possesses a vast experience as Vice President Projects- KJMC Global Market(India) Ltd.; CFO - Opto Circuits (India) Ltd; Head Business Development & Compliance - Shriram Investment Services Ltd.

He was one of the Chartered Members of **Rotary Club of Mumbai Shivaji Park** and its **Past President (2005-06)**, has served as a Director in all avenues of services, **he has also served at Rotary District 3141 on various committees.**

He is actively helping in many social causes and is involved with the management of **Multiple Sclerosis Society of India (MSSI)** since 2011. Which has Head Office in Mumbai and has 9 Chapters Across India in Mumbai, Delhi, Chennai, Bangalore, Hyderabad, Pune, Kolkatta, Indore, & Trivendrum.

MSSI is the only NGO in India involved in welfare of people suffering with Multiple Sclerosis (MS). MSSI is an active member of Multiple Sclerosis International Federation (MSIF), which is the Global Federation of Multiple Sclerosis Societies of all countries.

He was the National Vice President (Hon.) of MSSI from 2015 till October 2021, currently he is the **National Secretary (Hon.)—Considered as CEO of MSSI, and the member of CEO Advisory Group of MSIF (Since October 2021).**

Additional information to be given to the members in terms of Secretarial Standards-2 is as under:

(1)	Age	:	59 years
(2)	Date of first appointment	:	14 th June, 2023
(3)	Shareholding in the Company	:	Nil

(4)	Number of Board meetings attended during the year 2022-23	:	Not Applicable
(5)	Other Directorships/ membership of committee	:	(i) Innovision Corporate Consultants Private Limited – Director (ii) Sicom Realty Limited- Independent Director (iii) Innovision People Developmentconsultants Private Limited- Director (iv) Adelhard Pharmaceuticals Private Limited- Director

Item No. 6

Shri Ashok Paranjpe, was appointed as an Additional Director (Non-executive and Independent) on the Board of Directors of the Company from 22nd June, 2023. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri Ashok Paranjpe holds office upto the date of this Annual General Meeting of the Company. Section 149 of the Companies Act, 2013, prescribes criteria for independence. The Company has obtained a declaration from aforesaid Independent Director that he meets the criteria of independence as prescribed in the Companies Act, 2013. Shri Ashok Paranjpe is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

A copy of the letter of appointment of Shri Ashok Paranjpe as an Independent Director of the Company setting out the terms and conditions of his appointment is available for inspection by the members without any fee at the Company's registered office.

Pursuant to Section 160 of the Companies Act, 2013 ("the Act"), as amended by the Companies (Amendment) Act, 2017, the requirement of providing notice in writing by a Member proposing appointment of a Director has been received and deposit of specified amount has been dispensed with, where an Independent Director is proposed to be appointed and such appointment is recommended by the Nomination and Remuneration Committee or the Board of Directors, as the case may be.

Profile of Shri Ashok Paranjpe

Shri ASHOK PARANJPE is an Advocate & Solicitor and also completed his LL.M. from the Mumbai University in MAY 1987 and has been a highly respected senior SOLICITOR who was a partner at reputed Law Firm **WADIA GHANDY & COMPANY** in Mumbai for 2 decades.

He is registered with Indian Institute Corporate Affairs (IICA) in its Independent Directors Databank

and is presently, a Non-executive Independent Director of LIC MUTUAL FUND Trustee Pvt. Ltd., and Incorporated Law Society.

He is recognized for his expertise in the field of Real Estate, Banking and Finance and Dispute Resolution and regularly advises banks on securities transactions and security documentation, documentation relating to cross border lending/finance and acquisition of financial assets, including non- performing assets.

Shri Ashok Paranjpe is now the **MANAGING PARTNER of MOP & PARTNERS**, a full-service law firm with 35 lawyers, having its office at MOP House, near Horniman Circle, Mumbai 400 001. Details of the firm are also available on www.mdppartners.co.in

Presently handling an assignment with HDFC Ltd. wherein HDFC is divesting various flats/ apartments owned by them, situated over 13 locations across various cities in India, through a bidding process and providing assistance for drafting Expression of Interest letters from the prospective purchasers, Offer Document from HDFC, Deeds of Transfer/ Sale Deeds/ Deeds of Apartment for transfer of flats/ apartments in favour of the prospective purchasers

Handled litigations earlier in Bombay High Court & later in DRT, DRAT, and SARFEASI Act for recovery of dues on behalf of various lenders, banks & institutions

Representing Nationalized, Private, and Scheduled Banks like BANK OF INDIA, BANK OF MAHARASHTRA, BANK OF BARODA, BNP PARIBAS, CREDIT AGRICOLE, STANDARD CHARTERED BANK, DBS BANK, etc.

NBFC's like 20th Century Finance Corporation Ltd., Alpico Finance, Tata Finance, etc, wherein certain landmark judgments have been passed under the Sick Industrial Companies Act, 1985, since it was a new legislation at that time.

Litigations on behalf of a minority shareholder relating to the Company under sections 397, 398 & 401 of Companies Act , 1956, for oppression and mismanagement proceedings in Bombay High Court and Company Law Board.

Advising clients on proceedings in NCLT & NCLAT & handling matters under the newly enacted Insolvency & Bankruptcy Code

Additional information to be given to the members in terms of Secretarial Standards-2 is as under:

(1)	Age	:	62 years
(2)	Date of first appointment	:	22nd June 2023

(3)	Shareholding in the Company	:	Nil
(4)	Number of Board meetings attended during the year 2022-23	:	Not Applicable
(5)	Other Directorships/ membership of committee	:	(i) Stelios Asset Management Private Limited- Director (ii) Bombay Incorporated Law Society Organ Harvest Foundation- Director (iii) LIC Mutual Fund Trustee Pvt. Ltd. - Director (iv) MDP & Partners

For and on behalf of the Board of Directors
 SICOM Limited

Sd/-
 Dr. Nitin Jawale
 Managing Director
 DIN- 03204116

Date: 6th September, 2023

Place: 7th Floor, Bldg. No. 4,
 Solitaire Corporate Park,
 Guru Hargovindji Road,
 Chakala, Andheri (E), Mumbai 400 093.
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