8th February, 2022

To,
National Stock Exchange of India Limited
Exchange Plaza, NSE Building,
Bandra Kurla Complex,
Bandra East, Mumbai-400 051

Trading Symbol: SERVOTECH

Sub.:- Notice of Extra-Ordinary General Meeting ("EGM")

Dear Sir/Madam,

Pursuant to the Regulation 31 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the Extra-Ordinary General Meeting ("EGM") of shareholders of the Company.

The EGM is scheduled to be held on Friday, 4th March, 2022 at 11:00 A.M. (IST) through Video Conference ("VC") and Other Audio Visual Means ("OAVM").

The Notice is also available on the Company's website at www.servotech.in.

Brief information relating to the EGM is as mentioned herein below:

Sl. No.	Particulars	Details
1.	Day, Date and time of EGM	Friday, 4th March, 2022 at 11:00 a.m. (IST)
2.	Mode	Video Conference (" VC") and Other Audio Visual Means ("OAVM").
3.	Cut-off date for e-voting	Friday, 25th February, 2022
4.	E-voting start date and time	Tuesday, 1st March, 2022
5.	E-voting end date and time	Thursday, 3rd March, 2022
6.	E-voting website of NSDL	www.evoting.nsdl.com

Kindly take the above information on record and oblige.

Thanking You,

Yours Faithfully

FOR SERVOTECH POWER SYSTEMS LIMITED

Priya Pandey

PRIYA PANDEY
COMPANY SECRETARY
ICSI MEM. NO.: A35815

SERVOTECH POWER SYSTEMS LIMITED

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

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING ("EGM") OF THE MEMBERS OF SERVOTECH POWER SYSTEMS LIMITED ("THE COMPANY") WILL BE HELD ON FRIDAY, 4TH MARCH, 2022, AT 11.00 A.M. (IST) THROUGH VIDEO-CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM"), TO TRANSACT THE FOLLOWING SPECIAL BUSINESS(ES):

1. **To increase the Authorised Share Capital of the Company and consequential alteration of Memorandum of Association of the Company**

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

"RESOLVED THAT in accordance with the provisions of Sections 61, 64 and any other applicable provisions, if any, of the Companies Act, 2013, read with (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the authorized share capital of the Company from existing Rs. 19,00,00,000/- (Rupees Nineteen Crores) Divided into 1,90,00,000 (One Crore Ninety Lakh) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 22,00,00,000 (Rupees Twenty Two Crores) divided into 2,20,00,000 (Two Crore Twenty Lakh) equity shares of face value Rs. 10/- (Rupees Ten) ranking pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13 and any other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the Memorandum of Associations of the Company is be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

"V. The Authorised Share Capital of the Company is Rs. 22,00,00,000/- (Rupees Twenty Two Crore) divided into 2,20,00,000 (Two Crore Twenty Lakh) equity shares of Rs. 10/- (Rupees Ten) each."

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things which may be necessary including but not limited to filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto."

2. **To approve Employee Stock Option Scheme**

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

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the provisions of Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 read with provisions of Circular No. CIR/CFD/POLICY CELL/2/2015 dated 16th June, 2015 issued by the Securities and Exchange Board of India (collectively referred to as "SBEB Regulations"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the relevant provisions of the Memorandum and Articles of Association of the Company and further subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the members of the Company be and is hereby accorded to the introduction and implementation of **Servotech Employee Stock Option Plan 2022** ("ESOP 2022/Scheme") and authorizing the Board of Directors of the Company (hereinafter referred to as the "Board") and which shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution and under Regulation 5 of the SBEB Regulations to create and grant from time to time, in one or more tranches, not exceeding 1,00,000 (One Lakh) employee stock options to or for the benefit of such person(s) who are in permanent employment of the Company and its subsidiary Company as within the meaning of ESOP 2022, including any Director, whether Whole-time or otherwise (other than Promoters and Promoter Group of the Company, Independent Directors, and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company), as may be decided under ESOP 2022, who are eligible to participate under the Servotech ESOP 2022, the salient features of which are detailed in explanatory

statement, such number of options which when exercisable shall give rise to the issue of equity shares of the Company not exceeding 1,00,000 (One Lakh) equity shares, on such terms and in such manner as the Board/Committee may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2022.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned herein before shall rank pari-passu with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the ESOP 2022 shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

RESOLVED FURTHER THAT the Board of Directors had authorised Nomination and Remuneration Committee ("Committee"), to formulate, evolve, decide upon and bring into effect ESOP 2022, on such terms and conditions as contained in relevant explanatory statement and to make any change(s), modifications, variations, revisions in the terms and conditions of the ESOP 2022 from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under ESOP 2022 on the stock exchanges where the equity shares of the Company are listed in due compliance with the SBEB Regulations and other applicable laws.

