8th September, 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,

In compliance with 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 Saturday, 1st October, 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 | Saturday, 1st October, 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 | 24th September, 2022 |
| 4. | E-voting start date and time | 9:00 A.M. (IST) on Wednesday, 28th September, 2022 |
| 5. | E-voting end date and time | 5:00 P.M. (IST) on Friday, 30th September, 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
Digitally signed by PRIYA PANDEY
Date: 2022.09.08 17:49:05 +05'30'
**PRIYA PANDEY**
**COMPANY SECRETARY**
ICSI MEM. NO.: A35815

**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 Saturday, 1st October, 2022 at 11.00 a.m. IST through Video Conferencing ("VC") or Other Audio Video Means ("OAVM") to transact the following **Special Business**:

1. **To Offer, Issue and Allot Equity Shares on Preferential Basis to other than Promoter and Promoter Group of the Company**

   To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

   "**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), 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 Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with the National Stock Exchange of India Limited ("NSE") on which the Equity Shares of the Company having Face Value of Rs. 10/- each ("Equity Shares") are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by 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 27,25,000 (Twenty Seven Lakhs Twenty 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 93/- (Indian Rupees Ninety Three only) (inclusive of face value of INR 10/- each) per share for cash, to the following subscriber(s) who does not belong to the Promoter and Promoter Group of the Company for cash consideration by way of a preferential issue on a private placement basis ("Preferential Issue"), and on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws.

PRIYA PANDEY Digitally signed by PRIYA PANDEY Date: 2022.09.08 17:49:54 +05'30'

| Sl. | Names of the Proposed Allottees | No. of Equity Shares |
|---|---|---|
| 1. | Zenith Mutli Trading DMCC | 20,00,000 |
| 2. | Awadh Impex and Warehousing Pvt Limited | 75,000 |
| 3. | Ms. Ahanna Bhatia | 50,000 |
| 4. | Ms Meenakshi | 500000 |
| 5. | Mr. Rohit Jain | 50,000 |
| 6. | Ms. Vineeta jain | 50,000 |
| | **TOTAL** | **27,25,000** |

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 1st September, 2022, being the date 30 days prior to the date of this Extra-Ordinary General Meeting ("Relevant Date") on which this special resolution is proposed to be passed.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investor under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on NSE subject to receipt of necessary regulatory permissions and approvals.
b) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
c) The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
d) The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
f) The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

Without prejudice to the generality of the above, the issue of the Equity 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** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts,

arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the NSE as appropriate and utilisation of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**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** that the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/Company Secretary/any Officer(s) of the Company to give effect to the foregoing resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.**"**

2. **Issuance of Warrants convertible into Equity Shares to Promoter of the Company on a Preferential Basis**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

**"RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR"), read with the provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreement entered into by the Company with National Stock Exchange of India Limited ("NSE") and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Securities and Exchange Board of India ("SEBI"), NSE, Ministry of Corporate Affairs ("MCA") and/or any other competent authorities (hereinafter singly or collectively referred to as the "Appropriate Authorities") and subject to necessary approvals, permissions, consents and sanctions as may be necessary from the Appropriate Authorities in this regard and further subject to such terms, conditions, alterations,

corrections, changes, variations and/or modifications as may be prescribed or imposed by the Appropriate Authorities while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board, which term shall include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), consent and approval of the Members of the Company be and is hereby accorded to Company to create, offer, issue and allot on preferential basis, from time to time in one or more tranches, to Ms. Sarika Bhatia, Promoter and Whole-time Director (DIN: 001553827) of the Company, up to 4,50,000 warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share of the Company having face value of Rs. 10/- each (Rupee Ten Only) ("Equity Share") each at a price (including the warrant subscription price and the warrant exercise price) of Rs. 93/- (Rupees Ninety Three only) each ("Warrants") payable in cash ("Warrant Issue Price"), aggregating up to Rs. 3,95,25,000/- (Rupees Three Crores Ninety Five Lakhs Twenty Five Thousand Only) such price being not less than the minimum price (Floor Price) as on the relevant date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws upon receipt of Rs. 98,81,250/- (Indian Rupees Ninety Eight Lakhs Two Hundred and Fifty Only) for each Warrants, which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price ("Warrant Subscription Price") entitling the warrant holder to apply for and get allotted 1 (one) fully paid-up Equity Share of the Company of face value of Rs. 10/- each against every Warrant held, in one or more tranches within a maximum period of 18 (eighteen) months from the date of allotment of Warrants, on payment of Rs. 2,96,43,750/- (Indian Rupees which is equivalent to 75% (Seventy five per cent) of the Warrant Issue Price, for each Warrant proposed to be converted, in such manner and upon such terms and conditions as may be deemed appropriate by the Board on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws ("Preferential Issue of Warrants").

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue of the Equity Shares pursuant to the exercise of conversion of the Warrants be 1st September, 2022 ("Relevant Date") being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Warrants and the issue price determined in accordance with SEBI ICDR Regulations is of Rs. 93/- (Indian Rupees Ninety Three) per Warrant ("Warrant Issue Price").

