



SHIVALIK BIMETAL CONTROLS LIMITED

CIN: L27101HP1984PLC005862

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

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **01/2024-25 Extra Ordinary General Meeting (“EGM”)** of the Members of **Shivalik Bimetal Controls Ltd. (“The Company”)** will be held **on Friday, the 31st day of January, 2025 at 10.30 AM (IST)** through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) to transact the business(es) mentioned below:

SPECIAL BUSINESSES:

ITEM NO:1

To approve the appointment of Mr. Sumer Ghumman (DIN: 00705941) as Whole Time Director designated as Executive Director of the Company, liable to retire by rotation for a period of 5 (Five) consecutive years

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

“**RESOLVED THAT** pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 Mr. Sumer Ghumman (DIN: 00705941) who was appointed as an additional director in the category of Whole Time Director of the Company by the Board of Directors with effect from November 6, 2024, and who holds office until next general meeting or 3 months from the date of appointment, whichever is earlier be and is hereby appointed as Whole Time Director – designated as Executive Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 196, 197, and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment of Mr. Sumer Ghumman (DIN: 00705941) as Whole-time Director designated as Executive Director of the Company for a period of 5 years effective from January 31, 2025 up to January 30, 2030 as per the terms and conditions as stated in the explanatory statement.

RESOLVED FURTHER THAT notwithstanding anything hereinabove contained, wherein any financial year during the tenure of his appointment, the Company has incurred loss or its profits are inadequate, the Company shall pay to Mr. Sumer Ghumman, the remuneration by way of salary, perquisites, other allowances and other benefits as aforesaid as minimum remuneration, notwithstanding the fact that the annual remuneration payable to exceeds 5% of the net profits of the company as prescribed under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, subject to the maximum/ overall managerial remuneration to the Executive Directors of the Company (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the government from time-to-time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Mr. Sumer Ghumman.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the company be and are hereby severally authorized to do all such things and deeds to bring the above resolution into effect.”

ITEM NO. 2

To approve the elevation and re-designation of Mr. Kabir Ghumman (DIN: 01294801) as Managing Director of the Company, liable to retire by rotation for a period of 5 (Five) consecutive years.

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

“**RESOLVED THAT** pursuant to the provisions of Section 161, 149, 196, 197 and 203 read with Schedule V and any other applicable provisions and Regulation 17 and other applicable regulations of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and on recommendation of Nomination & Remuneration Committee and with the approval of board of directors, the consent of the shareholders be and hereby accorded to elevate and re-designate Mr. Kabir Ghumman (DIN: 01294801) as Managing Director w.e.f January 31, 2025 as a part of succession planning on the same terms and conditions which were approved by the shareholders in the 40th Annual General Meeting of the Company held on September 26, 2024 and as stated in the explanatory statement.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 196, 197, and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to the elevation and re-designation of Mr. Kabir Ghumman (DIN: 01294801) as Managing Director of the Company for a period of 5 years effective from January 31, 2025 up to January 30, 2030.

RESOLVED FURTHER THAT notwithstanding anything hereinabove contained, wherein any financial year during the tenure of his appointment, the Company has incurred loss or its profits are inadequate, the Company shall pay to Mr. Kabir Ghumman, the remuneration by way of salary, perquisites, other allowances and other benefits as aforesaid as minimum remuneration, notwithstanding the fact that the annual remuneration payable to exceeds 5% of the net profits of the company as prescribed under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, subject to the maximum/ overall managerial remuneration to the Executive Directors of the Company (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the government from time-to-time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Mr. Kabir Ghumman.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the company be and are hereby severally authorized to do all such things and deeds to bring the above resolution into effect.”

ITEM NO. 3

To approve the appointment/re-designation of Mr. Narinder Singh Ghumman (DIN: 00002052) as Chairman & Whole Time Director of the Company, liable to retire by rotation for a period of 5 (Five) consecutive years.

