



Shivalik Bimetal Controls Ltd.

(A Govt. of India Recognised Star Export House)

Regd. Off. : 16 - 18, New Electronics Complex, Chambaghat, Distt. Solan - 173213, H.P. (INDIA)
Phone : + 91 - 1792 - 230578 Fax : + 91 - 1792 - 230475, 230578
Email : plant@shivalikbimetals.com Website : www.shivalikbimetals.com
Secretarial / Investor Department : investor@shivalikbimetals.com
CIN : L27101HP1984PLC005862



SBCL/BSE&NSE/2024-25/45

02nd September, 2024

To, BSE Limited Corporate Relationship Deptt. PJ Towers, 25th Floor, Dalal Street, Mumbai – 400 001 Code No. 513097	To, National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1, G-Block Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 Code No. SBCL
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Sub : Submission of Notice of the 40th Annual General Meeting scheduled to be held on Thursday, September 26, 2024 at 10:30 a.m. (IST)

Dear Sir/Madam,

Pursuant to the Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations, 2015'), we are pleased to inform you that the 40th Annual General Meeting of the Company is scheduled on Thursday, September 26, 2024 at 10:30 AM (IST) at Hotel Namastasya, Bye Pass Road, near New Bus Stand, Lawi Khurd, Solan, Himachal Pradesh 173212.

Further in accordance with Regulation 44 of the SEBI Listing Regulations, 2015, the Company will be providing the facility for voting by electronic means ('remote e-voting'). The details of e-Voting are as below:

Commencement of remote e-voting	Monday, September 23, 2024 (9.00 a.m. IST)
End of remote e-voting	Wednesday, September 25, 2024 (5.00 p.m. IST)

The voting rights of Members shall be reckoned on the basis of number of equity shares held by the members of the Company as on the 'cut-off date' i.e. Thursday, September 19, 2024.

The Notice is also available on the Company's website alongwith Annual Report 2023-24 at www.shivalikbimetals.com

This is for the information of the exchange(s) and the members.

Thanking You,
For Shivalik Bimetal Controls Limited

Aarti Sahni
Company Secretary & Compliance Officer
M. No: A25690

Encl: As above



Notice to Shareholders

NOTICE is hereby given that the 40th Annual General Meeting (“AGM”) of the Members of Shivalik Bimetal Controls Ltd. (“The Company”) will be held on Thursday, the 26th day of September, 2024 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, 2024 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, 2024;
3. To appoint a director in place of Mrs. Harpreet Kaur (DIN: 07012657), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESSES:

4. RATIFICATION OF REMUNERATION OF COST AUDITOR

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 any 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), consent of the members is hereby accorded to ratify 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 Auditor, (FRN: 100691), re-appointed by the Board of Directors on the recommendation of the Audit Committee, to conduct Audit of cost records of the Company for the FY 2024-25.

RESOLVED FURTHER THAT the consent of the members be and hereby accorded to authorize the Board of Directors of the Company to do all the acts, matters and things and to take all such steps as may be required and necessary to give effect to this resolution.”

5. CONTINUATION OF DIRECTORSHIP OF MR. GURMEET SINGH GILL (DIN: 00007393), AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval be and is hereby accorded for continuation of Mr. Gurmeet Singh Gill (DIN: 00007393) as a Non-Executive Non Independent Director of the Company liable to retire by rotation, who would attain the age of 75 years on September 19, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized 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 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 provisions of Sections 149, 152 of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, Mr. Swarnjit Singh (DIN : 07409567), who was appointed as an Independent Director of the Company by the members for a term up to November 10, 2024, who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office with effect from November 11, 2024 up to November 10, 2029, and whose office shall not be liable to retire by rotation.



Notice to Shareholders *continued*

RESOLVED FURTHER THAT the Board or any committee of directors or executives / officers of the Company authorised by them, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documentation as may be necessary to give effect to this Resolution.”