RESOLVED FURTOHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2022.

RESOLVED FURTHER THAT the Board be and is hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the ESOP 2022 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2022 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SBEB Regulations and any other applicable laws in force.

RESOLVED FURTHER THAT the Board/Committee be and is hereby authorised to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing to appoint Merchant Banker(s), brokers, solicitors, registrars, compliance officer, investors service center, and other advisors, consultants or representatives, being incidental to the effective implementation and administration of ESOP 2022 and also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard."

3. To Offer, Issue and Allot Equity Shares on Preferential Basis to Investor other than Promoters and Promoter Group

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

"RESOLVED THAT pursuant to (i) the applicable provisions of Sections 23, 42, 62 and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/or re-enactments thereof for the time being in force) (hereinafter referred to as the "Act"), (ii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), (iii) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with the National Stock Exchange of India Limited ("NSE") on which the equity shares of the Company are listed, (iv) in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and (v) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI") or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions

(including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities and which may be accepted by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), consent of the Members of the Company be and is hereby accorded to create, issue, offer, allot and deliver in one or more tranches up to 5,65,000 (Five Lakh Sixty Five Thousand) Equity Shares of the Company of the face value of INR 10 (Rupees Ten) each ("Equity Shares") fully paid at a price not lower than INR 103.41 (Indian Rupees One Hundred and Three and Forty One Paise only) (inclusive of face value of INR 10 each) per share for cash, to the following subscriber(s):

Sl. No.	Name(s) of the Proposed Allottee	No. of Equity Shares
1.	JSG Innotech Private Limited	400000
2.	Ravi Gupta	10000
3.	Dinesh Yadav	10000
4.	Rachna Khuarna	5000
5.	Vineeta Jain	20000
6.	Rajiv Chawla	5000
7.	Siddharth Malik	25000
8.	Sonu Bhatia	10000
9.	Mayank Raghuvanshi	20000
10.	Ritika Gosain	5000
11.	Ria Rai	5000
12.	Sanjay Kataria	5000
13.	Sarvesh Batra	20000
14.	Monika Bhatia	5000
15.	Pooja Mitra	20000
TOTAL		**565000**

RESOLVED FURTHER THAT the Subscription Shares shall be fully paid-up and listed on NSE bearing ISIN INE782X01017 and rank pari-passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Shares being offered, issued and allotted to the Proposed Allottee by way of a preferential allotment shall inter-alia be subject to the following:

a) The Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this Special Resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant regulatory authorities (including but not limited to the in-principle approval of the stock exchanges i.e. NSE for the issuance of the equity shares to Proposed Allottee on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;

b) The "Relevant Date" as per the SEBI ICDR Regulations, for determination of floor price of the Subscription Shares shall be Wednesday, 2nd February, 2022, being the date 30 (thirty) days prior to the date of this meeting on which this special resolution is being passed;

c) The Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

d) No partly paid-up equity shares shall be issued/allotted;

e) Allotment of equity shares shall only be made in dematerialised form;

f) The Shares so offered, issued and allotted will be listed on NSE, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

g) The Shares so offered and issued to the Proposed Allottees, are being issued for cash,; and

h) The Shares so offered, issued and allotted shall not exceed the number of Subscription Shares as approved hereinabove.

Without prejudice to the generality of the above, the issue of the Subscription Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the members of the Company be and is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to

subscribe to the Subscription Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including but not limited to (i) vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottees for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to NSE for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) taking all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more Directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

FOR AND ON BEHALF OF
SERVOTECH POWER SYSTEMS LIMITED

PRIYA PANDEY
Date: 1st February, 2022 **COMPANY SECRETARY**
Place: New Delhi ICSI MEMBERSHIP NO. A35815
Registered Office:
Add.: 806, 8th Floor, Crown Heights,
Hotel Crown Plaza, Sector-10, Rohini,
New Delhi-110085

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and all other relevant circulars issued from time to time read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to hold its Extra-ordinary General Meeting ("EGM") through Video-conferencing ("VC") or other audio visual means ("OAVM") (hereinafter referred to as "electronic means") i.e. without the physical presence of the Members. The deemed venue for the EGM shall be the registered office of the Company.