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the issue of Warrants to Ms. Sarika Bhatia ("Warrant Holder") under the Preferential Issue shall be subject to the following terms and conditions:

1. The Warrant Holder shall, subject to the SEBI ICDR Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one Equity Share against each Warrant.
2. In accordance with the provisions of Chapter V of SEBI ICDR Regulations, 25% (Twenty-Five Per Cent) of the Warrant Issue Price, shall be paid by Ms. Sarika Bhatia, Promoter of the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy-Five Per Cent) of the Warrant Issue Price shall be paid by Ms. Sarika Bhatia, Promoter of the Company at the time of exercise of option to apply for fully paid–up Equity shares of Rs. 10/- each of the Company, against each such Warrants held by the Warrant Holder.
3. The Warrant Holder shall be entitled to exercise his option to convert any or all of the Warrants into equity shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be

exercised along with the aggregate Warrant Exercise Price payable thereon, without any further approval from the Members of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of equity shares of the Company to the Warrant Holder.

4. The Warrant Holder shall make payment of Warrant Subscription Price and Warrant Exercise Price from its own bank account into to the designated bank account of the Company.
5. In terms of Regulation 166 of the SEBI ICDR Regulations, the price of Warrants determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments, if applicable. 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 Warrants shall continue to be locked-in till the time such amount is paid by the Warrant Holder.
6. Upon exercise of the option by Warrant Holder(s), the Company shall issue and allot appropriate number of Equity Shares and perform all such actions as are required including to credit the same to the designated securities demat account of the Warrant Holder.
7. The Warrant Holder shall be entitled to all future corporate actions including but not limited to issue of bonus/rights, if any, and the Company shall reserve proportion of such entitlement for the Warrant Holder.
8. The tenure of Warrants shall not exceed 18 (eighteen) months from the date of allotment. If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holder on such Warrants shall stand forfeited.
9. The Warrants shall be issued and allotted in dematerialised form within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the issue and allotment of the said Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.
10. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the then existing Equity Shares of the Company, including entitlement to voting powers and dividend.
11. The Warrants by itself, until exercised and converted into equity shares, shall not give to the Warrant Holder any rights with respect to that of an Equity shareholder of the Company.
12. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under Chapter V of SEBI ICDR Regulations.
13. In the event that the Company completes any form of capital restructuring prior to the exercising of the Warrants, then, the number of Equity Shares that are issued against the exercise of each Warrant and the price payable for such Equity Shares, shall be appropriately adjusted in a manner that, to the extent permitted by applicable laws, Warrant Holder: (a) receives such number of Equity Shares that Warrant holder would have been entitled to receive; and (b) pays such consideration for such Equity Shares to the Company which Warrant holder would have been required to pay, had the Warrants been exercised immediately prior to the completion of such capital restructuring.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** the monies received by the Company from Ms. Sarika Bhatia, Promoter of the Company for subscription of the Warrants pursuant to the Preferential Issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the pre-preferential allotment shareholding of the Warrant Holder, if any, in the Company shall also be subject to lock-in as per the provisions of Chapter V of SEBI ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolution, including without limitation to issue and allot Equity Shares upon exercise of the Warrants, to issue clarifications on the issue and allotment of Warrants and thereafter allotment of Equity Shares further to exercise of the Warrants, effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Warrants including deciding the size and timing of any tranche of the Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolution above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance of Warrants and listing and trading of Equity Shares issued on exercise of Warrants), including making applications to the Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants/Shares to the respective dematerialised securities account of the Warrant Holder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the Preferential Issue and consequent proportionate reduction (subject to rounding off adjustments) of the number of Warrants to be allotted to Ms. Sarika Bhatia, Promoter of the Company, provide any clarifications related to issue and allotment of Warrants, listing of equity shares on Stock Exchanges and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive."

Date: 6th September, 2022
Place: New Delhi

**By the order of the Board**
**Servotech Power Systems Limited**

PRIYA PANDEY Digitally signed by PRIYA PANDEY Date: 2022.09.08 17:50:28 +05'30'

**Priya Pandey**
**Company Secretary**
**ICSI Mem. 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, the Government of India, Ministry of Corporate Affairs ("MCA") allowed conducting Extra-Ordinary General Meeting ("EGM") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and dispended the physical presence of the members at the meeting. Accordingly, the MCA issued General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular no. 21/2021 dated December 14, 2021 ("MCA Circulars") and Circular No. SEBI/HO/CFD/ CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No.

   SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India ("SEBI Circular") prescribing the procedures and manner of conducting the EGMs through VC/ OAVM. In terms of the said circulars, the EGM of the members be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only.

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. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates/Institutional/Corporate members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.

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 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.

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 2nd September, 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.

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. 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.

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. 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.

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. 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. Saturday, 24th September, 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. Saturday, 24th September, 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 .

17. Members, who are holding shares of the Company as on the cut-off date for e-voting i.e. Saturday, 24th September, 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.

18. 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.

19. 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.

