

SERVOTECH POWER SYSTEMS LIMITED

CIN:-L31200DL2004PLC129379

Registered Office: 806, 8th Floor, Crown Heights,
Crown Plaza, Sector-10, Rohini, New Delhi-110085

Phone: 011-41117657-58-59-60

E-mail: investor.relations@servotechindia.com;

Website- www.servotech.in

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the **EXTRA-ORDINARY GENERAL MEETING** of the Members of **SERVOTECH POWER SYSTEMS LIMITED** ("the Company") will be held on Thursday, 22nd June, 2023 at 11.00 A.M. IST through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") to transact the following **Special Business(es)**:

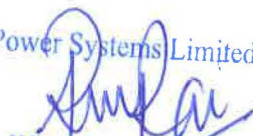
1. Sub-division (split) of face value of equity shares of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder ("the Act"), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to receipt of such other approvals, consents, permissions and sanctions, as may be required from concerned statutory authorities or bodies or third parties and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company (hereinafter referred to as 'the Board', which expression shall include any Committee constituted/to be constituted by the Board thereof or any other person(s) as may be authorized by the Board in that behalf), consent of the shareholder(s) of the Company, be and is hereby accorded for sub-dividing/splitting the existing equity shares of the Company, such that each equity share having face value of Rs. 2/- (Rupees Two only) fully paid-up, be sub-divided into two (2) equity shares having face value of Rs. 1/- (Rupees One only) each, fully paid-up, ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date").

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company with effect from the Record Date, each equity share of the Company having a face value of Rs. 2/- (Rupees Two Only) in the authorized, issued, subscribed and paid-up equity share capital shall stand sub-divided into 2 (Two) equity shares of a face value of Rs. 1/- (Rupee One Only) each.

For Servotech Power Systems Limited



Whole-Time Director

Servotech Power Systems Limited

CIN : L31200DL2004PLC129379

REGISTERED OFFICE : 806, 8th Floor, Crown Heights Buildings, Near Hotel Crown Plaza, Sector-10, Rohini, New Delhi - 110085

PLANT AND R&D : 76A, Sector-57, Kundli Industrial Area, Sonapat, Haryana- 131028

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 2/- (Rupees Two only) each, fully paid up, held in physical form, shall be deemed to have been automatically cancelled and shall be of no effect on and from Record Date and no letter of allotment shall be issued to the allottees of the sub-divided equity shares having face value of Rs. 1/- (Rupees One only) each, fully paid up, and the Company shall, without requiring the shareholders to surrender the old/existing share certificate(s), issue and dispatch the new share certificate(s) in lieu thereof, with regard to the sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended), the Articles of Association of the Company and other applicable rules and regulations and, in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares of the face value of Rs. 1/- (Rupees One only) each, fully paid up, shall be credited to the respective beneficiary accounts of the shareholders maintained with their respective depository participants, *in lieu* of the existing credits representing the equity shares of the Company of face value of Rs. 2/- (Rupees Two only) each on the Record Date.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to agree to such changes/modifications as may be suggested by the Registrar of Companies or other competent authority or that may otherwise deem fit by the Board and to take such other steps as may be required to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, remove any difficulty, to agree to such changes/modifications as may be suggested by the Stock Exchanges, Registrar of Companies or other competent authority and that may be deemed fit by the Board, with regard to the sub-division of the equity shares and the alteration of the capital clause of the Memorandum of Association of the Company, as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegate all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders.”

2. Alteration of Clause V of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the allied rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authority or bodies, and upon sub-division of equity shares, from existing 1 (one) Equity Share of face value of Rs. 2/- each into 2 (Two) Equity Shares of face value of Rs. 1/- each, the approval of the Members of the Company be and is hereby accorded for the alteration and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“The Authorized Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crores only), divided into 22,00,00,000 (Twenty Two Crores only) equity shares of Rs. 1/- (Rupees One only) each.”

RESOLVED FURTHER THAT Mr. Raman Bhatia, (DIN: 00153827) Managing Director, Ms. Sarika Bhatia, (DIN: 00155602) Whole-time Director and Ms. Priya Pandey, (ICSI MEM. NO.: A35815) Company Secretary of the Company be are hereby severally authorized to sign, submit, file necessary forms papers and documents with such authorities as may be required from time to time and in this connection to do all such acts, deeds, matters and things as they may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to give effect to the foregoing resolution.”