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

“**RESOLVED THAT** pursuant to the provisions of Section 161, 149, 196, 197 and 203 read with Schedule V and any other applicable provisions and Regulation 17 and other applicable regulations of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 and on recommendation of Nomination & Remuneration Committee and with the approval of board of directors, the consent of the shareholders be and hereby accorded to appoint and re-designate Mr. Narinder Singh Ghumman (DIN: 00002052) as Chairman & Whole Time Director w.e.f January 31, 2025 as a part of succession planning on the same terms and conditions which were approved by the shareholders in the 36th Annual General Meeting of the Company held on September 29, 2020 and as stated in the explanatory statement.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 196, 197, and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and rules made there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, consent of the members be and is hereby accorded to the appointment and re-designation of Mr. Narinder Singh Ghumman (DIN: 00002052) aged 74 years as Chairman & Whole Time Director of the Company for a period of 5 years effective from January 31, 2025 up to January 30, 2030.

RESOLVED FURTHER THAT notwithstanding anything hereinabove contained, wherein any financial year during the tenure of his appointment, the Company has incurred loss or its profits are inadequate, the Company shall pay to Mr. Narinder Singh Ghumman, the remuneration by way of salary, perquisites, other allowances and other benefits as aforesaid as minimum remuneration, notwithstanding the fact that the annual remuneration payable to exceeds 5% of the net profits of the company as prescribed under Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, subject to the maximum/ overall managerial remuneration to the Executive Directors of the Company (including any statutory modifications or re-enactments thereof, for the time being in force), or such other limits as may be prescribed by the government from time-to-time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to by the Board of Directors and Mr. Narinder Singh Ghumman.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the company be and are hereby severally authorized to do all such things and deeds to bring the above resolution into effect.”

For Shivalik Bimetal Controls Ltd.

Sd/-
Aarti Sahni
Company Secretary
M. No A25690

Date: **06/01/2025**

Place: **New Delhi**

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

NOTES:

1. The Ministry of Corporate Affairs ('MCA') has, vide its circular dated April 8, 2020, April 13, 2020, May 5, 2020, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 and September 19, 2024 (collectively referred to as 'MCA Circulars'), permitted convening the Extra Ordinary General Meeting ('EGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without physical presence of the Members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), this EGM is being held through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company.
2. An explanatory Statement, pursuant to Section 102(2) of the Companies Act, 2013 ("The Act"), setting out material facts concerning the special business(es) 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 Extra Ordinary General Meeting ("EGM") is also annexed.
3. Since this EGM is being held through VC/OAVM, pursuant to MCA Circulars, physical attendance of the Members has been dispensed with. Hence, Members shall attend and participate in the ensuing EGM through VC/OAVM. Accordingly, the facility for the appointment of proxies by the Members will not be available for the EGM. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. Pursuant to Section 113 of the Act, 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 meeting through VC/OAVM on their behalf and to vote through e-voting to the Scrutinizer through e-mail at amitsaxenacs@yahoo.com with a copy marked to NSDL at evoting@nsdl.co.in.
5. Green Initiative: Members who have not registered their e-mail address are requested to register their e-mail address to receive all communication from the Company electronically.
6. All the relevant documents, if any, referred to in this Notice shall be open for inspection by the Members online during the EGM through VC/OAVM.
7. The Board vide its resolution passed on 06th day of January, 2025, has appointed M/s. Amit Saxena & Associates, Practicing Company Secretary, as the scrutinizer to scrutinize both the remote e-voting as well as voting during the EGM in a fair and transparent manner.
8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the EGM is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may note that the Notice will also be available on the Company's website www.shivalikbimetals.com, the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and National Securities Depository Limited ("NSDL") www.evotingindia.com.
9. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, MAS Services Limited, at investor@masserv.com.

10. Members are requested to notify immediately about any change in their postal address/E-mail address/dividend mandate/ bank details to their Depository Participant (DP) in respect of their shareholding in DEMAT mode and in respect of their physical shareholding to the Company's Registrar and Share Transfer Agent('RTA'), viz. MAS Services Limited having its office at T-34, IInd Floor, Okhla Industrial Area Phase-II, New Delhi-110020 E-Mail – investor@masserv.com.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the RTA.
12. 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.
13. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
14. Members holding shares in physical form who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. Members may download the said forms from the Company's website under the weblink at <https://www.shivalikbimetals.com/about-us.php?pageId=39> . Member holding shares in demat mode should file their nomination with their respective Depository Participant(s).
15. In all correspondence with the Company/the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialised form, must quote their DP ID and Client ID numbers.

