

SHILCHAR TECHNOLOGIES LIMITED



Date: 05th February, 2025

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Through: BSE Listing Centre
Script Code: 531201

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

Please find enclosed herewith copy of the postal ballot notice dated February 4, 2025 ("Notice") to seek approval of the shareholders for the following special resolutions:

Sr. No.	Description of Special Resolutions
1.	Appointment of Mrs. Nandini Ashish Tandon [DIN: 01657786] as a Non - Executive Independent Director.
2.	Approval for increasing Authorised Share Capital from Rs. 10,00,00,000 to Rs. 15,00,00,000.

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, February 7, 2025, seeking their approval as set out in the Notice.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from Thursday, February 13, 2025, at 9:00 A.M. (IST) and shall end on Friday March 14, 2025 at 5:00 P.M (IST). The results of the postal ballot will be announced in due course.

The above information will be made available on the website of the Company at <https://shilchar.com/power/investors-desk>

This is for your information and records.

**Yours faithfully,
For Shilchar Technologies Limited**

Mauli
Rushil
Mehta

Digitally signed by Mauli Rushil Mehta
DN: c=IN, o=Personal, title=8659,
pseudoym=57b546537d486cb1ae7e
5cbdc0047a,
2.5.4.20=f46636fed3f323dae34b64b861
0cc48b2239115a1292a26002933864778
2e8b, postalCode=390023, st=Gujarat,
serialNumber=77d725b0172949d95637
99bae75ce0aef57241f58a4f6ced42baaf
9c5f6c060, cn=Mauli Rushil Mehta
Date: 2025.02.05 14:06:05 +0530'

**Mauli Mehta
Company Secretary and Compliance Officer**

NEAR MUVAL SUB STATION, PADRA JAMBUSAR HIGHWAY, GAVASAD, VADODARA – 391430, INDIA.
PHONE:(+91) 7624090901/**2E-MAIL:** info@shilchar.com **WEBSITE:** shilchar.com
CIN:L29308GJ1986PLC008387



The Power of Performance

SHILCHAR TECHNOLOGIES LIMITED

CIN: L29308GJ1986PLC008387

Registered Office & Works: Near Muval Sub Station, Padra Jambusar

Highway, Gavasad, Vadodara-391430

Phone (+91) 7624090901/2

Email ID:info@shilchar.com, Website:www.shilchar.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and applicable circulars issued by Ministry of Corporate Affairs from time to time]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “**Companies Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Company Rules**”), Secretarial Standard - 2 on General Meetings (the “**SS-2**”), read with General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and General Circular Nos. 9/2023 dated September 25, 2023 along with General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (“**MCA Circulars**”) and other applicable provisions, of the Companies Act, rules, regulations, circular and notification (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), the resolution as set out hereunder is proposed for approval of the members of Shilchar Technologies Limited (the “**Company**” or “**Shilchar Technologies Limited**”) as Special Resolution/Ordinary Resolution, by way of Postal Ballot only through remote e-voting i.e. voting through electronic means (“**Remote e-Voting**”).

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the

reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('Notice').

In compliance with the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent ("RTA") MCS SHARE TRANSFER AGENT LTD Depositories as on Friday, February 7, 2025 on or before 5:00 p.m. (IST) ("Cut-off Date"). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as "CDSL" or "Service Provider") for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.shilchar.com.

The Company has made necessary arrangements with Registrar and Share Transfer Agent, MCS Share Transfer Agent Ltd ("RTA") to enable the members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on Friday, March 14, 2025. The remote e-voting facility will be disabled by CDSL e-Voting immediately thereafter.

The e-voting period commences on Thursday, February 13, 2025 (9:00 a.m. IST) and concludes on Friday, March 14, 2025 (5:00 p.m. IST).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. Kashyap Shah of M/s. Kashyap Shah & Co Practicing Company Secretaries, B-203, Manubhai Tower, Sayajigunj, Vadodara- 390 020 (ICSI Membership No FCS-7662, CP-6672), as Scrutinizer to scrutinize the postal ballot process and votes cast (through remote e-voting) in a fair and transparent manner.

On completion of the scrutiny of e-voting, the Scrutinizer will submit his report to the Chairman of the Company, or any other person of the Company authorised by him

within prescribed timelines. The results of the Postal Ballot will be declared within two working days from the closure of electronic voting and on declaration along with the Scrutinizer's Report will be communicated to the Stock Exchanges viz. BSE Limited (www.bseindia.com), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website: www.shilchar.com. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The last date of e-voting, i.e. Friday, March 14, 2025, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESSES:

1. Appointment of Independent Director.

In this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Rules made thereunder and other applicable provisions of the Companies Act, 2013 [including the rules, notifications, circulars, guidelines etc. issued thereunder] [“the Act”], the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI Listing Regulations”] and other applicable provisions, if any, [including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force], in line with the Memorandum & Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee [“NRC”] and the Board of Directors of the Company [hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution], Mrs. Nandini Ashish Tandon [DIN: 01657786] be and is hereby appointed as an Independent Director of the Company, for a term of 5 [Five] consecutive years commencing from March, 26 2025 until March, 25 2030 [both days inclusive], on the terms provided in the Explanatory Statement.