3. Appointment of Mr. Meenakshisundaram Kolandaivel (DIN: 09854605) as an Independent Director of the Company.

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150, 152 and 161 read with other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time-to-time, Mr. Meenakshisundaram Kolandaivel (DIN: 09854605), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director and in accordance with the recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for 3 (three) consecutive years effective from 25th June, 2023 to 24th June, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Date: 25th May, 2023
Place: New Delhi

**FOR AND ON BEHALF OF
SERVOTECH POWER SYSTEMS LIMITED**


**RAJESH MOHAN RAI
WHOLE-TIME DIRECTOR
DIN: 09050751**



Registered Office:
Add.: 806, 8th Floor, Crown Heights, Hotel
Crown Plaza, Sector-11, Rohini, New Delhi
110085

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its Circular dated 28th December 2022 read with circulars dated 8th April 2020 and 13th April 2020 have permitted holding of Extraordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without physical presence of members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act"), MCA Circulars and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) read with SEBI Circular dated 5th January 2023, the EGM of the Members of the Company will be held through VC/OAVM. The venue of the EGM shall be deemed to be the Registered Office of the Company
2. Pursuant to the said Circulars of MCA and SEBI, the facility for appointment of proxies by the members will not be available for the EGM. Accordingly, the Proxy Form and Attendance Slip are not annexed hereto. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation and voting in the EGM held through VC/OAVM Facility.
3. The relevant explanatory statement pursuant to Section 102 of the Act read with relevant rules setting out the material facts and reasons for the proposed resolution concerning the item of the special business to be transacted at the EGM are annexed hereto and forms part of this notice.
4. Pursuant to the provisions of Section 113 of the Companies Act, Body Corporates/Institutional/Corporate members intending for their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Letter of Authorisation/Power of Attorney to the Scrutinizer by e-mail at rndregular@gmail.com with a copy marked to evoting@nsdl.co.in.
5. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards -1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
7. In case of joint holders, a member whose name appears as the first holder in the order of their names as per the Register of Members will be entitled to cast vote at the EGM.
8. Members holding shares in physical form are requested to note that in terms of Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities.
9. In view of the above and in order to eliminate risks associated with physical transfer of securities, members holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile/phone numbers, PAN, mandates, nominations and bank details etc., to their Depository Participants ("DPs") in case shares are held by them in electronic form and to Bigshare Services Private Limited ("RTA/Bigshare"), in case shares are held by them in physical form.
11. In compliance with the regulatory provisions, the EGM notice has been sent electronically only to those shareholders who have registered their email address with their DPs/ RTA/the Company, as applicable, up to 26th May, 2023. The same is also hosted on the Company's website www.servotech.in and also on the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com. The relevant details are also hosted on the website of the remote e-voting service provider of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. The shareholders who have not registered their email-id are requested to register the same with their DP's in case shares are held in dematerialised form and with Bigshare in case shares are held in physical form, which could help the Company in sending paperless communication in future.
13. As per the provisions of Section 72 of the Act, the facility for registration of nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13 to DPs/RTA, as the case may be, in accordance with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014.
14. The additional details of Directors seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as Annexure-I and forms integral part of this Notice.
15. Members seeking any statutory information or any other matter/documents/registers, etc. in connection with the EGM of the Company, may please send a request to the Company via email at investor.relations@servotechindia.com.
16. All the documents referred to in the accompanying notice and explanatory statement annexed thereto shall be available for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays & Public Holidays) during 11:00 a.m. to 02:00 p.m. from the date of circulation of this notice up to the date of EGM. These documents along with the extracts from Register of Directors and Key Managerial Personnel & their shareholding and the Register of Contracts & Arrangements in which directors are interested shall be available for inspection in electronic mode during the meeting to any person having right to attend the meeting.
17. The voting rights of the members shall be in proportion to their shareholding in the Company as on the **cut-off date** for e-voting i.e. **Friday, 16th June, 2023**.

Any person/entity, who acquires shares of the Company and becomes a member after sending notice of this EGM and holds shares of the Company as on cut-off date for e-voting i.e. Friday, 16th June, 2023, can refer to this Notice and other relevant communication

including remote e-voting instructions, hosted on the Company's website at www.servotech.in.

18. Members, who are holding shares of the Company as on the cut-off date for e-voting i.e. Friday, 16th June, 2023, can also cast their votes during the EGM using e-voting facility, if they have not cast the same during the remote e-voting period mentioned below.
19. The detailed instructions in connection with exercising the right to vote by the members using the remote e-voting facility or e-voting during the EGM are enclosed as an Annexure to this Notice.
20. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
21. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

1. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- II. Mr. Debabrata Deb Nath, Partner- R&D Company Secretaries ("ICSI Membership No. 7775 and C.P. No. 8612"), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.

- III. The cut-off date for the purpose of voting (including remote e-voting) is Friday, 16th June, 2023.
- IV. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again
- V. The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

| | |
|---------------------------------|--|
| Commencement of remote e-voting | 09:00 a.m. (IST) on Monday, 19 th June, 2023, 2022 |
| End of remote e-voting | 05:00 p.m. (IST) on Wednesday, 21 st June, 2023, 2022 |

- VI. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, 16th June, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the EGM.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on at 09:00 A.M. and ends on at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th June, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th June, 2023.