General instructions for accessing and participating in the EGM through VC/OAVM Facility and Voting through electronic means including remote e-Voting

1. In terms of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular dated July 11, 2023 in relation to e-voting facility provided by listed entities, the Resolutions for consideration at this EGM will be transacted through remote e-voting (i.e. facility to cast vote prior to the EGM and during the EGM), for which purpose the Board of Directors of the Company ('the Board') have engaged the services of National Securities Depository Limited ('NSDL').
2. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. The Members can join the EGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship & Share Transfer Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

4. Pursuant to MCA Circular No. 14/2020 dated April 8, 2020, the facility to appoint a proxy to attend and cast vote for the Members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
5. The remote e-Voting period for all items of businesses contained in this notice of EGM shall commence from Tuesday, January 28, 2025, at 9.00 A.M. (IST) and will end on Thursday, January 30, 2025, at 5.00 P.M. (IST). The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.
6. The cut-off date for determining the eligibility of shareholders to exercise remote e-Voting rights and attendance at EGM is Friday, January 24, 2025. 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 above-mentioned cut-off date, shall be entitled to avail the facility of remote e-Voting or voting at the meeting through electronic mode. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
7. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system during the EGM.
8. The Members who have cast their vote by remote e-Voting prior to the EGM may also attend/participate in the EGM through VC/OAVM but shall not be entitled to cast their vote again. Members are requested to carefully read the instructions for e-Voting before casting their vote.
9. The results declared along with the Scrutinizer's report shall be placed on the website of the Company and shall also be communicated to the Stock Exchanges. The Resolutions, if approved, shall be deemed to be passed, on the date of EGM.

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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.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 or joining virtual meeting & voting during the meeting. 2. 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 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digits 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 or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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

	<p>click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <ol style="list-style-type: none"> 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 or joining virtual meeting & voting during the meeting. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. 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 for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type

Individual Shareholders holding securities in demat mode with NSDL

Individual Shareholders holding securities in demat mode with CDSL

Helpdesk details

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call 1800 1020 990, 1800 22 44 30 and 022-48867000

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. 022-23058738 or 022-23058542/43 and 1800 22 5533

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

- i. 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.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

- iv. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

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*****).

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*****).

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 132599 then user ID is 132599001***).

- v. 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’?
 - 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 digits’ 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’.

- If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
- 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.
 - Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com. mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. Friday, January 24, 2025, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, January 24, 2025, may follow steps mentioned in the Notice of the EGM under “Access to NSDL e-Voting system”.

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 i.e **January 24, 2025**.
3. 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 during EGM.
4. The procedure for attending meeting and e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
5. The link for VC/OAVM to attend meeting will be available where the EVEN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
6. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number & number of shares at investor@masserv.com/ investor@shivalikbimetals.com before 21st January, 2025 (5:00 p.m. IST) subject line should be Speaker Registration of Shivalik Bimetal Controls Limited. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. These queries will be replied to by the company suitably by email.
8. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, will first download the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least 2 (Two) witnesses not in the employment of the Company. Thereafter the Scrutinizer shall, submit a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairperson, or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. The result of e-Voting along with consolidated Scrutinizer's report will be declared upon conclusion of the Meeting, within the permissible timelines. 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.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to investor@shivalikbimetals.com with a copy to investor@masserv.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), AADHAAR (self-attested scanned copy of Aadhaar Card) to

investor@shivalikbimetals.com with a copy to investor@masserv.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A).

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

3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to e-Voting facility.

For Shivalik Bimetal Controls Ltd.

