



10<sup>th</sup> July,2023

**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)

**Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")- Notice of Postal Ballot**

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated 10<sup>th</sup> July, 2023 together with the Explanatory Statement thereto, seeking consent of the Members of Shivam Autotech Limited ("Company"), on the following items of special business:

S.No.	Types of Resolutions	Resolutions
1.	Special	Appointment of Dr. Neetika Batra (DIN: 10219725) as an Independent Director of the Company for a period of 5 (five) consecutive years w.e.f 2 <sup>nd</sup> July, 2023
2.	Ordinary	Increase in Authorized Capital of the Company and alteration in the Capital Clause of Memorandum of Association of the Company
3.	Special	Borrowing of Monies by way of Term Loan(s) or Issuance of Secured, Unrated, Unlisted, Redeemable, Non-Convertible Debentures on a Private Placement Basis
4.	Special	Borrowing of Monies by way of issuance of Secured, Optionally Convertible Debentures on a Private Placement Basis

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company

**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



i.e. MCS Share Transfer Agent Limited (MCS), and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, 26<sup>th</sup> May, 2023. The Board of Directors has appointed Ms. Meenu Sharma (Membership No. FCS 10882 CP No. 20929), Proprietor of M/s Meenu S & Associates, Practicing Company Secretaries, to act as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

**The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Tuesday, 11<sup>th</sup> July, 2023 at 09:00 A.M. (IST) and shall end on Wednesday, 9<sup>th</sup> August, 2023 at 5:00 P.M. (IST)**

**The Notice along with Explanatory Statement can be accessed at**

[http://www.shivamautotech.com/Uploads/image/300imguf\\_PostalBallotNotice-July.pdf](http://www.shivamautotech.com/Uploads/image/300imguf_PostalBallotNotice-July.pdf)

Kindly place the above information on records.

Thanking you,

Yours faithfully,

**For Shivam Autotech Limited**

Preeti Sharma  
Digitally signed  
by Preeti Sharma  
Date: 2023.07.10  
22:00:09 +05'30'

**Preeti Sharma**  
**Company Secretary & Compliance Officer**  
**M. No. 32847**

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## **POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs]

<b>VOTING STARTS ON</b>	<b>VOTING ENDS ON</b>
<b>Tuesday, 11<sup>th</sup> July, 2023 [9:00 A.M]</b>	<b>Wednesday, 9<sup>th</sup> August, 2023 [5:00 P.M]</b>

**Dear Shareholder(s),**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars') and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing Special Resolutions, by way of postal ballot through voting by electronic means.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('Notice').

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In terms of the requirements specified in the MCA Circulars, Shivam Autotech Limited ('Company') is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to its Members. Members are requested to read the instructions in the Notes appended to this Notice so as to cast their vote electronically. The Notice is also available on the website of the Company at [www.shivamautotech.com](http://www.shivamautotech.com) Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR/YES) or dissent (AGAINST/NO) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on 9<sup>th</sup> August, 2023. The remote e-voting facility will be disabled by CDSL immediately thereafter.

**SPECIAL BUSINESS:**

- 1) Appointment of Dr. Neetika Batra (DIN: 10219725) as an Independent 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 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

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Remuneration Committee of the Company, Dr. Neetika Batra (DIN: 10219725) 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 2<sup>nd</sup> July, 2023 and in respect of whom the Company has received a notice in writing from her under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years, from the date of appointment."

**2) Increase in Authorized Capital of the Company and alteration in the Capital Clause of Memorandum of Association 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 section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Articles of Association and the consent of the Shareholders of the Company be and is hereby accorded to increase the authorized share capital of the company Rs. 25,00,00,000/- (Rupees Twenty-Five Crores) divided into 125000000 equity shares of Rs.2/- (Rupees Two) each to Rs.30,00,00,000/- (Rupees Thirty Crores only) divided into 150000000 equity shares of Rs.2/- (Rupees Two) each ranking *pari-passu* with the existing equity shares in the Company