7. **APPOINTMENT OF MRS. SUKRITA GOYAL (DIN: 07576423) AS NON-EXECUTIVE INDEPENDENT WOMEN DIRECTOR**

To consider and, if thought fit, to pass, the following resolution as Ordinary 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) and on recommendation of Nomination & Remuneration Committee, Mrs. Sukrita Goyal (DIN: 07576423), who was appointed by the board of directors as additional director w.e.f August 29, 2024 under the category of Independent Women 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 her candidature for the office of Director, consent of the members be and hereby accorded for approval of appointment as an Independent Women Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from August 29, 2024.

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. KABIR GHUMMAN (DIN: 01294801) WHOLE TIME DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR**

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

“**RESOLVED THAT** pursuant to Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. Kabir Ghumman (DIN: 01294801) 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 August 29th, 2024, and who holds office until the date of the Annual General Meeting in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director of the Company, 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 (including any statutory modification(s) or re-enactment(s), consent of the members be and is hereby accorded to the appointment of Mr. Kabir Ghumman (DIN: 01294801) as Whole-time Director designated as Executive Director of the Company for a period of 5 years effective from August 29, 2024 up to August 28, 2029 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. 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 Listing Regulations, 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 directors and Key Managerial Personnel of the company be and are hereby authorised to do all such things and deeds to bring the above resolution into effect.”



Notice to Shareholders *continued*

9. APPROVAL OF OVERALL MANAGERIAL REMUNERATION UNDER COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(6) (e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 196 , 197, 203 read with Schedule V 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, 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), pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the board of director(s) of the Company consent of the members be and hereby accorded to continue with payment of remuneration as per terms and conditions approved by shareholders in the general meeting by the members, notwithstanding the fact that the annual remuneration payable to Executive Directors exceeds 5% of the net profits of the company as prescribed under Regulation 17(6)(e) of the Listing Regulations, subject to the maximum/overall managerial remuneration to the Executive Directors of the Company.

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.

Place: New Delhi
Date: 29.08.2024

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



Notice to Shareholders *continued*

NOTES:

1. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (“The Act”), setting out material facts concerning the special business under Item No. 4 to 9 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 (SS-2) 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.

An instrument of proxy duly filled, stamped and signed is valid only for this annual general meeting including any adjournment thereof.

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 hours (between 10.00 A.M. to 1.00 PM) on all working days (except Saturday, Sundays and Public Holidays) and including the date of the Annual General Meeting.
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 Friday, September 20, 2024 to Thursday, September 26, 2024 (both days inclusive) for the purpose of ascertaining the entitlement of Members for the payment of dividend, if declared at the AGM
6. The Board of Directors, at its meeting held on May 29, 2024, has recommended dividend of ₹ 1/- per equity share of the face value of ₹ 2/- each for FY 2024 for the approval of members at the 40th AGM for the financial year ended March 31, 2024, if declared at the AGM. Pursuant to the provisions of regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’), the Company has fixed Thursday, September 19, 2024 as the ‘Record Date’ for the purpose of determining the members eligible to receive dividend for FY2024.
7. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared, at the AGM, will be credited/ dispatched on or before October 25, 2024, to all those members holding shares in physical form/ electronic form as on closing hours on September 19, 2024.
8. Electronic copy of the Annual Report for the Financial Year (FY) 2023-24, the Notice of the 40th AGM of the Company along with Attendance Slip and Proxy Form sent to all the members via email 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 2023-24, the Notice of the 40th AGM of the Company along with Attendance Slip and Proxy Form sent to those members who have not registered their email addresses with the Company/ Depository Participants/RTA. The Annual Report for the FY 2023-24 and the Notice of the 40th 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



Notice to Shareholders *continued*

web-link on the above will also be provided in advertisement being published in Financial Express (English edition) and Jansatta (Hindi edition).

9. Route map – Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 40th AGM is attached, pursuant to Secretarial Standard-2 on General Meetings along with Attendance Slip and Proxy Form are annexed to this Notice.
10. 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.
11. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July, 2023 (updated as on 11th August, 2023), has established a common Online Dispute Resolution Portal (“ODR Portal”) for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company’s website: <https://www.shivalikbimetals.com/corporate-governance.php>

12. KYC Updation

SEBI, vide its circular dated November 3, 2021 read with circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated compulsory furnishing of PAN, nomination (for all eligible folios), contact details, bank account details and specimen signature by holders of physical securities.

