

Notice to Shareholders

NOTICE is hereby given that the 39th (Thirty-Ninth) Annual General Meeting ("AGM") of the Members of Shivalik Bimetal Controls Ltd. ("The Company") will be held on Tuesday, the September 26, 2023 at Hotel Namastasya, Bye Pass Road, near New Bus Stand, Lawi Khurd, Solan, Himachal Pradesh 173212 at 10.30. AM. (IST), to transact the following business:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated Financial Statements) of the Company for the financial year ended March 31, 2023 together with Director's Report and the Auditors Report thereon;
2. To confirm the payment of Interim Dividend and to declare Final Dividend on equity shares for the financial year ended March 31, 2023;
3. To appoint a Director in place of Mr. N.S. Ghumman (DIN: 00002052), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

4. **RATIFICATION OF REMUNERATION OF RAMAWATAR SUNAR, COST AUDITORS' OF THE COMPANY FOR THE FINANCIAL YEAR ENDING MARCH 31, 2024.**

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby ratifies the remuneration of ₹ 1,50,000 (Rupees One Lakh Fifty Thousand Only) per annum plus applicable taxes and out of pocket expenses payable to Mr. Ramawatar Sunar, Cost and Management Accountant, (Firm Registration No. 100691), re-appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditor of the Company to conduct Audit of cost records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014 for the financial year ending March 31, 2024.

RESOLVED FURTHER THAT the approval of the Company be and hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all the acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution."

5. **CONTINUATION OF DIRECTORSHIP OF MR. SWARNJIT SINGH (DIN: 07409567), AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, 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) and Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Company be and is hereby accorded for continuation of Directorship of Mr. Swarnjit Singh (DIN: 07409567), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years, with the same terms and conditions as already approved by the members.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. **RE-APPOINTMENT OF MS. ANU AHLUWALIA (DIN: 07254059) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in

force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations')(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Ms. Anu Ahluwalia (DIN: 07254059), who was appointed as a Non-Executive Independent Director of the Company and who holds office of Independent Director up to 11th August, 2024 and being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, and to hold office for a second term of five consecutive years with effect from August 12, 2024 up to August 11, 2029."

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

7. APPOINTMENT OF MR. SUDHIR MEHRA (DIN: 07424678), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations')(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Mr. Sudhir Mehra (DIN: 07424678), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company who has attained the age of 75 years, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from September 26, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

8. APPOINTMENT OF MR. NAND PARKASH SAHNI (DIN: 00037478), AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations')(including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), Mr. Nand Parkash Sahni (DIN: 00037478), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company who has attained the age of 75 years, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from September 26, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

For Shivalik Bimetal Controls Ltd.

Sd/-

Aarti Sahni

Company Secretary

M.No. A25690

Place: New Delhi
Date: August 29, 2023

Registered Office: 16-18, New Electronics Complex, Chambaghat,
Distt. Solan, Himachal Pradesh - 173213
CIN: L27101HP1984PLC005862
E-mail: investor@shivalikbimetals.com

NOTES:

1. The Explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 ("The Act"), setting out material facts concerning the special business under Item No. 4 to 8 of the Notice is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI ("Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment/re- appointment at this Annual General Meeting ("AGM") is also annexed .
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself/herself. Such proxy need not be a member of the company. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. A member holding more than ten percent of the total share capital of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Relevant documents referred in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days and including the date of the Annual General Meeting (AGM).
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned certified copy (PDF/JPG Format) of their Board or governing Body's Resolution/Authorization, authorizing their representative to attend the AGM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at amitsaxenacs@yahoo.com with a copy marked to NSDL at evoting@nsdl.co.in.
5. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the September 20, 2023 to Tuesday, the September 26, 2023 (both days inclusive) for the purpose of determining entitlement of Members for the payment of dividend for the financial year ended March 31, 2023, if declared at the AGM.
6. Electronic copy of the Annual Report for the Financial Year (FY) 2022-23, the Notice of the 39th AGM of the Company along with Attendance Slip and Proxy Form are being emailed to all the members whose email addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.