20. 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 Wednesday, 28th September, 2022 and will end at 05:00 p.m. (IST) on Friday, 30th September, 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. Saturday, 24th September, 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 Friday, 30th September, 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 NSE.

g) 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 NSE.

**B. INSTRUCTION FOR ATTENDING THE EGM ELECTRONICALLY ARE AS UNDER**

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) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email-id, mobile number at investor.relations@servotechindia.com during the period Monday, 26th September, 2022 from 09:00 A.M. to Wednesday, 28th September, 2022 upto 05:00 P.M.

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) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

e) 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.

f) 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 .

g) The facility of e-voting during the EGM will be available to those Members who have not cast their vote by remote e-voting. Members, who have cast their vote by remote e-voting, may attend the EGM through VC/OAVM but will not be entitled to cast their vote once again on resolutions.

h) The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

i) Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in . However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

Date: 6th September, 2022
Place: New Delhi

**By the order of the Board**
**Servotech Power Systems Limited**

PRIYA PANDEY Digitally signed by PRIYA PANDEY Date: 2022.09.08 17:51:02 +05'30'

**Priya Pandey**
**Company Secretary**
**ICSI Mem. No.: A35815**
**Registered Office:**
Add.: 806, 8th Floor, Crown Heights,
Hotel Crown Plaza, Sector-10, Rohini,
New Delhi-110085

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

### ITEM No.: 1

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 (the "Listing Regulations"), as amended from time to time, approval of shareholders of the Company by way o0f special resolution is required to issue securities by way of private placement on a preferential basis to Other than Promoter and Promoter Group of the Company. This includes an entity namely Zenith Mutli Trading DMCC, which is incorporated under the Laws of United Arab Emirates. The Said Company along with other Proposed Allottees have confirmed that they are fully compliant of Indian Laws.

The Board, pursuant to its resolution dated 6th September, 2022, has approved the proposed Preferential Issue of 27,25,000 (Twenty Seven Lakhs Twenty 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. 93/- per Equity Share.

The relevant disclosures 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 6th September, 2022 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 27,25,000 Equity Shares of the face value of Rs. 10 only per Equity Share, at a price of Rs. 93/- per Equity Share (at a premium of Rs. 83/- 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 securities to be issued**

27,25,000 Equity Shares of the face value of Rs. 10/- per share of the Company, at a price of Rs. 93/- (including a premium of Rs. 83/-) 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"). 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.

i. **Report of independent registered valuer**

Notwithstanding the provisions of the Companies Act read with Companies (Share Capital and Debentures) Rules, 2014, as amended, which exempts a listed company from determining the price of the shares to be issued on a preferential basis by the valuation report of a registered valuer, however, in accordance with the articles of association of the Company read with the requirement of obtaining Valuation Report, also, considering that the allotment shall be more than 5% of the Post issue fully diluted share capital of the Company, the price of the Equity Shares has been determined taking into account the valuation report of a registered valuer namely Jhamb & Associates, registration no. IBBI/RV/11/2019/12355 having office situated at A-259, Portion-II, Defence Colony, New Delhi 110024.

The price of Rs. 93/- (Indian Rupees Ninety Three only) for the shares to be issued and allotted has been determined in accordance with the said Valuation report.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link:
https://servotech.in/blog/wp-content/uploads/2022/09/Valuation-Report.pdf

ii. The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE"), the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price. Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the minimum issue price.

iii. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

It is to be noted that nothing is mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.

iv. Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is Rs. 93/- (Rupees Ninety Three only).

**4. Amount which the company intends to raise by way of such securities;**

Aggregating up to Rs. 25,34,25,000/-

**5. Purpose/Objects of the Preferential Issue and aggregate amount proposed to be raised**

The Company proposes to raise an amount aggregating up to Rs. 25,34,25,000/- through the Preferential Issue of equity shares. 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.

**6. Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is 1st September, 2022, being the working day preceding 30 days prior to the date of this Extra-Ordinary General Meeting i.e. 1st October, 2022.

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

The Preferential Issue of Equity Shares is proposed to be made to 6 investors which belong to Other than Promoter and Promoter Group.

**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 allotment of equity shares under this 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. Principal terms of assets charged as securities**

Not applicable.

**11. 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 previous financial year i.e. 2021-22, 1 (One) preferential allotment of securities was made by the Company and 3,55,000 Equity Shares of the Company at a price of Rs. 102.16 were allotted 16th March, 2022.

The Company has not made any preferential allotment during the current financial year 2022- 2023.

