

# NOTICE

Notice is hereby given that the **19<sup>th</sup> Annual General Meeting** of the Members of **SHIVAM AUTOTECH LIMITED ('the Company')** will be held on *Thursday, the 26<sup>th</sup> day of September, 2024* at 12:00 Noon (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") for which purpose the Registered Office of the Company situated at 10, 1<sup>st</sup> Floor, Tower A, Emaar Digital Greens, Sector – 61, Golf Course Extension Road, Gurugram, Haryana – 122102 shall be deemed as the venue for the Meeting and the proceedings of AGM shall be deemed to be made thereat, to transact the following businesses:

## A. ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors' and Auditor's thereon.**

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

**"RESOLVED THAT** the Audited Financial Statements including Balance Sheet as at March 31, 2024 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date along with the reports of the Board of Directors' and Auditor's thereon, as circulated to the members and now placed before the meeting be and are hereby considered and adopted."

2. **To appoint a director in place of Mr. Neeraj Munjal (DIN: 00037792), who retires by rotation and being eligible has offered himself for re-appointment.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Neeraj Munjal (DIN: 00037792), who retires by rotation and being eligible, offers Himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

## B. SPECIAL BUSINESS

3. **Re-appointment of Mr. Sunil Chinubhai Vakil (DIN:02527630) as an independent director, not liable to retire by rotation, for a second term.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of

the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("the LODR Regulations") [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mr. Sunil Chinubhai Vakil (DIN: 02527630), who has held office as an independent director of the company since December 21, 2020 and had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1) (b) of the SEBI Listing Regulations and who is eligible for re-appointment as an Independent Director of the Company, be and is hereby re-appointed as an independent director, not liable to retire by rotation, for further term commencing from December 21, 2024 to hold office for a term of 5 (Five) consecutive years, from the date of re-appointment.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution."

4. **To Consider and approve revision in Minimum Remuneration payable to Managing Director.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 197 & 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other necessary approvals, consents or permission as may be required, the board on the recommendation of Nomination and Remuneration Committee and Audit committee to pay minimum remuneration to the Neeraj Munjal, Managing Director for any financial year commencing from April 01, 2024 till March 31, 2026. All other terms & conditions of his appointment will remain unchanged. The minimum remuneration of Mr. Neeraj Munjal is set out in explanatory statement in cases where the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution."

5. **To consider and approve the Ratification and Re-appointment of Mrs. Charu Munjal (DIN: 03094545), as an executive director of the company.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of sections 152(6) 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the 'Act') read along with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 17 and other regulations applicable, if any of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('LODR') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and in terms of Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and Audit committee, subject to approval of the shareholders, the approval of the Board, be and is hereby accorded, to the ratification of the re-appointment of Mrs. Charu Munjal (DIN 03094545) as a Whole-time Director of the Company for another term of five years commencing from June 1, 2023, to May 31, 2028, liable to retire by rotation, upon the terms and conditions including remuneration as set out in the draft agreement to be entered into between the Company and Ms. Charu Munjal, which agreement, be and is hereby approved, with liberty to the Board of Directors or Committee thereof, to alter or vary the terms and conditions and remuneration including minimum remuneration as it may deem fit and in such manner as may be agreed to between the Board and her."

**RESOLVED FURTHER THAT** provisions of sections 196, 197 of the Companies Act, 2013 read with pursuant to Regulation 17(6)(e) of LODR and other applicable provisions of the Act read with rules made thereunder and other laws applicable, if any [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Board of Directors and subsequent approval of the shareholders at the ensuing Annual General Meeting of the Company, approval, be and is, hereby accorded, to the payment of remuneration to Mrs. Charu Munjal as a Whole-time Director on the terms and conditions as approved by the Board of Directors of the Company for the period of 3 years wef 1st June, 2023, to 31st May, 2026, notwithstanding:

The aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profit of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in case of no profit or inadequacy of profits in any financial year during the currency of her tenure, the remuneration as aforesaid will be paid as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution."

