SHIVALIC
LT & HT ELECTRICAL PANELS

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Ref. No. -SPCL/SE/26-27/28
Date: 07/09/2026

To,
The Manager,
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

Trading Symbol: SPCL
ISIN: (INE0T7B01010)

Subject: Submission of Notice Convening the 22nd Annual General Meeting ("AGM") for Financial Year 2025-2026

Dear Sir/Madam,

This is to inform that the 22nd Annual General Meeting ("AGM") of the Company will be held on Wednesday, September 30, 2026, at 12:30 P.M. at registered office of the Company Situated at Plot No. 72, Sector-68, IMT, Ballabhgarh, Faridabad-121004 with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the Notice of AGM for the financial year 2025-26, which is being sent through electronic mode to the Shareholders.

The said notice which forms part of the Annual Report for the financial year 2025-26, is also made available on the Company's website at *https://shivalic.com/*

Kindly, take the above submissions on your record.

Thanking you,

For and on behalf of the Board of Directors
SHIVALIC POWER CONTROL LIMITED

Amit Kanwar Jindal
Digitally signed by Amit Kanwar Jindal
Date: 2026.09.07 16:53:29 +05'30'

Amit Kanwar Jindal
(Managing Director)
DIN: 00034633

NOTICE OF THE 22ND ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Second (22nd) Annual General Meeting ("AGM") of the Members of SHIVALIC POWER CONTROL LIMITED will be held on Wednesday, 30th September, 2026 at 12:30 P.M. at the Registered Office of the Company situated at Plot No. 72, Sector-68, IMT Faridabad, Dayalpur, Faridabad – 121004, Haryana to transact the following businesses:

ORDINARY BUSINESS

1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS ("THE BOARD") AND AUDITORS THEREON.

2. TO APPOINT A DIRECTOR IN THE PLACE OF MRS. SAPNA JINDAL (DIN: 03269137) WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT..

3. TO APPOINT M/S T A S H & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 017326N), AS STATUTORY AUDITORS OF THE COMPANY.

SPECIAL BUSINESS

4. TO APPOINT M/S T A S H & ASSOCIATES, CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 017326N), AS STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION TILL THE CONCLUSION OF THE ANNUAL GENERAL MEETING.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139,141 & 142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), and in accordance with the provisions stipulated by SEBI vide its circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019 and on the recommendations of the Audit Committee and the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded for appointment of M/s. T A S H & Associates, Chartered Accountants (Firm Registration No. 017326N) as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Shiva & Associates, Chartered Accountants (Firm Registration No. 009989N) and to hold office as the Statutory Auditors of the Company till the conclusion of the this Annual General Meeting of Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in this behalf), be and is hereby authorised to do all such acts, deeds, and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard"

5. TO REGULARISE THE APPOINTMENT OF MR. SUNIL KUMAR SINGH (DIN: 08773270) AS DIRECTOR OF THE COMPANY.

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) or modification(s) thereof), Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Sunil Kumar Singh (DIN: 08773270), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 06th March 2026 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in this behalf), be and is hereby authorised to do all such acts, deeds, and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard."

6. TO REGULARISE THE APPOINTMENT OF MR. PRAVIN KUMAR MISHRA (DIN: 11357419) AS DIRECTOR OF THE COMPANY.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and pursuant to the applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) or modification(s) thereof), Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the Board, Mr. Pravin Kumar Mishra (DIN: 11357419) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 31st October 2025 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, the Board of Directors (which term shall be deemed to include any Committee of the Board authorised in this behalf), be and is hereby authorised to do all such acts, deeds, and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard."

7. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. SOMAYA SOLAR SOLUTION LIMITED.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), pursuant to the provisions of Regulations 2(1)(zc), Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any amendment, modification, variation or re-enactment thereof and the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with SOMAYA SOLAR SOLUTIONS LIMITED, related party of the Company, for an aggregate value not exceeding ₹_100 Crore/-(Rupees Hundred Crore Only), as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) /arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for a period commencing from the 22nd Annual General Meeting upto the date of 23rd Annual General Meeting of the Company to be held in the year 2027, individually in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

8. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH M/S. & PRIMA SOLAR HR PRIVATE LIMITED.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable rules made thereunder (including statutory modification(s) of re-enactment thereof, for the time being in force), pursuant to the provisions of Regulations 2(1)(zc), Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any amendment, modification, variation or re-enactment thereof and the Company's Policy on Related Party Transactions and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and upon the recommendation/ approval of Audit Committee/ Board of Directors, the approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) for entering into/ ratifying and/ or carrying out, contract(s) or agreement(s) or arrangement(s) or transaction(s) (whether individual transaction or transactions taken together or series of transactions or otherwise) with Prima Solar HR Private Limited, related party of the Company, for an aggregate value not exceeding ₹_100 Crore/-(Rupees Hundred Crore Only), as specified in the explanatory statement, whether by way of entering into new contract(s) / agreement(s) /arrangement(s) / transaction(s) or renewal(s) or continuation or extension(s) or modification(s) of earlier contract(s) / agreement(s) / arrangement(s)/ transaction(s) or otherwise on such terms and conditions as the Board may deem fit, for a period commencing from the 22nd Annual General Meeting upto the date of 23rd Annual General Meeting of the Company to be held in the year 2027, individually in excess of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company during such financial year.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions powers herein conferred to, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and also to execute such documents, writings etc. as may be necessary to give effect to this resolution.

9. APPROVAL AND ADOPTION OF "SHIVALIC POWER CONTROL LIMITED EMPLOYEE STOCK OPTION PLAN 2026" ("SPCL ESOP 2026") AND GRANT OF OPTIONS THEREUNDER TO THE ELIGIBLE EMPLOYEES 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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations"), including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force and in accordance with circulars/guidelines issued by SEBI, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions of any regulatory or other authority as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approval(s), permission(s) or sanction(s) and pursuant to the recommendation of the Nomination and Remuneration Committee ("NRC") and approval of the Board of Directors ("the Board") at their respective meetings held on September 05, 2026, the consent of the Members of the Company be and is hereby accorded to approve and adopt the "Shivalic Power Control Limited Employee Stock Option Plan 2026" ("SPCL ESOP 2026"/"Scheme"), the salient features of which are set out in the Statement annexed to this Notice, for the benefit of such Eligible Employees of the Company as may be determined by the Board of Directors ("Board", which term shall be deemed to include the Nomination and Remuneration Committee of the Board, acting as the "Compensation Committee" for the purposes of the Scheme and the SBEB Regulations) from time to time under the Scheme.

RESOLVED FURTHER THAT the Board and/or the Compensation Committee be and is hereby authorised to create, offer, issue and grant, from time to time, in one or more tranches, employee stock options not exceeding 3,00,000 (Three Lakh) ("Options") to or for the benefit of such Eligible Employees of the Company as may be determined under the Scheme, exercisable into not more than 3,00,000 (Three Lakh) equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, being approximately 1.24% of the existing paid-up equity share capital of the Company as on the date of this Notice (paid-up share capital of Rs. 24,11,57,540/- comprising 2,41,15,754 equity shares of Rs. 10/- each) ("Ceiling"), with each Option conferring on the holder thereof a right, but not an obligation, to apply for and be allotted one fully paid-up equity share of the Company against payment of the Exercise Price, save and except that no Option shall be granted to any Employee who is a Promoter or belongs to the Promoter Group of the Company, or to any Independent Director of the Company, or to any Director who, either himself or through his relative or through any bodycorporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding equity shares of the Company.

RESOLVED FURTHER THAT the Exercise Price payable by the Eligible Employees for the equity shares to be allotted upon exercise of the Options shall be the face value of the equity shares of the Company, being Rs. 10/- (Rupees Ten only) each, at present, in accordance with the terms of the Scheme, and shall be in compliance with the accounting standards specified under the SBEB Regulations, including any 'Guidance Note on Accounting for Employee Share-based Payments' issued in that regard from time to time.

RESOLVED FURTHER THAT the Board and/or the Compensation Committee be and is hereby authorised to offer, issue and allot equity shares upon exercise of options from time to time in accordance with the Scheme, and such equity shares shall rank pari passu, in all respects, with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, change in capital structure, merger, demerger, amalgamation, etc. of the Company, the number of Options granted/to be granted under the Scheme and/or the Exercise Price shall be suitably adjusted by the Board/Compensation Committee, as may be required, in compliance with the provisions of the SBEB Regulations and other applicable laws, so as not to be detrimental to the interests of the Eligible Employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and other applicable laws and regulations, to the extent relevant and applicable to the Scheme, including following the Fair Value method for accounting of the compensation cost, if any, in respect of the Options granted under the Scheme.

RESOLVED FURTHER THAT pursuant to the provisions of the Scheme and the SBEB Regulations, the Board and/or the Compensation Committee be and is hereby authorised to re-price the Options which are not exercised, whether or not they have been vested, if the Scheme is rendered unattractive due to a fall in the price of the shares of the Company in the stock market, provided that such re-pricing shall not be detrimental to the interests of the Eligible Employees.

RESOLVED FURTHER THAT at the time of grant, vesting or exercise of the Options by a Grantee, in whole or in part, any tax obligation of the Company which may arise in connection with the Options, including obligations arising upon (i) the exercise of the Options and/or (ii) the transfer of any shares acquired upon exercise of the Options, shall be recovered from the Eligible Employee, by such methods as may be prescribed by the Board/Compensation Committee and as permissible under law.