**12. Material terms of raising such securities**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**13. 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 | Pre-issue shareholding | | No. of shares propose d to be issued | Post issue shareholding | | Identity of the natural persons who are the ultimate beneficial owners of then shares proposed to be allotted |
|---|---|---|---|---|---|---|---|
| | | No. of shares | % of holding | | No. of shares | % of holding | |
| Zenith Mutli Trading DMCC | Non-Promoter Body Corporate (Non-Institution) | NIL | NIL | 20,00,000 | 20,00,000 | 9.16 | Hari Shankar Tibrewala |
| Awadh Impex and Warehousing Pvt Limited | Non-Promoter Body Corporate (Non-Institution) | NIL | NIL | 75,000 | 75,000 | 0.34 | Narender Kumar Rastogi<br>Poonam Rastogi |
| Ms. Ahanna Bhatia | Non-Promoter Individual (Non-Institution) | NIL | NIL | 50,000 | 50,000 | 0.23 | N.A. |
| Ms. Meenakshi | Non-Promoter Individual (Non-Institution) | NIL | NIL | 5,00,000 | 5,00,000 | 2.22 | N.A. |
| Mr. Rohit Jain | Non-Promoter Individual (Non-Institution) | NIL | NIL | 50,000 | 50,000 | 0.23 | N.A. |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Ms. Vineeta Jain | Non-Promoter Individual (Non-Institution) | 21,000 | 0.11 | 50,000 | 71,000 | 0.33 | N.A. |

**Notes:**

1. The percentage is by assuming the allotment of total diluted share capital i.e. issue of equity shares and all warrants issued are fully converted into the equity shares of the Company.
2. Accordingly, the % is calculated upon allotment of 27,25,000 equity shares and assuming full conversion of 4,25,000 shares warrants.

## 14. The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee

| Name of the proposed allottee | Category | Pre-issue shareholding | | No. of shares propose d to be issued | Post issue shareholding* | |
|---|---|---|---|---|---|---|
| | | No. of shares | % of holding | | No. of shares | % of holding |
| Zenith Mutli Trading DMCC | Non-Promoter Body Corporate (Non-Institution) | NIL | NIL | 20,00,000 | 20,00,000 | 9.16 |

* The post preferential percentage of shareholding has been calculated assuming that all shares will be allotted to the said allottee and the warrants are fully converted in equity shares.

## 15. Shareholding pattern of the Company before and after the Preferential Issue

### Pre and Post Preferential Issue Shareholding Pattern of the Company

| 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 | 12883845 | 69.03 | 425000 | 13308845 | 61.00 |
| | b) Central Govt./State Govt. | 0 | 0 | 0 | 0 | 0 |
| | c) Financial Institutions/ Banks | 0 | 0 | 0 | 0 | 0 |
| | d) Any other (Specify) | 0 | 0 | 0 | 0 | 0 |
| Subtotal (A) (1) | | 12900855 | 70.46 | 0 | 13308845 | 61.00 |
| | (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)** | | **12883845** | **69.03** | **425000** | **13308845** | **61.00** |
| | | | | | | |
| **(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 | 1021554 | 5.47 | 2075000 | 3096554 | 14.12 |
| | b) Individuals | | | | | |
| | i. Individual shareholders holding nominal share capital up to Rs. 2 Lakh | 4429247 | 23.73 | 150000 | 4579247 | 21.00 |
| | ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh | 0 | 0 | 0 | 0 | 0 |
| | 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) | 7300 | 0.05 | 0 | 7300 | 0.03 |
| | g) Any Other (HUF) | 185771 | 0.99 | 0 | 185771 | 0.85 |
| | h) Any Other (NRI) | 137712 | 0.73 | 500000 | 637712 | 3.00 |
| **Subtotal (B) (2)** | | **5781584** | **30.97** | **2725000** | **8506584** | **39.00** |
| **Total Public Shareholding (B) = (B)(1)+(B)(2)** | | | | | | |
| **(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)** | | **18665429** | **100** | **3150000** | **21815429** | **100** |

**Notes:**

1. The percentage of post issue is calculated by assuming the both the-allotment of total diluted share capital i.e. issue of equity shares (as per Item no. 1) and all warrants issued (as per Item no. 2) are fully converted into the equity shares of the Company.
2. Accordingly, the % is calculated upon allotment of 27,25,000 equity shares and assuming full conversion of 4,25,000 shares warrants.

## 16. 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. Valuation and Justification for the allotment proposed to be made for consideration other than cash

Notwithstanding the provisions of the Companies Act read with Companies (Share Capital and Debentures) Rules, 2014, as amended, which exempts a listed company from determining the price of the shares to be issued on a preferential basis by the valuation report of a registered valuer, however, in accordance with the articles of association of the Company, the price of the Equity Shares has been determined taking into account the valuation report of a registered valuer namely Jhamb & Associates, registration no. IBBI/RV/11/2019/12355 having office situated at A-259, Portion-II, Defence Colony, New Delhi 110024.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link:

**18. Lock-in Period**

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

**19. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

Non-Promoter

**20. Undertakings**

i. None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of it Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

ii. The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.

iii. As the Equity Shares have been listed for a period of more than ninety 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.

iv. 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.

v. 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.

vi. 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. Company Secretary's Certificate**

The certificate from Practising Company Secretary, R&D 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 and will also be made available on the Company's website and will be accessible at link: www.servotech.in

**22. Other disclosures**

i. During the previous financial year i.e. 2021-22, 1 (One) preferential allotment of securities was made by the Company and 3,55,000 Equity Shares of the Company at a price of Rs. 102.16 were allotted 16th March, 2022.