6. **To Consider and approve revision of the remuneration in respect to hold office or place of profit in the Company by Ms. Rhea Seth Munjal, being the related party as VP- (Business Strategy and Sustainability) of company.**

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 177 and 188(1)(f) and other applicable provisions, if any of the Companies Act, 2013 read with rules made thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Ms. Rhea Seth Munjal, daughter-in-law, being related party of Mr. Neeraj Munjal, Managing Director and Ms. Charu Munjal, whole time director of the Company designated as VP- Business Strategy & Sustainability w.e.f 13th February, 2023.

**RESOLVED FURTHER THAT** as per the recommendation and approval of the Nomination and Remuneration Committee And Audit Committee in the meeting held on 12.08.2024, approval of the shareholders be and is hereby accorded to enhance the prescribed limit of remuneration to Ms. Rhea Seth Munjal, VP-Business Strategy & Sustainability of the Company and holding an office or place of profit in the company, as computed under applicable provisions of Companies Act, 2013 and its allied rules it is proposed to revise remuneration from Rs. 2,50,000/-p.m. to Rs. 3,50,000/-pm. and such other perquisites in accordance with the Company rule.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments

and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution.”

**Place: Gurugram**

**Date: August 12, 2024**

**Registered Office:**

10, 1<sup>st</sup> Floor, Tower A, Emaar Digital Greens,

Sector – 61, Golf Course Extension Road,

Gurugram, Haryana - 122102

CIN: L34300HR2005PLC081531

e-mail: [info@shivamautotech.com](mailto:info@shivamautotech.com)

website: [www.shivamautotech.com](http://www.shivamautotech.com)

Tel: +91 124 4698700 Fax: +91 124 4698798

**By Order of the Board of Directors**

**For Shivam Autotech Limited**

**Sd/-**

**Shakti Kant Mahana**

**Company Secretary**




**Membership No. 69273**

#### **IMPORTANT NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special business under Item No. 3, 4, 5,6 of the accompanying Notice, is annexed hereto.
2. The Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 02/2022 dated 5<sup>th</sup> May, 2022, the latest being 10/2022 dated 28<sup>th</sup> December, 2022 (collectively “MCA Circulars”) and Securities Exchange Board of India (SEBI) vide its Circular dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021, 13<sup>th</sup> May, 2022, and 5<sup>th</sup> January, 2023 (collectively “SEBI Circulars”), and other applicable provisions in this regard, have provided relaxation and allowed the companies to conduct AGM through VC/OAVM till 30<sup>th</sup> September, 2023 without physical presence of Members at a common venue. In accordance with the applicable provisions of the Act and the said Circulars of MCA and SEBI, the 19<sup>th</sup> AGM of the Company shall be conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
3. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars as issued from time to time.
4. The deemed venue for 19<sup>th</sup> AGM shall be the Registered Office of the Company.
5. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of director seeking appointment/re-appointment at this AGM forms an integral part of the Notice.
6. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 19<sup>th</sup> AGM being held through VC.
7. The Members can join the EGM/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 EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
8. Members joining the meeting through VC, who have not already cast their vote by means of Remote E-Voting will be able to exercise their right to vote through E-Voting at the AGM. The Members who have cast their vote by Remote E-Voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
9. The Company has appointed Mr. Yogesh kumar, Proprietor of M/s Yogesh k & Associates, Practicing Company Secretaries, (C.P. No. 23576 and ACS 60866), has been appointed as the Scrutinizer for scrutinize the e-voting process in a fair and transparent manner.
10. Pursuant to Section 113 of the Act, members of the Company under the category of Institutional Investors/ Corporate members are encouraged to attend and vote at the AGM through VC. Corporate members (i.e. other than individuals / HUF, NRI, etc.) are requested to send a certified copy (PDF/JPG Format) of its Board or governing body resolution/Authorization letter etc., to the Scrutinizer by email through its registered email address at [ypaandcompany@gmail.com](mailto:ypaandcompany@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com) and [cs@shivamautotech.com](mailto:cs@shivamautotech.com), authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting or through e-voting at the AGM.