Physical copy of the Annual Report for the FY 2022-23, the Notice of the 39th AGM of the Company along with Attendance Slip and Proxy Form are being sent to those members who have not registered their email addresses with the Company/Depository Participants. The Annual Report for the FY 2022-23 and the Notice of the 39th AGM will also be available on the Company's website – www.shivalikbimetals.com and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The Notice of AGM is also available on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com. Company's web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).

7. The route map as per the requirement of SS-2 and prominent landmark of the venue of the Meeting as well as Attendance Slip and Proxy Form are annexed to this Notice. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting, as the Annual Report will not be available for distribution at the Meeting.
8. In terms of SEBI Circular dated December 09, 2020, the depository shall send SMS/email alerts regarding the details of the upcoming AGM to the demat holders atleast 2 days prior to the date of commencement of e-voting, members are requested to update the mobile no. /email ID with their respective depository participants.
9. The Securities and Exchange Board of India ("SEBI") vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and March 16, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from January 01, 2022, Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be freeze by RTA on or after October 01, 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be frozen on or after October 01, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No. SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No. SH-14

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the Company or RTA website i.e. www.masserv.com.

A separate communication has already been sent to the respective shareholders.

10. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. To enable the Company to determine the appropriate TDS / withholding tax rate applicability, shareholders are requested to send the requisite documents with the Registrar and Share Transfer Agent viz. MAS Services Limited ("RTA") at investor@masserv.com. The shareholders are requested to update their PAN with the Company / MAS Services Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode) at the earliest.

However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received during FY 22-23 does not exceed ₹5,000/-.

A resident individual shareholder with PAN who is not liable to pay income tax submit a yearly declaration in Form 15G/15H, to avail the benefit of non-deduction of tax at Company's RTA at investor@masserv.com. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

11. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Securities of Listed Companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agents, MAS Services Limited for assistance in this regard.

In accordance with SEBI (Listing Obligations and Disclosure Requirements) (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated November 30, 2018 any request for physical transfer of shares shall not be processed w.e.f. April 01, 2019

Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:-

- i) Issue of duplicate share certificate
- ii) Claim from unclaimed suspense account
- iii) Renewal/Exchange of securities certificate
- iv) Endorsement
- v) Sub-division / splitting of securities certificate
- vi) Consolidation of securities certificates/folios
- vii) Transmission
- viii) Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of

the company as well as on the website of MAS Services Ltd, Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

12. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Corporate Secretarial Department at the Head office or the Company's Registrar and Share Transfer Agent (MAS Services Limited) for claim them before the due date. The details of such unclaimed dividends are available on the Company's website at www.shivalikbimetals.com. Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF Authority by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5.

13. In case of joint holders, the Member whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 23, 2023 through email on investor@shivalikbimetals.com. The same will be replied by the Company suitably.
15. Voting through electronic means:
 - a) In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions for consideration at this AGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the AGM), for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL').
 - b) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - d) The remote e-voting period commences on Saturday, September 23, 2023 (9:00 am) and ends on Monday, the September 25, 2023 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2023, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Instructions for remote e-voting

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 the NSDL e-voting system


Step 2: Cast your vote electronically on NSDL e-voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all 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.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 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 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
	
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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.
3. If the user is not registered for Easi/Easiest, 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.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository website after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:	
a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.	
b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.	
c) How to retrieve your 'initial password'?	
(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.	
(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.	
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:	
a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .	
b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .	
c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.	
d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.	
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.	
8. Now, you will have to click on "Login" button.	
9. After you click on the "Login" button, Home page of e-Voting will open.	