   The Company has not made any preferential allotment during the current financial year 2022- 2023.

ii. Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is more than 5% also as per the enabling provisions of Memorandum and Article of Association of the Company, the report of the registered valuer has been obtained as 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 and under applicable provisions of SEBI ICDR Regulations.

iii. 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 under the Preferential Issue is for a cash consideration.

iv. Investors have confirmed that they have 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. 1 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. 1 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. 1 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.

**ITEM NO. 2**

The Company needs to raise additional funds to strengthen its balance sheet, have access to long term resources to meet its growth requirements and for general corporate purposes. Considering raising funds through preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors at its meeting dated 6th September, 2022 have proposed to create, offer, issue and allot up to 4,25,000 (Twenty Four Lakh Twenty Five Thousand Only) Warrants, each convertible into, or exchangeable for, 1 (one) fully paid- up

equity share of the Company having face value of Rs. 1/- ( Rupee One Only) ("Equity Share") each ("Warrants") at a price (including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 93/- (Rupees Ninety Three only) each to be payable in cash ("Warrant Issue Price"), aggregating upto Rs. 3,95,25,000/- (Rupees Three Crores Five Lakhs Twenty Five Thousand Only) ("Total Issue Size") on a preferential basis to the Promoter/Promoter Group ("Warrant Holder(s)"/ "Proposed Allottee(s)") on preferential basis.

Approval of the Members by way of special resolution is being sought inter-alia in terms of Sections 23(1)(b), 42 and 62(1)(c) the Companies Act, 2013 ("Act") as well as Regulation 160 of the ICDR Regulations to create, offer, issue and allot Warrants as per details mentioned in the resolution at Item no.2 of this Notice.

The issue and allotment of Warrants including resultant equity shares arising out of exercise of option attached to Warrants shall be on the terms and conditions, as mentioned below:

a) Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants (including the Equity Shares to be allotted on conversion of such Warrants) shall be made only in dematerialised form;
b) In accordance with the provisions of Regulation 161 of ICDR Regulations, the 'Relevant Date for the Warrant issue is determined to be Thursday, 1st September, 2022;
c) In accordance with the applicable provisions of the ICDR Regulations an amount of Rs. 98,81,250/- (Rupees Ninety Eight Lakh Eighty One Two Hundred and Fifty Only) which is equivalent to 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company as upfront payment ("Warrant Subscription Price");
d) The Warrant Holders shall be, subject to the ICDR Regulations and other applicable rules, regulations and laws, entitled to exercise the conversion rights attached to the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exchanged or converted with/into the Equity Shares of the Company and making payment at the rate of Rs. 93/- (Rupees Ninety Three only) for an amount of Rs. 2,96,43,750/- (Indian Rupees Two Crores Ninety Six Lakhs Forty Three Thousand Seven Hundred and Fifty Only) being 75% (seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price") in respect of each Warrant proposed to be converted by the Warrant Holder;
e) Pursuant to Regulation 160(c) of ICDR Regulations, the allotment of the Warrants. On receipt of such application from a Warrant Holder, the Company shall without any further approval from the Shareholders of the Company take necessary steps to issue and allot the corresponding number of Equity Shares to the Warrant Holders;
f) If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;
g) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company and Warrants allotted in terms of this resolution and the resultant Equity Shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as per the provisions of the ICDR Regulations;
h) The Equity Shares allotted on exercise of the Warrants shall only be in dematerialized form before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its Equity Shares are listed and shall rank pari-passu with the then existing Equity Shares of the Company in all respects including entitlement to voting powers and dividend;
i) The proposed issue and allotment of the Warrants and the exercise of option thereof will be governed by the Memorandum and Articles of Association of the Company, the Act,

ICDR Regulations, Listing Regulations, applicable rules, notifications and circulars issued by the SEBI, Reserve Bank of India and such other acts/rules/regulations as maybe applicable and subject to necessary approvals/consents, if any, from the statutory and/or regulatory authorities;

j) The allotment of the Warrants is subject to the Proposed Allottees and any member of promoter and promoter group not having sold any Equity Shares of the Company during 90 trading days preceding the Relevant Date i.e., Thursday, 1st September, 2022.

k) The Company is for the first time since its incorporation issued Share Warrants, therefore, there is no possibility of any person belonging to promoter/ promoter group having previously subscribed to warrants of the Company but has failed to exercise the warrants.

**The details of the Warrant issue and other particulars and relevant disclosures, inter alia, as required under of the Companies Act, 2013 including rules notified thereunder ("Act") and under Regulation 163 of the ICDR Regulations (including any statutory modifications(s) or re-enactment thereof, for the time being in force) are set out below:**

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

The Board of Directors at its meeting held on 6th September, 2022 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 425000 warrants convertible into equivalent no. of equity shares of the face value of Rs. 10 only per Equity Share, at a price of Rs. 93 per Equity Share (at a premium of Rs. 83 per Equity Share) to the Investors, for cash consideration, by way of a preferential issue on a private placement basis.

