

SHIVALIK SOLID WASTE MANAGEMENT LIMITED

REGD OFFICE: VILL-MAJRA, P.O. DABHOTA, NALAGARH, HIMACHAL PRADESH	CIN: U33130HP2005PLC028806 E-MAIL: sswmlaccts@beil.co.in
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NOTICE

Notice is hereby given that the **20th** Annual General Meeting of the Members of Shivalik Solid Waste Management Limited will be held on **Monday, the 14th day of July 2025 at 3:00 PM** through Video Conferencing ("VC") facility at SCO 20-21, First Floor, Near Hotel Dolphin, Dhakoli, Zirakpur, Punjab (Deemed Venue) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and approve the Audited Balance Sheet as 31st March 2025 and Profit & Loss account along with notes annexed to it, ended on that date, together with Auditor's Report and Director's Report thereon.
2. **TO DECLARE DIVIDEND**
"RESOLVED THAT the dividend @ 20% on 1,03,69,455 Equity Shares of Rs.10/- each out of the profit of the Financial Year ending on 31st March 2025 be and is hereby declared for payment, after deduction of tax at source, if any, to those Members whose names appear on the Company's Register of Members on the date of Annual General Meeting."
3. **TO APPOINT A DIRECTOR IN PLACE OF MR. RAJENDER SINGH GULERIA WHO RETIRES BY ROTATION BUT BEING ELIGIBLE OFFERS HIMSELF TO BE RE-APPOINTED.**
"RESOLVED THAT, pursuant to Section 152 (6)(a) of the Companies Act, 2013, Mr. Rajender Singh Guleria who retires by rotation and being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."
4. **TO APPOINT A DIRECTOR IN PLACE OF MR. MUKUL BHUPENDRA TRIVEDI WHO RETIRES BY ROTATION BUT BEING ELIGIBLE OFFERS HIMSELF TO BE RE-APPOINTED.**
"RESOLVED THAT, pursuant to Section 152 (6)(a) of the Companies Act, 2013, Mr. Mukul Bhupendra Trivedi who retires by rotation and being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation."
5. **TO APPOINT A DIRECTOR IN PLACE OF MR. Y. S GULERIA WHO RETIRES BY ROTATION BUT BEING ELIGIBLE OFFERS HIMSELF TO BE RE-APPOINTED.**

“RESOLVED THAT, pursuant to Section 152 (6)(a) of the Companies Act, 2013, Mr. Y. S Guleria who retires by rotation and being eligible for re-appointment, offers himself for re-appointment, be and is hereby re-appointed as a Director of Company and that his period of office be liable to determination by retirement of Directors by rotation.”

SPECIAL BUSINESS:

6. REGULARIZATION OF THE APPOINTMENT OF DR. G. MADHU (DIN: 07048347) AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. G. Madhu (DIN: 07048347) appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 16.11.2024 to hold office till the conclusion of the ensuing General Meeting of the Company and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and to regularize Dr. G. Madhu (DIN: 07048347) as an Independent Director not liable to retire by rotation, for five consecutive years commencing from 16th November, 2024 till 15th November, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. REGULARIZATION OF THE APPOINTMENT OF DR. ANUPAMA SHARMA (DIN: 10306038) AS AN INDEPENDENT DIRECTOR

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Dr. Anupama Sharma (DIN: 10306038) appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. 15.05.2025 to hold office till the conclusion of the ensuing Annual General Meeting of the Company and who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and to regularize Dr. Anupama Sharma (DIN: 10306038) as an

Independent Director not liable to retire by rotation, for five consecutive years commencing from 15th May, 2025 till 14th May, 2030.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By Order of the Board of Directors
Shivalik Solid Waste Management Limited**

Sd/-

**Place: Zirakpur
Date: 15.05.2025**

**Akansha Singh
Company Secretary**

NOTES:

1. In view of the massive outbreak of the COVID-19 Pandemic, social distancing is a pre-requisite. The Ministry of Corporate Affairs ('MCA') issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively and by General Circular No. 02/2021 dated 13th January 2021, General Circular issued on 05.05.2022, General Circular issued on 25.09.2023 and General Circular issued on 19.09.2024 allowed companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs on or before 30th September, 2025 in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
2. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars as mentioned above.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020 and Circular No. 20/2020 dated May 05, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate is entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

4. LINK FOR PARTICIPATION & VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provisions as stated hereinbefore, Members may access the following link for participation in the meeting through **VC to be held on Zoom App**:

<https://us06web.zoom.us/j/81803706804?pwd=PnbOqexdo0b0CKcHQzsH9CcXvyAGgm.1>

Meeting ID: 818 0370 6804

Password: 221815

For any query related to technical support, please contact: 8288079366 (Mr. Rahul Verma, Assistant Manager) or 01762-509496

The facility of joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting. Hence, please note that the time for joining the meeting is 2:45 PM.