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- 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.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote

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 investor@shivalikbimetals.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 investor@shivalikbimetals.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step: 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
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 09, 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.
5. 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.
6. 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 at 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

General Information

1. There will be one vote for every Client ID / registered folio number irrespective of the number of joint holders.
2. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 2023.
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e September 19, 2023, may generate the login ID and password as per e-voting instruction given above
4. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
5. Mr. Amit Saxena, Practicing Company Secretary (Membership No. 29918), Proprietor of M/s Amit Saxena & Associates has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the remote e-voting process in a fair and transparent manner.
6. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

7. The Results of voting will be declared within two working days from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's corporate website www.shivalikbimetals.com under the section 'Investor Relations' and on the website of NSDL, such Results will also be forwarded to the National Stock Exchange of India Limited and BSE Limited, where the Company's shares are listed.

For Shivalik Bimetal Controls Ltd.

Sd/-

Aarti Sahni

Company Secretary

M.No. A25690

Place : New Delhi

Date : August 29, 2023

Registered Office:

16-18, New Electronics Complex, Chambaghat, Distt. Solan, Himachal Pradesh - 173213

CIN: L27101HP1984PLC005862

E-mail: investor@shivalikbimetals.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

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 ratified and confirmed by the shareholders of the Company.

In this regard, the Board on the recommendation of the Audit Committee, has approved the re-appointment and remuneration of Mr. Ramawatar Sunar, Cost and Management Accountant, (Firm Registration No. 100691) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending March 31, 2024.

None of the Directors /Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

Mr. Swarnjit Singh was appointed as non-executive Independent Director of the Company by the members at the 37th Annual General Meeting of the Company held on September 15, 2021 for a period of four consecutive years commencing from November 11, 2020 to November 10, 2024.

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 effective from April 01, 2019, consent of members by way of special resolution is required for continuation of directorship of Non-Executive Independent Director, who is going to attain the age of 75 years. In this regards is was informed to the Board Members, Mr. Swarnjit Singh will attain the age of 75 years with effect from June 22, 2024 and therefore, the approval of members is being required for the continuation of his directorship for the remaing term till November 10, 2024.

In this redard, the Board on recommendation of Nomination & Remuneration Committee considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Swarnjit Singh as an Independent Director. The Board also considers that the Company will be benefited by his continuation, as his contribution is likely to be immense for valuable experience, knowledge and counsel. Accordingly, the Board recommends this Special Resolution in relation to continuation of directorship of Mr. Swarnjit Singh as an Independent Director till the expiry of the current term for the approval by the shareholders of the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in this Resolution.

All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till September 22, 2023 and will also be available for inspection at the Meeting.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM No. 6

Ms. Anu Ahluwalia (DIN: 07254059) was appointed as a Non-Executive Independent Director of the Company by the members at the 35th AGM of the Company held on September 11, 2019 for a period of five consecutive years commencing from August 12, 2019 to August 11, 2024. In terms of the provisions of Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) and 17 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment for another term of five years, by passing of a special resolution by shareholders.

Based on the recommendation of Nomination and Remuneration Committee Ms. Anu Ahluwalia (DIN: 07254059) being eligible for re-appointment as an Independent Director not retire by rotation, is proposed to be re-appointed as an Independent Director, for second term of five consecutive years from August 12, 2024 to August 11, 2029 (both days inclusive).

In this regard, Company has received declaration from her stating that she meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015. She has also given her consent to continue to act as an Independent Director of the Company, if so appointed by the members. She is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act. She is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The details required as per the provisions of the SEBI (LODR), Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure" to the Notice.

In the opinion of the Board, she fulfills the conditions for re-appointment as an Independent Director as specified in the Act and Rules made thereunder and SEBI (LODR), Regulations, 2015 and is independent of the management.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Anu Ahluwalia as a non-executive Independent Director. The Board recommends this special resolution for the approval of members.

All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till September 22, 2023 and will also be available for inspection at the Meeting.