RESOLVED FURTHER THAT the Board and Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution.”

2. Approval for increasing Authorised Share Capital from Rs. 10,00,00,000 to Rs. 15,00,00,000:

In this regard to consider and, if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or reenactment(s) thereof) and any other applicable provisions of the Act and the rules made thereunder and the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 10,00,00,000/- (Rupees Ten

Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Re. 10/- (Rupees Ten) to Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Re. 10/- (Rupees Ten) each by creation of 50,00,000 (Fifty Lakhs) Equity Shares of Re. 10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act (including any statutory modification(s) or reenactment(s) thereof), clause (V) of the Memorandum of Association of the Company be and is hereby amended by substituting with the following clause:

V. The Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Re. 10/- (Rupees One) each.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include a Committee thereof authorised for the purpose) be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to sign and execute all necessary forms, documents and papers as may be deemed necessary and expedient in connection with the aforesaid matter and to do such acts and deeds required to give effect to the aforesaid resolutions.”

By order of the Board of Directors
For SHILCHAR TECHNOLOGIES LIMITED

Sd/-
ALAY JITENDRA SHAH
Managing Director
DIN: 00263538
Date: February 4th, 2025
Place: Gavasad, Vadodara

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 (‘the Act’) read with the Companies (Management and Administration) Rules, 2014 setting out all the material facts and reasons in respect of the business set out at Resolution No. 1 to Resolution No. 2 in the Postal Ballot Notice dated January, 30 2025 is annexed hereto and forms part of Postal Ballot Notice.
2. In compliance with the provisions of Sections 102, 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (‘the

Rules'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company is pleased to provide voting by electronic means ('remote e-voting') facility to the Members, to enable them to cast their votes electronically. The Company has appointed Central Depository Services (India) Limited for facilitating remote e-voting facility to its Members, as the authorized e-voting agency. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, this Notice is being sent only by e-mail to all the members whose e-mail IDs are registered with the Company, Depositories, Depository Participants ('DP'), Registrar and Transfer Agent MCS Share Transfer Agent Ltd and whose name appear in the register of members/ list of beneficial owners as on close of the working hours on **Friday, February 7, 2025 ('Cut-off Date')**. The physical copy of the Postal Ballot Notice is not being sent to the Members for this Postal Ballot. It is however, clarified that all members of the Company as on the Cut-off Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depository) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified. Any person who is not a Member as on Cut-off date should treat the Postal Ballot Notice for information purpose only.

3. The Board of Directors of the Company has appointed CS Kashyap Shah (ICSI Membership No. FCS 7662) of M/s. Kashyap Shah & Co., Practicing Company Secretaries, Vadodara as the Scrutinizer for conducting the Postal Ballot voting process through e-voting in a fair and transparent manner. The scrutinizer's decision on validity of the Postal Ballot shall be final. The Scrutinizer will submit the report to the Chairperson of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting by Saturday, March 15, 2025. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website, www.shilchar.com as well as on the evoting@cDSLindia.com.
4. Shareholders whose email IDs are not registered, are requested to avail the facility provided by MCS Share Transfer Agent limited to register their email address along with mobile number and bank account details. Shareholders may note that this notice is also available on the Company's website at www.shilchar.com as well as on CDSL website at www.evotingindia.com.
5. **Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members on Friday, February 7, 2025 (Cut-Off date).** Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes.
6. **The e-voting period commences on Thursday, February 13, 2025, at 9:00 A.M. (IST) and ends on Friday, March 14, 2025 at 5:00 P.M (IST) and shall be kept open for 30 days continuously.** During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date i.e. Friday, February 7, 2025, may cast their vote by e-voting. The e-voting module shall be disabled after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

7. The Resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Friday, March 14, 2025. Further, all the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
8. The documents referred to in Explanatory Statement will be available for inspection. Members seeking to inspect the same can send an email to cs@shilchar.com
9. **Instructions for Members for voting electronically are as under:**

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Thursday, February 13, 2025 ((9.00 a.m. IST) and ends on Friday, March 14, 2025 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 7th February, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e- Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method	
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.
	2)	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode	1)	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-

with NSDL Depository		Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2)	If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp .
	3)	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e- Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)		You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

a. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.

2) Click on "Shareholders" module.