Members joining the meeting should follow the instructions as stated below:

- introduce themselves by stating their names;
- state if he/she is an Authorized Representative of a Body Corporate;
- state the Folio No. and number of shares held.

5. During the Meeting held through VC facility, where a Poll on any item is required, the members shall cast their vote on the resolutions through show of hands or by sending emails from their email addresses which are registered with the company. Members are requested to cast their votes electronically by sending their assent/dissent through Email on akansha.singh@beil.co.in as and when a Poll is demanded on the Resolutions set forth in this Notice.

6. Since this AGM is being held pursuant to the MCA Circulars through VC, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. Institutional / Corporate Shareholders are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC on its behalf and to vote through registered E-Mails. The said Resolution/Authorization shall be sent to the Company's designated email address: akansha.singh@beil.co.in
8. Those Shareholders whose email IDs are not registered, are requested to register their email IDs with akansha.singh@beil.co.in, by providing their Names as registered with the Company, email ID, PAN or Folio Number and Number of shares held by them.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This restriction is not applicable to large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013
11. The Members will be allowed to pose questions during the course of the Meeting. The queries can also be given in advance at akansha.singh@beil.co.in, Or at SCO 20-21, First Floor, Near Hotel Dolphin, Dhakoli, Zirakpur, Punjab
12. All documents referred to in the Notice calling the AGM are available on the website of the Company for inspection by the Members
13. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.sswml.com
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company (physical mode) / depositories (demat mode). Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit an yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction

of tax at source by sending email to akansha.singh@beil.co.in Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to akansha.singh@beil.co.in

15. Members may note that dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares will be transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in

EXPLANATORY STATEMENT PURSUANT TO PROVISION OF SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 6 & ITEM NO. 7

Dr. G. Madhu and Dr. Anupama Sharma on recommendation of the Nomination & Remuneration Committee and Board of Directors were appointed as Additional Director (Non-Executive & Independent) on the Board of the Company to hold office till the conclusion of the ensuing General Meeting of the Company, pursuant to Section 149 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014.

The Nomination and Remuneration Committee, after considering their knowledge and experience in respective fields, has recommended to the Board that association of these Directors would be in the interest of the company. Hence, the Committee recommended to the Board of Directors the appointment of the Independent Directors to hold office for a period of five consecutive years i.e. Dr. G Madhu from 16th November 2024 to 15th November 2029 and Dr. Anupama Sharma from 15th May 2025 to 14th May 2030 and that the Directors shall not be liable to retire by rotation. The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013 from a Member proposing the candidature of Dr. G. Madhu and Dr. Anupama Sharma for their appointment to the office of Independent Directors.

The above Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Board has recommended the Resolutions for appointment of the Independent Directors at item no. 6 & 7 as Special Resolutions for approval of the Shareholders. None of the other

Directors, Key Managerial Personnel and relatives thereof are concerned or interested in the Resolutions.

DETAILS OF DIRECTOR SEEKING REGULARIZATION AT THE ANNUAL GENERAL MEETING

a). Dr. G. Madhu

Name of Director	Dr. G. Madhu
Date of Birth and Age	28.07.1962, 62 years of age
Qualification	B. Tech, M. Tech, PhD, PGDBA
Experience and expertise in specific functional areas	Areas of expertise: Environmental Engineering, Process Safety Industrial Experience: 18 years 6 months Research & Teaching Experience: 20 years
Directorship held in other Companies	NA
Details of terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn	Refer as per Appointment Letter.
Date of first appointment on the Board	16.11.2024
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Director, Manager or Key Managerial Personnel.
Chairman/Member of the Committee of the Board of Directors of this Company	Nil
Committee Membership in other Companies	Nil
Shareholdings in the Company	Nil

b). Dr. Anupama Sharma

Name of Director	Dr. Anupama Sharma
Date of Birth and Age	10.04.1972, 53 years of age
Qualification	ME, MBA, PhD
Experience and expertise in specific functional areas	More than 30 years of experience in Teaching and Research.
Directorship held in other Companies	Modern Steel Ltd
Details of terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn	Refer as per Appointment Letter.
Date of first appointment on the Board	15.05.2025
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Director, Manager or Key Managerial Personnel
Number of Meetings of the Board attended during the year and other Directorships	Nil

Chairman/Member of the Committee of the Board of Directors of this Company	Nil
Committee Membership in other Companies	Nil
Shareholdings in the Company	Nil

**By Order of the Board of Directors
Shivalik Solid Waste Management Limited**

Sd/-

**Place: Zirakpur
Date: 15.05.2025**

**Akansha Singh
Company Secretary**