Place: New Delhi
Date: 06.01.2025

Sd/-
Aarti Sahni
Company Secretary
M. No. A25690

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 BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

On the recommendation of the Nomination and Remuneration Committee and pursuant to Section 161, 196, 197, 203, of the Companies Act, 2013, and other applicable provisions, the Board of Director(s) at its meeting held on November 6, 2024, appointed Mr. Sumer Ghumman (DIN: 00705941) as an additional director of the Company to hold the office until next general meeting or 3 months from the date of appointment, whichever is earlier as set forth in the resolution under the category of Executive and Whole-Time Director effective November 6, 2024, subject to approval of shareholders in the extra ordinary general meeting.

Mr. Sumer Ghumman (Promoter) is a qualified Graduate in Accounting & Finance having experience in Corporate Strategy, Governance, Finance, Regulatory/Legal and Risk management. He has more than 15 years of rich business experience in the metal industry. He was associated with the company and has been responsible in setting up and growing 'Shivalik Engineered Products Private Ltd.' (SEPPL). (Wholly owned Subsidiary of Shivalik Bimetal Controls Ltd.) Mr. Sumer Ghumman is the son of Mr. N. S. Ghumman, Chairman & Managing Director and brother of Mr. Kabir Ghumman, Whole Time Director.

His scope of work covers his full involvement in the strategic and planning aspects of the company at plant and corporate office. Mr. Sumer Ghumman associated with the Company and subsidiary from last 15 years and meanwhile gave his best for its immense growth. The Board of Directors are of the view that his knowledge, experience, guidance would be useful for the growth of the Company.

The resolution seeks approval of the members in terms of Sections 149, 196, 197, and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Sumer Ghumman as Whole-time Director effective January 31, 2025 till January 30, 2030.

Brief resume of Mr. Sumer Ghumman, 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.

Remuneration and Benefits:

(Amount in INR)

Basic Salary	1,25,00,000
House Rent Allowance	62,50,000
Perquisites and Allowances	12,50,000
Total	2,00,00,000

The remuneration is to be paid within the approved limits and in accordance with the Company Policy, as amended from time to time excluding Provident Fund and Other Statutory Deduction.

The appointment and remuneration payable to Mr. Sumer Ghumman is required to be approved by the Shareholders in the General Meeting and accordingly Special resolution as set out at Item No. 1 is being placed before the Members for approval.

The details of Mr. Sumer Ghumman as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure - A to this Statement. All the

documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays and Sunday between 10.00 A.M. to 1.00 P.M. till January 31, 2025 and for inspection at the Meeting.

No director, Key managerial personnel or their relatives, except Mr. N S Ghumman, Mrs. Tejinder jeet Kaur Ghumman and Mr. Kabir Ghumman to whom the resolution relates, is interested in or concerned with the resolution. The Board recommends the special resolution set forth in Item no. 1 for the approval of the Members.

ITEM No. 2

On the recommendation of the Nomination and Remuneration Committee and pursuant to Section 161, 196, 197, 203 of the Companies Act, 2013, and other applicable provisions and as a part of succession planning of the company, the Board of Director(s) at its meeting held on November 6, 2024, approved the elevation and re-designation of Mr. Kabir Ghumman (DIN: 01294801) as a Managing Director, subject to approval of shareholders in the general meeting on the same terms and conditions which were approved by the shareholders in the 40th Annual General Meeting of the Company held on September 26, 2024 in which he was appointed as Whole Time Director designated as Executive Director.

Mr. Kabir Ghumman is the son of Mr. N S Ghumman, Chairman & Managing Director and associated with the company since last 15 years. Mr. Kabir is a qualified Engineer holds Bachelors-Mechanical Engineering. He is responsible for the supervision of all technical and process engineering aspects of the Company at the manufacturing unit. With his exposure and experience in the designing and optimization of use of machinery has developed good understanding of manufacturing processing.

His scope of work covers his full involvement in the mechanical engineering aspects of the company at plant. Mr. Kabir Ghumman associated with the Company from last 15 years and meanwhile gave his best for its immense growth. The Board of Directors are of the view that his knowledge, experience, guidance would be useful for the growth of the Company.