RESOLVED FURTHER THAT the Board and/or the Compensation Committee be and is hereby authorised to make such modifications, changes, variations, alterations or revisions in the Scheme or in any Options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion, in conformity with the provisions of the Act, the SBEB Regulations and other applicable laws, provided that such modification is not detrimental to the interests of the Eligible Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Compensation Committee 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, expedient, proper or desirable, and to settle all questions, difficulties or doubts that may arise in this regard, at any stage, including at the time of listing of the equity shares issued pursuant to the Scheme, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to the Compensation Committee, with a power to further delegate to any Director(s)/officer(s) of the Company, to do all such acts, deeds, matters and things as may be necessary in this regard, including to execute such documents, writings, etc., as may be necessary.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorised on behalf of the Company to sign, execute, issue, modify, file such agreements, deeds, documents, letters and such other papers as may be necessary, desirable or expedient, and to make all necessary filings, including but not limited to applications to any regulatory/governmental authority/third parties, as may be required, and to the Stock Exchange(s) to seek its in-principle and final approval for the listing and trading of the equity shares allotted pursuant to the Scheme, in accordance with the provisions of the SBEB Regulations/Listing Regulations, applicable provisions of the Act and the rules framed thereunder and other applicable laws."

10. EXTENSION OF THE BENEFITS OF “SPCL ESOP 2026” TO THE ELIGIBLE EMPLOYEES OF THE SUBSIDIARY COMPANY(IES), ASSOCIATE COMPANY(IES), HOLDING COMPANY AND GROUP COMPANY(IES) 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 Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Share Capital and Debentures) Rules, 2014, Regulation 6(3) and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”), including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force and in accordance with circulars/guidelines issued by SEBI, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions and sanctions of any regulatory or other authority as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approval(s), permission(s) or sanction(s), and pursuant to the recommendation of the Nomination and Remuneration Committee (“NRC”) and approval of the Board of Directors (“the Board”) at their respective meetings held on September 05, 2026, the consent of the Members of the Company be and is hereby accorded to extend the benefits of the “Shivalic Power Control Limited Employee Stock Option Plan 2026” (“SPCL ESOP 2026”/“Scheme”), the salient features of which are set out in the Statement annexed to this Notice, to such Eligible Employees (present and/or future) of the Subsidiary Company(ies), Associate Company(ies), Holding Company and Group Company(ies) of the Company, as may be determined by the Board of Directors (“Board”, which term shall be deemed to include the Nomination and Remuneration Committee of the Board, acting as the “Compensation Committee” for the purposes of the Scheme and the SBEB Regulations) from time to time under the Scheme.

RESOLVED FURTHER THAT the Board and/or the Compensation Committee be and is hereby authorised to create, offer, issue and grant, from time to time, in one or more tranches, employee stock options not exceeding 3,00,000 (Three Lakh) (“Options”) to or for the benefit of such Eligible Employees of the Subsidiary Company(ies), Associate Company(ies), Holding Company and Group Company(ies) of the Company as may be determined under the Scheme, exercisable into not more than 3,00,000 (Three Lakh) equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company, being approximately 1.24% of the existing paid-up equity share capital of the Company as on the date of this Notice (paid-up share capital of Rs. 24,11,57,540/- comprising 2,41,15,754 equity shares of Rs. 10/- each) (“Ceiling”), with each Option conferring on the holder thereof a right, but not an obligation, to apply for and be allotted one fully paid-up equity share of the Company against payment of the Exercise Price, save and except that no Option shall be granted to any Employee who is a Promoter or belongs to the Promoter Group of the Company, or to any Independent Director of the Company, or to any Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding equity shares of the Company.

RESOLVED FURTHER THAT the maximum number of Options that may be granted, in aggregate, to all Eligible Employees of the Company and of the Subsidiary Company(ies), Associate Company(ies), Holding Company and Group Company(ies) of the Company, taken together, shall not exceed the Ceiling of 3,00,000 (Three Lakh) Options.

RESOLVED FURTHER THAT the Exercise Price payable by such Eligible Employees for the equity shares to be allotted upon exercise of the Options shall be the face value of the equity shares of the Company, being Rs. 10/- (Rupees Ten only) each, at present, in accordance with the terms of the Scheme, and shall be in compliance with the accounting standards specified under the SBEB Regulations, including any ‘Guidance Note on Accounting for Employee Share-based Payments’ issued in that regard from time to time..

RESOLVED FURTHER THAT the Board and/or the Compensation Committee be and is hereby authorised to offer, issue and allot equity shares upon exercise of Options from time to time in accordance with the Scheme, and such equity shares shall rank pari passu, in all respects, with the then existing equity shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, split or consolidation of shares, change in capital structure, merger, demerger, amalgamation, etc. of the Company, the number of Options granted/to be granted under the Scheme and/or the Exercise Price shall be suitably adjusted by the Board/Compensation Committee, as may be required, in compliance with the provisions of the SBEB Regulations and other applicable laws, so as not to be detrimental to the interests of the Eligible Employees.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and other applicable laws and regulations, to the extent relevant and applicable to the Scheme, including following the Fair Value method for accounting of the compensation cost, if any, in respect of the Options granted under the Scheme.

RESOLVED FURTHER THAT pursuant to the provisions of the Scheme and the SBEB Regulations, the Board and/or the Compensation Committee be and is hereby authorised to re-price the Options which are not exercised, whether or not they have been vested, if the Scheme is rendered unattractive due to a fall in the price of the shares of the Company in the stock market, provided that such re-pricing shall not be detrimental to the interests of the Eligible Employees.

RESOLVED FURTHER THAT at the time of grant, vesting or exercise of the Options by a Grantee, in whole or in part, any tax obligation of the Company which may arise in connection with the Options, including obligations arising upon (i) the exercise of the Options and/or (ii) the transfer of any shares acquired upon exercise of the Options, shall be recovered from the Eligible Employee, by such methods as may be prescribed by the Board/Compensation Committee and as permissible under law.

RESOLVED FURTHER THAT the Board and/or the Compensation Committee be and is hereby authorised to make such modifications, changes, variations, alterations or revisions in the Scheme or in any Options granted thereunder, as it may deem fit, from time to time, in its sole and absolute discretion, in conformity with the provisions of the Act, the SBEB Regulations and other applicable laws, provided that such modification is not detrimental to the interests of the Eligible Employees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or the Compensation Committee 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, expedient, proper or desirable, and to settle all questions, difficulties or doubts that may arise in this regard, at any stage, including at the time of listing of the equity shares issued pursuant to the Scheme, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred herein to the Compensation Committee, with a power to further delegate to any Director(s)/officer(s) of the Company, to do all such acts, deeds, matters and things as may be necessary in this regard, including to execute such documents, writings, etc., as may be necessary.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorised on behalf of the Company to sign, execute, issue, modify, file such agreements, deeds, documents, letters and such other papers as may be necessary, desirable or expedient, and to make all necessary filings, including but not limited to applications to any regulatory/governmental authority/third parties, as may be required, and to the Stock Exchange(s) to seek its in-principle and final approval for the listing and trading of the equity shares allotted pursuant to the Scheme, in accordance with the provisions of the SBEB Regulations/Listing Regulations, applicable provisions of the Act and the rules framed thereunder and other applicable laws."

11. TO APPROVE GRANT OF LOAN TO PRIMA SOLAR HR PRIVATE LIMITED UNDER SECTION 185 OF THE COMPANIES ACT, 2013.

TO CONSIDER AND, IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any Committee thereof or any person(s) authorised by the Board to exercise its powers, including the powers conferred under this resolution) to ratify, confirm and approve the loan of Rs. ₹1.50 Crore (Rupees One Crore Fifty Lakh only) already advanced by the Company to Prima Solar HR Private Limited, a subsidiary of the Company, and to advance such further loan(s) to Prima Solar HR Private Limited, from time to time, up to a maximum aggregate amount of Rs. 20 Crore outstanding at any point of time, on such terms and conditions, including rate of interest, tenure and repayment schedule, as the Board may deem fit, notwithstanding that Mr. Amit Kanwar Jindal, Managing Director of the Company, is interested in the said transaction by virtue of being a Director of Prima Solar HR Private Limited.

RESOLVED FURTHER THAT the loan so advanced/to be advanced shall be utilised by Prima Solar HR Private Limited solely for its principal business activities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine and vary, from time to time, the terms and conditions (including rate of interest, tenure, repayment schedule and security, if any) of the loan within the aggregate limit approved above, and to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard."

For Shivalic Power Control Limited

Sd/-
(Amit Kanwar Jindal)
Managing Director
DIN: 00034633
Date: 05.09.2026
Place: Faridabad

EXPLANATORY STATEMENT

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

Item No. 4: To appoint M/s T A S H & Associates, Chartered Accountants (Firm Registration No. 017326N), as Statutory Auditors of the Company to fill the casual vacancy caused by resignation till the conclusion of the Annual General Meeting.

As per the provisions of Section 139(8)(i) of the Act, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, subject to the approval of the shareholders of the company within three months of the recommendation of the Board and the said auditor shall hold office till the conclusion of the next Annual General Meeting.

The existing Statutory Auditors of the Company M/s. Shiv & Associates, Chartered Accountants, (ICAI Firm Registration FRN: 009989N) resigned on 22nd June, 2026 resulting in a casual vacancy in the office of Statutory Auditors.

The Board of Directors of the Company at its meeting held on 21st July, 2026, based on the recommendation of the Audit Committee, appointed M/s T A S H & Associates, Chartered Accountants (Firm Registration No. 017326N) as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of the existing Statutory Auditors, subject to approval of the Members at the ensuing General Meeting.

The Company has received consent and eligibility certificate from M/s T A S H & Associates confirming that their appointment is in accordance with the provisions of the Companies Act, 2013.

The Board recommends the appointment of M/s T A S H & Associates as Statutory Auditors to hold office till the conclusion of the this Annual General Meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution.

Item No. 5 To regularise the appointment of Mr. Sunil Kumar Singh (DIN: 08773270) as Director of the Company.

Pursuant to Section 161 of the Companies Act, 2013, an Additional Director of the Company shall hold office up to the date of the next Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier.
Mr. Sunil Kumar Singh was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013.

As per Section 161 of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting and is eligible for appointment as Director.

Accordingly, approval of the members is being sought for the regularisation of Directorship of Mr. Sunil Kumar Singh, liable to retire by rotation as a Director of the Company.

