

September 06, 2021

**The National Stock Exchange of India  
Listing & Compliance Department**  
"Exchange Plaza" Bandra Kurla Complex,  
Bandra East,  
Mumbai - 400 051

(Scrip Code - SHIVAMAUTO)

**The BSE Limited  
Listing & Compliance Department**  
Phiroje Jeejeebhoy Towers  
Dalal Street Fort  
Mumbai - 400 001

(Scrip Code - 532776)

**Subject: Notice of 16<sup>th</sup> Annual General Meeting, Remote e-voting and Intimation of Book Closure of the Company for the FY 2020-21**

Dear Sir/Ma'am,

- a. Notice is hereby given that the 16<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company is scheduled to be held on Wednesday, September 29, 2021 at 12:00 Noon (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), to transact the businesses as contained in the notice of the meeting.
- b. In compliance with the MCA circulars, the Annual Report for the Financial Year 2020-21, comprising the Notice of the AGM and Financial Statements for the Financial Year 2020-21, along with Directors' Report, Corporate Governance Report, Auditors' Report and other documents required to be attached thereto, will be sent to all such members of the Company whose email addresses are registered with the Company/RTA/Depository Participants.
- c. The Company has fixed Wednesday, September 22, 2021 as the "Cut-off Date" for the purpose of determining the members eligible to e-vote on the resolutions set out in the Notice of the AGM and to attend the AGM.
- d. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013, the Register of Member and Share Transfer Books will remain closed as follows:

**SHIVAM AUTOTECH LIMITED [www.shivamautotech.com](http://www.shivamautotech.com)  
CIN: L34300HR2005PLC081531**

**Registered Office:** 10, 1<sup>st</sup> Floor, Emaar Digital Greens, Tower A, Sector  
61, Golf Course Extension Road, Gurugram, Haryana-122102

**Tel:** 0124-4698700  
**Fax:** 0124-4698798

Type of Security & paid-up capital	Book-Closure (Both days inclusive)		Purpose
	From	To	
Equity Shares of Rs. 2/- each fully paid up	Monday, September 20, 2021	Wednesday, September 29, 2021	For the purpose of 16 <sup>th</sup> Annual General Meeting
<b>Other Information:</b>			
<b>Date of AGM</b>	Wednesday, September 29, 2021 at 12:00 Noon (IST) through Video Conferencing/Other audio visual means		
<b>Cut-off date for E-voting</b>	Wednesday, September 22, 2021		
<b>E-voting period</b>	Sunday, September 26, 2021 (9:00 a.m. IST) and ends on Tuesday, September 28, 2021 (5:00 p.m. IST).		

You are requested to kindly take the same in your records.

Thanking you,

Yours faithfully,  
For Shivam Autotech Limited



Samta Bajaj  
Company Secretary and Compliance Officer  
M. No. 50269





**SHIVAM AUTOTECH LIMITED**

10, 1<sup>st</sup> Floor, Tower A, Emaar Digital Greens,  
Sector - 61, Golf Course Extension Road,  
Gurugram, Haryana - 122102

CIN: L34300HR2005PLC081531 Tel: 0124-4698700; Fax: 0124-4698798

Email: [info@shivamautotech.com](mailto:info@shivamautotech.com) website: [www.shivamautotech.com](http://www.shivamautotech.com)

**NOTICE**

Notice is hereby given that the **16<sup>th</sup> Annual General Meeting** of the Members of **SHIVAM AUTOTECH LIMITED ("the Company")** will be held on Wednesday, the 29<sup>th</sup> day of September, 2021 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, 2021, 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.

**"RESOLVED THAT** the Audited Financial Statements including Balance Sheet as at March 31, 2021 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 Dr. Anil Kumar Gupta (DIN: 02643623), who retires by rotation and being eligible has offered himself for re-appointment.

**"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), Dr. Anil Kumar Gupta (DIN: 02643623), 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. Appointment of Mr. Sunil Chinubhai Vakil (DIN: 02527630) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable

provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Sunil Chinubhai Vakil (DIN: 02527630) who was appointed as an Additional (Non-Executive and Independent) Director of the Company pursuant to Section 161 and other applicable provisions with effect from December 21, 2020 to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, in order to fill the casual vacancy caused by the resignation of Mr. Sunil Kant Munjal, Independent Director to hold office for a term of 4 (four) consecutive years, from the date of appointment.”