Further, the physical Shareholders, whose folio(s) do not have the above KYC details, shall be eligible: (i) to lodge grievance or avail any service request from the RTA and (ii) for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, only after furnishing aforesaid KYC details.

Aforesaid SEBI circular has also mandated compulsory linking of PAN and Aadhaar by all holders of physical securities. In case the same is not so linked, you are requested to do the same immediately. In the event such linkage is not done then your PAN will be deemed to be invalid and consequently your folio will be treated in the same manner as applicable in case of folios for which no PAN has been furnished.

Holders of physical securities are requested to take note of the above KYC updation and furnish their KYC details at the earliest, to the Company’s Registrar and Transfer Agent (‘RTA’). The relevant forms for updation of KYC are available on the websites of the Company and the RTA.

The details of various forms for updating KYC details for holders of physical shares are as follows:

Form Description

- i. ISR-1 - Request for Registering PAN, KYC Details or Changes / Updation thereof
- ii. ISR-2 - Confirmation of Signature of Securities holder by the Banker
- iii. ISR-3 - Declaration Form for Opting-out of Nomination
- iv. ISR-4 - Request for issue of Duplicate Certificate and other service request
- v. ISR-5 - Request for Transmission of Securities by Nominee or Legal Heir
- vi. SH-13 Registration of Nomination
- vii. SH-14 Cancellation or Variation of Nomination

The aforesaid forms are available at www.shivalikbimetals.com investor-relations/forms and on the website of RTA www.masserv.com.



Notice to Shareholders *continued*

13. TDS on dividend

Pursuant to the amendment introduced by the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at the applicable rates.

However, no tax shall be deducted on the dividend payable to a Resident Members (Individual), if the total dividend to be received by them during Financial Year 2023-24 does not exceed ₹ 5,000 and also in cases where members provide Form 15G/15H (form can be download from www.masserv.com under download tab) (as may be applicable) subject to conditions specified in the Income Tax Act. However, the Company may at its sole discretion reject the form if it does not fulfill the requirement of law. PAN is mandatory for members providing Form 15G /15H. Where the PAN is either not registered or is invalid, tax shall be deducted at source at a rate which is higher of the prescribed TDS rates or @ 20%.

14. Electronic Credit of Dividend

Members holding equity shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending Form ISR-1 duly filled in and signed, the format of which is available on the website of the Company www.shivalikbimetals.com or from the website of its RTA at www.masserv.com, along with following documents latest by 15th September, 2024 to the Company's Registrar & Share Transfer Agent at MAS Services Limited, unit (Shivalik Bimetal Controls Ltd.) T-34, IInd Floor, Okhla Industrial Area Phase-II, New Delhi-110020:

- a) copy of cancelled cheque leaf bearing the name of the first or sole holder;
- b) self attested scanned copy of the PAN Card; and
- c) self attested scanned copy of any document (such as AADHAAR Card, Driving License, Election Identity Card, Passport) in support of the postal address of the Member as registered against their shareholding.

Members holding shares in demat form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change / addition / deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in demat form. Members holding shares in dematerialized mode are requested to submit the details to their respective DP only and not to the Company/RTA.

15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the Annual General Meeting.
16. 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.
17. 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?pagelid=39>. Members holding shares in demat mode should file their nomination with their respective Depository Participant(s).
18. 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.



Notice to Shareholders *continued*

19. 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 request for physical transfer of shares was discontinued 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 and RTA (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.

20. Unclaimed/Unpaid Dividends

Pursuant to the provisions of Section 124 and Section 125 of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended, all shares in respect of which dividend has not been paid or claimed by the members for seven consecutive years or more, are required to be transferred to the IEPF Authority.