Except Ms. Anu Ahluwalia, the appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 7

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Company has received relevant declaration under Section 164, 184 and 149 of the Companies Act, 2013 from Mr. Sudhir Mehra (DIN: 07424678), who has already attained the age of seventy-five (75) year. In terms of provisions of section 149(6) read with Companies (Appointment and Qualification of Directors), Rules, 2014 and regulation 16(1)(b), 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Sudhir Mehra meets the specified criteria mentioned in the provisions to become the Independent Director. Accordingly, it is proposed to appoint Mr. Sudhir Mehra as an Independent Director to hold office for a period of five(5) consecutive years w.e.f September 26, 2023 up to September 25, 2028. The Board recommends this special resolution for the approval of members.

On recommendation of Nomination & Remuneration Committee and in the opinion of the Board, Mr. Sudhir Mehra fulfills the conditions for appointment as non-executive Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also considers that the Company will be benefited by his appointment, as his contribution is likely to be immense for valuable experience, knowledge and counsel.

Brief resume of Mr. Sudhir Mehra, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice.

All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till September 22, 2023 and will also be available for inspection at the Meeting.

None of the Directors /Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

ITEM NO. 8

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, No listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

The Company has received relevant declaration under Section 164, 184 and 149 of the Companies Act, 2013 from Mr. Nand Parkash Sahni (DIN; 00037578), who has already attained the age of seventy-five (75) year. In terms of provisions of section 149(6) read with Companies (Appointment and Qualification of Directors), Rules, 2014 and regulation 16(1)(b), 25 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Nand Parkash Sahni meets the specified criteria mentioned in the provisions to become the Independent Director. Accordingly, it is proposed to appoint Mr. Nand Parkash Sahni as an Independent Director to hold office for a period of five(5) consecutive years w.e.f September 26, 2023 up to September 25, 2028. The Board recommends this special resolution for the approval of members.

On recommendation of Nomination & Remuneration Committee and in the opinion of the Board, Mr. Nand Parkash Sahni fulfills the conditions for appointment as non-executive Independent Director, as specified in the Act, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board also considers that the Company will be benefited by his appointment, as his contribution is likely to be immense for valuable experience, knowledge and counsel.

Brief resume of Mr. Nand Parkash Sahni, nature of his expertise in specific functional areas and names of Companies in which he holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se are provided in Annexure to this Notice.

All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays, between 10.00 A.M. to 1.00 P.M. till September 22, 2023 and will also be available for inspection at the Meeting.

None of the Directors /Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

For Shivalik Bimetal Controls Ltd.

Sd/-

Aarti Sahni

Company Secretary

M.No. : A25690

Place : New Delhi

Date : August 29, 2023

Registered Office:

16-18, New Electronics Complex, Chambaghat, Distt. Solan, Himachal Pradesh - 173213

CIN: L27101HP1984PLC005862 E-mail: investor@shivalikbimetals.com

Annexure-A

Details of the Directors seeking re-appointment/ appointment in the 39th Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars	Mr. N.S. Ghumman	Mr. Swarnjit Singh	Ms. Anu Ahluwalia	Mr. Sudhir Mehra	Mr. Nand Parkash Sahni
DIN	00002052	07409567	07254059	07424678	00037478
Date of Birth	24/08/1950	22/06/1949	01/02/1962	06/11/1947	15/04/1941
Age	73 Years	74 Years	61 Years	76 Years	82 Years
Date of appointment/ Reappointment	01/04/2021	11/11/2020	11/08/2024	26/09/2023	26/09/2023
Date of first appointment on Board	Since inception	11/11/2020	12/08/2019	26/09/2023	26/09/2023
Terms and Conditions of Appointment	As approved earlier by the Shareholders	As stated in the Item No. 5 of the Notice.	As stated in the Item No. 6 of the Notice.	As stated in the Item No. 7 of the Notice.	As stated in the Item No. 8 of the Notice.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil	Nil	Nil
Remuneration sought to be paid	As approved earlier by the Shareholders	Nil	Nil	Nil	Nil
Remuneration Last Drawn	As approved earlier by the Shareholders	Nil	Nil	Nil	Nil