A Notice in writing under the provisions of Section 160 of the Act, has been received from a Member proposing candidature of Mr. Sunil Kumar Singh for the office of Director, liable to retire by rotation. The Company has also received from Mr. Sunil Kumar Singh, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

A Brief profile of Mr. Sunil Kumar Singh, including his details, Directorships and Committee positions held by him in other companies are provided separately in the Notice, as required under Regulation 36(3) of SEBI Listing Regulations read with Secretarial Standards -2 on General Meetings.

The Board considers that his association will be beneficial to the Company and recommends his appointment.

Except Mr. Sunil Kumar Singh, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested.

In view of the above, the Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members of the Company.

Item No. 6: Regularisation of Mr. Pravin Kumar Mishra as Director

Pursuant to Section 161 of the Companies Act, 2013, an Additional Director of the Company shall hold office up to the date of the next Annual General Meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Mr. Pravin Kumar Mishra was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013.

He holds office up to the date of this Annual General Meeting and is eligible for appointment as Director.

Accordingly, approval of the members is being sought for the regularisation of Directorship of Mr. Pravin Kumar Mishra, liable to retire by rotation as a Director of the Company.

A Notice in writing under the provisions of Section 160 of the Act, has been received from a Member proposing candidature of Mr. Pravin Kumar Mishra for the office of Director, liable to retire by rotation. The Company has also received from Mr. Pravin Kumar Mishra, his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

A Brief profile of Mr. Pravin Kumar Mishra, including his details, Directorships and Committee positions held by him in other companies are provided separately in the Notice, as required under Regulation 36(3) of SEBI Listing Regulations read with Secretarial Standards -2 on General Meetings.

The Board recommends his appointment as Director liable to retire by rotation.

Except Mr. Pravin Kumar Mishra, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested.
In view of the above, the Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members of the Company.

Item No. 7: To Approve Material Related Party Transaction(S) With M/S. SomayaSolar Solution Limited

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm’s length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 100 crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is higher.

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm’s length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 05, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms’ length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 7 of this Notice as Ordinary Resolution.

S. No.	Particulars of the information	Details
(a)	Summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section;	Refer below table titled as "Annexure – A" & Annexure B
(b)	Justification for why the proposed transaction is in the interest of the listed entity;	Refer below table titled as "Annexure – A" & Annexure B
(c)	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above;	Refer below table titled as Annexure B
(d)	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	**N.A**
(e)	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	**400%**
(f)	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 & SEBI LODR Regulations 2015.

Minimum Information to be provided to the shareholders for approval of Material RPTs:

In terms of SEBI Circular dated October 13, 2025 and SEBI Master Circular dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

S. No.	Particulars of the information	Details
(a)	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer below table titled as "Annexure – A" & Annexure B
(b)	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT. Justification for why the proposed transaction is in the interest of the listed entity;	Refer below table titled as "Annexure – A" & Annexure B
(c)	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director, Whole Time Director and CFO of the Company, as required under the RPT Industry Standards.
(d)	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.
(e)	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	**N.A**
(f)	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	**N.A**
(g)	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 & SEBI LODR Regulations 2015.

ANNEXURE – A

A1. BASIC DETAILS OF THE RELATED PARTY

S. No.	Particulars of The information	Information provided by the management
1	Name of the related party	Somaya Solar Solutions Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Solar & Power Projects

A2. RELATIONSHIP AND OWNERSHIP OF THE RELATED PARTY

S. No.	Particulars of the information	Information provided by the management
1	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Related party is the Subsidiary of ShivalicPower Control Limited
A	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Shivalic Power Control holds 51.64% Equity of Somaya Solar Solutions Limited
B	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/subsidiary (in case of transaction involving the subsidiary).	N.A
C	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	N.A

A3. DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1. (i)</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>There is no transaction in the previous financial Year 2025-26.</td></tr>
<tr><td>1. (ii)</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>See table below<table>
<tr><th>Nature of Transaction</th><th>Amount (In Rs.)</th></tr>
<tr><td>Sale</td><td>1,196,520</td></tr>
<tr><td>Purchase</td><td>62,601,037</td></tr>
<tr><td>Total</td><td>63,797,557</td></tr>
</table></td></tr>
<tr><td>1. (iii)</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year</td><td>No</td></tr>
</table>

A4. AMOUNT OF THE PROPOSED TRANSACTION

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.</td><td>Rs. 100 Crore (Rupees One Hundred Crore Only)</td></tr>
<tr><td>2</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3</td><td>Value of the proposed transactions as a percentage of the listed entity’s annual consolidated turnover for the immediately preceding financial year.</td><td>65%</td></tr>
<tr><td>4</td><td>Value of the proposed transactions as a percentage of subsidiary’s annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)</td><td>N.A</td></tr>
<tr><td>5</td><td>Value of the proposed transactions as a percentage of the related party’s annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available</td><td>400%</td></tr>
<tr><td>6</td><td>Financial performance of the related party for the immediately preceding financial year.</td><td>See table below
<table>
<tr><th>Particulars</th><th>Amount</th></tr>
<tr><td>Turnover</td><td>25.18 Crore</td></tr>
<tr><td>Profit After Tax</td><td>2.93 Crore</td></tr>
<tr><td>Net worth</td><td>12.79 Crore</td></tr>
</table></td></tr>
</table>

A(5) BASIC DETAILS OF PROPOSED TRANSACTIONS TO BE APPROVED

S. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale , Purchase, Loan, Royalty and any other type of related party transaction.
2	Details of the proposed transaction	The Company has entered in to/proposes to enter in to the transaction related to Sale , Purchase, Loan, Royalty and any other type of related party transaction with Saomaya Solar Solutions Limited which is the related party of the company up to an amount of Rs. 100 Crore.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the Twenty-Second Annual General Meeting upto the date of Twenty-Third Annual General Meeting of the Company to be held in the year 2027
4	Whether omnibus approval is being sought?	Yes
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Sale , Purchase, Loan, Royalty and any other type of related party transaction upto an amount of Rs. 100 Crore. The proposed transactions will be completed within From the Twenty-Second Annual General Meeting upto the date of Twenty-Third Annual General Meeting of the Company to be held in the year 2027and shall remain within the overall enhanced RPT limit approved by the Members.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed related party transactions with Somaya Solar Solutions Limited are in the interest of the Company as they facilitate efficient utilization of resources, optimize working capital requirements, and ensure smooth business operations within the group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Amit Kanwar Jindal is interested as he is appointed as director in the board of the related party. Dr. Sapna Jindal is interested as she is appointed as director in the board of the related party. Dr. Sunil Kumar singh is interested as he is appointed as director in the board of the related party.
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 & SEBI LODR Regulations 2015.

PART B: ADDITIONAL INFORMATION

B(1): DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO SALE, PURCHASE OR SUPPLY OF GOODS OR SERVICES OR ANY OTHER SIMILAR BUSINESS TRANSACTION AND TRADE ADVANCES.

S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The transactions will be made on mutually agreed commercial terms in the ordinary course of business. Accordingly the transections do not involve any bidding process as they are conducted at arm length and in line with the established business practices.
2	Basis of determination of price.	Market Standards
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: **a. Amount of Trade advance** **b. Tenure** **c. Whether same is self-liquidating?**	The company has not extended any trade advance to the subsidiary company in relations to the above transections; hence the said clause is not available.

B(2): DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO LOANS AND ADVANCES (OTHER THAN TRADE ADVANCES) OR INTER-CORPORATE DEPOSITS GIVEN BY THE LISTED ENTITY OR ITS SUBSIDIARY.

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies	The loan has not been granted as of the date hereof and is proposed to be provided in the future to support the business requirements of the Company. The loan may be funded either through the Company's internal accruals/own funds or through funds availed by the Company under secured loan facilities.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is proposed to be incurred for the purpose of granting the said loan. Accordingly, details relating to nature of indebtedness, cost of funds, and tenure are not applicable.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	8% to 12%
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	8% to 12%
5	Maturity / due date	Repayable on Demand
6	Repayment schedule & terms	Repayable on Demand
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	N.A
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The fund is used solely for Business purpose of the company and in ordinary course of business.

B(3). DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO INVESTMENT MADE BY THE LISTED ENTITY OR ITS SUBSIDIARY

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	The Investment has not been granted as of the date hereof and is proposed to be provided in the future opportunities requirements of the Company. The Investment may be funded either through the Company's internal accruals/own funds or through funds availed by the Company under secured loan facilities.
2	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is proposed to be incurred for the purpose of granting the said investment. Accordingly, details relating to nature of indebtedness, cost of funds, and tenure are not applicable.
3	Purpose for which funds shall be utilized by the investee company	The fund is used solely for Business Purpose of the company and in ordinary course of business.
4	Material terms of the proposed transaction	As mutually agreed between the parties.

B(4): DISCLOSURE ONLY IN CASE OF GUARANTEE (INCLUDING PERFORMANCE GUARANTEE IN NATURE OF SECURITY/CONTRACTUAL COMMITMENT OR WHICH COULD HAVE AN IMPACT IN MONETARY TERMS ON THE ISSUER OF SUCH GUARANTEE), SURETY, INDEMNITY OR COMFORT LETTER, BY WHATEVER NAME CALLED, MADE OR GIVEN BY THE LISTED ENTITY OR ITS SUBSIDIARY.

S. No.	Particulars of the information	Information provided by the management
1	a) Rationale for giving guarantee, surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity?	a) To facilitate banking/financial facilities and support the working capital and other business requirements of Somaya Solar Solutions Limited. b) Yes. Any guarantee(s)/indemnity(ies) issued by the Company shall create legally binding obligations in accordance with their terms and applicable law.
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The material terms and covenants of the proposed guarantee(s), including commission/fee, if any, and the terms relating to recovery/reimbursement in case of invocation, shall be finalised at the time of entering into the relevant arrangement and shall be subject to approval by the Audit Committee/Board, as applicable, and compliance with applicable laws
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The proposed corporate guarantee(s), guarantee(s), security(ies) and indemnity(ies) shall be up to ₹100 crore for a period commencing from the 22 Annual General Meeting upto the date of 23 Annual General Meeting of the Company to be held in the year 2027, subject to the overall approved RPT limit and applicable laws. Any accounting provision, if required, shall be made in accordance with applicable accounting standards
4	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not Rated, as no credit rating is available.