11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agents Limited ("Registrar") for assistance in this regard.
12. The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DPs. Members holding shares in physical form are required to submit their PAN details to the Registrar.
13. Members are requested to direct notifications about changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, a scanned copy of the cancelled cheque bearing the name of the first member etc., to their DPs in case the shares are held by them in electronic form and to Registrar at email address [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) in case the shares are held by them in physical form.
14. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio to facilitate better service. A consolidated share certificate will be issued to such Members after making requisite changes.
15. Members are requested to file the nomination form with their respective DPs in case the shares are held by them in electronic form and to Registrar at email address [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) in case the shares are held in physical form.
16. All documents referred to in the Notice and explanatory statement and Statutory Registers i.e. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which directors are interested maintained under Section 189 of the Act, will be available for inspection in electronic mode from the date of circulation of this Notice upto the date of AGM and will also be available for inspection during the AGM. Members may request the same by sending an email at [cs@shivamautotech.com](mailto:cs@shivamautotech.com) from their registered email addresses.
17. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.shivamautotech.com](http://www.shivamautotech.com), websites of the Stock Exchanges i.e. The BSE Limited and The National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
18. We urge members to support the 'Green Initiative' by choosing to receive the Company's communication through e-mail. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Registrar by sending a scan copy of a signed request letter mentioning your Folio No., Name of shareholder, complete address, e-mail address to be registered along with scanned copy of the share certificate(s) (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) with subject as **"Shivam Autotech Limited – Member Email ID"** at [admin@mcsregistrars.com](mailto:admin@mcsregistrars.com) or at Company's e-mail ID: [cs@shivamautotech.com](mailto:cs@shivamautotech.com) in case the shares are held by them in physical form.
19. Members are requested to note that as per Section 124(6) of the Act, read with IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF Authority. Consequently, the Company has transferred eligible equity shares during the financial year 2023-24 to Demat Account of IEPF Authority. Members are entitled to claim the same from IEPF by submitting an application in the prescribed online web based Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed, to the Nodal Officer of the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
21. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.



Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "<b>NSDL Speede</b>" facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="590 680 1045 963" style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a

request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ypaandcompany@gmail.com](mailto:ypaandcompany@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their

Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to at [evoting@nsdl.com](mailto:evoting@nsdl.com)

#### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@shivamautotech.com](mailto:cs@shivamautotech.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to ([cs@shivamautotech.com](mailto:cs@shivamautotech.com)). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH**

**VC/OAVM ARE AS UNDER:**

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

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (cs@shivamautotech.com). The same will be replied by the company suitably.
6. The scrutinizer shall immediately after the conclusion of e-voting at the Annual General Meeting, first download the votes cast during the AGM, and thereafter unblock the votes cast through remote e-voting and shall make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report then shall be furnished to the Chairman of the Company or a person duly authorised by him within 48 hours of conclusion of the Annual General Meeting, who shall then countersign the same and declare the result of the voting forthwith.
7. The Results declared alongwith the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.shivamautotech.com](http://www.shivamautotech.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) after the result is declared by the Chairman or a person duly authorised by him. The Company shall simultaneously forward the results to The National Stock Exchange of India Limited and The BSE Limited, where the shares of the Company are listed.
8. The scrutinizer's decision on the validity of e-voting shall be final and binding.

**Place: Gurugram**  
**Date: August 12, 2024**

**Registered Office:**  
10, 1<sup>st</sup> Floor, Tower A, Emaar Digital Greens,  
Sector – 61, Golf Course Extension Road,  
Gurugram, Haryana - 122102  
CIN: L34300HR2005PLC081531  
e-mail: [info@shivamautotech.com](mailto:info@shivamautotech.com)  
website: [www.shivamautotech.com](http://www.shivamautotech.com)  
Tel: +91 124 4698700 Fax: +91 124 4698798

**By Order of the Board of Directors**  
**For Shivam Autotech Limited**  
Sd/-  
**Shakti Kant Mahana**  
**Company Secretary**  
**Membership No. 69273**



## ANNEXURE TO THE NOTICE

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

#### ITEM NO. 3

Re-appointment of Mr. Sunil Chinubhai Vakil as an Independent Director Mr. Sunil Chinubhai Vakil is an Independent Director on the Board of Shivam Autotech Limited. He joined the Board of Directors (the "Board") of the Company on December 21, 2020. Mr. Sunil Chinubhai Vakil due for retirement from his term as an Independent Director on December 22, 2024. In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Sunil Chinubhai Vakil, as Independent Director for a second term. With a view to comply with the requirements of the Companies Act in letter and in spirit and, the Board had adopted a policy whereby the tenure of all Independent Directors, current and prospective, would be calculated from the original date of joining the Board of Shivam Autotech Limited. In accordance with this Policy, the NRC has recommended the second term for Mr. Sunil Chinubhai Vakil, commencing from December 22, 2024 till performance evaluation and other requirements as required by law for re- appointment as an independent director to hold office for a term of 5 (Five) consecutive years, from the date of re-appointment.