4. Re-appointment of Mr. Neeraj Munjal (DIN: 00037792) as Managing Director (designated as Executive Director) of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 190, 196, 197, 198 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board, and in accordance with the Nomination and Remuneration Policy of the Company and such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Neeraj Munjal (DIN: 00037792) as Managing Director of the Company categorized as “Key Managerial Personnel” for a further period of 5 years with effect from April 01, 2021 till March 31, 2026 on the existing remuneration as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** Mr. Neeraj Munjal shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder and the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the company be and is hereby accorded that if in any financial year during the tenure of Mr. Neeraj Munjal, the Company has no profits, or its profits are inadequate the Company shall pay the remuneration to Mr. Neeraj Munjal, as set out in the Explanatory Statement, annexed to the notice convening this meeting as the minimum remuneration for a period of three years effective from April 01, 2021 till March 31, 2024.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (including its committee thereof) be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required including, to alter and vary the terms and conditions of appointment and / or remuneration including designation, subject to the same not exceeding the limits as specified in section 197 read with Schedule V to the Companies Act, 2013 or other statutory modification(s) or re-enactment thereof and to

delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid resolution without further reference to the Company in General Meeting.”

**Place: Gurugram**  
**Date: August 13, 2021**

**By Order of the Board of Directors**  
**For Shivam Autotech Limited**

**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

**Sd/-**  
**Samta Bajaj**  
**Company Secretary**  
**Membership No. 50269**

## IMPORTANT NOTES:

1. In view of the current extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 02/2021 dated January 13, 2021 read with General Circular Nos., 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 & 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD 2/CIR/P/2021/11 dated January 15, 2021 read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "Circulars") permitted the holding of the Annual General Meeting ("AGM") due to be held in the year 2020 or become due in the year 2021 (i.e. till December 31, 2021) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars as mentioned above, the 16th AGM of the Company is being held through VC / OAVM.
2. The deemed venue for 16<sup>th</sup> AGM shall be the Registered Office of the Company.
3. 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.
4. The Explanatory Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM under Item No. 3 & 4 of the accompanying notice is annexed hereto.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **Since this AGM is being held pursuant to the Circulars mentioned above through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.**
6. 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 [satyenderfcs@gmail.com](mailto:satyenderfcs@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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..
7. 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 requests 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 Registrar and Transfer Agent, MCS Share Transfer Agent Limited ("Registrar") for assistance in this regard.

8. 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.
9. 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.
10. 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.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH- 13. The said form can be downloaded from-  
<http://ebook.mca.gov.in/notificationdetail.aspx?acturl=6CoJDC4uKVUR7C9F14rZdatyDbeJTqg38iljdoCCVy5oIaqWqXUJS57H9RSp+M6u>.  
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- MCS Share Transfer Agent Limited, F-65, Okhla Industrial Area, Phase-1, New Delhi- 110020; Tel No. : 011-41406149-52; email id: [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com), in case the shares are held in physical form.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 23, 2021 from their registered email address, mentioning their name, DP ID and Client ID number/folio number and mobile number at Company's investor email id: [cs@shivamautotech.com](mailto:cs@shivamautotech.com). The same will be replied to by the Company suitably.
13. 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.



14. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 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 CDSL at <https://www.evotingindia.com>.
15. 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.
16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
17. At the 12<sup>th</sup> AGM held on September 29, 2017, the Members approved appointment of NSBP & CO., Chartered Accountants, New Delhi (Firm Registration No. 001075N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 17<sup>th</sup> AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of Statutory Auditors at the 16<sup>th</sup> AGM.
18. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 20, 2021 to Wednesday, September 29, 2021 (both days inclusive).
19. Pursuant to the provisions of Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend which remains unpaid or unclaimed for a period of seven consecutive years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Act. The details of unpaid amounts as per provisions of Section 124 of the Act are uploaded under 'Investor Services' section on the website of the Company viz. [www.shivamautotech.com](http://www.shivamautotech.com).