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 NSDL e-Voting system:

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

In terms of SEBI circular dated 9th December, 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.

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

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1.Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After |

successful authentication, you will be able to see e-Voting services under Value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2.If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

4.Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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.

| | |
|--|--|
| | <p>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.</p> <p>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.</p> |
| 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 site 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 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. NSDL and CDSL.

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

B) Login Method for e-Voting and joining virtual meeting 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example: if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

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

General Guidelines for Shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rndregular@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.
2. 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.
3. 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 on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms Pallavi Matre at evoting@nsdl.co.in.

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.relations@servotechindia.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.relations@servotechindia.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting 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 9th December, 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.

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

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/Folio number, PAN and mobile number at investor.relations@servotechindia.com between Thursday, 15th June, 2023 (09.00 a.m. IST) and Saturday, 17th June, 2023 (05.00 p.m. IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

OTHER INSTRUCTIONS

- The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date i.e. Friday, 16th June, 2023. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories, as on cut-off date only shall be entitled to avail the facility of e-Voting system during the EGM.
- The result shall be declared not later than 48 hours from conclusion of this Extra-Ordinary General Meeting. The results declared shall be communicated to National Stock Exchange of India Limited, NSDL, M/s. Bigshare Financial Services Private Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. www.servotechindia.com.
- Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on date of Extra-Ordinary General Meeting i.e. Thursday, 22nd June, 2023.

Date: 25th May, 2023

Place: New Delhi

FOR AND ON BEHALF OF
SERVOTECH POWER SYSTEMS LIMITED


RAJESH MOHAN RAI
WHOLE-TIME DIRECTOR

DIN: 09050751



Registered Office:

Add.: 806, 8th Floor, Crown Heights, Hotel Crown
Plaza, Sector-11, Rohini, New Delhi 110085

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

ITEM NO. 1 & 2

Performance of the Company over the years coupled with the general positive economic environment and increased significantly since its listing on National Stock Exchange of India Limited and to make it affordable for retail investors the Board has sub-divided the equity shares of face value of Rs 10/- (Rupees Ten Only) into five (5) equity shares having face value of Rs. 2/- (Rupees Two only) each w.e.f. 3rd February, 2023. In order to improve the liquidity to the Company's equity shares in the stock market and to make it more affordable for small retail investors and to encourage wider participation in the stock market, the Board of Directors of the Company in its meeting held on 25th May, 2023 considered and approved the further sub-division/splitting of the existing equity shares of the Company, such that each equity share having face value of Rs. 2/- (Rupees Two only) fully paid-up, be sub-divided into two (2) equity shares having face value of Rs. 1/- (Rupees One only) each, fully paid-up, ranking pari-passu with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of shareholders and other competent authorities.

Article 12 of the Articles of Association of the Company provides the authority to the Company to sub-divide/split the share capital of the Company.

The Record Date for the aforesaid sub-division of equity shares shall be fixed by the Board (which expression shall also include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf) after the approval of the shareholders is obtained for the proposed sub-division.

The Board of Directors at its meeting held on 25th May, 2023, pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, consequential to the aforesaid sub-division/split of face value of the equity shares of the Company, also approved the alteration and substitution to the existing Clause V of the Memorandum of Association ("MOA") of the Company to reflect the corresponding changes in the Authorised Share Capital of the Company, subject to approval of the members and such other approvals as may be required.

The proposed sub-division/split of equity shares of the Company will not result in any change in the total amount of authorized and paid-up share capital of the Company. The sub-division shall be on proportionate basis and there shall not be any change in the shareholding pattern of the Company due to the aforesaid sub-division.

The capital structure of the Company pre and post sub-division shall be as below:

| Particulars | Pre sub-division | | | Post sub-division | | |
|--|----------------------|------------------|---------------------------|----------------------|------------------|---------------------------|
| | No. of equity shares | Face Value (INR) | Total Share Capital (INR) | No. of equity shares | Face Value (INR) | Total Share Capital (INR) |
| Authorised Share Capital | 110000000 | 2 | 22,00,00,000 | 22,00,00,000 | 1 | 22,00,00,000 |
| Issued, Subscribed and Paid-up Share Capital | 106327145 | 2 | 21,26,54,290 | 21,26,54,290 | 1 | 21,26,54,290 |

The Board recommends the Resolution set forth in Item No. 1 and 2 of the Notice for approval of the Members by way of a Special Resolution in the best interest of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, the Board recommends the Resolution set forth in Item No. 1 and 2 approval of the shareholders of the Company is sought by way of

For Servotech Power Systems Limited


Whole-Time Director

Special Resolution for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 1 and 2 of the Notice, except to the extent of their shareholding in the Company, if any.