**2. 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"). 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.

**3. Amount which the company intends to raise by way of such securities;**

Aggregating up to Rs. 3,95,25,000/-

**4. Purpose/Objects of the Preferential Issue and aggregate amount proposed to be raised**

The Company proposes to raise an amount aggregating up to Rs. 3,95,25,000/- through 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. Kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued**

Upto 4,25,000 (Four Lakhs Twenty Five Thousand), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company presently have face value of Rs. 10/- (Rupee Ten Only) ("Equity Share") each at a price (including the Warrant Subscription Price

and the warrant exercise price) of Rs. 93/- (Rupees Ninety Three only) each to be payable in cash ("Warrant Issue Price"), aggregating upto Rs. 3,95,25,000/- (Rupees Three Crores Ninety Five Lakhs Twenty Five Thousand Only) ("Total Issue Size"), out of which 25% (twenty five per cent) of the Warrant Issue Price shall be paid by the Warrant Holders to the Company before the allotment of Warrant ("Warrant Subscription Price") and 75% (seventy five per cent) of the Warrant Issue Price ("Warrant Exercise Price") shall be paid by the Warrant Holders to the Company upon exercise of Warrant entitlement.

**6. Intent of the Promoters, Director(s) or Key Managerial Personnel of the Company to subscribe to the offer**

The following Promoters, Director(s) or Key Managerial Personnel of the Company intends to subscribe to the Warrants by way of Preferential Issue upto 4,25,000 (Four Lakh Twenty Five Thousand only):

| Sl. No. | Name | Category | Maximum No. of warrants to be allotted |
|---|---|---|---|
| 1. | Ms. Sarika Bhatia | Promoter/Promoter Group, Whole-time Director | 4,25,000 |
| | | **TOTAL** | **4,25,000** |

Except as mentioned above, no other Promoters, Directors or Key Managerial Personnel of the Company will subscribe to the proposed issue and they will not be making any contribution as part of the offer.

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

Pursuant to Regulation 170 of ICDR Regulations, preferential allotment of the Warrants is required to be completed within a period of 15 (fifteen) days from the date of passing of the special resolution of the Shareholders of the Company or within such other statutory time limits as may be prescribed by the regulatory authorities subject to all the necessary approvals being in place. If any approval or permissions by any regulatory or statutory authority(ies) for allotment is pending, the period of 15 (fifteen) days shall commence from the date of such approval or permission being obtained.

**8. Identity of the natural persons who are the ultimate beneficial owners of the 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 issuer consequent to the preferential issue:**

| Name of the proposed allottee | Category | Pre-issue shareholding | | No. of shares proposed to be issued | Post issue shareholding | | Identity of the natural persons who are the ultimate beneficial owners of then shares proposed to be allotted |
|---|---|---|---|---|---|---|---|
| | | No. of shares | % of holding | | No. of shares | % of holding | |
| Sarika Bhatia | Promoter Individual (Non-Institution) | 25,79,675 | 13.82 | 4,25,000 | 30,04,675 | 13.77 | NA |

**Notes:**

1. The percentage is by assuming the allotment of total diluted share capital i.e. issue of equity shares and all warrants issued are fully converted into the equity shares of the Company.

2. Accordingly, the % is calculated upon allotment of 27,25,000 equity shares and assuming full conversion of 4,25,000 shares warrants.

**9. The change in control, if any, in the Company that would occur consequent to the Preferential Issue, and the percentage of post preferential issue capital that may be held by the allottee**

Upon the issuance and allotment of the warrants and equity shares in exchange of the Warrants, there is no likely change of control of the Company.

**10. Relevant Date and Warrant Issue Price:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue is 1st September, 2022, being the working day preceding 30 days prior to the date of this Extra-Ordinary General Meeting i.e. 1st October, 2022

The minimum issue price or Floor Price for issue of Warrants as determined in accordance with Regulation 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is ` 93/- (Rupees Ninety Three only). In view of the above, the Board has approved a Warrant Issue Price of 93/- (Rupees Ninety Three only).

**11. Basis or Justification of Warrant issue price**

i. **Report of independent registered valuer**

Notwithstanding the provisions of the Companies Act read with Companies (Share Capital and Debentures) Rules, 2014, as amended, which exempts a listed company from determining the price of the shares to be issued on a preferential basis by the valuation report of a registered valuer, however, in accordance with the articles of association of the Company, the price of the Equity Shares has been determined taking into account the valuation report of a registered valuer namely Jhamb & Associates, registration no. IBBI/RV/11/2019/12355 having office situated at A-259, Portion-II, Defence Colony, New Delhi 110024.