**RESOLVED FURTHER THAT** the memorandum of association of the Company be and is hereby altered by substituting the following new Clause V for the existing Clause V:

***"The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 150000000 (Fifteen Crores) Equity shares of Rs. 2/- (Rupees Two) each."***

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board / Committee of the Board or any officer(s) authorized by the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard"

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3) **Borrowing of Monies by way of Term Loan(s) or Issuance of Secured, Unrated, Unlisted, Redeemable, Non-Convertible Debentures on a Private Placement Basis and in this regard to consider and if thought fit, to pass the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 21, 23, 42, 71 and 179(3)(c), 179(3)(d) and 179(3)(f) of the Companies Act, 2013 (“Act”), read with the Companies (Share Capital and Debentures) Rules, 2014 and Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other applicable provisions of the Act, Rules, Regulations, Notifications, Circulars, Amendments (including but not limited to any statutory modifications or re-enactments thereto) (“Act”) and all other applicable laws, circulars, notifications, rules and regulations, and pursuant to the enabling provisions of the memorandum and articles of association of the Company and the Depositories Act, 1996 (as amended from time to time), and subject to all other applicable statutory/ regulatory approvals as may be necessary, the consent of the Shareholders of the Company be and is hereby accorded to the Company to raise borrow and raise finance up to INR 150,00,00,000/- (One Hundred and Fifty Crores only): (i) by way of term loans from any banks, financial institutions or any other eligible persons) as identified by Modulus Alternatives Investment Managers Limited (formerly known as Centrum Alternative Investment Managers Limited) (“**Modulus**”) (hereinafter collectively referred to as “**Investor(s)**”) at such terms and conditions and/or any modifications/ amendments thereto, as may be required, from time to time, in terms of the requisite transaction document and/or any modifications/ amendments thereto, from time to time, as may be mutually agreed amongst the Company and the concerned financial institution (“**Term Loan(s)**”); and/or (ii) through offer and issue of, in one or more tranches, up to 1500 (One Thousand Five Hundred) secured, rated/unrated, listed/unlisted, redeemable, non-convertible debentures, having a face value of Rs.10,00,000/- (Rupees Ten Lakhs only) each at par, on a private placement basis, in all aggregating to Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores only) (“**Debentures**” or “**NCDs**”), to Modulus or any person (including any of the group entities, subsidiaries, funds or affiliates and, any banks, financial institutions or any other eligible persons) as identified by Modulus, at such terms and conditions and/or any modifications/ amendments thereto, as may be required, from time to time

**RESOLVED FURTHER** that for the purpose of giving effect to the above Resolution including any offer, invitation, issue or allotment of NCDs, as described above, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives), as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose, including without limitation, the determination / modification / finalization of terms and conditions for issuance of NCDs, timing for issuance of such NCDs including but not limited to, the number of tranches, the terms

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of the issue, issue price, tenor, interest/ coupon rate, redemption premium, early redemption premium, costs, fees and charges payable for the NCDs, security for the NCDs, without requiring any further approval of the members of the Company, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, as necessary or appropriate and to discuss, negotiate, finalize, approve, issue, amend, alter, sign and/or execute any affidavits, document(s), agreements, instruments, forms, applications, deeds, declarations, letters, returns, undertakings and writings in connection with the NCDs including but not limited to private placement offer letter, letter of offer, debenture trust deed, debenture trustee agreement, security creation agreements / documents etc. in connection with the proposed issue, as the Board may deem necessary or desirable and to pay any fees, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of NCDs and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("Members") or otherwise to the end and intent that the Members shall be deemed to have given their consent thereto expressly by the authority of this resolution."

**RESOLVED FURTHER THAT** for the purpose of giving effect to the private placement of the NCDs, the Board be and is hereby authorised to make an offer to the Investor(s) in accordance with the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof), and all other law, rules, guidelines, regulations for the time being in force."

**RESOLVED FURTHER THAT** the Company be and is hereby authorised to create and/ or procure such security or guarantees for securing the NCDs or the Term Loan(s) as may be required by the Investor(s).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the above powers herein conferred to any Committee or any one or more executives / officers of the Company, to give effect to the aforesaid resolutions."