The resolution seeks approval of the members in terms of Sections 149, 196, 197, and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the elevation and re-designation of Mr. Kabir Ghumman as Managing Director of the Company for a term of 5 years effective from January 31, 2025 till January 30, 2030.

Brief resume of Mr. Kabir Ghumman, 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.

Remuneration and Benefits: (as approved earlier in the 40th Annual General Meeting)

(Amount in INR)

Basic Salary	1,25,00,000
House Rent Allowance	62,50,000
Perquisites and Allowances	12,50,000
Total	2,00,00,000

The remuneration is to be paid within the approved limits in the 40th Annual General Meeting dated September 26, 2024 and in accordance with the Company Policy, as amended from time to time excluding Provident Fund and Other Statutory Deduction.

The re-designation and remuneration payable to Mr. Kabir Ghumman is required to be approved by the Shareholders in the General Meeting and accordingly special resolution as set out at Item No. 2 is being placed before the Members for approval.

The details of Mr. Kabir Ghumman as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure - A to this Statement. All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays and Sunday between 10.00 A.M. to 1.00 P.M. till January 31, 2025 for inspection and at the Meeting.

No director, Key managerial personnel or their relatives, except Mr. N. S. Ghumman, Mrs. Tejinder jeet Kaur Ghumman and Mr. Sumer Ghumman to whom the resolution relates, is interested in or concerned with the resolution. The Board recommends the special resolution set forth in Item no. 2 for the approval of the Members.

ITEM No. 3

On recommendation of the nomination and remuneration committee and as a part of succession planning, the Board of Directors in their meeting held on November 6, 2024, decided to appoint Mr. Sumer Ghumman as Whole Time Director and elevation of Mr. Kabir Ghumman as Managing Director of the Company. Keeping in view the contribution made by Mr. N. S. Ghumman for sustaining the growth of the business of the Company futuristically with the Nomination & Remuneration Committee and by decision of board, it was also decided to appoint and re-designate Mr. N. S. Ghumman as Chairman & Whole Time Director of the Company, subject to approval of the Shareholders in General Meeting on the same terms and conditions which were approved by the shareholders in the 36th Annual General Meeting of the Company held on September 29, 2020.

Mr. N. S. Ghumman is one of the promoter Directors of the Company and is associated with the Company from the date of inception. He is a highly qualified and a widely experienced technocrat having experience of over 51 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.

In accordance with the provisions of section 196 of the Companies Act, 2013, any appointment as Whole Time Director beyond the age of 70 years would need Special resolution to be passed by the members in the General Meeting. Accordingly, in terms of Section 196 (3) of the Act read with Part-1 of Schedule V provides that no Company shall appoint or continue the employment of any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as a Special Resolution. Mr. Narinder Singh Ghumman is over 74 years of age on the date of re-designation/appointment as Chairman & Whole Time Director. Therefore, the agenda shall be placed as special resolution for the approval of members.

Mr. N. S. Ghumman enjoys robust health and is actively associated in the development of new products accompanied by research & development. The Board recommends the resolution to be passed as special resolution by the Shareholders as per the requirements of Companies Act, 2013.

The resolution seeks approval of the members in terms of Sections 149, 196, 197, and 203 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) for the appointment and re-designation of Mr. N. S. Ghumman as Chairman & Whole Time Director of the Company effective from January 31, 2025 till January 30, 2030.

The re-designation and remuneration payable to Mr. N S Ghumman is required to be approved by the Shareholders in the General Meeting and accordingly special resolution as set out at Item No. 3 is being placed before the Members for approval.

The brief resume of Mr. N. S. Ghumman, Managing Director, nature of his expertise in functional areas, disclosure of relationships between Directors, Directorships and Memberships of Committees of the Board of Listed entities and shareholding. The details of Mr. N S Ghumman as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Secretarial Standard 2 on General Meetings are disclosed under Annexure A to this Statement.