2. 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.

3. Since this EGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM.

   In view of the above the proxy form, attendance slip and route map is not annexed to this notice.

4. Institutional Investors, who are Members of the Company and Corporate Members intending to appoint an authorised representative to attend the EGM through VC and to vote thereat through remote e-voting 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. 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.

6. 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.

7. 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.

8. 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.

9. In compliance with the regulatory provisions, the EGM notice has been sent electronically only to those shareholders who have registered their e-mail address with their DPs/ RTA/the Company, as applicable, up to 28th January, 2022. 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.

10. 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. The Company has also made available an email-id registration facility to its members through Bigshare, for the purpose of receiving all the communications including notice of meetings, etc. in electronic mode.

11. 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.

12. All documents referred to in this Notice shall be made available for inspection by the Members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM, subject to restrictions, if any, that may be imposed by local authorities on account of the pandemic, and will also be made available for inspection during the EGM.

13. 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.

14. 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, 25th February, 2022**.

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, 25th February, 2022, can refer to this Notice and other relevant communication including remote e-voting instructions, hosted on the Company's website at www.servotech.in.

15. Members, who are holding shares of the Company as on the cut-off date for e-voting i.e. Friday, 25th February, 2022 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.

16. 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.

17. 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.

18. 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.

A. VOTING BY ELECTRONIC MEANS i.e. REMOTE E-VOTING/E-VOTING DURING THE EGM:

a) In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act, read with the Companies (Management and Administration) Rules, 2014, including any amendments therein, the Company is providing to its Members the facility to cast their votes electronically, through e-voting service provider viz., NSDL, on the business/resolution(s) as set forth in this Notice. Members are requested to take note of the key points related to e-voting for this EGM as mentioned below:

The remote e-voting period will commence at 09:00 a.m. (IST) on Tuesday, 1st March, 2022, and will end at 05:00 p.m. (IST) on Thursday, 3rd March, 2022.

During the aforesaid period, Members holding shares either in dematerialised form or in physical form, as on the cut-off date for e-voting i.e. Friday, 25th February, 2022 may

cast their votes electronically through remote e-voting facility. The remote e-voting module shall be disabled by NSDL for voting immediately after 05.00 p.m. (IST) on Thursday, 3rd March, 2022. Members, who have not cast their votes during aforementioned dates, may cast their votes through e-voting platform made available during the EGM.

b) Once the member has cast his/her/its vote on the resolution set forth in the EGM Notice through remote e-voting, he/she/it shall not be allowed to change it subsequently or cast the vote again.

c) All the members including Institutional Investors are requested to attend the EGM and cast their votes electronically i.e. by using e-voting platform made available by the Company.

d) Members who do not have the User ID/Password for e-voting or have forgotten the User ID/Password may retrieve the same by following the steps given under remote e-voting instructions annexed to this Notice.

e) The Company has appointed Mr. Debabrata Deb Nath (C.P. No. 7612), Practising Company Secretary, as 'Scrutinizer', to scrutinize the remote e-voting process including e-voting to be held at the EGM in a fair and transparent manner. The Scrutinizer shall, within 48 hours from the conclusion of the EGM, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and hand it over to the Chairman or a person authorised by him. The Chairman or a person authorised by him shall declare the voting results within permissible time.

f) The e-voting results along with the Scrutinizer's Report shall be hosted on the Company's website www.servotech.in and on the website of the National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com, immediately after declaration and submission of the same to the stock exchanges.

B. INSTRUCTIONS FOR ATTENDING THE EGM ELECTRONICALLY ARE AS UNDER:

g) For any assistance required in terms of using video conference facility for the EGM or in respect of e-voting, members may contact NSDL (e-voting service provider) to Ms. Pallavi Mhatre, at evoting@nsdl.co.in.

a) For better experience, members are requested to join the meeting using updated versions of the Google Chrome (preferred browser) or other browsers such as Mozilla Firefox/Internet Explorer/Microsoft Edge/Safari, etc. Members are requested to grant access to the web-cam to enable video conferencing and are advised to use stable Wi-Fi or LAN connection to ensure smooth participation at the EGM. Participants may experience audio/video loss due to fluctuation in their respective networks.

b) Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending request from their registered email addresses mentioning name, DP/ Client ID or Folio No., PAN and Mobile number at investor.relations@servotechindia.com from Monday, 28th February, 2022 (09:00 a.m. IST) up to Thursday, 3rd March, 2022 (05:00 p.m. IST). Members may note that depending upon the availability of time, questions may be answered during the meeting or responses will be shared separately after the EGM.

c) Facility for attending the EGM through electronic means (VC/OAVM) shall be made available 15 minutes before the scheduled time for the EGM and will be available for maximum 1,000 members, at a time, on first come first serve basis and shall not be closed until the expiry of at least 15 minutes after such scheduled time of the EGM.

d) There will be no restrictions for providing of access to virtual EGM for members holding 2% or more shareholding as on the cut-off date for e-voting and also for the Promoters, Institutional Investors, Directors, KMPs and Auditors of the Company, etc.

e) Members attending the EGM electronically shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

f) Members who have cast their votes through remote e-voting module prior to the EGM may attend/participate in the EGM to be held electronically, but shall not be entitled to cast their votes again.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Companies Act, 2013, the following statement sets out all the material facts relating to the special business(es) mentioned under Item No. 1-3 of this Notice

ITEM No. 1

The Board of Directors in its Meeting held on 1st February, 2022 had approved the issuance of equity shares to Non-Promoters on Preferential Basis and to employees under Employee Stock Option Purchase ("ESOP") Scheme, subject to the approval of the Members. To facilitate the growth plans of the Company and to maintain the regulatory solvency margin, it is proposed to increase the capital of the Company.

The current Authorised Share Capital of the Company is Rs. 19,00,00,000/- (Rupees Nineteen Crore) Divided into 1,90,00,000 (One Crore Ninety Lakh) equity shares of Rs. 10/- (Rupees Ten) each.

The present authorized share capital of the Company is insufficient for further issue issuance of equity shares to Non-Promoters on Preferential Basis and to employees under Employee Stock Option Purchase ("ESOP") Scheme. Therefore, it became necessary for the Company to increase the authorized share capital of the Company.

Accordingly, the Board of directors pursuant to Sections 13 and 61 of the Companies Act, 2013,has recommended the proposal to increase the authorized share capital of the Company from Rs. 19,00,00,000/- (Rupees Nineteen Crore) Divided into 1,90,00,000 (One Crore Ninety Lakh) equity shares of Rs. 10/- (Rupees Ten) each to Rs. 22,00,00,000 (Rupees Twenty Two Crore) Divided into 2,20,00,000 (Two Crore Twenty Lakh) equity shares of Rs. 10/- (Rupees Ten) each.

As a consequence to the re-classification and increase in authorized share capital of the Company, the existing authorized share capital clause in the Memorandum of Association of the Company would also require alteration so as to reflect the increase in the Authorized Share Capital in accordance with the provisions of Section 13 of the Act and the Rules made thereunder.

A copy of the Altered Memorandum of Association of the Company will be available for inspection at the registered office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM, subject to restrictions, if any, that may be imposed by local authorities on account of the pandemic, and will also be made available for inspection during the EGM.

The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise in the Ordinary Resolution set out in Item No. 1 of the Notice.

The Board recommends the Ordinary Resolution set out at item No. 1 of the Notice for approval of the members.

ITEM NO. 2

Servotech Power Systems Limited acknowledges that its growth may be attributed to the direction and contributions of the employees and would therefore like to provide them the option to participate and share in the wealth created similar to other stakeholders i.e. clients, investors, governments, and society.

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock-based compensation scheme. With objectives of creating a variable pay structure for the employees, incentivize them in line with Company's performance, and to retain and motivate senior and critical human resources and to promote loyalty to the Company, your Company intends to implement an employee stock option plan namely '**Servotech Employee Stock Option Plan 2022' ("ESOP 2022"/"Plan")** seeking to cover eligible employees of the Company, and its subsidiary company.

As a gesture aligned to this objective, an ESOP 2022 shall be implemented to:

a) To promote success of the Company by rewarding and motivating the employees;
b) To attract and retain talents;
c) To link interests of employees with Shareholders
d) To foster ownership; and
e) To reward for loyalty.