In view of above, members are requested to claim their unclaimed/unpaid dividends for FY 2016-17 and onwards before transfer to IEPF Authority by writing to the Company/RTA. The final Dividend for FY 2016-17 is due for transfer to IEPF on November 01, 2024 and those shareholders whose dividend for FY 2016-17 is unclaimed are requested to send necessary documents to Company/RTA before October 15, 2024, for claiming said dividend.

Members whose unclaimed dividends/shares are/will be transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.

Pursuant to the provisions of IEPF Rules, the Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on March 31, 2024 on the website of the Company at www.shivalikbimetals.com and also on the website of the MCA at www.iepf.gov.in.



Notice to Shareholders *continued*

21. 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, 2024 through email on investor@shivalikbimetals.com. The same will be replied by the Company suitably.
22. Voting through electronic means:
- 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 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').
 - 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.
 - 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.
 - The remote e-voting period commences on Monday, September 23, 2024 (9:00 am) and ends on Wednesday, the September 25, 2024 (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, 2024, 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 and SEBI Master Circular dated July 11, 2023 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:

Notice to Shareholders *continued*

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<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 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p>QR Code</p> <div data-bbox="917 1205 1292 1422" style="text-align: center;"> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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. 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. 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. 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.



Notice to Shareholders *continued*

Type of shareholders	Login Method
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 1800 1020 990, 1800 22 44 30 and 022-48867000
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. 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.

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 [---](#) 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*****



Notice to Shareholders *continued*

- 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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - 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 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'.
 - 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:
- 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.co.in 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.
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



Notice to Shareholders *continued*

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, 2024.
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e September 19, 2024, 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.



Notice to Shareholders *continued*

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.
8. Members holding shares either in demat or physical mode who are in receipt of the Notice in physical form, may cast their votes using the e-voting facility for which the User ID and initial password are provided in the attendance slip sent along with this Notice. Please follow steps from Sl. No. (i) to (ix) under heading B above to vote through e-voting platform.

For Shivalik Bimetal Controls Ltd.

Place: New Delhi
Date: 29.08.2024

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



Notice to Shareholders *continued*

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. The Board on the recommendation of the Audit Committee has approved the re-appointment and remuneration of Mr. Ramawatar Sunar, Cost and Management Accountant, (FRN: 100691) as Cost Auditor to conduct the audit of the cost records of the Company for FY 2024-25.

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 FY 2024-25.

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. Gurmeet Singh Gill, Non-Executive Non-Independent Director, was appointed on the Board of the Company on 28th September, 1998 in terms of Companies Act, 1956 (re-enacted as Companies Act, 2013) and his association with the Company is more than 2 decades.

The Securities and Exchange Board of India (SEBI) has amended the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 vide circular dated May 9, 2018, which requires continuance of any Non-Executive Director who has attained the age of 75 years after seeking the prior approval of shareholders by way of a Special Resolution.

Mr. Gurmeet Singh Gill shall attain the age of 75 years on September 19, 2025, hence approval by way of Special Resolution is placed before the shareholders in order to comply with the aforesaid circular. Apart from being a Director on the Board, Mr. Gurmeet Singh Gill is also member of Nomination and Remuneration Committee and has been effectively performing his duties and providing valuable guidance to the Company in key strategic matters from time to time.

The Board is of the opinion that Mr. Gurmeet Singh Gill's rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also a person of integrity who possesses required expertise and his association as Non-Executive Non Independent Director will be beneficial to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is related to Mr. Gurmeet Singh Gill, is in any way concerned or interested financially or otherwise, in the said resolution.

The Board recommends the special resolution as set out at Item No.5 of the Notice for approval by the shareholders.

Item No. 6

Mr. Swarnjit Singh (DIN: 07409567) was appointed as a 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. 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 Mr. Swarnjit Singh (DIN: 07409567) 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 November 11, 2024 to November 10, 2029 (both days inclusive).

In this regard, Company has received declaration from him stating that he 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. He has also given his consent to continue to act as an Independent Director of the Company, if so appointed by the members. He is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act. He 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings, issued by the Institute of Company Secretaries of India have been provided in the "Annexure - A" to the Notice.