Mr. Sunil Chinubhai Vakil, a member of the Institute of Chartered Accountants of India has a 40+ years of experience in corporate finance/business consultancy with large corporate houses and a multinational company (10 years in aggregate) and 20+ years in independent practice in finance/corporate strategy areas. Major spheres of expertise are delineated hereunder: -

#### Business Restructuring and Financial Engineering

This is one of the major domains of consultancy over last 20+ years in which 50 odd companies' – ranging from mid-size to large-size entities – engagements involving restructuring/rehabilitation have been undertaken under CDR and erstwhile SICA. Currently, involved in several structuring RESOLUTION PLANS for Corporate borrowers through NCLT mechanism under the governing legislations - Companies Act and IBC Code. Forensic Audit & Investigative Engagements Since year 2000, have been involved as a lead member of an elite group of Technical Advisors in ROTARY, undertaking Forensic Audit and Investigative Engagements to unearth and detect malpractices and financial irregularities in humanitarian service projects in various parts of the world like Philippines, Tanzania, Bangladesh, Kazakhstan, Sri Lanka and India involving millions of dollars of frauds and misdemeanors. An accredited advisor to Central Bureau of Intelligence (CBI), a premier investigation

agency in India on matters of national import involving economic crimes in cross border jurisdictions.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sunil Chinubhai Vakil as an Independent Director. Accordingly, the Board recommends the passing of resolution set out in Item No. 3 as an Ordinary Resolution for the approval of members.

In the opinion of the Board, he fulfils the conditions specified in the said Act and is independent of the management. The Company has received a declaration from Mr. Sunil Chinubhai Vakil confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the circular of BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders regarding appointment of Directors by the listed companies dated June 20, 2018, Mr. Sunil Chinubhai Vakil is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority.

Except for Mr. Sunil Chinubhai Vakil, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The resolution is accordingly recommended for the approval of the Members as Special resolution.

#### ITEM NO. 4

The Companies Act, 2013 specifies the limits for remuneration, which can be paid to the managerial personnel of the Company in case of inadequacy of profits or no profits and in view of the same, it is proposed to obtain shareholder's approval for payment of minimum remuneration to Managing Director Mr. Neeraj Munjal of the Company subject to the ceiling set out under Section II of Part II of Schedule V of the Companies Act, 2013 and subject to such other necessary approvals, consents or permission as may be required.

The Board of Directors, on the recommendations of Nomination and Remuneration Committee, in their meeting held on August 12, 2024 has approved the proposal for payment of minimum remuneration of Mr. Neeraj Munjal as Executive Director designated as "Managing Director", subject to the approval of the members in the Annual General Meeting. All other terms & conditions will remain unchanged. The minimum remuneration of Mr. Neeraj Munjal is set out as under:

The existing remuneration of Mr. Neeraj Munjal is set out as under:

- E. **Basic Salary:** Rs. 8,00,000/- (Rupees Eight Lacs only) per month.
- F. **Commission:** He will also be entitled to commission in addition to Basic Salary, Perquisites and any other

Allowances, benefits or amenities subject to the condition that the amount of commission shall not exceed 2.00% of the Net Profit of the Company in a particular financial year as computed in the manner referred to in Section 197 of the Companies Act, 2013.