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4) **Borrowing of Monies by way of issuance of Secured, Optionally Convertible Debentures on a Private Placement Basis and in this regard to consider and if thought fit, to pass the following resolution as Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s) or modification(s) or variation(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules made thereunder (the **“Act”**), and the enabling provisions of the Memorandum of Association of the Company and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the **“SEBI Listing Regulations”**), the provisions of the Foreign Exchange Management Act, 1999, (the **“FEMA”**) as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India, the Securities and Exchange Board of India (**“SEBI”**), the Ministry of Corporate Affairs (**“MCA”**) and the stock exchanges where the shares of the Company are listed (the **“Stock Exchanges”**) and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from any statutory and regulatory authority(ies) and to such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of directors of the Company (the **“Board”**, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred hereunder) (the **“Committee”**), the approval of the members be and is hereby accorded to raise, on the terms and conditions as may be determined by the Board, a total amount of up to Rs. 25 crores (Rupees Twenty-Five Crores) by way of offer, issue and allot, on a preferential basis, by way of private placement up to 250 (Two Hundred Fifty) Secured Optionally Convertible Debentures (**“OCDs”**) having face value of Rs.10,00,000/- (Rupees Ten Lakhs only) each to India Credit Opportunities Fund II, a category II alternate investment fund, with its investment manager being Modulus Alternatives Investment Managers Limited( formerly known as Centrum Alternative Investment Managers Limited) (**“Proposed Allotee”**).





Each equity share(s) of face value Rs. 2/- (Rupees Two only) of the Company to be issued and allotted to the Investor on exercise of the conversion right associated with the OCDs shall be referred to as an “**Investor Equity Share**”.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolutions, the issue of the OCDs shall be subject to the terms and conditions prescribed under the applicable laws including but not limited to the following:

- (a) the OCDs to be offered, issued and allotted shall be subject to the provisions of the Act and the SEBI ICDR Regulations;
- (b) on exercise of the OCDs by the Investor, the Investor shall be issued and allotted equity shares of the Company of face value Rs. 2/- (Rupees Two only);
- (c) the conversion price of the OCDs shall be arrived in accordance with SEBI ICDR Regulations and/or other applicable laws;
- (d) the Investor shall have the right to convert at their option whole or part of the outstanding (which shall include all amounts accrued/due under the OCD including any coupon, premium etc.) in relation to the OCDs to fully paid-up equity shares of the Company;
- (e) the Investor shall be entitled to exercise the conversion rights associated with OCDs at any time until the expiry of 18 (eighteen) months from the date of allotment of the OCDs in 1 (one) or more tranches but no later than 15 days prior to the expiry of 18 (eighteen) months from the date of allotment of the OCDs;
- (f) upon exercise by the Investor of the conversion right associated with the OCDs, the Company shall issue and allot appropriate number of Investor Equity Shares that shall rank *pari passu* in all respects with the existing fully paid-up equity shares of face value of Rupees 2/- (Rupees Two only) each of the Company and perform all such actions as are required to give effect to such issuance and allotment, including but not limited to delivering to the Investor, the evidence of the credit of such Investor Equity Shares to the respective Investor's demat account and entering the name of the relevant Investor in the records of the Company as the registered owner of such Investor Equity Shares;
- (g) the allotment of the Investor Equity Shares shall be made in dematerialized form.

**RESOLVED FURTHER THAT** the Investor Equity Shares issued to the Investor shall be subject to the applicable laws as well as the Memorandum of Association of the

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Company and the Articles of Association of the Company and shall rank *pari passu* in all respects with the existing fully paid-up equity shares of face value of Rs. 2/- (Rupees Two only) each of the Company including with respect to entitlement to dividend, voting powers and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding up of the Company.

**RESOLVED FURTHER THAT**, the monies received by the Company from the Investor pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with section 42 of the Act.