Item No. 8: To Approve Material Related Party Transaction(S) With M/S. & Prima Solar HR Private Limited.

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2025, effective April 1, 2025, mandates prior approval of members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the audit committee, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Effective from April 1, 2025, a transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, whether directly and/or through its subsidiary(ies), exceed(s) ₹ 100 Crore or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is higher..

The Company proposes to enter into certain related party transaction(s) as mentioned below, on mutually agreed terms and conditions, and the aggregate of such transaction(s), are expected to cross the applicable materiality thresholds as mentioned above.

Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions proposed to be undertaken by the Company. All the said transactions shall be in the ordinary course of business of the Company and on an arm's length basis.

The Audit Committee has, on the basis of relevant details provided by the management, as required by the law, at its meeting held on September 05, 2026 reviewed and approved the said transaction(s), subject to approval of the Members, while noting that such transaction shall be on arms' length basis and in the ordinary course of business of the Company.

Your Board of Directors considered the same and recommends passing of the resolutions contained in Item Nos. 8 of this Notice as Ordinary Resolution.

S. No.	Particulars of the information	Details
	Summary of the information provided by the management of the listed entity to the audit committee as specified in paragraph 4 of this Section;	Refer below table titled as "Annexure – A" & Annexure B
	Justification for why the proposed transaction is in the interest of the listed entity;	Refer below table titled as "Annexure – A" & Annexure B
	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under para 4(f) above;	Refer below table titled as Annexure B
	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	**N.A**
	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	**400%**
	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 & SEBI LODR Regulations 2015.

Minimum Information to be provided to the shareholders for approval of Material RPTs:
In terms of SEBI Circular dated October 13, 2025 and SEBI Master Circular dated January 30, 2026 on Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), the explanatory statement contained in this Notice provides the required information:

S. No.	Particulars of the information	Details
	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable.	Refer below table titled as "Annexure – A" & Annexure B
	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT. Justification for why the proposed transaction is in the interest of the listed entity;	Refer below table titled as "Annexure – A" & Annexure B
	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Audit Committee has reviewed the certificates issued by the Managing Director, Whole Time Director and CFO of the Company, as required under the RPT Industry Standards.
	Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The material RPT has been approved by the Audit Committee, and the Board recommend the proposed transaction(s) to the shareholders for approval.
	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	**N.A**
	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	**N.A**
	Any other information that may be relevant.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 & SEBI LODR Regulations 2015.

ANNEXURE – A

A1. BASIC DETAILS OF THE RELATED PARTY

S. No.	Particulars of The information	Information provided by the management
	Name of the related party	Prima Solar HR Private Limited
	Country of incorporation of the related party	India
	Nature of business of the related party	Solar & Power Projects

A2. RELATIONSHIP AND OWNERSHIP OF THE RELATED PARTY

S. No.	Particulars of the information	Information provided by the management
	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party — including nature of its concern (financial or otherwise) and the following:	Related party is the Subsidiary of Shivalic Power Control Limited.
A	Shareholding of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Shivalic Power Control holds 51 % fully paid Equity of Prima Solar HR Private Limited
B	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	N.A
C	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered	N.A

ANNEXURE – A

A3. DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th></tr>
<tr><td>1</td><td>Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year</td><td>There is no transection in the previous financial year 2025-26.</td></tr>
<tr><td></td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td><table><tr><th>Nature of Transaction</th><th>Amount(In Rs.)</th></tr><tr><td>Loan</td><td>15,000,000</td></tr><tr><td></td><td></td></tr><tr><td></td><td></td></tr><tr><td>Total</td><td>15,000,000</td></tr></table></td></tr>
<tr><td></td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year</td><td>No</td></tr>
</table>

A4. AMOUNT OF THE PROPOSED TRANSACTION

S. No.	Particulars of the information	Information provided by the management
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	**Rs. 100 Crore (Rupees One Hundred Crore Only)**
2	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	**65%**
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	N.A

ANNEXURE – A

S. No.	Particulars of the information	Information provided by the management
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available	Not available as Business turnover of th Prima Solar HR Private Limited yet to be Commence.
6	Financial performance of the related party for the immediately preceding financial year.	See table below

Particulars	Amount
Turnover	Nil
Profit After Tax	Rs. -30,370/-
Net worth	Rs. 1,94,634/-

A(5) BASIC DETAILS OF PROPOSED TRANSACTIONS TO BE APPROVED

S. No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale ,Purchase, Loan, and any other type of related party transection.
2	Details of the proposed transaction	The Company has entered in to/proposes to enter in to the transection related to Sale , Purchase, Loan, Royalty and any other type of related party transection with Prima Solar HR Private Limited which is the related party of the company up to an amount of Rs. 100 Crore.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	From the Twenty-Second Annual General Meeting upto the date of Twenty-Third Annual General Meeting of the Company to be held in the year 2027
4	Whether omnibus approval is being sought?	Yes

ANNEXURE – A

S. No.	Particulars of the information	Information provided by the management
5	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Sale , Purchase, Loan, Royalty and any other type of related party transection upto an amount of Rs. 100 Crore. The proposed transactions will be completed within From the Twenty-Second Annual General Meeting upto the date of Twenty-Third Annual General Meeting of the Company to be held in the year 2027 and shall remain within the overall enhanced RPT limit approved by the Members.
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The proposed related party transactions with Prima Solar HR Private Limited are in the interest of the Company as they facilitate efficient utilization of resources, optimize working capital requirements, and ensure smooth business operations within the group.
7	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Mr. Amit Kanwar Jindal is interested as he is appointed as director in the board of the related party.
	a. Name of the director / KMP	
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
9	Other information relevant for decision making.	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 & SEBI LODR Regulations 2015.

PART B: ADDITIONAL INFORMATION

B(1): DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO SALE, PURCHASE OR SUPPLY OF GOODS OR SERVICES OR ANY OTHER SIMILAR BUSINESS TRANSACTION AND TRADE ADVANCES.

S. No.	Particulars of the information	Information provided by the management
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services	The transactions will be made on mutually agreed commercial terms in the ordinary course of business. Accordingly the transections do not involve any bidding process as they are conducted at arm length and in line with the established business practices.
2	Basis of determination of price.	Market Standards
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	The company has not extended any trade advance to the subsidiary company in relations to the above transections; hence the said clause is not available.

B(2): DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO LOANS AND ADVANCES (OTHER THAN TRADE ADVANCES) OR INTER-CORPORATE DEPOSITS GIVEN BY THE LISTED ENTITY OR ITS SUBSIDIARY.

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies	The loan may be funded either through the Company's internal accruals/own funds or through funds availed by the Company under secured loan facilities.
2	Where any financial indebtedness is incurred to give loan, intercorporate deposit or advance, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is proposed to be incurred for the purpose of granting the said loan. Accordingly, details relating to nature of indebtedness, cost of funds, and tenure are not applicable.
3	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.	8% to 12%
4	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	8% to 12%
5	Maturity / due date	Repayable on Demand
6	Repayment schedule & terms	Repayable on Demand
7	Whether secured or unsecured?	Unsecured
8	If secured, the nature of security & security coverage ratio	N.A
9	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The fund is used solely for Business Purpose of the company and in ordinary course of business.

B(3). DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO INVESTMENT MADE BY THE LISTED ENTITY OR ITS SUBSIDIARY

S. No.	Particulars of the information	Information provided by the management
1	Source of funds in connection with the proposed transaction. Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.	The Investment has not been granted as of the date hereof and is proposed to be provided in the future opportunities requirements of the Company. The Investment may be funded either through the Company's internal accruals/own funds or through funds availed by the Company under secured loan facilities.
2	Where any financial indebtedness is incurred to make investment, specify the following: Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies a. Nature of indebtedness b. Total cost of borrowing c. Tenure d. Other details	No financial indebtedness is proposed to be incurred for the purpose of granting the said investment. Accordingly, details relating to nature of indebtedness, cost of funds, and tenure are not applicable.
3	Purpose for which funds shall be utilized by the investee company	The fund is used solely for Business Purpose of the company and in ordinary course of business.
4	Material terms of the proposed transaction	As mutually agreed between the parties.

B(4): DISCLOSURE ONLY IN CASE OF GUARANTEE (INCLUDING PERFORMANCE GUARANTEE IN NATURE OF SECURITY/CONTRACTUAL COMMITMENT OR WHICH COULD HAVE AN IMPACT IN MONETARY TERMS ON THE ISSUER OF SUCH GUARANTEE), SURETY, INDEMNITY OR COMFORT LETTER, BY WHATEVER NAME CALLED, MADE OR GIVEN BY THE LISTED ENTITY OR ITS SUBSIDIARY.

S. No.	Particulars of the information	Information provided by the management
1	a) Rationale for giving guarantee, surety, indemnity or comfort letter (b) Whether it will create a legally binding obligation on listed entity?	a) To facilitate banking/financial facilities and support the working capital and other business requirements of Prima Solar HR Private Limited. b) Yes. Any guarantee(s)/indemnity(ies) issued by the Company shall create legally binding obligations in accordance with their terms and applicable law.
2	Material covenants of the proposed transaction including: (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	The material terms and covenants of the proposed guarantee(s), including commission/fee, if any, and the terms relating to recovery/reimbursement in case of invocation, shall be finalised at the time of entering into the relevant arrangement and shall be subject to approval by the Audit Committee/Board, as applicable, and compliance with applicable laws
3	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	The proposed corporate guarantee(s), guarantee(s), security(ies) and indemnity(ies) shall be up to ₹100 crore for a period commencing from the 22 Annual General Meeting upto the date of 23 Annual General Meeting of the Company to be held in the year 2027, subject to the overall approved RPT limit and applicable laws. Any accounting provision, if required, shall be made in accordance with applicable accounting standards
4	Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party	Not Rated, as no credit rating is available.