G. **Perquisites and Allowances:** In addition to the above Basic Salary and Commission, he shall be entitled to the following monthly perquisites and allowances:

c) **Allowances**

- House Rent Allowance 50.00% of Basic Pay
- Electricity Allowance 10.00% of Basic Pay
- Professional Development Allowance 10.00% of Basic Pay
- Child Education Allowance 5.00% of Basic Pay
- Furnishing Allowance 5.00% of Basic Pay
- Management Allowance 3.40% of Basic Pay

d) **Perquisites:** The Managing Director shall also be entitled to the following perquisites:

- i. Club Fees: Reimbursement of Actual Fees of Clubs.
- ii. Personal Accident Insurance: Actual premium to be paid by the Company.
- iii. Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by him and his family.
- iv. Insurance of Household goods: Actual premium to be paid by the Company.
- v. Car: Facility of cars with drivers to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
- vi. Telephone: Free telephone facility at residence including Mobile Phone to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
- vii. Leave: One month's leave with full salary for every 11 months of service subject to the condition that leave accumulated but not availed will be encashed.
- viii. Reimbursement of expenses: Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred by him in India and abroad for the business of the Company.
- ix. Contribution to Provident Fund, Super Annuation or Annuity Fund etc.: Company's Contribution to Provident Fund, Super Annuation or Annuity Fund etc. will be as per policy/rules of the Company to the extent

these either singly or put together are not taxable under the Income Tax Act.

- x. Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- xi. Leave Travel Concession: For the Managing Director and his family once in a year incurred in accordance with the policy/rules of the Company.
- xii. Spouse Travelling Expenses: Such traveling expenses of the spouse as may be required in connection with the business of the Company.
- xiii. Other allowances: As may be applicable from time to time as per policy/rules of the Company.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

For the aforesaid purpose "Family" means the dependent children and dependent parents of the Managing Director.

**Minimum Remuneration:** In any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the minimum remuneration payable to the Managing Director shall be substantive salary and perquisites as mentioned above, subject to the ceiling set out under Section II of Part II of Schedule V to the Companies Act, 2013 for the remaining period effective from April 01, 2024 till March 31, 2026.

However, he shall not be entitled to any sitting fee for attending meetings of the Board or Committee thereof.

Explanation: For the aforesaid purposes "Family" means the spouse and the dependent children.

Provided further that the following perquisites which are also allowed to the Managing Director shall not be included in the computation of ceiling as specified in (D) above:

- (i) Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961; and
- (ii) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- (iii) encashment of leave at the end of the tenure.

The terms of appointment and remuneration including minimum remuneration as detailed in the resolution read with Explanatory Statement may be regarded as an abstract of the terms of Appointment and Memorandum of Interest under section 190 of the Act.

In compliance with the provisions of Secretarial Standard 2 and SEBI Listing Regulations, the details of the director are attached with the notice as Annexure A.

Except Mr. Neeraj Munjal & Mrs. Charu Munjal, being spouse of Mr. Neeraj Munjal, none of the directors, Key Managerial Personnel (KMPs) and their relatives are concerned / interested either financially or otherwise in this Resolution.

As at date of this notice, Mr. Neeraj Munjal does not hold any shares in the Company. Information as required under Schedule V of the Companies Act, 2013 is enclosed as Annexure B.

Except for Mr. Neeraj Munjal and his relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The resolution is accordingly recommended for the approval of the Members as Special resolution.

#### ITEM NO. 5

The present proposal is to seek the Members' approval for the Ratification of re-appointment of Mrs. Charu Munjal as Whole Time Director of the Company designated as "Executive Director" for a further period of 5 years on the existing remuneration, in terms of the applicable provisions of the Companies Act, 2013.

Mrs. Charu Munjal holds a Diploma in Textile Designing from Banaras Hindu University and has considerable exposure in creative designing and marketing field. Her experience and energetic approach in marketing related functions enables the Company to actively focus on Market development, product development and fund management. The Company has identified new marketing initiatives and strategies for new business developments with her guidance and support. She has made an effort to improvise all associated administration and system-driven operations.

Mrs. Charu Munjal was appointed as the Whole Time Director of the Company for a period of five years w.e.f. June 01, 2018 till May 31, 2023. The Board of Directors, on the recommendations of Nomination and Remuneration Committee, in their meeting held on August 12, 2024 has approved the ratification of the re-appointment of Mrs. Charu Munjal (DIN 03094545) as a Whole-time Director of the Company for another term of five years commencing from June 1, 2023, to May 31, 2028, liable to retire by rotation designated as "Executive Director" on the existing remuneration, subject to the approval of the members in the Annual General Meeting.