The dividend declared by the Company for the financial year 2013-14, of which Rs. 7,51,189.82/- has remain unpaid/unclaimed shall be transferred to IEPF on or before December 04, 2021. Accordingly, Members who have not encashed their Dividend Warrant(s) are requested to approach the Company for releasing the dividend upon completion of necessary formalities for the same in lieu of such warrant(s). Unclaimed/unpaid final dividend for the financial year 2013-14, which is due for transfer



to IEPF, should be claimed by the Members before November 04, 2021. After that date, no claim shall lie against the Company, in respect of the said amount.

Due dates for transfer of unclaimed/unpaid dividends for the financial year ending March 31, 2014 and thereafter to IEPF:

<b>FY ended</b>	<b>Last date of payment to shareholder / Due date</b>	<b>Last Date of transfer to IEPF</b>
March 31, 2014	November 04, 2021	December 04, 2021
March 31, 2015	October 15, 2022	November 14, 2022
March 31, 2016	November 04, 2023	December 04, 2023

20. Pursuant to the provisions of Section 124(6) of the Act read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 notified by the Ministry of Corporate Affairs as amended from time to time (“the Rules”) shares in respect of which dividend remains unpaid or unclaimed for seven consecutive years or more is required to be transferred by the Company within a period of thirty days of such shares becoming due to be transferred to Investor Education and Protection Fund (IEPF), established by the Central Government under the provisions of Section 125 of the Act. The details of unpaid amounts as per provisions of Section 124 of the Act are uploaded under “Investor Services” section on the website of the Company viz. [www.shivamautotech.com](http://www.shivamautotech.com). The concerned members are requested to verify the details of their unclaimed amounts, if any, and write to the Company before the same becoming due for transfer to the IEPF.

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2020-21, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. November 29, 2020. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link:

[http://www.shivamautotech.com/pdf/n1\\_unclaim\\_div\\_shivam\\_25112020.pdf](http://www.shivamautotech.com/pdf/n1_unclaim_div_shivam_25112020.pdf)

The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in).

21. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them by making an online application to the IEPF Authority in web Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). or contact Company’s Registrar and Transfer Agent for lodging claim for refund of shares and / or dividend from the IEPF Authority.
22. 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.
23. Central Depository Services (India) Limited (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 16<sup>th</sup> AGM through VC/OAVM Facility and e-Voting during the 16<sup>th</sup> AGM.

24. Instructions for e-voting and joining the AGM are as follows:

**A. Instructions for Voting through electronic mode**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the SEBI Listing Regulations read with Circulars as mentioned above, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, in respect of the businesses to be transacted at the 16<sup>th</sup> AGM and facility for those Members participating in the 16<sup>th</sup> AGM to cast vote through e-Voting system during the AGM. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this Notice.
- ii. The remote e-voting period begins on 09:00 A.M. IST on Sunday, September 26, 2021 and ends 05:00 P.M. IST on Tuesday, September 28, 2021. During this period Shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, September 22, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast 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 during the AGM.
- iii. A person who is not a Member as on the cut-off date should treat this Notice of 16<sup>th</sup> AGM for information purpose only.
- iv. 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 e-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.

- v. 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 number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is explained herein below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; e-voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at</li> </ol>

	<p><a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <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 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 or joining virtual meeting &amp; e-voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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’s website for casting your vote during the remote e-Voting period or joining virtual meeting & e-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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- vi. The details of the process and manner for remote e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individuals holding in Demat form** are explained herein below:
  - a. Visit the e-Voting website of CDSL by typing the following URL: [www.evotingindia.com](http://www.evotingindia.com).
  - b. Once the home page of e-Voting system is launched, Click on “Shareholders” module.

- c. Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in physical form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:

	<b>For Physical shareholders and shareholders holding shares in Demat Form other than individual.</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant may call CDSL's toll free number 1800225533.
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 as mentioned in instruction (c)

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- i. If 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.
- j. After successful login, you will be able to see the Home page of e-Voting. Click on the EVSN for the "Shivam Autotech Limited" on which you choose to vote.
- k. 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.

- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - m. 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.
  - n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES FOR PROCURING USER ID AND PASSWORD FOR E-VOTING ON THE RESOLUTIONS SET OUT IN THIS NOTICE.**

**For Physical shareholders-** please provide scanned copy of a duly signed letter by the member(s) mentioning 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 sending a request to Registrar/Company at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com) or [cs@shivamautotech.com](mailto:cs@shivamautotech.com) respectively.