Accordingly, the Nomination and Remuneration Committee of the Directors ("Committee") and the Board of Directors of the Company on 1st February, 2022 approved the introduction and implementation of ESOP 2022, subject to Member's approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), the Company seeks your approval as regards implementation of the Plan and grant of options thereunder to the eligible employees of the Company, its subsidiary company, as decided from time to time as per provisions of the Plan read with provisions of SBEB Regulations. The main features of the ESOP 2022 are as under:

A. Brief description of the scheme/ESOP 2022

The proposed Scheme seeks to reward eligible employees by way of granting options, which when exercisable results in equivalent equity

shares of the Company, with a view to reward their association and loyalty which has resulted in corporate growth and value creation over a long period of time. The Scheme shall also be instrumental in making such eligible employees as co-owners with appropriate vesting period, which would motivate them for ensuring higher corporate growth and creation of value for all stakeholders.

The Company shall issue options to the eligible employees, which may be accepted by them within the grant period. Upon acceptance of the offer, the eligible employees shall be required to satisfy the vesting conditions specified in the ESOP 2022 and make payment of the exercise price and applicable taxes within the exercise period.

The Nomination and Remuneration Committee, shall act as the Compensation Committee ("Committee") for the superintendence and undertaking the general administration of the Scheme. All questions of interpretation of the Scheme shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in the Scheme.

B. Total number of Options/Shares to be granted

The maximum number of options to be granted shall not exceed 1,00,000 (One Lakh) employee stock options.

As per the SBEB Regulations, 2021 in case of any corporate action(s) such as sub division, consolidation of shares, rights issues, bonus issues, reorganization of capital structure of the Company and others, the Committee shall adjust the number of shares available for offer and purchase price payable by the eligible employees in such a manner that the total value of shares available for offer remain the same after any such corporate action(s).

Accordingly, if any additional options are issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 1,00,000 (One Lakh), shall be deemed to be increased to the extent of such additional options issued.

C. Identification of classes of employees entitled to participate in the ESOP 2022

The following classes of employees ("Employees"), subject to their selection as per eligibility criteria, as may be decided by the Committee, shall be entitled to participate in the Scheme:

i. an employee as designated by the Company, exclusively working in India or out of India; or
ii. a Director of the Company, whether a whole time Director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an Independent Director; or
iii. an employee as defined in sub-Clause (a) and (b) above of a group company including subsidiary or its associate company, in India or outside India or of a holding company of the Company, but does not include:
    a) an employee who is a Promoter or a person belonging to the Promoter Group; or
    b) a director who either himself or through his Relative or through anybody corporate,

    directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

D. Requirements of Vesting and period of Vesting

Options granted under ESOP 2022 shall vest after 24 months and not more than 36 months from the date of Grant. Options shall vest essentially based on continuation of employment/service as per requirement of SBEB Regulations.

E. Maximum period within which the options shall be vested

All the options granted on any date shall vest after 24 months and not more than 36 months from the date of Grant as stated above. The Options granted shall be in tranches which will vest as per the time period stated in the ESOP 2022 as approved by the Committee.

F. The detailed particulars of benefits which will accrue to the employees from the implementation of the Plans

The maximum quantum of benefits underlying the stock options granted to an Eligible Employee can be construed to be an amount equal to the appreciation in the value of the Company's equity shares determined as on the date of exercise of stock options, on the basis of difference between the stock option Exercise Price and the Market Price of the equity shares on the exercise date.

G. Exercise Price or pricing formula

The exercise price of grant shall be determined by the Committee which shall not be less than the face value of Rs. 10/- (Rupees Ten) per equity share of the Company.

H. Exercise period and the process of exercise

Once the offer is made, the eligible Employee who intend to participate in the Scheme shall be required to accept such offer within the offer period or the extended offer period, as the case may be. The offer shall lapse and shall be cancelled in case an eligible Employee fails to submit the acceptance of the offer before the closure of the offer period or extended offer period.

The eligible Employee shall submit the acceptance of the offer along such other documents as may be required under the Scheme to the Company in such form as may be prescribed. After submission of acceptance of offer, the eligible Employees are required to satisfy vesting conditions as stated in the Scheme/grant letter and upon satisfaction of the vesting conditions, within the exercise period, make payment of the exercise price along with applicable taxes for obtaining the Shares under offer.

The commencement and closure dates of offer period, extended offer period and payment window, respectively, as decided by the Committee, shall be specified in the offer letter to be issued to the eligible employees.