Shareholding in the Company: Nil

The existing remuneration of Ms. Charu Munjal is set out as under:

- A. **Basic Salary:** Rs. 4,00,000/- (Rupees Four Lacs only) per month.
- B. **Commission:** She will also be entitled to commission in addition to Basic Salary, Perquisites and any other

Allowances, benefits or amenities subject to the condition that the amount of commission shall not exceed 2.00% of the Net Profit of the Company in a particular financial year as computed in the manner referred to in Section 197 of the Companies Act, 2013.

- C. **Perquisites and Allowances:** In addition to the above Basic Salary and Commission, he shall be entitled to the following monthly perquisites and allowances:

a) **Allowances**

- House Rent Allowance 50.00% of Basic Pay
- Electricity Allowance 10.00% of Basic Pay
- Child Education Allowance 0.25% of Basic Pay
- Furnishing Allowance 5.00% of Basic Pay
- Management Allowance 1.53% of Basic Pay

- b) **Perquisites:** The Executive Director shall also be entitled to the following perquisites:

- i. Club Fees: Reimbursement of Actual Fees of Clubs.
- ii. Personal Accident Insurance: Actual premium to be paid by the Company.
- iii. Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by him and her family.
- iv. Insurance of Household goods: Actual premium to be paid by the Company.
- v. Car: Facility of cars with drivers to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
- vi. Telephone: Free telephone facility at residence including Mobile Phone to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
- vii. Leave: One month's leave with full salary for every 11 months of service subject to the condition that leave accumulated but not availed will be encashed.
- viii. Reimbursement of expenses: Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred by him in India and abroad for the business of the Company.
- ix. Contribution to Provident Fund, Super Annuation or Annuity Fund etc.: Company's Contribution to Provident Fund, Super Annuation or Annuity Fund etc. will be as per policy/rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act.

- x. Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- xi. Leave Travel Concession: For the Executive Director and her family once in a year incurred in accordance with the policy/rules of the Company.
- xii. Spouse Travelling Expenses: Such traveling expenses of the spouse as may be required in connection with the business of the Company.
- xiii. Other allowances: As may be applicable from time to time as per policy/rules of the Company.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

For the aforesaid purpose "Family" means the dependent children and dependent parents of the Executive Director.

- D. **Minimum Remuneration:** In any financial year during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate, the minimum remuneration payable to the Executive Director shall be substantive salary and perquisites as above mentioned, subject to the ceiling set out under Section II of Part II of Schedule V to the Companies Act, 2013.

Provided further that the following perquisites which are also allowed to the Executive Director shall not be included in the computation of ceiling as specified in (D) above:

- (i) Contribution to Proxvident Fund, Super Annuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961;
- (ii) Gratuity payable at a rate not exceeding half month' salary for each completed year of service; and
- (iii) encashment of leave at the end of the tenure.

Except for Mrs. Charu Munjal and her relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The resolution is accordingly recommended for the approval of the Members as Special resolution.

#### ITEM NO. 6

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings with related parties of the Company. The provisions of Section 188(1)(f) of the Companies Act, 2013 that govern the related party's appointment to any office or place of profit in the company, its subsidiary company or associate company.

Ms. Rhea Seth Munjal, daughter-in-law, being related party of Mr. Neeraj Munjal, Managing Director and Ms. Charu Munjal, whole time director of the Company were appointed as VP- Business Strategy & Sustainability of company and holding a place of profit under Section 188(1) (f) and all other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modifications(s) or re-enactment thereof, for the time being in force), it is proposed to revise remuneration form Rs. 2,50,000/-p.m. to Rs. 3,50,000/-pm. and such other perquisites in accordance with the Company rule.

Rhea Seth Munjal, working as VP of Business Development and Sustainability at Shivam Autotech Ltd., studied Economics with a minor in Business Administration from the Stephen M. Ross School of Business and a Sustainability Scholar certificate through the Graham Sustainability Institute at the University of Michigan. Rhea started her career at EY as a Financial Consultant in New York City, aiming to gain a holistic understanding of the financial services industry through the consulting lens. Having gained exposure to multiple businesses in the financial world – from investment banking to consumer banking – she then expanded her experience by moving to Automotive Consulting at EY in New Delhi to gain exposure of the Indian Automotive industry.