**For shareholders other than Individuals holding shares in dematerialised form -** please provide Demat account details (CDSL 16-digit beneficiary ID or NSDL-16 digit DPID + CLID), Name of shareholder, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by sending a request to Registrar/Company at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com) or [cs@shivamautotech.com](mailto:cs@shivamautotech.com) respectively.

**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.

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

- i. Members will be provided with a facility to attend the AGM through VC/OAVM by following the remote e-voting instructions mentioned above and selecting the EVSN for Company's AGM. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed. 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.
- ii. The facility of joining the AGM through VC / OAVM will be opened 15 minutes before the scheduled start-time of the AGM. The facility of participation at the AGM will be made available for 1000 members on first come first served basis. This will not include

large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Statutory Auditors and Secretarial Auditors, who are allowed to attend the AGM without restriction on account of first come first served basis.

- iii. Members are encouraged to join the Meeting through Laptops / I-Pads for better sound and video clarity and experience.
- iv. Further members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- v. 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.
- vi. Shareholders who would like to express their views/ask questions during the meeting with regard to the financial statements or any other matter to be placed at the 16<sup>th</sup> AGM may register themselves as a speaker by sending their request in advance by Thursday, September 23, 2021, mentioning their name, demat account number/folio number, email id, mobile number at Company's investor e-mail ID: [cs@shivamautotech.com](mailto:cs@shivamautotech.com).
- vii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting, depending upon the availability of time.

**D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

- i. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM. The Members can opt for only one mode of voting i.e. remote e-Voting or e-Voting at the AGM. In case of voting by both the modes, vote cast through remote e-Voting will be considered final and e-Voting at the AGM will not be considered.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



### **Note for Non-Individual Shareholders & Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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 at [satyenderfcs@gmail.com](mailto:satyenderfcs@gmail.com) and to the Company at [cs@shivamautotech.com](mailto:cs@shivamautotech.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting at the CDSL e-Voting System, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available under the help section at [www.evotingindia.com](http://www.evotingindia.com), or you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to:

**Mr. Rakesh Dalvi, Manager,  
(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](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058542/43

### **25. OTHER GUIDELINES FOR MEMBERS:**

- i. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- ii. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date Wednesday, September 22, 2021. The members shall have one vote per equity share held by them. The facility of remote e-voting would be provided once for every Folio/ Client ID, irrespective of the number of joint holders.

- iii. 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 at the AGM.
- iv. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, shall follow the instructions mentioned above for remote e-voting and for joining the AGM.
- v. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- vi. The Board of Directors of the Company (the "Board") at its meeting held on August 13, 2021 have appointed Mr. Satyender Kumar, (Membership No. FCS 4087), Proprietor of M/s. Satyender Kumar & Associates, Company Secretaries, Gurugram as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner in accordance with law and he has communicated his willingness to be appointed and will be available for the same purpose.
- vii. 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.
- viii. 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.
- ix. The scrutinizer's decision on the validity of e-voting shall be final and binding.

**Place: Gurugram**  
**Date: August 13, 2021**

**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/-**  
**Samta Bajaj**  
**Company Secretary**  
**Membership No. 50269**

## ANNEXURE TO THE NOTICE

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

#### ITEM NO. 3

Pursuant to the provisions of Section 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Chinubhai Vakil, on the recommendation of Nomination and Remuneration Committee, was appointed by the Board of Directors as an Additional and Independent Director of the Company w.e.f. December 21, 2020 in order to fill the casual vacancy caused by the resignation of Mr. Sunil Kant Munjal, Independent Director, for a term of four years, not liable to retire by rotation, subject to the approval of Members at the 16<sup>th</sup> Annual General Meeting.

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

❑ **Have been involved in representing Hunter Amenities' Indian Entity - as an independent director - to advise, counsel all legal and statutory compliances and contract drafting plus taxation and Foreign Exchange Regulation Management compliances.**

❑ Have been involved with a number of public charitable institutions as trustees, & in sports bodies like BCCI and BCA as Finance Committee member.