I. Appraisal process for determining the eligibility of employees under the Scheme

The appraisal process for determining the eligibility shall be decided from time to time by the Committee. The broad criteria for appraisal and selection may include parameters like tenure of association with the Company/subsidiary Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

J. Maximum number of options to be issued per employee and in aggregate

The maximum number of options that may be granted per employee and in aggregate shall be decided by the Committee depending upon the designation and the appraisal assessment process. However, the grant of options to identified Employees, shall not, at any time exceed the total option pool size approved by the Members for ESOP 2022.

K. Maximum quantum of benefits to be provided per employee under the ESOP 2022

The Scheme does not contemplate any benefit other than allowing eligible employee to receive equity Shares of the Company upon exercise of options. In this context, the maximum benefit shall be the maximum number of Shares that can be offered as stated above.

L. Whether the Scheme is to be implemented and administered directly by the Company or through a trust

This Scheme shall be administered by the Committee working under the powers delegated by the Board, in accordance with the SEBI Regulations.

M. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by trust or both

The ESOP 2022 contemplates issue of fresh shares by the Company.

N. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.

This is currently not contemplated under the ESOP 2022.

O. Maximum percentage of secondary acquisition

This is not relevant under the present ESOP 2022.

P. Accounting and Disclosure Policies

The Company will follow accounting policies and related disclosure requirements set out in applicable laws (including those set out in Regulation 15 of the SEBI Regulations or in any other accounting standard(s) or guidance note(s) that may be issued by the Institute of Chartered Accountants of India from time to time) in relation to accounting for matters relating to the stock options.

Q. Method of option valuation

The Company shall adopt 'fair value method' for valuation of options as prescribed under guidance note or under any accounting standard, as applicable, notified by appropriate authorities from time to time.

R. Declaration

In case, the Company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

S. Mandatory lock-in period under the Scheme

The Shares allotted/transferred pursuant to the Exercise of the Vested Options shall be subject to any lock-in period of 365 days from the date of allotment.

Consent of the members is being sought by way of Special Resolution pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SBEB Regulations.

None of the Promoters, Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the Special Resolutions set out at Item no. 2, except to the extent they may be lawfully granted options under the ESOP 2022.

The Board recommends the Special Resolution set out at item no. 2 of the Notice for approval by the members.

ITEM NO. 3

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way of Special Resolution is required to issue securities by way of private placement on a preferential basis to Investors to other than Promoters and Promoter Group.

The Board, pursuant to its resolution dated 1st February, 2022, has approved the proposed Preferential Issue of 565000 (Five Lakh Sixty Five Thousand) equity shares at a face value of Rs. 10 each and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the SEBI ICDR Regulations is Rs. 103.41 per Equity Share.

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

1. **Particulars of the Preferential Issue including date of passing of Board resolution**

   The Board of Directors at its meeting held on 1st February, 2022 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 565000 Equity Shares of the face value of Rs. 10 only per Equity Share, at a price of Rs. 103.41 per Equity Share (at a premium of Rs. 93.41 per Equity Share) to the Investors, for cash consideration, by way of a preferential issue on a private placement basis.

2. **Kinds of securities offered and the price at which security is being offered and the total/maximum number of shares to be issued**

   565000 Equity Shares of the face value of Rs. 10 per share of the Company, at a price of Rs. 103.41 (including a premium of Rs. 93.41) per equity share being such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

3. **Basis on which the price has been arrived at and justification for the price (including premium, if any)**

   The Equity Shares of the Company are listed on the National Stock Exchange of India Limited ("NSE") (referred to as the "Stock Exchanges"). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted pursuant to the preferential issue shall be not less than higher of the following:

   In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued is Rs. 103.41 per Equity Share, being higher of the following:

   i. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 49.12/- per Equity Shares

   ii. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on the National Stock Exchange of India Limited ('NSE') preceding the Relevant Date: i.e. Rs. 103.41/- per Equity Shares

   However, the price per Equity Share of Rs. 103.41/- (Rupees One Hundred Three and Forty One Paise only) is higher than the above Floor Price determined in accordance with Regulation 164 (1) of SEBI ICDR Regulations.

4. **Purpose/Objects of the Preferential Issue**

   The proposed issue and allotment of fully paid-up equity shares of the Company on private placement basis will aid the Company to expand its industry presence, local and global presence, rapid, cost-effective solutions across verticals of the Company. The Company will achieve greater benefits in terms of financial, managerial, technical and marketing resources which will lead to maximizing stakeholder's value.