Except for Mrs. Rhea sesh Munjal and her relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

The resolution is accordingly recommended for the approval of the Members as Special resolution.



### Annexure – A

**Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards.**

Name of Director	Mr. Neeraj Munjal	Ms. Charu Munjal	Mr.Sunil Chinubhai Vakil
<b>DIN</b>	00037792	03094545	02527630
<b>Date of Birth &amp; Age</b>	01-July-1967 57 years	04-June-1972 52 years	06-May-1956 68 years
<b>Date of first Appointment on the Board</b>	29-July -2005	28-May -2013	21-Dec-2020
<b>Qualification</b>	Bachelor's Degree in Commerce and specializes in Business Management from Bradford College, England.	Mrs. Charu Munjal holds a Diploma in Textile Designing from Banaras Hindu University.	Fellow Member of the Institute of Chartered Accountants of India
<b>Experience in Specific functional areas</b>	He has a vast experience of precision and value engineering, and Project Management, Global Business Leadership, Business Development and Business Operations. He has been responsible for conceptualizing near net shape forging technology in Shivam Autotech Limited employing cold, warm and hot forging.	Mrs. Charu Munjal has gained considerable experience in creative designing and in marketing field. Her experience and energetic approach in marketing related functions enables the Company to actively pursue and seize new Business Development opportunities.	40+ years of experience in corporate finance/business consultancy with large corporate houses and a multinational company (10 years in aggregate) and 20+ years in independent practice in finance/corporate strategy areas.
<b>Remuneration proposed to be paid</b>	Provided in Explanatory Statement of the Notice	Provided in Explanatory Statement of the Notice	NIL
<b>No. of years of Experience</b>	35 years	24 years	45 years
<b>Terms and Conditions of appointment/re-appointment</b>	He was re-appointed as the Managing Director of the Company w.e.f. from April 01, 2021 for a term of 5 years, That' March 31, 2026 liable to retire by rotation.  As per Nomination and Remuneration Policy of the Company as displayed on the Company's website <a href="http://www.shivamautotech.com">www.shivamautotech.com</a> . Details of the remuneration drawn is mentioned in the Corporate Governance Report.	She is re-appointed as the Executive Director of the Company for another term of five years commencing from June 1, 2023, to May 31, 2028, liable to retire by rotation  As per Nomination and Remuneration Policy of the Company as displayed on the Company's website <a href="http://www.shivamautotech.com">www.shivamautotech.com</a> . Details of the remuneration drawn is mentioned in the Corporate Governance Report.	He is being re-appointed as an Independent Director w.e.f. from September 26, 2024 for a term of 5 years, not liable to retire by rotation. Non - executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof.
<b>Relationship with other Directors/Key managerial Personnel (if any)</b>	Spouse of Mrs. Charu Munjal, Whole-Time Director of the Company and Son of Yogesh Chander Munjal Non-Executive Director of company	Spouse of Mr. Neeraj Munjal, Managing Director of the Company and Son in law of Yogesh Chander Munjal Non-Executive Director of company	None

<b>List of Companies in which outside Directorship held</b>	Dayanand Munjal Investments Private Limited	Munjal Showa Limited	<ol style="list-style-type: none"> <li>1. Woleco India Private Limited</li> <li>2. Amitysoft Technologies Private Limited</li> <li>3. International Hotel Supply (India) Private Limited</li> <li>4. Dinesh Remedies Limited</li> <li>5. Munjal Auto Industries Limited</li> </ol>
<b>Board Membership of Listed Companies as on March 31, 2024</b>	-	-	<ol style="list-style-type: none"> <li>1. Munjal Auto Industries Limited</li> <li>2. Shivam Autotech Limited</li> </ol>
<b>Chairman / Member of Committees of Board of directors of other companies in which he/she is a director*</b>	-	-	-
<b>No. of Board Meetings attended during the year</b>	Details mentioned in the Corporate Governance Report	Details mentioned in the Corporate Governance Report	Details mentioned in the Corporate Governance Report
<b>No of Shares held</b>	NIL	NIL	NIL