3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as Recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Shilchar Technologies Limited on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, non-individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@shilchar.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

Members holding shares in physical mode are requested to update their email addresses with the Company’s RTA at mcsltbaroda@yahoo.com. Members may follow the process detailed below for availing other services from RTA:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MCS Share Transfer Agent Ltd, either by email to mcsltbaroda@yahoo.com or by post to 10 Aram Apartment 12 Sampatrao Colony B/H Laxmi Hall Alkapuri, Vadodara, Gujarat, 390007.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1

	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee	Form SH-14
	Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR - 4
	The forms for updating the above details are available at https://shilchar.com/ent/investors-desk	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA MCS Share Transfer Agent Ltd at mcsLtdbaroda@yahoo.com. The forms for updating the same are available at <https://shilchar.com/ent/investors-desk>

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to elpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

CONTACT DETAILS:

Company:

SHILCHAR TECHNOLOGIES LIMITED
Block No. 460, Near Muval Sub-Station padra- Jambusar Highway,
Gavasad, Vadodara, Padra, Gujarat, India, 391430
Email: cs@shilchar.com
CIN - L29308GJ1986PLC008387

Registrar and Transfer Agent:

M/s MCS SHARE TRANSFER AGENT LTD
10 Aram Apartment 12 Sampatrao Colony,
B/H Laxmi Hall Alkapuri,
Vadodara, Gujarat, 390007
Email: mcsLtdbaroda@yahoo.com

E-Voting Agency:

CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED

Email: helpdesk.evoting@cdslindia.com

Phone: +91-22-22723333/8588

Scrutinizer:

CS Kashyap Shah - Practising Company Secretary

E-mail ID: kashyap.cs@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('THE COMPANIES ACT, 2013') IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE POSTAL BALLOT NOTICE OF SHILCHAR TECHNOLOGIES LIMITED

Special Resolution No. 1

Appointment of independent director:

The following Statement sets out all material facts relating to the Special Business item no. 1 as mentioned in the Notice:

Pursuant to Section 161 of the Companies Act, 2013, and other applicable provisions, and at the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on January 30, 2025, proposed appointment of Mrs. Nandini Ashish Tandon [DIN: 01657786] as a Director in the capacity of Non-Executive Independent Director of the Company for a term of five (5) years with effect from March 26, 2025, to March, 25 2030 (both days inclusive) subject to the approval of the shareholders through a special resolution.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Appointment Rules"),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that She meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority,
- (v) Confirmation that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (vi) A notice in writing by a member proposing his candidature under Section 160(1) of the Act,
- (vii) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and
- (viii) Confirmation that she had not been a partner of a firm that had transactions during the last three financial years with Shilchar Technologies Limited or its subsidiaries amounting to 10 (ten) percent or more of its gross turnover.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s) such as

experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mrs. Nandini Ashish Tandon.

In the opinion of the Board, Mrs. Nandini Ashish Tandon fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company and she is independent of the Management. The Board noted that Mrs. Nandini Ashish Tandon's background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to the following reasons:

Ms. Nandini Tandon is a Gold Medallist from M.S. University with a Post Graduate degree in Science and she has deep knowledge and expertise and first-generation entrepreneur with a deep understanding of techno commercial and organizational dynamics. She has been instrumental in building and scaling innovative ventures to successful exits. Her efforts in organizational development, scalable operations, and best practices have driven efficiency and excellence across the associated organization.

The resolution seeks the approval of members for the appointment of Mrs. Nandini Ashish Tandon as an Independent Director of the Company from March, 26 2025, to March, 25 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in additional information section of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the members is sought for the appointment of Mrs. Nandini Ashish Tandon as an Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel (KMP) or their relatives except Mrs. Nandini Ashish Tandon, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of members.

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meeting]

Name of Director	Mrs. Nandini Ashish Tandon
DIN	01657786
Date of Birth	03/12/1974
Expertise in specific functional Area / Experience	she is an avid writer and golfer, has strategic business acumen with a passion for people development and organizational excellence.
Qualification	Ms. Nandini Tandon is a Gold Medallist from M.S. University with a Post Graduate degree in Science.
Terms and Conditions of appointment	As per the resolution in Item no. 1 of this Notice read with the explanatory statement thereto
Number of Meetings of the Board attended during the year 2024-2025	NIL
Date of first appointment on the Board	Nil
Directorship of other listed companies as of date	Nil
Chairman/ Member of Committees (including Audit Committee & Stakeholder Committee)	Nil
No of shares held in the Company	Nil
Remuneration sought to Be paid.	Nil
Remuneration last drawn	Nil
Relationship with other Directors, Manager and Other Key Managerial Personnel of the Company	Mrs. Nandini Ashish Tandon is not related to any of the Directors of the Company.

*Note: The Directorship & Membership mentioned above do not include Membership of Private Limited Company and this Company itself.

Special Resolution No. 2

Approval for increasing Authorised Share Capital from Rs. 10,00,00,000 to Rs. 15,00,00,000:

The following Statement sets out all material facts relating to the Special Business item no. 2 as mentioned in the Notice:

In relation to strengthening capital base, the Board proposes to increase Authorised Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crores) Equity Shares of Re. 10/- (Rupees Ten) to Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crores Fifty Lakhs) Equity Shares of Re. 10/- (Rupees Ten) each by creation of 50,00,000 (Fifty Lakhs) Equity Shares of Re. 10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares of the Company.

No director, key managerial personnel (KMP) or their relatives except him, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 02.

The Board recommends the Special Resolution as set out in Item no. 02 of this notice for the approval of Members.

**By order of the Board of Directors
For SHILCHAR TECHNOLOGIES LIMITED**

**Sd/-
ALAY JITENDRA SHAH
Managing Director
DIN: 00263538**

Date: February 4th, 2025

Place: Gavasad, Vadodara