Item No. 9 Approval and adoption of "Shivalic Power Control Limited Employee Stock Option Plan 2026" ("SPCL ESOP 2026") and grant of options thereunder to the eligible employees of the Company.
&
Item No. 10 Extension of the benefits of "SPCL ESOP 2026" to the eligible employees of the Subsidiary Company(ies), Associate Company(ies), Holding Company and Group Company(ies) of the Company

The Members are informed that the Company proposes to introduce a new employee stock option scheme titled "Shivalic Power Control Limited Employee Stock Option Plan 2026" ("SPCL ESOP 2026"/"Scheme") with the objective of promoting the long-term financial interest of Eligible Employees, attracting and retaining high-quality talent, aligning the interests of Employees with the long-term interests of the Company and its shareholders, and creating a sense of ownership and wealth-creation opportunity for Employees, including those of the Company's Subsidiary, Associate, Holding and Group Companies (excluding Promoters, members of the Promoter Group and Independent Directors).

The Scheme has been formulated based on the recommendation of the Nomination and Remuneration Committee (acting as the "Compensation Committee" for the purposes of the Scheme and the SBEB Regulations) and has been approved by the Board of Directors at its meeting held on September 05, 2026, subject to the approval of the Members.

Pursuant to the Scheme, it is proposed to create, offer, issue and grant, from time to time, in one or more tranches, up to 3,00,000 (Three Lakh) Options, exercisable into not more than 3,00,000 (Three Lakh) equity shares of face value of Rs. 10/- (Rupees Ten only) each, being approximately 1.24% of the existing paid-up equity share capital of the Company as on the date of this Notice (paid-up share capital of Rs. 24,11,57,540/- comprising 2,41,15,754 equity shares of Rs. 10/- each). Each Option shall entitle the holder thereof to apply for and be allotted one fully paid-up equity share of the Company at the Exercise Price, subject to and in accordance with the terms of the Scheme.

As per Regulation 6(1) of the SBEB Regulations, no scheme of the nature of the Scheme shall be offered to Employees of a company unless the same is approved by its shareholders by way of a special resolution. Further, as per Regulation 6(3) of the SBEB Regulations, approval of the shareholders by way of a separate special resolution is required to be obtained by the Company in case of grant of options to employees of a subsidiary or holding company, or in case of grant of options to identified Employees, during any one year, equal to or exceeding 1% (one per cent) of the issued capital of the Company at the time of grant. Accordingly, the approval of the Members is being sought by way of separate Special Resolutions for (i) the adoption of the Scheme and grant of Options to the Eligible Employees of the Company (Item No. 1), and (ii) extension of the benefits of the Scheme to the Eligible Employees of the Subsidiary Company(ies), Associate Company(ies), Holding Company and Group Company(ies) of the Company (Item No. 2), so as to foster a unified culture across the group, align the interests of such Employees with the overall growth and success of the Company, and enable the Company to attract and retain talent across the group.

The Scheme has been formulated in accordance with the SBEB Regulations. The salient features of the Scheme, and other information/disclosures required under Section 62(1)(b) of the Act read with Rule 12(1) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 6(2) of the SBEB Regulations, are set out below:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Disclosure</th></tr>
<tr><td>1</td><td>Brief description of the Scheme</td><td>On the recommendation of the Nomination and Remuneration Committee (“Compensation Committee”), the Board of Directors has approved the formulation of the “SPCL ESOP 2026”, with authority to grant Options aggregating up to 3,00,000 (Three Lakh) Options, exercisable into not more than 3,00,000 (Three Lakh) equity shares of face value of Rs. 10/- (Rupees Ten only) each, in one or more tranches.
The objects of the Scheme are to promote the long-term financial interest of Employees, attract and retain high-quality talent, achieve sustained growth of the Company by aligning the interests of Employees with the Company's long-term interests, and create a sense of ownership and wealth-creation opportunities for Employees.
The Scheme covers Employees of the Company as well as of its existing/future Subsidiary Company(ies), Associate Company(ies), Holding Company and Group Company(ies). Promoters and members of the Promoter Group are excluded from the Scheme.</td></tr>
<tr><td>2</td><td>Total number of Options to be granted</td><td>It is proposed to grant Options not exceeding 3,00,000 (Three Lakh), exercisable into not more than 3,00,000 (Three Lakh) equity shares of Rs. 10/- (Rupees Ten only) each, being approximately 1.24% of the existing paid-up equity share capital of the Company as on the date of this Notice, in one or more tranches (subject to proportionate adjustment on account of corporate action(s), if any).</td></tr>
<tr><td>3</td><td>Identification of classes of Employees entitled to participate in the Scheme</td><td>The identification of Employees to whom Options would be granted, and their Eligibility Criteria, shall be determined by the Compensation Committee, based on factors such as designation, period of service, band, and performance-linked parameters, and such other criteria as the Compensation Committee may determine from time to time.
The following classes of Employees are entitled to participate in the Scheme:
· an Employee designated by the Company, exclusively working in India or outside India; or
· a Director of the Company, whether whole-time or not, including a non-executive director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
· an Employee (as above) of a Group Company including a Subsidiary or Associate Company, in India or outside India, or of a Holding Company of the Company.
but does not include: (a) an Employee who is a Promoter or belongs to the Promoter Group; or (b) a Director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% (ten per cent) of the outstanding equity shares of the Company.</td></tr>
<tr><td>4</td><td>Requirements of vesting and period of vesting</td><td>Options shall vest so long as the Employee continues to be in the employment of the Company/Group Company (including Associate/Holding/Subsidiary Company), subject to a minimum Vesting Period of 1 (one) year and a maximum Vesting Period of 4 (four) years from the Grant Date. Vesting shall be time-based (and not linked to performance conditions, unless otherwise decided by the Compensation Committee and disclosed in the relevant Letter of Grant).
An indicative Vesting Schedule is as under:</td></tr>
<tr><td></td><td></td><td>In case of death, or termination due to Permanent Incapacity, of the Employee during employment, all Unvested Options as on such date shall be deemed to be vested immediately, as more particularly set out in the Scheme.
<table><tr><th>Date of Vesting</th><th>% of Option Vested</th></tr><tr><td>End of 1st year from Grant Date</td><td>25%</td></tr><tr><td>End of 2nd year from Grant Date</td><td>25%</td></tr><tr><td>End of 3rd year from Grant Date</td><td>25%</td></tr><tr><td>End of 4th year from Grant Date</td><td>25%</td></tr></table></td></tr>
</table>

Sr. No.	Particulars	Disclosure
5	**Maximum period within which the Options shall vest**	The maximum Vesting Period of an Option shall not be greater than 4 (four) years from the Grant Date.
6	**Exercise Price or the formula for arriving at the same**	The Exercise Price shall be the face value of the equity shares of the Company, being Rs. 10/- (Rupees Ten only) each, at present, and shall be in compliance with the accounting standards specified under the SBEB Regulations, including any 'Guidance Note on Accounting for Employee Share-based Payments' issued in that regard from time to time.
7	**Exercise period and process for exercise**	The Exercise Period shall not be more than 5 (five) years from the date of respective vesting of Options. The Grantee may exercise the Vested Options, in part or in whole, at any time during the Exercise Period, by giving notice in writing to the Company along with the Exercise Price. Options not exercised within the Exercise Period shall lapse and be added back to the ESOP Pool for future grant, subject to compliance with applicable law. Stock option may also be granted to eligible employee at the time of their joining.
8	**Appraisal process for determining the eligibility of Employees for the Scheme**	The appraisal process for determining the eligibility of Employees for grant of Options shall be decided by the Compensation Committee after examining and evaluating overall group corporate/individual performance, taking into consideration length of service, grade, performance, merit, key position, future potential contribution, conduct and terms of the employment contract, and such other factors as the Compensation Committee may deem appropriate.
9	**Maximum number of Options to be granted per Employee and in aggregate**	The maximum number of Options that may be granted to a single Eligible Employee shall not exceed 2,00,000 (Two Lakh) Options, unless a higher limit is approved in accordance with applicable law (including where grant to identified Employee(s) equals or exceeds 1% of the issued capital of the Company in any one year, requiring a separate special resolution). The aggregate Options that may be granted to all Eligible Employees under the Scheme shall not exceed 3,00,000 (Three Lakh) Options ("Ceiling").
10	**Maximum quantum of benefits to be provided per Employee**	The maximum quantum of benefit to be provided per Eligible Employee under the Scheme shall be the difference between the fair value of the shares as on the date of exercise and the Exercise Price paid by the Eligible Employee, subject to applicable taxes. Shareholder rights (dividend, voting, etc.) shall accrue to the Eligible Employee only after shares are issued and allotted upon exercise of Vested Options.
11	**Whether the Scheme is to be implemented and administered directly by the Company or through a Trust**	The Scheme shall be implemented and administered directly by the Company through the Compensation Committee. The Scheme does not involve constitution of a Trust.