❑ Was (for 2016-19), a Vice Chairperson of the International Committee of Technical advisors of ROTARY INTERNATIONAL that oversees, monitors and regulates the large, global grant-enabled humanitarian service projects in over 100+ countries around the world.

❑ Has been conferred with a "DISTINGUISHED SERVICE AWARD," the highest recognition bestowed to any individual Rotarian in recognition of services rendered for humanitarian

*causes to community in need on a sustained basis* by The ROTARY FOUNDATION, which is a globally acclaimed voluntary organization

The requisite details of Mr. Sunil Chinubhai Vakil are provided in Annexure A to the Notice.

It is proposed that Mr. Sunil Chinubhai Vakil be appointed as an Independent Director of the Company for a term of four consecutive years i.e. from December 21, 2020 to December 20, 2024 and he shall not be liable to retire by rotation.

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 Mr. Sunil Chinubhai Vakil, none of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, in the Ordinary Resolution as set out at Item No. 3.

#### **ITEM NO. 4**

The present proposal is to seek the Members' approval for the re-appointment of Mr. Neeraj Munjal as Managing 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 & rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Neeraj Munjal has been responsible for conceptualizing near net shape forging technology in Shivam Autotech Limited employing cold, warm and hot forging and commissioned its first unit at Binola, Gurugram in 1999. He has been spearheading the operations of the company and successfully handles its operations which have brought the company to this level. The company currently has four of its units at different locations in the country. He brings with himself 25 years of rich experience in auto-component sector.

Mr. Neeraj Munjal 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. He also held Chairmanship of CII, Haryana Chapter.

Mr. Neeraj Munjal was appointed as the Managing Director of the Company by the members for a period of five years to hold office upto March 31, 2021. 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, it would be in the interest of the Company to

consider and continue the employment of Mr. Neeraj Munjal as Managing Director of the Company.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, passed a resolution on June 09, 2021 approving re-appointment of Mr. Neeraj Munjal, as Managing Director of the Company for a further period of five years with effect from April 01, 2021 to March 31, 2026. This is subject to the approval of the shareholders at this Annual General Meeting.

The Company has received requisite disclosures/declaration from Mr. Neeraj Munjal for being appointed as Director of the Company. 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. Neeraj Munjal is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority.

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

- A. **Basic Salary:** Rs. 8,00,000/- (Rupees Eight Lacs only) per month.
- B. **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.
- 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 |
| • 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  |
- b) **Perquisites:** The Managing Director shall also be entitled to the following perquisites:
- Club Fees: Reimbursement of Actual Fees of Clubs.
  - Personal Accident Insurance: Actual premium to be paid by the Company.
  - Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by him and his family.
  - Insurance of Household goods: Actual premium to be paid by the Company.
  - 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.
  - 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.

- D. **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 a period of three years effective from April 01, 2021 till March 31, 2024.

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' 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.

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



**Annexure - A**

**INFORMATION ON DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT  
THE FORTHCOMING ANNUAL GENERAL MEETING**

<b>Name of Director</b>	<b><u>Dr. Anil Kumar Gupta</u></b>	<b><u>Mr. Sunil Chinubhai Vakil</u></b>
<b>DIN</b>	02643623	02527630
<b>Date of Birth &amp; Age</b>	02-April-1951 70 years	06-May-1956 65 years
<b>Date of first Appointment on the Board</b>	09-August-2019	21-December-2020
<b>Qualification</b>	Doctorate in Engineering and Fellow of Indian National Academy of Engineering (FNAE).	Fellow Member of the Institute of Chartered Accountants of India
<b>Experience in Specific functional areas</b>	Creating value addition and complex sub- systems / systems. In-depth knowledge of metallurgical engineering.	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>	NIL	NIL
<b>No. of years of Experience</b>	49 years	43 years
<b>Terms and Conditions of appointment/re-appointment</b>	<p>He was appointed as a Non-Executive Director w.e.f. from August 9, 2019 for a term of 5 years, liable to retire by rotation. He has served as a Whole-Time Director of the Company and resigned as a Whole Time Director w.e.f. August 8, 2019.</p> <p>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.</p> <p>The other terms and conditions are available at <a href="http://www.shivamautotech.com">www.shivamautotech.com</a></p>	<p>He is being appointed as an Independent Director w.e.f. from December 21, 2020 for a term of 4 years, not liable to retire by rotation.</p> <p>Independent Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof and the commission based on the net profits of the Company within the maximum limits as set under the Companies Act, 2013, and rules made thereunder.</p> <p>The other terms and conditions are available at <a href="http://www.shivamautotech.com">www.shivamautotech.com</a></p>
<b>Relationship with other</b>	None	None