Remuneration and Benefits: (as approved earlier in the 36th Annual General Meeting)

(Amount in INR)

Basic Salary	2,01,00,000
House Rent Allowance	96,00,000
Perquisites and Allowances	3,00,000
Total	3,00,00,000

The remuneration is to be paid within the approved limits and in accordance with the Company Policy, as amended from time to time excluding Provident Fund and Other Statutory Deduction. All the documents referred to are open for inspection at the Company's Registered Office on all working days, except Saturdays and Sunday between 10.00 A.M. to 1.00 P.M. till January 31, 2025 and for inspection at the Meeting.

No director, Key managerial personnel or their relatives, except Mr. Kabir Ghumman, Mrs. Tejinder jeet Kaur Ghumman and Mr. Sumer Ghumman to whom the resolution relates, is interested in or concerned with the resolution. The Board recommends the special resolution set forth in Item no. 3 for the approval of the Members.

Details of the Directors seeking re-appointment/ appointment in the 01/2024-25 Extra Ordinary General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mr. Sumer Ghumman	Mr. Kabir Ghumman	Mr. N S Ghumman
DIN	00705941	01294801	00002052
Date of Birth	20/08/1985	20/08/1985	24/08/1950
Age	39 Years	39 Years	74 Years
Date of appointment/ Re-appointment	31/01/2025	31/01/2025	31/01/2025
Date of first appointment on Board	06/11/2024	29/08/2024	18/06/1984
Terms and Conditions of Appointment	As stated in Item No 1 of the Notice	As stated in Item No 2 of the Notice	As stated in Item No 3 of the Notice
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Son of Mr. N S Ghumman, Chairman & Managing Director and Brother of Mr. Kabir Ghumman, Whole Time Director	Son of Mr. N S Ghumman, Chairman & Managing Director and Brother of Mr. Sumer Ghumman, Additional Director.	Father of Mr. Kabir Ghumman, Whole Time Director and Mr. Sumer Ghumman, Additional Director.
Remuneration sought to be paid	2.00 Crore	Rs. 2.00 Crore	Rs. 3.00 Crore
Remuneration Last Drawn	First Time appointment on board	Rs. 2.00 Crore	Rs. 3.00 Crore
Brief Resume including the skill and capabilities	Mr. Sumer Ghumman (DIN: 00705941) Additional Director of the Company. Mr. Sumer is a qualified Graduate in Accounting & Finance having experience in Corporate Strategy, Governance, Finance, Regulatory/Legal and Risk management. He has more than 15 years of rich business experience in the metal industry. He was associated with the company and has been responsible in setting up and growing 'Shivalik Engineered Products Private Ltd.' (SEPPL). (Wholly	Mr. Kabir Ghumman (DIN: 01294801) Whole Time Director of the Company. Mr. Kabir is a qualified Engineer holding Bachelors-Mech. Engineering. He is responsible for the supervision of all technical and process engineering aspects of the Company at the manufacturing unit. With his exposure and experience in the designing and optimization of use of machinery has developed good understanding of manufacturing processing. His scope of work covers his full involvement in the mechanical	Mr. N S. Ghumman (DIN: 00002052) is the Managing Director of the Company. He holds a Bachelor of Technology (Hons) degree in Mechanical Engineering in first division from Birla Institute of Technology & Science (B. I. T. S.), Pilani. He was Chief Engineer with Tradax Gestion SA. of Geneva, Switzerland. He is one of the promoter Directors of the Company and is associated with the Company since inception. He is a highly qualified and a widely experienced

	owned Subsidiary of Shivalik Bimetal Controls Ltd.)	engineering aspects of the company at plant. Mr. Kabir Ghumman associated with the Company from last 15 years and meanwhile gave his best for its immense growth	technocrat having experience of over 51 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.
Directorships held in other listed companies*	Nil	Nil	Nil
Memberships/ Chairmanships of Committee in other public limited companies (includes only Audit & Shareholders/ Investors' Grievance Committee)	Nil	Nil	Nil
No. of shares held in Company	41,73,000	300	44,91,000
Details of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil

* excluded Section 8 Companies and Private Limited Companies