## Annexure B

### INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE COMPANIES ACT, 2013

#### I. GENERAL INFORMATION

S.No.	Particular/Subject	Information
1.	Nature of industry	Manufacturer of Auto Components
2.	Date or expected date of commencement of commercial Production	Year 2005
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
4.	Financial performance based on given indicators	In the Financial Year 2023-24, the Company made a turnover of Rs. 46966.42 lakhs and a loss of Rs. 5,018.56 lakhs after tax
5.	Foreign Investments or collaborators, if any	NIL

#### II. INFORMATION ABOUT THE APPOINTEE

S.No.	Particular/Subject	Ms. Charu Munjal	Mr. Neeraj Munjal
1.	Background Details	Mrs. Charu Munjal has gained considerable experience in creative designing and in marketing field. Her experience and energetic approach in marketing related functions enables the Company to actively pursue and seize new Business Development opportunities.	He specializes in Business Management from Bradford College, England, besides a Bachelor's Degree in Commerce. With his vast experience of precision and value engineering, he is proficient to lead a team of engineers to evolve solution to complex manufacturing problems
2.	Past remuneration	For the period from 01 April 2021 to 31 May 2023, Mr. Charu Munjal has drawn total remuneration of Rs.80.06 Lakhs.	For the period from 01 April 2021, to 31 March 2024 Mr. Neeraj Munjal has drawn total remuneration of Rs.176.06 Lakhs
3.	Job profile and his suitability	She has gained considerable experience in creative designing and in marketing field. Her experience and energetic approach in marketing related functions enables the Company to actively pursue and seize new Business Development opportunities.	He is working as a Managing Director of the Company.
5.	Remuneration proposed	Salary, other perquisites and other terms as fully set out in the explanatory statement of item no. 05 of the Notice and as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.	Salary, other perquisites and other terms as fully set out in the explanatory statement of item no. 04 of the Notice and as per Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits pursuant to the approval of the shareholders.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	Considering her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mrs. Charu Munjal should be available to the Company	Keeping in view that Mr. Neeraj Munjal has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time and further considering the size of the Company and responsibilities shouldered by him of the business activities of the Company, proposed remuneration is sought to be paid as appropriate remuneration and is commensurate with industry standards and Board level positions held in similar sized and similarly positioned businesses.

7.	Pecuniary relationship directly or indirectly with the Company personnel, if any	Mr. Charu Munjal does not have any pecuniary relationship with the Company other than the remuneration she received as Executive Director of the Company and she is Spouse of Mr. Neeraj Munjal, Managing Director of the Company and daughter in law of Yogesh Chander Munjal Non-Executive Director of company.	Mr. Neeraj Munjal does not have any pecuniary relationship with the Company other than the remuneration he received as Executive Director of the Company and he is Spouse of Ms. Charu Munjal, Executive Director of the Company and Son of Yogesh Chander Munjal Non-Executive Director of company.
----	--	---	--

### III. OTHER INFORMATION

S.No.	Particular/Subject	Information
1.	Reason of loss or inadequate profits	Considerable slowdown in auto sector and COVID-19 Pandemic which have posed unprecedented challenges to the business operations of the Company due to the disruption caused by lockdowns and restriction on movement of vehicles and people.
2.	Steps taken or proposed to be taken for improvement	To mitigate the adverse impact, if any, the Company has planned profitability drive, both in the domestic and international markets using a strategy of differentiating itself by its intense customer relationships, product development capabilities and manufacturing excellence.
3.	Expected increase in the productivity and profits in measurable terms	It is difficult to forecast productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average. It has been aggressively pursuing and implementing its strategies to improve financial performance.

**Place: Gurugram**  
**Date: August 12, 2024**

**Registered Office:**

10, 1<sup>st</sup> Floor, Tower A, Emaar Digital Greens,  
Sector – 61, Golf Course Extension Road,  
Gurugram, Haryana - 122102  
CIN: L34300HR2005PLC081531  
e-mail: [info@shivamautotech.com](mailto:info@shivamautotech.com)  
website: [www.shivamautotech.com](http://www.shivamautotech.com)  
Tel: +91 124 4698700 Fax: +91 124 4698798

**By Order of the Board of Directors**  
**For Shivam Autotech Limited**  
**Sd/-**

**Shakti Kant Mahana**  
**Company Secretary**  
**Membership No. 69273**