**RESOLVED FURTHER THAT**, the OCDs to be issued by the Company shall be secured by the Security that is proposed to be created for securing the Debentures and any other securities, as may be agreed by and between the Company and the Investor(s) ("**OCD Security**").

**RESOLVED FURTHER THAT** the "Relevant Date", as per the relevant provisions of Chapter V of the SEBI ICDR Regulations, for determination of the floor price of the OCDs, will be the date 30 days prior to the date of the extra ordinary general meeting/postal ballot of the Company i.e. 10<sup>th</sup> July, 2023.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above Resolution including any offer, invitation, issue or allotment of OCDs, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives), as it may, in its absolute discretion, deem necessary, expedient, proper or desirable for such purpose, including without limitation, the determination / modification / finalisation of terms and conditions for issuance of OCDs, timing for issuance of such OCDs including but not limited to, the number of tranches, the terms of the issue, issue price, tenor, interest/ coupon rate, redemption premium, early redemption premium, costs, fees and charges payable for the OCDs, security for the OCDs, deciding / revising the dates of allotment, revising the relevant date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Investor(s), and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals and as may be identified by the Board, without requiring any further approval of the members of the Company, and to discuss, negotiate, finalize, approve, issue, amend, alter and/or execute any affidavits, document(s), agreements, instruments, forms, applications, deeds,

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declarations, letters, returns, undertakings and writings in connection with the OCDs including but not limited to private placement offer letter, letter of offer, debenture trust deed, debenture trustee agreement, security creation agreements / documents etc., as the Board may deem necessary or desirable and to pay any fees, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of OCDs and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("Members") or otherwise to the end and intent that the Members shall be deemed to have given their consent thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the private placement of the OCDs, the Board be and is hereby authorised to make an offer to the Investor(s) in accordance with the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactments thereof), and all other law, rules, guidelines, regulations for the time being in force."

**RESOLVED FURTHER THAT** the Company be and is hereby authorised to create and/ or procure such security or guarantees for securing the OCDs as may be required by the Investor(s)."

**Place: Gurugram**  
**Date: 10<sup>th</sup> July, 2023**

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

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Preeti Sharma Digitally signed  
by Preeti Sharma  
Date: 2023.07.10  
17:31:36 +05'30'

**Preeti Sharma**  
**Company Secretary**  
**Membership No. A32847**

**Notes:**

1. The relevant Explanatory Statement pursuant to the provisions of Section 102, 110 of the Act, read with Rule 22 of the Rules each as amended, setting out the

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material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. In terms of the requirements provided vide the MCA Circulars, the Company is sending this Notice only in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ M/s MCS Share Transfer Agent Ltd, the Company's Registrar and Transfer Agent ('RTA') as on 4<sup>th</sup> July, 2023 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants (in case of electronic shareholding). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. 4<sup>th</sup> July, 2023.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note no. 15 of this Notice.
5. The remote e-voting shall commence on Tuesday, 11<sup>th</sup> July, 2023 at 9:00 a.m. (IST) and shall end on Wednesday, 9<sup>th</sup> August, 2023 at 5:00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

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**Fax:** 0124-4698798



6. The Resolutions, if passed with requisite majority through Postal Ballot, will be deemed to be passed on the last date specified for remote e-voting i.e., 9<sup>th</sup> August, 2023.
7. The Board of Directors has appointed Ms. Meenu Sharma (Membership No. FCS 10882 CP No. 20929), Proprietor of M/s Meenu S & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
8. The Scrutinizer will submit her report after scrutiny of the votes cast, on the result of the Postal Ballot on or before 15<sup>th</sup> August, 2023. The Scrutinizer's decision on the validity of votes cast will be final.
9. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.shivamautotech.com](http://www.shivamautotech.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
10. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
11. Members may download the Notice from the Company's website at [www.shivamautotech.com](http://www.shivamautotech.com) or from CDSL's website at [www.evotingindia.com](http://www.evotingindia.com). A copy of the Notice is also available on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com).
12. The vote in this Postal Ballot cannot be exercised through proxy
13. Ms. Preeti Sharma, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this Postal ballot e-voting. Her details are as follows:
  - Name: Ms. Preeti Sharma
  - Designation: Company Secretary and Compliance Officer
  - Registered office: 10, 1st Floor, Emaar Digital Greens, Tower A, Sector 61, Golf Course Extension Road, Gurugram, Haryana-122102