ITEM NO. 3

Based on the recommendation of the Nomination and Remuneration Committee ("NRC") and nomination by the Board of Directors at its meeting held on 25th May, 2023, it is recommended to appoint Mr. Meenakshisundaram Kolandaivel (DIN: 09854605) as a Non-Executive Independent Director, not liable to retire by rotation, for a term of three years i.e. from 25th June, 2023 to 24th June, 2026, if approved by the Members in the Extra-Ordinary General Meeting dated 22nd June, 2023. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act').

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Kolandaivel are provided as Annexure to this Notice.

Mr. Kolandaivel has given his declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

He has also given his consent to act as a Director. In the opinion of the Board, Mr. Kolandaivel is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, Mr. Kolandaivel has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Keeping in view the above, it is proposed to seek approval of the Members to appoint Mr. Kolandaivel as Independent Directors on the Board of the Company, not liable to retire by rotation.

Brief Profile of Mr. Kolandaivel:

Mr. Kolandaivel is a Banking Professional with a long corporate career of over 35 years having experience in credit operations/risk management specialization and exposure in corporate and branch banking. He possess Post Graduate Diploma in Management having expertise in Finance. He is also a Post Graduate Degree holders in Economics from Madras University.

He is a Post Graduate from Madras University in Economics in 1986 and pursued Post Graduate Diploma in Management and Finance from the Institute of Financial Analysts of India in 2008.

During his huge corporate careers he has served many prestigious Organisation starting from serving the Indian Air Force as Airman in technical wing, to Working as Assistant General Manager in New Delhi Regional Office and Risk Management Department (HO) and Large Corporate Branch, Chennai. He has also served as General Manager, In charge of Credit, Forex, HR, IT at zonal level at PNB Zonal Office Delhi, Chief Risk Officer at Tamil Nadu Mercantile bank and also is a Member of Investor Grievance Redressal Cell, MCX Chennai Chapter.

The terms and conditions of appointment of the Independent Directors are uploaded on the website of the Company at <https://www.servotech.in/investors/corporate-governance> and is available for inspection by members at the Registered Office of the Company.

Details of Mr. Kolandaivel is provided in the "Annexure" to the Notice, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

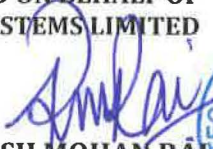
Given his humongous experience, the Board considers it desirable and in the interest of the Company to have Mr. Kolandaivel on the Board of the Company and accordingly the Board recommends the appointment of Mr. Kolandaivel as an Independent Director as proposed in the Resolution No. 3 for approval by the Members as a **Special Resolution**.

Except for Mr. Kolandaivel and/or his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

Date: 25th May, 2023

Place: New Delhi

FOR AND ON BEHALF OF
SERVOTECH POWER SYSTEMS LIMITED


RAJESH MOHAN RAI
WHOLE-TIME DIRECTOR
DIN: 09050751



Registered Office:

Add.: 806, 8th Floor, Crown Heights, Hotel Crown
Plaza, Sector-11, Rohini, New Delhi 110085

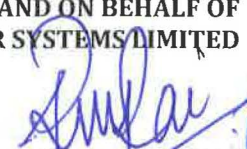
Annexure-1

DETAILS OF DIRECTORS SEEKING APPOINTMENT THORUGH THIS EGM (PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, READ WITH SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

| Sl. No. | Particulars | Details |
|----------------|---|---|
| 1. | Name of Director | Mr. Meenakshisundaram Kolandaivel |
| 2. | Director's Identification Number (DIN) | 09854605 |
| 3. | Qualifications | Post Graduate in Economics and pursued Post Graduate Diploma in Management and Finance from the Institute of Financial Analysts of India. |
| 4. | Date of Birth & Age | 27 th May, 1962 (60 Years) |
| 5. | Date of First Appointment on Board | N.A. As appointed Directly by Shareholders. |
| 6. | Nature of expertise in specific functional area | Banking professional with credit operations/risk management specialization |
| 7. | List of Directorships of other Boards | NPKG Trueman Consultancy Private Limited |
| 8. | Chairmanship/Membership of Committees of other Boards | N.A. Holds Directorship in Private Limited Company. |
| 9. | Number of Shares held in the Company | NIL |
| 10. | Relationship between Directors inter-se | NIL |
| 11. | Last Salary Drawn (in Rs.) | Mr. Kolandaivel is being appointed for the first time. Therefore, we do not have any previous details of remuneration paid. |

Date: 25th May, 2023
Place: New Delhi

**FOR AND ON BEHALF OF
SERVOTECH POWER SYSTEMS LIMITED**


**RAJESH MOHAN RAI
WHOLE-TIME DIRECTOR**

DIN: 09050751



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