Notice to Shareholders *continued*

In the opinion of the Board, Mr. Swarnjit Singh fulfills the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013 and rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board 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 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 26, 2024 and will also be available for inspection at the Meeting.

Except Mr. Swarnjit Singh, 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 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 and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has appointed Mrs. Sukrita Goyal as an additional Director under the category of Independent Women Director w.e.f. August 29, 2024, subject to approval of shareholders w.r.t appointment on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mrs. Sukrita Goyal is a graduate in Bachelors of Engineering (E&C) from Global Institute of Technology, Jaipur and Master's Degree (MBA) in HR & Marketing from FORE School of Management, Delhi. She has overall experience of 14+ years in driving the business growth and customer satisfaction in automobile sector. She is skilled in strategic planning, policy making and team management. Mrs. Goyal is well versed in the managerial functions of the business such as resource management and allocation. She has also working experience as Software Engineer with Accenture, Mumbai.

The Company has received relevant declaration under Section 164, 184 and 149 of the Companies Act, 2013 from Mrs. Sukrita Goyal (DIN: 07576423). Further, 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, Mrs. Sukrita Goyal meets the specified criteria mentioned in the provisions to become the Independent Women Director. Accordingly, it was considered to appoint Mrs. Sukrita Goyal as an Independent Director to hold office for a period of five (5) consecutive years w.e.f August 29, 2024 up to August 28, 2029. The Board also considered that the Company will be benefited by her appointment, as her contribution is likely to be immense for valuable experience, knowledge and counsel.

The details of Mrs. Sukrita Goyal 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 including the brief resume, nature of her expertise in specific functional areas and names of Companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between Directors inter-se.

The Board recommends this 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 and Sunday between 10.00 A.M. to 1.00 P.M. till September 26, 2024 and will also be available for inspection at the Meeting.

Except Mrs. Sukrita Goyal, the appointee, 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

On the recommendation of the Nomination and Remuneration Committee and pursuant to Section 196, 197, 203, 161 of the Companies Act, 2013, and other applicable provisions, the Board of Director(s) at its meeting held on August 29, 2024, appointed Mr. Kabir Ghumman (DIN: 01294801) as an additional director of the Company to hold the office up to date of ensuing AGM on the remuneration as set forth in the resolution under the category of Executive and Whole-Time Director effective August 29, 2024, subject to approval of shareholders in the annual general meeting.

Mr. Kabir Ghumman is the son of Mr. N S Ghumman, Managing Director and associated with the company since last one decade. 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.



Notice to Shareholders *continued*

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.

Mr. Kabir Ghumman holds 300 equity shares in the Company.

The resolution seeks approval of the members in terms of Sections 196 and 197 read with schedule V, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Mr. Kabir Ghumman as Whole-time Director effective August 29, 2024 till August 28, 2029.

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:

	(Amount In INR)
Gross Pay	1,25,00,000
HRA	62,50,000
Perquisite & 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.

The appointment and remuneration payable to Mr. Kabir Ghumman is required to be approved by the Shareholders in the General Meeting and accordingly resolution as set out at Item No. 8 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 September 26, 2024 and will also be available 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. Sumer Ghumman (Managing Director of Shivalik Engineered Products Private Ltd) to whom the resolution relates, is interested in or concerned with the resolution. The Board recommends the resolution set forth in Item no. 8 for the approval of the Members.

Item No. 9

Pursuant to the provisions of Sections 196, 197, 203 read with Schedule V 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), the company may pay managerial remunerations to the persons appointed under the said category within the limits specified in the 197 read with Schedule V. The company in general meeting may, authorize the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V:

Further, in terms of the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the entity.

On recommendation of Nomination & Remuneration Committee, the board of directors with the consent of members already appointed Mr. N.S Ghumman, Managing Director and Mr. S.S Sandhu, Chairman & Whole Time Director as executive director(s) of the company in the past years. Presently, the managerial remuneration payable to both of the executive directors were duly approved by the members in the general meeting.