Sr. No.	Particulars	Disclosure
12	**Whether the Scheme involves new issue of shares or secondary acquisition, or both**	The Scheme involves only fresh issuance of equity shares by the Company. No secondary acquisition of shares is contemplated under the Scheme.
13	**Amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms, etc.**	Not applicable, as the Scheme is not being implemented through a Trust.
14	**Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of the Scheme**	Not applicable, as the Scheme is not being implemented through a Trust.
15	**Compliance with accounting policies**	In compliance with Regulation 15 of the SBEB Regulations, the Company shall comply with the applicable disclosure requirements, accounting policies and accounting standards as issued by the competent/relevant authorities from time to time.
16	**Method which the Company shall use to value its Options**	The Options granted under the Scheme shall be accounted for under the Fair Value Method, or such other method as may be prescribed under the SBEB Regulations from time to time.
17	**Lock-in period, if any**	The equity shares issued pursuant to exercise of Options shall not be subject to any lock-in period, save and except any restriction applicable under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Company's Code of Conduct, as may be applicable from time to time. Options granted to a Grantee shall not be transferred, assigned, alienated, pledged, hypothecated, attached, mortgaged or otherwise alienated, except in the event of Death or Permanent Incapacity of the Grantee.
18	**Terms and conditions for buyback, if any, of specified securities covered under the Scheme**	None.
19	**Term and validity of the Scheme**	The Scheme has been approved by the Board of Directors at its meeting held on September 05, 2026 and shall come into force on and from the date of its approval by the Members. The Scheme shall continue in force until: (a) the Compensation Committee terminates the Scheme, subject to Applicable Laws, in the interest of the Employees; (b) all Options granted have been exercised and/or have expired by lapse of time or otherwise and the Board does not intend to re-issue the lapsed Options; or (c) the occurrence of any event, including a Corporate Action, pursuant to which the Company loses its existence. Notwithstanding the foregoing, the Scheme shall have a validity period of 10 (Ten) years from the date of its coming into force, unless extended, renewed or terminated earlier by the Compensation Committee/Board, subject to Applicable Laws.

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Disclosure</th></tr>
<tr><td>20</td><td>Consequence of failure to exercise Options / treatment of Options upon cessation of employment</td><td>Subject to the Scheme, the treatment of Vested and Unvested Options in specific separation circumstances shall be as under (any Options not exercised within the applicable Exercise Period shall lapse):
<table>
<tr><th>Particulars</th><th>Vested Options</th><th>Unvested Options</th></tr>
<tr><td>Resignation</td><td>All Vested Options which were not exercised at the time of resignation shall stand cancelled with effect from the date of such resignation.</td><td>All Unvested Options on the date of submission of resignation shall stand cancelled with effect from that date.</td></tr>
<tr><td>Termination (Without Cause)</td><td>All Vested Options which were not Exercised at the time of such termination may be exercised by the Grantee on or before his/her last working day with the Company.</td><td>All the Unvested Options on the date of such termination shall stand cancelled with effect from the termination date.</td></tr>
<tr><td>Termination due to Misconduct or breach of Company Policies</td><td>All Vested Options shall stand cancelled with effect from the date of such termination, or as decided by the Compensation Committee.</td><td>All Unvested Options shall stand cancelled with effect from the date of such termination.</td></tr>
<tr><td>Retirement/Early Retirement approved by the Company</td><td>Shall be exercised by the Grantee as per the existing terms of Grant, or as decided by the Compensation Committee.</td><td>Shall vest as per the vesting schedule and can be exercised within the Exercise Period.</td></tr>
<tr><td>Death</td><td>May be exercised by the nominee/legal heir(s) immediately after the date of Death, but not later than 4 (four) years therefrom, unless approved by the Compensation Committee.</td><td>Deemed to be vested immediately and may be exercised by the nominee/legal heir(s), subject to the same 4 (four)-year outer limit.</td></tr>
<tr><td>Termination due to Permanent Incapacity</td><td>May be exercised by the Grantee (or nominee/legal heir(s)) immediately after termination, but not later than 4 (four) years therefrom, unless approved by the Compensation Committee.</td><td>Deemed to be vested immediately and exercisable on the same basis.</td></tr>
<tr><td>Abandonment/Absconding</td><td>All Vested Options shall stand cancelled.</td><td>All Unvested Options shall stand cancelled.</td></tr>
<tr><td>Transfer (within the Company or to a Group/Associate/Holding/Subsidiary Company, at the instance of or with the consent of the Company)</td><td>The Grantee continues to hold all Vested Options, exercisable anytime within the Exercise Period.</td><td>Shall vest as per the vesting schedule.</td></tr>
<tr><td>Any other reason not specified above</td><td>The Compensation Committee shall have the right to decide the treatment of Vested Options.</td><td>The Compensation Committee shall have the right to decide the treatment of Unvested Options.</td></tr>
</table></td></tr>
</table>

Sr. No.	Particulars	Disclosure
21	Accelerated Vesting Event	An "Accelerated Vesting Event" includes, inter alia: delisting of the Company's Shares from all recognised Stock Exchanges; a change in control of the Company (acquisition of more than 50% of the voting power/equity share capital by any person, entity or group other than the existing Promoters, or sale/transfer of controlling interest by the existing Promoters/majority shareholders); sale or transfer of all or substantially all of the Company's assets or business; liquidation, dissolution or winding up of the Company; or any other event materially affecting the Company's capital structure, ownership or business. On occurrence of an Accelerated Vesting Event, the Compensation Committee, subject to Applicable Law, may (i) immediately vest all or a portion of the Unvested Options; and/or (ii) repurchase outstanding Vested or Unvested Options from Grantees for cash or other consideration, at fair market value or such other value as determined under the Scheme.
22	Rights of the Grantee and treatment of corporate actions (bonus/rights issue)	A Grantee shall not have any right to receive dividend, to vote, or otherwise enjoy the benefits of a shareholder in respect of Options granted, until the underlying Shares are allotted upon Exercise. Options are personal to the Grantee and non-transferable, except in the event of Death or Permanent Incapacity. Shares issued upon fresh issuance shall rank pari passu with the Company's existing Shares. If the Company issues bonus or rights shares, a Grantee shall not be eligible for such shares in the capacity of a Grantee; instead, the number of Options and/or the Exercise Price shall be adjusted appropriately. Cashless exercise of Options and financial assistance by the Company for payment of the Exercise Price shall not be permitted under the Scheme.
23	Variation in terms of the Scheme, including re-pricing of Options	The Company shall not vary the terms of the Scheme in a manner detrimental to the interests of the Employees, save to meet regulatory requirements. Subject thereto, the Company may, by special resolution in a general meeting, vary the terms of Options offered pursuant to an earlier resolution but not yet exercised, provided such variation is not prejudicial to the interests of the Employees; the notice for such special resolution shall disclose full details of the variation, its rationale and the Employees who are beneficiaries thereof. The Company may also re-price Options which are not exercised (whether or not vested) if the Scheme is rendered unattractive due to a fall in the market price of the Shares, provided such re-pricing is not detrimental to the interests of the Employees and is undertaken in accordance with Applicable Laws.
24	Listing of Shares and appointment of Merchant Banker	The Shares acquired by Eligible Employees upon Exercise of Options shall be listed on all the Stock Exchanges where the Company's Shares are listed, subject to compliance with the SBEB Regulations. The Company shall appoint a registered Merchant Banker for implementation of the Scheme, until the stage of obtaining in-principle approval from the Stock Exchange(s), in accordance with the SBEB Regulations.
25	Taxation	The liability to pay taxes, if any, in respect of the Options granted and the equity Shares issued upon Exercise thereof shall be entirely on the Grantee, in accordance with the Income Tax Act, 1961 (and/or the Income Tax Act, 2025, as applicable) and rules issued thereunder. The Company shall be entitled to deduct or recover applicable taxes from the Grantee's salary or otherwise, and shall have no obligation to deliver Shares until the Company's tax deduction obligations, if any, are satisfied in full by the Grantee.
26	General risks	Participation in the Scheme is not to be construed as a guarantee of return on equity investment. Any loss on account of fluctuation in the price of the Shares, and other risks associated with the investment, shall be borne solely by the Grantee, who is encouraged to make an informed decision and seek adequate information/clarification before participating in the Scheme.
27	Certificate from Secretarial Auditors	The Board of Directors shall, at each Annual General Meeting held during the currency of the Scheme, place before the Members a certificate from the Secretarial Auditors of the Company confirming that the Scheme has been implemented in accordance with the SBEB Regulations and the resolution(s) passed by the Members in this regard, in terms of Regulation 13 of the SBEB Regulations.
28	Governing law, arbitration and jurisdiction	The terms of the Scheme shall be governed by and construed in accordance with the laws of India. Any dispute, controversy or claim arising out of or in connection with the Scheme, which cannot be resolved amicably, shall be referred to and finally resolved by arbitration under the Arbitration and Conciliation Act, 1996, by a sole arbitrator, with the seat and venue of arbitration at Faridabad, Haryana, and the language of arbitration being English. Subject to the foregoing, the courts and tribunals at Faridabad, Haryana shall have exclusive jurisdiction over any proceedings relating to the Scheme.

The Options that may be granted to Eligible Employees of the Subsidiary Company(ies), Associate Company(ies), Holding Company and Group Company(ies) of the Company pursuant to Item No. 9 above shall, in aggregate, form part of and shall not exceed the overall Ceiling of 3,00,000 (Three Lakh) Options set out above, and shall otherwise be governed by the same terms and conditions of the Scheme as applicable to Eligible Employees of the Company.

Interest of Directors/Key Managerial Personnel

Mr. Amit Kanwar Jindal, Managing Director, Ms. Sapna Jindal, Whole-time Director, and any other Director(s)/Key Managerial Personnel of the Company who may be determined to be Eligible Employees under the Scheme, and their respective relatives, may be deemed to be concerned or interested, financially or otherwise, in the resolutions set out at Item No. 9 and 10 of this Notice, to the extent of the Options, if any, that may be granted to them under the Scheme and the equity shares that may consequently be allotted to them. Save and except as aforesaid, none of the other Directors/Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

None of the Promoters or persons belonging to the Promoter Group of the Company, and no Independent Director of the Company, is eligible to participate in or receive any benefit under the Scheme.

The Board of Directors recommends the resolutions set out at Item No. 9 and 10 of this Notice for approval of the Members as Special Resolutions.

Item No. 11: To Approve Grant of Loan to Prima Solar HR Private Limited under Section 185 of the Companies Act, 2013

In terms of the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017, a company may advance any loan (including any loan represented by a book debt), or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the directors of the company is interested, subject to the condition that a special resolution is passed by the members in the general meeting and the loans are utilized by the borrowing company for its principal business activities.