5. **Relevant Date**

   Wednesday, 2nd February, 2022 being 30 days prior to the date of Extra-ordinary General Meeting i.e. Friday, 4th March, 2022.

6. **The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter**

   The Current and proposed status of the Proposed Allottee post the preferential issue is" Non-Promoter".

7. **The class or classes of persons to whom the allotment is proposed to be made**

   All Individuals falling under Non-Promoters only.

   The details of the Proposed Allottees to whom the allotment is made is as under:

Sl. No.	Name(s) of the Proposed Allottee	No. of Equity Shares
1.	JSG Innotech Private Limited	400000
2.	Ravi Gupta	10000
3.	Dinesh Yadav	10000
4.	Rachna Khuarna	5000
5.	Vineeta Jain	20000
6.	Rajiv Chawla	5000
7.	Siddharth Malik	25000
8.	Sonu Bhatia	10000
9.	Mayank Raghuvanshi	20000
10.	Ritika Gosain	5000
11.	Ria Rai	5000
12.	Sanjay Kataria	5000
13.	Sarvesh Batra	20000
14.	Monika Bhatia	5000
15.	Pooja Mitra	20000
TOTAL		**565000**

8. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue

None of the Promoters, Directors or Key Managerial Personnel or their relatives intend to subscribe to any Equity Shares pursuant to the Preferential Issue

9. Proposed time schedule and time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

10. Shareholding pattern of the Company before and after the Preferential Issue

Please refer Annexure - A to this Notice for details.

11. Principal terms of assets charged as securities

Not applicable

12. Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue

Identity of the allottee and the percentage of post preferential issue capital that may be held by them:

Name of the proposed allottee	Category	Present pre-issue shareholding	Post issue shareholding	Ultimate beneficial owners
Not Applicable				

13. Material terms of raising such securities

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company.

14. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

15. Requirements as to re-computation of price

Since the Equity Shares of the Company have been listed on the stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is neither required to re-compute the price of the equity shares nor to submit undertakings specified under relevant provisions of SEBI (ICDR) Regulations.

16. The change in control, if any, in the Company that would occur consequent to the private placement

There will be no change in control in the Company consequent to the completion of the preferential allotment to the Investor.

Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects No contribution is being made by Promoter or Directors of the Company, as part of the Preferential Issue.

17. Justification for the allotment proposed to be made for consideration other than cash

Not applicable

18. Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

19. Listing

The Company will make an application to the National Stock Exchange of India Limited where the existing shares are listed, for listing of the Subscription Shares.

20. Undertakings

a) None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors nor Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.
b) The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.
c) As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
d) The Company shall re-compute the price of the Equity Shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.
e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the Equity Shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottees.
f) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

21. Auditors' Certificate

The certificate from Practising Company Secretary, RND Company Secretaries, being the Secretarial Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting.

22. Other disclosures

a) During the period from 1st April, 2021 until the date of Notice of this EGM, the Company has not made any preferential issue of Equity Shares.
b) Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
c) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares is for a cash consideration.
d) Investor has confirmed that it has not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 3 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company. Documents referred to in the notice/explanatory statement will be available for inspection by the members of the Company as per applicable law.

FOR AND ON BEHALF OF
SERVOTECH POWER SYSTEMS LIMITED

PRIYA PANDEY
COMPANY SECRETARY
MEMBERSHIP NO. A35815

Date: 1st February, 2022
Place: New Delhi
Registered Office:
Add.: 806, 8th Floor, Crown Heights,
Hotel Crown Plaza, Sector-10, Rohini,
New Delhi-110085

SERVOTECH POWER SYSTEMS LIMITED

INSTRUCTIONS FOR REMOTE E-VOTING AND E-VOTING AT EGM

The remote e-voting period begins on Tuesday, 1st March, 2022 at 09:00 A.M. and ends on Thursday, 3rd March, 2022 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. Friday, 25th February, 2022, 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 Friday, 25th February, 2022.

I. 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.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 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** App Store Google Play  

Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.
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.