<b>Directors/Key managerial Personnel (if any)</b>		
<b>List of Companies in which outside Directorship held</b>	Akar Auto Industries Limited	1. Woleco India Private Limited 2. Gujarat Metal Cast Industries Private Limited 3. Amitysoft Technologies Private Limited
<b>Board Membership of Listed Companies as on March 31, 2021</b>	1. Akar Auto Industries Limited 2. Shivam Autotech Limited	Shivam Autotech Limited
<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
<b>No of Shares held</b>	NIL	NIL

<b>Name of Director</b>	<b><u>Mr. Neeraj Munjal</u></b>
<b>DIN</b>	00037792
<b>Date of Birth &amp; Age</b>	01-Jul-1967 54 years
<b>Date of first Appointment on the Board</b>	29-Jul-2005
<b>Qualification</b>	Bachelor's Degree in Commerce and specializes in Business Management from Bradford College, England.
<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.
<b>Remuneration proposed to be paid</b>	Provided in Explanatory Statement of the Notice
<b>No. of years of Experience</b>	32 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, 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.
<b>Relationship with other Directors/Key managerial Personnel (if any)</b>	Spouse of Mrs. Charu Munjal, Whole-Time Director of the Company

<b>List of Companies in which outside Directorship held</b>	Dayanand Munjal Investments Private Limited
<b>Board Membership of Listed Companies as on March 31, 2021</b>	Shivam Autotech Limited
<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
<b>No of Shares held</b>	NIL

**\*Only Audit Committee & Stakeholders' Relationship Committee considered**

## 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 2020-21, the Company made a turnover of Rs. 48,741.15 lakhs and a loss of Rs. 2,252.56 lakhs after tax
5.	Foreign Investments or collaborators, if any	NIL

#### II. INFORMATION ABOUT THE APPOINTEE

S.No.	Particular/Subject	Mr. Neeraj Munjal
1.	Background Details	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 2020, to 31 March 2021 Mr. Neeraj Munjal has drawn a remuneration of Rs.176.06 Lakhs
3.	Recognition or awards	He has been responsible for conceptualizing near net shape forging technology in Shivam Autotech Limited employing cold, warm and hot forging.
4.	Job profile and his suitability	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. 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	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. 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 not related to any director/ managerial personnel except Mrs. Charu Munjal, Whole-time Director of the 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	<p>Against the bleak global and Indian outlook, the Company has adopted a cautious approach.</p> <ol style="list-style-type: none"> <li>1. The Company is cutting down on all avoidable costs and focusing on the good costs. Company also took some Cost saving measures such as merging the Manesar plant with Rohtak plant for operational synergies and cost reductions and optimization of manpower cost by reductions in manpower gradually in non-productive areas.</li> <li>2. Company has undertaken infusion of Rs.35 crore in 2020-21, which has already been brought in to ramp up operations demonstrating the commitment and confidence of the Promoters for the revival of the Company.</li> <li>3. The Company has been able to increase the liquidity in the system by availing ECLGS facility under the Emergency Credit Line Guarantee Scheme issued by the Government of India.</li> </ol>
3.	Expected increase in the productivity and profits in measurable terms	In-line with the above steps taken by the Company, the operations have started to show improvements and the Company has been able to ramp up its productions to utilization of

		above 80%. The Company has achieved EBITDA of Rs. 8,103.24 Lacs in FY21 as against EBITDA of Rs. 5,263.27 Lacs in FY20. The Company expects that productivity and profitability may improve and would be comparable with the industry average.
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**Place: Gurugram**  
**Date: August 13, 2021**

**By Order of the Board of Directors**  
**For Shivam Autotech Limited**

**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

**Sd/-**  
**Samta Bajaj**  
**Company Secretary**  
**Membership No. 50269**