On and after appointment of Mr. Kabir Ghumman as Whole Time Director, the Board of the view that there may be increase in overall managerial remuneration of 5% of the net profits of the company. Considering the same and in view of the recommendation of the Nomination & Remuneration committee, the board approved the payment of the overall managerial remuneration notwithstanding the same exceeding the limits prescribed under Regulation 17(6)(e) which is well within the overall ceiling of 11% prescribed under the Sec 197 read with Schedule V of the Companies Act, 2013.



Notice to Shareholders *continued*

The terms of appointment including the remuneration payable to Mr. Kabir Ghumman also separately placed for approval under Item No 8.

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 and Sunday between 10.00 A.M. to 1.00 P.M. till September 26, 2024 and will also be available for inspection at the Meeting.

None of the Directors /Key Managerial Personnel of the Company /their relatives except Mr. S. S. Sandhu, Mr. N. S. Ghumman, Mr. Kabir Ghumman, Mr. Sumer Ghumman, Mrs. Tejinder Kaur Ghumman and Mr. Angad Sandhu are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

For Shivalik Bimetal Controls Ltd.

Sd/-

Aarti Sahni

Company Secretary

M.No. A25690

Place: New Delhi

Date: 29.08.2024

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

Notice to Shareholders *continued*

ANNEXURE-A

Details of the Directors seeking re-appointment/ appointment in the 40th Annual General Meeting pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Mrs. Harpreet Kaur	Mr. Gurmeet Singh Gill	Mr. Swarnjit Singh	Mrs. Sukrita Goyal	Mr. Kabir Ghuman
DIN	07012657	00007393	07409567	07576423	01294801
Date of Birth	08/04/1954	19/09/1950	22/06/1949	01/10/1985	20/08/1985
Age	70 Years	74 Years	75 Years	39 Years	39 Years
Date of appointment/ Re-appointment	20/09/2020	27/09/2022	11/11/2024	26/09/2024	26/09/2024
Date of first appointment on Board	10/11/2014	28/09/1998	11/11/2020	29/08/2024	29/08/2024
Terms and Conditions of Appointment	Her office as director shall be liable to retire by rotation.	As stated in Item No 5 of the Notice	As stated in Item No 6 of the Notice	As stated in Item No 7 of the Notice	As stated in Item No 8 of the Notice
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Nil	Nil	Nil	Son of Mr. N S Ghuman Managing Director
Remuneration sought to be paid	Nil	Nil	Nil	Nil	2,00,00,000
Remuneration Last Drawn	Nil	Nil	Nil	Nil	First time appointed on the board

Notice to Shareholders *continued*

Particulars	Mrs. Harpreet Kaur	Mr. Gurmeet Singh Gill	Mr. Swarnjit Singh	Mrs. Sukrita Goyal	Mr. Kabir Ghumman
Brief Resume including the skill and capabilities	Mrs. Harpreet Kaur was associated with the company as Non-Executive Director since 2014. She is graduate in Bachelors of Arts (Hons) with more than 39 years of rich industry experience. She is having rich experience in retails business, and accordingly well aware of intricacies of carrying on business. For last 1 decade her useful guidance is very helpful on various critical aspects of operations.	Mr. Gurmeet Singh Gill was associated with the company as non-executive Director since 1998. He is a graduate in Business Administration from Birla Institute of Technology, Pilani and Masters of Business Administration from Faculty of Management Studies, Delhi University. With overall 50+ years of business experience, Mr. Gill was associated with the company for more than 2 decades. He is well aware about the operations of the company and his guidance since last 26 years was very useful in the progress of the company.	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 Master's Degree (MBA) in supervision of all technical and incident investigation HR & Marketing from FORE and process engineering and pilot counselling. Capt. School of Management, aspects of the Company at Swarnjit Singh started his Delhi. She has overall the manufacturing unit(s), career in Indian Airlines experience of 14+ years in With his exposure and driving the business growth experience in the designing pilot. Capt. Swarnjit Singh and customer satisfaction and optimisation of use of in automobile sector. machinery has developed She is skilled in strategic a good understanding of companies. planning, policy making manufacturing processing. Capt. Swarnjit Singh holds and team management. His scope of work covers a Bachelor of Science from Mrs. Goyal is well versed his full involvement in the The University of Delhi.	Mrs. Sukrita Goyal is a Bachelors in Engineering (E&C) holding Bachelors- of Mech. Engineering. He is responsible for the supervision of all technical and process engineering aspects of the Company at	Mr. Kabir Ghumman is a qualified Engineer in Bachelors is a qualified Engineer in Bachelors- of Mech. Engineering. He is responsible for the supervision of all technical and process engineering aspects of the Company at
Directorships held in other listed companies*	Nil	Nil	Nil	Nil	Nil
Memberships/ Chairmanships of Committee in other public limited companies (includes only Audit & Shareholders/ Investors' Grievance Committee)	Nil	Nil	Nil	Nil	Nil
No. of shares held in Company	0	0	4500	704	300
Details of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil	Nil	Nil