Particulars	Mr. N.S. Ghumman	Mr. Swarnjit Singh	Ms. Anu Ahluwalia	Mr. Sudhir Mehra	Mr. Nand Parkash Sahni
Brief Resume including the skill and capabilities	<p>Mr. N. S. Ghumman is one of the promoter Directors of the Company and holds the position of Managing Director in the Company. He is a highly qualified and a widely experienced technocrat having experience of over 50 years in the field of engineering, manufacturing operations, Research & Development/ Product Development activities etc., During this period under his stewardship, the Company has undertaken many challenging initiatives, implemented critical expansion programs and has enhanced manufacturing capabilities and capacities with the result that the Company's products find more and more acceptability, world over.</p>	<p>Captain Swarnjit Singh has over 53 years of experience in the aviation sector. He has been working in the capacity of a commander, trainer, instructor, examiner and incident investigation and pilot counselling. Capt. Swarnjit Singh started his career in Indian Airlines in 1973 as a commercial pilot. He then moved to Malaysian Airlines in 1989 as a commander. In 1995, Capt. Swarnjit Singh moved to Singapore Airlines. Finally, Capt. Swarnjit Singh was monumental in establishing the early flight operations of Indigo from 2010 to 2014. Since 2015, Capt. Swarnjit Singh has been an advisor to the board to several innovative technology companies including Eirene Systems. Capt. Swarnjit Singh has lived in 4 different countries and has a vast amount of technical experience coupled with his exposure to various cultures. Capt. Swarnjit Singh holds a Bachelor of Science from the University of Delhi.</p>	<p>Ms. Anu Ahluwalia is qualified MA (Economics) from Rajasthan university and B. Ed from Annamalai University. She is an educationist with over 30 years of experience. She is a social worker, working in the local area for the immediate betterment of the people and infrastructure, through awareness and direct engagement with local populace. She has been a member of Army Women Welfare Association at various levels from 1984 to 2008.</p>	<p>Mr. Sudhir Mehra has over 30 years of experience in Banking and Finance. He has also served 17 years in Alchem International Pvt. Ltd. as Finance Consultant. He has also working experience with SBI Cards, a JV, with Ge Capital as Country Head Sales and Marketing. Mr. Sudhir Mehra is Graduate with Hons in History and post-graduate in English. He holds degree of Certified Associate of Indian Institute of Bankers. He served the Board of TVTN (AAJ Tak) as an Independent Director and is also serving the Board of Asian Venture Philanthropy Network India Foundation.</p>	<p>Mr. Nand Parkash Sahni is a well educated person and is a retired civil servant belonging to 1965 batch of Indian Revenue Service. He held senior position in Government of India and during his service he was involved in many foreign assignments as well. His vast experience in the realm of Corporate Governance will greatly benefit the Company. He worked in the field of Direct Taxation during his tenure as IRS Officer. Mr. Nand Parkash Sahni holds a Masters degree in Administration and Graduation in Law. He also holds the degree in MSc from the University of Bath, U.K.</p>

Particulars	Mr. N.S. Ghumman	Mr. Swarnjit Singh	Ms. Anu Ahluwalia	Mr. Sudhir Mehra	Mr. Nand Parkash Sahni
Directorships held in other listed companies*	Nil	Nil	Nil	Nil	1. Mohan Meakin Ltd. 2. Hindustan Tin Works Ltd.
Memberships / Chairmanships of Committee in other public limited companies (includes only Audit & Shareholders' / Investors' Grievance Committee)	Nil	Nil	Nil	Nil	1. Hindustan Tin Works Ltd. – Member of Audit Committee and Nomination & Remuneration Committee.
No. of shares held in Company	44,91,000	4,500	Nil	Nil	Nil
Details of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil	Nil	Nil

In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements

* excluded Section 8 Companies and Private Limited Companies