II. **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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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 user 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 whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General 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.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.co.in

III. 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 Company's Registrar & Share Transfer Agent i.e. Bigshare Financial Services Private Limited ("RTA/Bigshare") with request to Mr. Mukesh at Mukesh@bigshareonline.com or alternatively write to the Company at 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 Company's RTA at Mukesh@bigshareonline.com or alternatively write to the Company at investor.relations@servotechindia.com.
3. 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**.
4. 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.
5. 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.

IV. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM 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/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor.relations@servotechindia.com. The same will be replied by the company suitably.

6. Registration of Speaker related point needs to be added by company.

FOR AND ON BEHALF OF
SERVOTECH POWER SYSTEMS LIMITED

PRIYA PANDEY
COMPANY SECRETARY
ICSI MEMBERSHIP NO. A35815

Date: 1st February, 2022
Place: New Delhi
Registered Office:
Add.: 806, 8th Floor, Crown Heights,
Hotel Crown Plaza, Sector-10, Rohini,
New Delhi-110085

Annexure-A

Shareholding Pattern of the Company before and after the issue:

The pre-issue shareholding pattern of the Company as of Friday, 28th January, 2022 and the post-issue shareholding pattern is given below:

Sl. No.	Category of shareholders	Pre- Issue Shareholding		Preferential Issue	Post-Issue Shareholding	
		No. of shares held	% of total shares		No. of shares held	% of total shares
(A)	Promoters and Promoter Group's Shareholding					
	Promoters and Promoter Group					
	(1) Indian					
	a) Individuals/HUF	9277950	50.67	0	9277950	49.15
	b) Central Govt./State Govt.	0	0	0	0	0
	c) Financial Institutions/ Banks	0	0	0	0	0
	d) Any other (Specify)	3622905	19.79	0	3622905	19.19
Subtotal (A) (1)		**12900855**	**70.46**	0	**12900855**	**68.34**
	(2) Foreign					
	a) Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0	0
	b) Institutions	0	0	0	0	0
Subtotal (A) (2)		**0**	**0**	**0**	**0**	**0**
Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)		**12900855**	**70.46**	0	**12900855**	**68.34**
(B)	Public Shareholding					
	(1) Institutions	0	0	0	0	0
	a) Mutual Funds/UT	0	0	0	0	0
	b) Financial Institutions/Banks	0	0	0	0	0
	c) Central Govt./State Govt.	0	0	0	0	0
	d) Venture Capital Funds	0	0	0	0	0
	e) Insurance Companies	0	0	0	0	0
	f) Foreign Institutional Investors/ Foreign Portfolio Investors	0	0	0	0	0
	g) Foreign Venture Capital Investors	0	0	0	0	0
	h) Alternate Investment Fund	0	0	0	0	0
	i) Provident funds/Pension funds	0	0	0	0	0
Subtotal (B) (1)		**0**	**0**	**0**	**0**	**0**
	(2) Non-institutions					
	a) Bodies Corporate	664275	3.63	400000	1064275	5.63
	b) Individuals					
	i. Individual shareholders holding nominal share capital up to Rs. 2 Lakh	1708267	9.33	165000	1873267	9.92
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	2399257	13.1	0	2399257	12.72
	c) NBFC Registered with RBI	0	0	0	0	0
	d) Employee Trusts	0	0	0	0	0
	e) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0
	f) Any Other (Clearing Member)	294426	1.61	0	294426	1.57
	g) Any Other (HUF)	189926	1.04	0	189926	1.01
	h) Any Other (NRI)	153423	0.84	0	153423	0.81
Subtotal (B) (2)		**5409574**	**29.54**	545000	**5974574**	**31.66**

Total Public Shareholding (B) = (B)(1)+(B)(2)		5409574	29.54	545000	5954574	31.66
(C)	**Non Promoter-Non Public**	0	0	0	0	0
(C1)	**Shares underlying DRs**	0	0	0	0	0
(C2)	**Shares held by Employee Trusts**	0	0	0	0	0
Non Promoter-Non Public (C) = (C)(1)+(C)(2)		**0**	**0**	**0**	**0**	**0**
Total (A+B+C)		18310429	100	545000	18875429	100

FOR AND ON BEHALF OF
SERVOTECH POWER SYSTEMS LIMITED

PRIYA PANDEY
COMPANY SECRETARY
ICSI MEMBERSHIP NO. A35815

Date: 1st February, 2022
Place: New Delhi
Registered Office:
Add.: 806, 8th Floor, Crown Heights,
Hotel Crown Plaza, Sector-10, Rohini,
New Delhi-110085