The price of Rs. 93/- (Indian Rupees Ninety Three only) for the shares to be issued and allotted has been determined in accordance with the said Valuation report.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link:

ii. The Equity Shares of the Company are listed on National Stock Exchange of India Limited ("NSE"), the shares were frequently traded on and the trading volume of Equity Shares of the Company was higher on NSE during the preceding 90 trading days prior to the Relevant Date for computation of issue price. Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the minimum issue price.

iii. In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which Warrants shall be allotted shall not be less than higher of the following:

a) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

b) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

It is to be noted that nothing is mentioned in the Articles of Association of the Company provide for a method of determination of floor price for equity shares to be allotted pursuant to the preferential issue.

iv. Pursuant to above, the minimum issue price determined in accordance with Regulations 164(1) read with Regulation 161 of Chapter V of the ICDR Regulations is 93/- (Rupees Ninety Three only) which is computed vide Valuation report obtained by the Company. In view of the above, the Board of the Company has fixed the Warrant Issue price (i.e. the price including the Warrant Subscription Price and the Warrant Exercise Price) of Rs. 93/- (Rupees Ninety Three only) which is above the Minimum Price as determined in compliance with the requirements of the ICDR Regulations.

**12. 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 previous financial year i.e. 2021-22, 1 (One) preferential allotment of securities was made by the Company and 3,55,000 Equity Shares of the Company at a price of Rs. 102.16 were allotted 16th March, 2022.

**13. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable.

**14. Lock-in Period**

The Equity Shares to be allotted on a preferential basis shall be locked-in for such period as specified under Regulations 167 of the SEBI ICDR Regulations.

**15. Listing:**

The Company will make an application to NSE at which the existing Equity Shares are presently listed, for listing of the Equity Shares that will be issued on conversion of Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the then existing Equity Shares of the Company, in all respects, including voting rights and dividend.

**16. Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

Ms. Sarika Bhatia belong to the promoter and promoter group of the Company as on date of this Notice. Further, upon the issuance and allotment of the warrants, she will continue to be categorized members of the promoter group of the Company.

**17. Principal terms of assets charged as securities:**

Not applicable.

**18. Material terms of raising such securities**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**19. Company Secretary's Certificate**

The certificate from Practising Company Secretary, R&D 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 and will also be made available on the Company's website and will be accessible at link: www.servotech.in

**20. Undertakings**

i. None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of it Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

ii. The Company is eligible to make the Preferential Issue to its Investor under Chapter V of the SEBI ICDR Regulations.

iii. As the Equity Shares have been listed for a period of more than ninety 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.

iv. 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.

v. 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.

vi. 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. Valuation and Justification for the allotment proposed to be made for consideration other than cash**

Notwithstanding the provisions of the Companies Act read with Companies (Share Capital and Debentures) Rules, 2014, as amended, which exempts a listed company from determining the price of the shares to be issued on a preferential basis by the valuation report of a registered valuer, however, in accordance with the articles of association of the Company, the price of the Equity Shares has been determined taking into account the valuation report of a registered valuer namely Jhamb & Associates, registration no. IBBI/RV/11/2019/12355 having office situated at A-259, Portion-II, Defence Colony, New Delhi 110024.

**22. Change in control:**

As a result of the proposed Preferential Issue of Equity Shares and Warrants, there will be no change in the control or management of the Company.

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

The Preferential Issue of Equity Shares is proposed to be made to 6 investors which belong to Other than Promoter and Promoter Group.

## 24. Shareholding pattern of the Company before and after the Preferential Issue

| 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** | | | | | |
| | (3) Indian | | | | | |
| | e) Individuals/HUF | 12883845 | 69.03 | 425000 | 13308845 | 61.00 |
| | f) Central Govt./State Govt. | 0 | 0 | 0 | 0 | 0 |
| | g) Financial Institutions/ Banks | 0 | 0 | 0 | 0 | 0 |
| | h) Any other (Specify) | 0 | 0 | 0 | 0 | 0 |
| Subtotal (A) (1) | | 12900855 | 70.46 | 0 | 13308845 | 61.00 |
| | (4) Foreign | | | | | |
| | c) Individuals (Non-Resident Individuals/Foreign Individuals) | 0 | 0 | 0 | 0 | 0 |
| | d) 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)** | | **12883845** | **69.03** | **425000** | **13308845** | **61.00** |
| | | | | | | |
| **(B)** | **Public Shareholding** | | | | | |
| | (3) Institutions | 0 | 0 | 0 | 0 | 0 |
| | j) Mutual Funds/UT | 0 | 0 | 0 | 0 | 0 |
| | k) Financial Institutions/Banks | 0 | 0 | 0 | 0 | 0 |
| | l) Central Govt./State Govt. | 0 | 0 | 0 | 0 | 0 |
| | m) Venture Capital Funds | 0 | 0 | 0 | 0 | 0 |
| | n) Insurance Companies | 0 | 0 | 0 | 0 | 0 |
| | o) Foreign Institutional Investors/ Foreign Portfolio Investors | 0 | 0 | 0 | 0 | 0 |
| | p) Foreign Venture Capital Investors | 0 | 0 | 0 | 0 | 0 |
| | q) Alternate Investment Fund | 0 | 0 | 0 | 0 | 0 |
| | r) Provident funds/Pension funds | 0 | 0 | 0 | 0 | 0 |
| **Subtotal (B) (1)** | | **0** | **0** | **0** | **0** | **0** |
| | (4) Non-institutions | | | | | |
| | i) Bodies Corporate | 1021554 | 5.47 | 2075000 | 3096554 | 14.12 |
| | j) Individuals | | | | | |
| | iii. Individual shareholders holding nominal share capital up to Rs. 2 Lakh | 4429247 | 23.73 | 150000 | 4579247 | 21.00 |
| | iv. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh | 0 | 0 | 0 | 0 | 0 |
| | k) NBFC Registered with RBI | 0 | 0 | 0 | 0 | 0 |
| | l) Employee Trusts | 0 | 0 | 0 | 0 | 0 |
| | m) Overseas Depositories (holding DRs) (balancing figure) | 0 | 0 | 0 | 0 | 0 |
| | n) Any Other (Clearing Member) | 7300 | 0.05 | 0 | 7300 | 0.03 |
| | o) Any Other (HUF) | 185771 | 0.99 | 0 | 185771 | 0.85 |