* excluded Section 8 Companies and Private Limited Companies



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SHIVALIK BIMETAL CONTROLS LIMITED

Registered Office: 16 18, New Electronics Complex, Chambaghat, Distt. Solan,
Himachal Pradesh - 173213 (INDIA) CIN: L27101HP1984PLC005862
Phone: +91-1792-230578
Email: investor@shivalikbimetals.com, Website: www.shivalikbimetals.com

ATTENDANCE SLIP

(to be handed over at the registration counter)



Name of the member (s): Address: Folio No. / Client Id: DP ID: No. of shares:

I/We hereby record my/our presence at the 40th Annual General Meeting of the Company on Thursday, the 26th day of September, 2024 at Hotel Namastasya, Bye Pass Road, near New Bus Stand, Lawi Khurd, Solan, Himachal Pradesh 173212 at 10.30 AM (IST).

First/sole holder/Proxy

Second holder/Proxy

Third holder/Proxy

.....

.....

.....





**Form No MGT 11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

SHIVALIK BIMETAL CONTROLS LIMITED

Registered Office: 16 18, New Electronics Complex, Chambaghat, Distt. Solan, Himachal Pradesh - 173213 (INDIA)
CIN: L27101HP1984PLC005862 Phone: +91-1792-230578
Email: investor@shivalikbimetals.com, Website: www.shivalikbimetals.com

Name of the member (s):
Registered Address:
..... E-mail ID:
Folio No. / Client Id: DP ID:

I/We, being the member (s) of shares of the Shivalik Bimetal Controls Ltd, hereby appoint

1.	Name:	Address:
	Email Id:	Signature:
2.	Email Id:	Name:
	Signature:	Address:
3.	Email Id:	Name:
	Signature:	Address:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 40th Annual General Meeting of the Company, to be held on Thursday, the 26th day of September, 2024 at Hotel Namastasya, Bye Pass Road, near New Bus Stand, Lawi Khurd, Solan, Himachal Pradesh 173212 at 10.30 AM (IST). and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Ordinary Business(es):
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, 2024 and the Report of Board of Directors and the Auditors thereon;
2.	To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year ended March 31, 2024;
3.	To appoint a Director in place of Mrs. Harpreet Kaur (DIN: 07012657), who retires by rotation;
	Special Business(es):
4.	Ratification of remuneration of Cost Auditor
5.	Continuation of directorship of Mr. Gurmeet Singh Gill (DIN: 00007393), as non-executive non-Independent Director of the company;
6.	Re-appointment of Mr. Swarnjit Singh (DIN: 07409567), as an Independent Director of the Company;
7.	Appointment of Mrs. Sukrita Goyal as non-executive independent women director;
8.	Appointment of Mr. Kabir Ghumman (DIN: 01294801) Whole Time Director designated as Executive Director;
9.	Approval of overall managerial remuneration under Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Signed this day of 2024

Signature of Shareholder:.....

Signature of Proxy holder (s) :

Affix a Revenue Stamp of ₹ 1.00

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

Route Map