The Board of Directors of the Company at its meeting held on September 05, 2026 has approved, subject to approval of the shareholders, granting of loan(s)/guarantee(s)/securities to Prima Solar HR Private Limited, a subsidiary of the Company, the Company holding 51% of the paid-up equity share capital of Prima Solar HR Private Limited, Prima Solar HR Private Limited is engaged in business of Solar Power Projects.

The Company had, based on the business/working capital requirement of Prima Solar HR Private Limited and the commercial rationale of supporting the growth of its subsidiary, advanced a loan of Rs. 20 Crore, at an interest rate of 9% per annum in one or more tranches. The said loan has been proposed to be utilised by Prima Solar HR Private Limited for its principal business activities.
In view of the above, the loan already advanced, and any further loan proposed to be advanced, by the Company to Prima Solar HR Private Limited requires the prior approval of the Members of the Company by way of a Special Resolution under Section 185(2) of the Act, together with the disclosures required thereunder.

The details as required under Section 185 of the Companies Act, 2013 are as follows:
(i) full particulars of the loan:
a. Name of the borrowing entity/person: Prima Solar HR Private Limited
b. Relationship with the Director(s): Common Director
c. Purpose of loan/guarantee/security: To be utilized for its principal business activities.
d. Amount: Up to ₹ 20 Crore
e. Rate of Interest: 9% per annum
f. Repayment Terms: as per approval giving at board meeting

The loan shall be utilised by Prima Solar HR Private Limited for its principal business activities.

The approval of the Members is accordingly sought to ratify and confirm the loan already advanced to Prima Solar HR Private Limited, and to authorise the Board to advance further loan(s) to Prima Solar HR Private Limited, from time to time, within the aggregate limit set out in the resolution, on such terms as the Board may determine, for the purposes referred to above.

Mr. Amit Kanwar Jindal, Managing Director of the Company, being a Director on the Board of Prima Solar HR Private Limited, and his/her relatives, to the extent they are concerned or interested in Prima Solar HR Private Limited, may be deemed to be concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company, or their respective relatives, are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval of the Members.

By Order of the Board of Directors
For Shivalic Power Control Limited

Sd/-
(Amit Kanwar Jindal)
Managing Director
DIN: 00034633
Date: 05.09.2026
Place: Faridabad

NOTES

- The relative Explanatory Statement pursuant to Section 102 of Companies Act, 2013 relating to the Special Business to be transacted at the Meeting under Item Nos. 4 to 10 of this Notice, is annexed hereto. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of SS-2 Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India (ICSI), in respect of the person seeking appointment/ re-appointment as Director is also annexed.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy or proxies to attend and, on a poll, to vote on his/her behalf, and a proxy need not be a member. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office or electronically at the following email address: compliance@shivalic.com duly completed and signed, not less than 48 (Forty-Eight) hours before the AGM. Proxies submitted on behalf of body corporate must be supported by appropriate resolutions or authority, as applicable. A person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.
- Corporate Members intending to send their authorized representatives to attend the 22nd Annual General Meeting ("the Meeting") are requested to send to the Company a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting, a member is entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company by such Member.
- In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.
- Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with respect to the Directors seeking re-appointment in the 22nd Annual General Meeting is annexed to this Notice as Annexure-I.
- The notice calling the AGM along with the Statement under Section 102 of the Companies Act, 2013, is being sent either by hand or by ordinary post or by speed post or by registered post or by courier or by facsimile or by e-mail or by any other electronic means to those Members whose email addresses are registered with the Company / Depositories.
- The Register of Members and share transfer books of the Company will remain closed from 23rdSeptember, 2026 to 30th September, 2026 (both days inclusive) for the purpose of AGM.The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 30th September, 2026.Pursuant to the provisions of section 101 and section 136 of the Companies Act, 2013 read with relevant Rules made and according to the provisions of Regulation 36 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, the Companies can serve Notice of 22nd Annual general Meeting along with the Annual Reports through electronic mode to those members who have registered their e-mail address either with the Company or the Registrar Transfer Agent. Accordingly, the Notice of AGM and Annual Report are being sent in electronic mode to members whose e-mail IDs are registered with the Company or the RTA unless the members have registered their request for a hard copy of the same. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/Registrar/DP providing the weblink of Company's website from where the Annual Report for FY 2025-26 can be accessed. The Company shall send the physical copy of Annual Report for FY 2025-26 to those Members who have made a request for the same, either to the RTA or the Company. Additionally, any member who desires to get a physical copy of the Annual Report FY 2025-26, may request for the same by sending an email to the Company at compliance@shivalic.com mentioning their Folio No./DP ID and Client ID. The Notice convening the 22nd AGM along with the Annual Report for FY 2025-26 will also be available on the weblink of the Company at https://shivalic.com/annual-reports/, websites of the Stock Exchanges i.e. NSE Limited ("NSE"). The AGM Notice is also available on the website of Shivalic Power Control Limited at https://shivalic.com/annual-reports/.

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- Members are encouraged to submit their questions in advance with regard to the Financial Statements or any other matter to be placed at the 22nd AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at compliance@shivalic.com before Sunday 27 September 2026 till 5.00 PM (IST). Such questions by the Members shall be suitably replied by the Company. The Company regrets to inform the members that no random questions or queries will be entertained during the course of the Annual General Meeting.
- Members are requested to address all correspondence to RTA, Skyline Financial Services Private Limited, Unit: D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020.
- In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable circulars, the Company is providing facility to its members to exercise their votes electronically through the electronic voting facility provided by Central Depository Services (India) Limited (CDSL).
- For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting during the AGM will be provided by CDSL.Members who have cast their votes by remote e-Voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialised mode, physical mode and for members who have not registered their email addresses is provided in the 'Instructions for e-Voting' section forming part of this Notice. The Company has appointed Mr. Mohit Singhal, Practicing Company Secretary (having FCS 11143, CP 15995), to act as the Scrutinizer, for conducting the scrutiny of the votes cast in the 22nd Annual General Meeting.
- Members holding shares either in physical or dematerialised form, whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. Wednesday, 23rd September, 2026, may cast their votes electronically. The remote e-voting period will commence on Sunday, 27th September, 2026 at 09:00 A.M. IST and will end on Tuesday, 29th September, 2026 at 05:00 P.M. IST. The e-voting module shall be disabled by CDSL thereafter.
- A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e. Wednesday, 23rd September, 2026. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only. The facility for voting during the AGM will also be made available. Members attending the AGM who have not cast their vote by remote e-Voting shall be eligible to cast their vote through e-Voting during the AGM.
- The Company urges members to support its commitment towards environmental protection by choosing to receive communication through email. Members holding shares in demat mode who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants to receive copies of the Annual Report 2025-26 electronically.
- The Scrutinizer shall submit her report to the Chairman of the Company or to any other person authorised by the Chairman after completion of scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), not later than 48 hours from the conclusion of the AGM.
- The results declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, CDSL and RTA and shall also be displayed on the Company's website at https://shivalic.com/.
- In terms of the requirements of the Secretarial Standards-2 on "General Meetings" issued by the Institute of the Company Secretaries of India (ICSI) and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.
- SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the Company's RTA.

Date: 05.09.2026
Place: Faridabad
By Order of the Board of Directors
For Shivalic Power Control Limited
(Formerly known as Shivalic Power Control Private Limited)

Sd/-
(Amit Kanwar Jindal)
Managing Director
DIN: 00034633

CDSL E-VOTING SYSTEM FOR REMOTE E-VOTING

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

- Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in dematerialised mode.
-
- Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders holding shares in dematerialised mode.
    - (i) The voting period begins on Sunday, 27th September, 2026 at 09:00 A.M. IST and ends on Tuesday, 29th September, 2026 at 05:00 P.M. IST. During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of Wednesday, 23rd September, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    -
    - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
    -
    - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

STEP 1: ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

IMPORTANT NOTE: MEMBERS WHO ARE UNABLE TO RETRIEVE USER ID/ PASSWORD ARE ADVISED TO USE FORGET USER ID AND FORGET PASSWORD OPTION AVAILABLE AT ABOVEMENTIONED WEBSITE.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. CDSL AND NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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.com or call at : 022 - 4886 7000 and 022 - 2499 7000

STEP 2 : ACCESS THROUGH CDSL E-VOTING SYSTEM IN CASE OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND NON-INDIVIDUAL SHAREHOLDERS IN DEMAT MODE.

- (v). Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
  - The shareholders should log on to the e-voting website www.evotingindia.com.
  - Click on “Shareholders” module.
  - Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - Next enter the Image Verification as displayed and Click on Login.
  - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
  - If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

- **(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ____________ (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

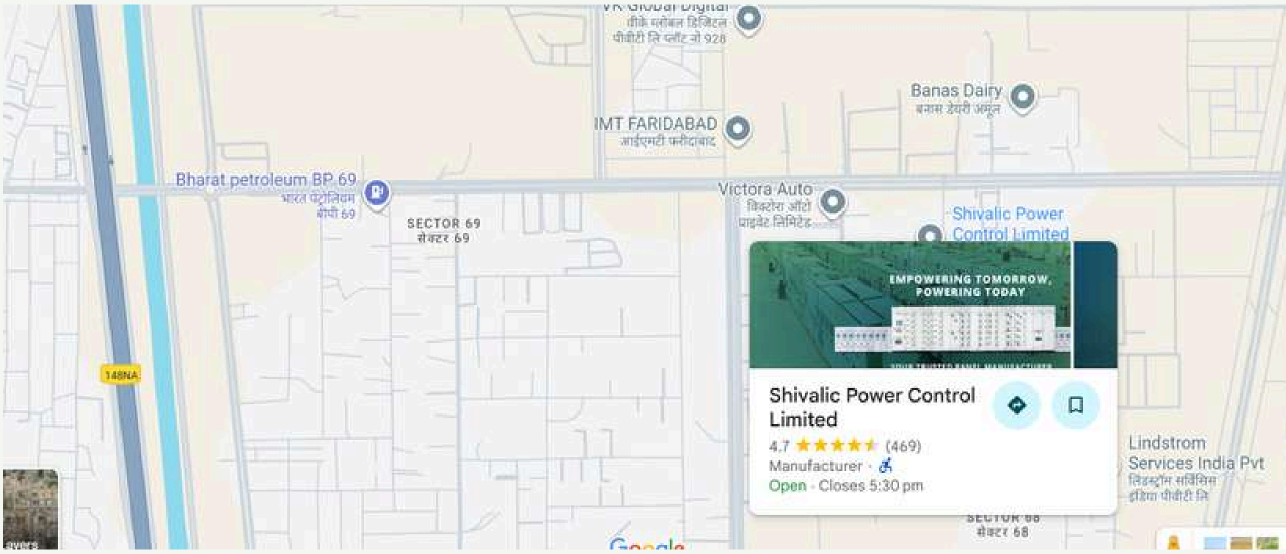
ANNEXURE-II

INFORMATION PURSUANT TO THE REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA WITH RESPECT TO APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS

Sr. No	Particulars	Details	Details	Details
1	Name	Mrs. Sapna Jindal	Mr. Sunil Kumar Singh	Mr. Pravin Kumar Mishra
2	DIN of Director	3269137	8773270	11357419
3	Age	46	41	33
4	Nationality	Indian	Indian	Indian
5	Date of First Appointment in the Board	01.10.2010	06.03.2026	31.10.2025
6	Brief Resume and Experience	Dr. Sapna Jindal has over 16 years of industry experience and possesses extensive expertise in manufacturing operations, particularly in the production and management of LT and HT electrical panels.	Mr. Sunil Kumar Singh is a B.Tech. in Electronics & Communication with over 15 years of industry experience. He brings strong technical expertise, business acumen and extensive industry knowledge, with a key focus on business development, new opportunities and driving the Company's growth and expansion.	Mr. Pravin Kumar Mishra holds a Bachelor of Arts (B.A.) degree and has extensive experience in the electrical panel industry. He possesses strong expertise in electrical panel design, production management and business operations. He is also experienced in government and PSU tenders, including bid preparation, compliance and coordination. His industry knowledge and practical experience contribute to the Company's business growth.

Sr. No	Particulars	Details	Details	Details
7	Nature of expertise in specific functional areas;	Mrs. Sapna Jindal acts as a Whole Time Director of Shivalic Power Control Limited wherein she leads the core of industry i.e. production along with other departments under her guidance. Formerly a dentist, transitioned into the electrical engineering sector & brought a fresh perspective to Shivalic. Her passion for precision and strategic thinking has elevated the company's production and quality standards.	Mr. Sunil Kumar Singh, aged 40 years, has over 15 years of industry experience with strong expertise in business development, identifying new opportunities and driving business growth and expansion. His extensive industry knowledge, technical understanding and business acumen contribute significantly to the Company's continued growth and development.	Mr. Pravin Kumar Mishra has extensive experience in the electrical panel industry, having been associated with Shivalic Power Control Limited for several years. He has in-depth knowledge of electrical panel design, production management, and business operations of the Company. In addition, he possesses strong expertise in preparation and participation in government and public sector tenders, including bid documentation, compliance, and coordination with government departments and undertakings. His practical experience and understanding of the Company's operations and government business segment are expected to provide valuable insight to the Board.
	Shareholding in the Company	10.56% (2520318 Shares)	-	-
8	Remuneration paid during the FY 2025-26	Rs. 39,10,000/-	-	-
9	Relationships between Directors inter-se	Amit Kanwar Jindal (Husband)	-	-
10	Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board	-	-	-
11	listed entities from which the person has resigned in the past three years	-	-	-
12	Directorship in other entities	Somaya Solar Solutions Limited	Somaya Solar Solutions Limited	N.A

MAP OF COMPANY



SHIVALIC POWER CONTROL LIMITED

REGD OFFICE: PLOT NO. 72, SECTOR - 68, IMT FARIDABAD, DAYALPUR, FARIDABAD, BALLABGARH, HARYANA, INDIA, 121004
CIN: L27100HR2004PLC035502

[PURSUANT TO SECTION 105(6) OF THE COMPANIES ACT, 2013 AND RULE 19(3) OF THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014]

FORM NO. MGT – 11
PROXY FORM

ANNUAL GENERAL MEETING OF THE MEMBERS OF SHIVALIC POWER CONTROL LIMITED TO BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 12:30 PM AT THE REGISTERED OFFICE OF THE COMPANY.

CIN : **L27100HR2004PLC035502**

NAME : **SHIVALIC POWER CONTROL LIMITED**

REGISTERED OFFICE : **PLOT NO. 72, SECTOR - 68, IMT FARIDABAD, DAYALPUR, FARIDABAD, BALLABGARH, HARYANA, INDIA, 121004**

NAME OF THE MEMBER:
REGISTERED ADDRESS:
EMAIL ID:
FOLIO NO./CLIENT ID
DP ID:

I/WE, BEING THE MEMBER (S) OF ________________ SHARES OF THE ABOVE NAMED COMPANY, HEREBY APPOINT:

1. NAME: MR./MS.
E-MAIL ID:
ADDRESS:
SIGNATURE: ________________________, OR FAILING HIM
2. NAME: MR./MS.
E-MAIL ID:
ADDRESS:
SIGNATURE: ________________________, OR FAILING HIM
3. NAME: MR./MS.
E-MAIL ID:
ADDRESS:
SIGNATURE: ________________________

AS MY/OUR PROXY TO ATTEND AND VOTE FOR ME/US AND ON MY/OUR BEHALF AT THE ANNUAL GENERAL MEETING OF THE COMPANY, TO BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 12:30 PM AT THE REGISTERED OFFICE AT PLOT NO. 72, SECTOR - 68, IMT FARIDABAD, DAYALPUR, FARIDABAD, BALLABGARH, HARYANA, INDIA, 121004 AND ANY ADJOURNMENT THEREOF IN RESPECT OF SUCH RESOLUTIONS AS ARE INDICATED BELOW:

Resolution No.	Resolutions	Options	
Ordinary Business		For	Against
1	To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors ("the Board") and Auditors thereon.		
2	To appoint a Director in the place of Dr.. Sapna Jindal (DIN: 03269137) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.		
2	To appoint M/s T A S H & Associates, Chartered Accountants (Firm Registration No. 017326N), as Statutory Auditors of the Company.		

Resolution No.	Resolutions	Options	
Special Business		For	Against
4	To appoint M/s T A S H & Associates, Chartered Accountants (Firm Registration No. 017326N), as Statutory Auditors of the Company to fill the casual vacancy caused by resignation till the conclusion of the Annual General Meeting.		
5	To regularise the appointment of Mr. Sunil Kumar Singh (DIN: 08773270) as Director of the Company.		
6	To regularise the appointment of Mr. Praveen Kumar Mishra (DIN: 11357419) as Director of the Company.		

Resolution No.	Resolutions	Options	
Special Business		For	Against
7	To Approve Material Related Party Transaction(S) With M/S. Somaya Solar Solution Limited.		
8	To Approve Material Related Party Transaction(S) With M/S. Prima Solar HR Private Limited.		
9	Approval of Shivalic Employee Stock Option Scheme 2026 (Shivalic ESOP Scheme 2026) for the Employees of the Company		
10	Approval of Shivalic Employee Stock Option Scheme 2026 for grant Of Employee Stock Options to the Eligible Employees of the Company		
11	To Approve Grant of Loan to Prima Solar HR Private Limited under Section 185 of the Companies Act, 2013		

SIGNED THIS ______ DAY OF __________________, 2026

SIGNATURE OF MEMBER: _______________________

SIGNATURE OF PROXY: ______________________

NOTE:

- THIS FORM OF PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- IT IS OPTIONAL TO INDICATE YOUR PREFERENCE. IF YOU LEAVE THE FOR OR AGAINST COLUMN BLANK AGAINST ANY OR ALL RESOLUTIONS, YOUR PROXY WILL BE ENTITLED TO VOTE IN THE MANNER AS HE/SHE MAY DEEM APPROPRIATE.

SHIVALIC POWER CONTROL LIMITED
REGD OFFICE: PLOT NO. 72, SECTOR - 68, IMT FARIDABAD, DAYALPUR, BALLABGARH, FARIDABAD, HARYANA-121004 INDIA
CIN: L27100HR2004PLC035502

ATTENDANCE SLIP
(TO BE PRESENTED AT THE ENTRANCE)

ANNUAL GENERAL MEETING OF THE MEMBERS OF SHIVALIC POWER CONTROL LIMITED (FORMERLY KNOWN AS SHIVALIC POWER CONTROL PRIVATE LIMITED) TO BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 12:30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 72, SECTOR - 68, IMT FARIDABAD, DAYALPUR, BALLABGARH, FARIDABAD-121004, HARYANA, INDIA.

FOLIO NO. / DPID NO.: ______________________________

CLIENT ID: _______________________________________

NO. OF SHARES HELD: __________________________________

I/ WE RECORD MY/ OUR PRESENCE AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY, 30TH SEPTEMBER, 2026 AT 12:30 PM AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 72, SECTOR - 68, IMT FARIDABAD, DAYALPUR, BALLABGARH, FARIDABAD, HARYANA-121004, INDIA.

NAME OF THE MEMBER:____________________________ SIGNATURE: _________________________

NAME OF THE PROXY-HOLDER:_________________________

SIGNATURE: ________________________

NOTE:
- 1. ONLY MEMBER / PROXY-HOLDER CAN ATTEND THE MEETING.
- 2. YOU ARE REQUESTED TO SIGN AND HANDOVER THIS SLIP AT THE ENTRANCE OF THE MEETING VENUE.
- 3. MEMBERS ARE REQUESTED TO BRING THEIR COPY OF NOTICE FOR REFERENCE AT THE MEETING.