| | | | | | | |
|---|---|---|---|---|---|---|
| | p) Any Other (NRI) | 137712 | 0.73 | 500000 | 637712 | 3.00 |
| **Subtotal (B) (2)** | | **5781584** | **30.97** | **2725000** | **8506584** | **39.00** |
| **Total Public Shareholding (B) = (B)(1)+(B)(2)** | | | | | | |
| **(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)** | | **18665429** | **100** | **3150000** | **21815429** | **100** |

**Notes:**

1. The percentage of post issue is calculated by assuming the both the-allotment of total diluted share capital i.e. issue of equity shares (as per Item no. 1) and all warrants issued (as per Item no. 2) are fully converted into the equity shares of the Company.
2. Accordingly, the % is calculated upon allotment of 27,25,000 equity shares and assuming full conversion of 4,25,000 shares warrants.

## 25. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter

The equity share warrants are being issued and allotted to Promoter and Promoter Group

## 26. Other disclosures

i. During the previous financial year i.e. 2021-22, 1 (One) preferential allotment of securities was made by the Company and 3,55,000 Equity Shares of the Company at a price of Rs. 102.16 were allotted 16th March, 2022.

   The Company has not made any preferential allotment during the current financial year 2022- 2023.

ii. Since the Equity Shares of the Company are listed on the stock exchanges and the Preferential Issue is more than 5% also as per the enabling provisions of Memorandum and Article of Association of the Company, the report of the registered valuer has been obtained as 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 and under applicable provisions of SEBI ICDR Regulations.

iii. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;

iv. 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 under the Preferential Issue is for a cash consideration.

v. Investors have confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

Mr. Raman Bhatia, Managing Director and Spouse of Ms. Sarika Bhatia and their relatives being part of the promoter/promoter group are concerned or interested in the resolution at Item No. 2 only, to the extent of their shareholding interest in the Company.

The other Directors/Key Managerial Personnel(s) of the Company or their relatives are not concerned or interested, financially or otherwise, in the above referred resolutions, except to the extent of their shareholding interest, if any, in the Company.

In terms of the provisions of Section 23(1)(b), Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act"), Regulation 160(b) of Chapter V of ICDR Regulations, the said issue of Warrants requires prior approval of the Shareholders of the Company by way of a Special Resolution.

The Board believes that the proposed issue of Warrants is in the best interest of the Company and its Shareholders and therefore recommends the agenda mentioned in Item No. 2 to be approved by Special Resolution of the Members.

Date: 6th September, 2022
Place: New Delhi

**By the order of the Board**
**Servotech Power Systems Limited**

PRIYA PANDEY
Digitally signed by PRIYA PANDEY
Date: 2022.09.08 17:51:51 +05'30'

**Priya Pandey**
**Company Secretary**
**ICSI Mem. No.: A35815**
**Registered Office:**
Add.: 806, 8th Floor, Crown Heights,
Hotel Crown Plaza, Sector-10, Rohini,
New Delhi-110085

# SERVOTECH POWER SYSTEMS LIMITED

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

The remote e-voting period begins on Wednesday, 28th September, 2022 at 09:00 A.M. and ends on Friday, 30th September, 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. Saturday, 24th September, 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 Saturday, 24th September, 2022.

**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 December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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.<br>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<br>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.<br>4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.<br>**NSDL Mobile App is available on**<br>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/loginor www.cdslindia.com and click on New System Myeasi.<br>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.<br>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration<br>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.

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<br>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<br>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<br>For example if folio number is 001*** and EVEN is 122180 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 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 Mhratre 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 Company's RTA at mukesh@bighsareonline.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 December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM 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. 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 Monday, 26th September, 2022 (09.00 a.m. IST) and Wednesday, 28th September, 2022 (05.00 p.m. IST). The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**OTHER INSTRUCTIONS**

i. 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. 24th September, 2022. 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 AGM.
ii. The result shall be declared not later than 48 hours from conclusion of this Annual 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.

iii. 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. Saturday, 1st October, 2022.

**By the order of the Board**
**Servotech Power Systems Limited**

PRIYA PANDEY
Digitally signed by PRIYA PANDEY
Date: 2022.09.08 17:52:19 +05'30'

**Date:** 6th September, 2022

**Priya Pandey**
**Company Secretary**
ICSI Mem. No.: A35815

**Place:** New Delhi

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