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- Email id: [cs@shivamautotech.com](mailto:cs@shivamautotech.com); Phone No.: 0124-4698700

14. Members are requested to intimate about change in 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, etc., to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Ltd., F-65, 1<sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi -110020. through email at [helpdeskdelhi@mcsregistrars.com](mailto:helpdeskdelhi@mcsregistrars.com) in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.

15. **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:**

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 11<sup>th</sup> July, 2023, 9:00 am. and ends on 9<sup>th</sup> August, 2023 During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4<sup>th</sup> July, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 shareholder's/retail shareholders is at a negligible level.

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

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

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) 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 abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method

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<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<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 users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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.</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 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.</li> </ol>
<p>Individual Shareholders</p>	<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:</li> </ol>

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<p>holding securities in demat mode with <b>NSDL Depository</b></p>	<p><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.</p> <p>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 <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.</p>
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<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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**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 toll free no. 1800 22 55 33
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 : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**



(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>

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Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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 will be mapped automatically & can be delink in case of any wrong mapping.

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- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@shivamautotech.com](mailto:cs@shivamautotech.com) (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no.1800 22 55 33

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## **EXPLANATORY STATEMENT**

### **[Pursuant to Sections 102 and 110 of the Companies Act, 2013]**

#### **ITEM NO. 1**

The Board of Directors (the "Board"), on the recommendation of the Nomination and Remuneration Committee (the "NRC") had approved the appointment of Dr. Neetika Batra (DIN 10219725) as an Additional (Non-Executive-Independent) Director of the Company, for a period of 5 (Five) years commencing from 2<sup>nd</sup> July, 2023 upto 1<sup>st</sup> July, 2028, subject to the approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Dr. Neetika Batra will hold office upto the date of ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of the Members of the Company is required to be obtained for the appointment of a Director, at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members being sought for the aforesaid appointment of Dr. Neetika Batra, through this Postal Ballot.

The Company has also received a consents, declarations and confirmations from Dr. Neetika Batra confirming that she 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, Dr. Neetika Batra is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority.

Further, in the opinion of the NRC and the Board, Dr. Neetika Batra possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering her qualifications, rich experience and expertise. A brief profile of Dr. Neetika Batra, alongwith additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice.

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The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Dr. Neetika Batra as an Independent Director. Accordingly, the Board recommends the passing of resolution set out in Item No. 1 as Special Resolution for the approval of members. The same is also available on the Company's website.

Dr. Neetika Batra is not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Dr. Neetika Batra, none of the other Directors, Key Managerial Personnel or any of their respective relatives is, in any way, concerned or interested, whether financially or otherwise, in this resolution.

## **ITEM NO. 2**

The present Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore) comprising of 125000000 (Twelve Crores Fifty Lakhs) Equity Shares of Rs.2/- each and Paid up Share Capital of the Company is Rs.24,44,44,444/- (Rupees Twenty Four Crores Forty Four Lakhs Forty Four Thousand Four Hundred and Forty four only) comprising of 122222222 (Twelve Crores Twenty Two Lakhs Twenty Two Thousand Two Hundred Twenty Two) Equity Shares of Rs. 2/- each.

The Board, at its meeting held on 2<sup>nd</sup> July, 2023 approved raising of funds upto Rs.150 crores in the form of issuance of NCD or Term Loan by way of Private Placement. In this regard, the Board, at the same meeting, has also accorded its approval for increasing the Authorised Share Capital from Rs. 25,00,00,000/- (Rupees Twenty Five crores) to Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 15,00,00,000 (Fifteen Crores) equity shares of Rs.2/- each ranking pari passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company., subject to shareholders' approval through Postal Ballot.

Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association.

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Accordingly, the Board recommends the resolutions set out at Item No. 2 seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, is in any way concerned or interested, financially or otherwise in the said resolutions

### **ITEM NO. 3**

The Company proposes to issue up to 1500 (One Thousand Five Hundred) rated/ unrated, listed/ unlisted, secured/ unsecured, redeemable non-convertible debentures of a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each of an aggregate nominal value of up to Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores only) ("Debentures") to Modulus Alternatives Investment Managers Limited (formerly known as Centrum Alternative Investment Managers Limited) ("**Modulus**"), or any person (including any of the group entities, subsidiaries, funds or affiliates and, any banks, financial institutions or any other eligible persons) as identified by Modulus ("Investor"), in one or more tranches/ series/ issuance, at par, for cash, on a private placement basis ("Issue").

Members are requested to note that pursuant to section 42 & 71 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company is not entitled to make a private placement of the Debentures unless the proposed offer of the Debentures has been previously approved by the shareholders of the company, by a special resolution.

**The additional disclosures related to the issuance of the Debentures, are as follows:**

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Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	Issuance of up to 1500 (One Thousand and Five Hundred) rated/ unrated, listed/ unlisted, secured non-convertible debentures, of a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, of an aggregate nominal value of up to ` Rs. 150,00,00,000 (Rupees One Hundred and Fifty Crores only) on a private placement basis. Date of Board resolution: 2 <sup>nd</sup> July, 2023
Kinds of securities offered	Rated/ Unrated, Listed/ Unlisted, Secured non-convertible debentures
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Not Applicable
Name and address of valuer who performed valuation	Not Applicable
Amount which the company intends to raise by way of such securities	Up to Rs. 150,00,00,000 (Rupees One Hundred Fifty Crores s only)
Material terms of raising such securities	The terms and conditions on which the Debentures shall be issued (including in relation to coupon rate, redemption premium, security structure etc.) shall be negotiated, finalised and approved by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or the delegates of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution)after discussions with the potential investors.
Proposed time schedule	As may be determined by the Board, which shall in any event be concluded within one year from the date of the shareholders approval.
Purposes or objects of offer	The proceeds from the issuance shall be used by the Company towards repayment of certain existing borrowings of the Company, to fund working capital of the Company,

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	capital expenditure of the Issuer or for such purposes or objects as may be determined by the Board for the business of the Company.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	NIL
Principle terms of assets charged as securities	The obligations of the Company in respect of the Debentures may be secured by creation of the such security interests over such assets of the Company as may be determined by the Board based on discussions with the potential investors.

The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the members.

None of the Directors and/or other Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution.

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

The Company proposes to issue up to 250 (Two Hundred and Fifty) rated/ unrated, unlisted, secured optionally-convertible debentures of a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each of an aggregate nominal value of up to Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) ("OCDs") to India Credit Opportunities Fund II, a category II alternate investment fund, with its investment manager being Modulus Alternatives Investment Managers (formerly known as Centrum Alternative Investment Managers Limited) ("**Proposed Allotee**"), at par, for cash, on a private placement basis ("Issue").

The Investor(s) shall be entitled to require the Company to convert whole or part of the outstanding (which shall include all amounts accrued/due under the OCDs including any coupon, premium etc.) in relation to the OCDs held by the Investor(s) into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of Rs.26.20/- (Rupees Twenty Six and Twenty Paise) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 (4) and Regulation 166A (1) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being 10<sup>th</sup> July, 2023(viz. 30 days prior to the date of conducting the Postal Ballot of the shareholders).

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Further, the Company agrees and undertakes that it shall re-compute the price of the OCDs in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so;

If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the Investors.

The Company was required to place a certificate under sub Regulation (2) of Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 from M/s. Manju Bala & Associates, the Practicing Company Secretaries before the meeting of the members of the Company, certifying that the issue is being made in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. The said certificate is available to the Members of the Company for inspection electronically during official hours on all working days from the date of circulation of this notice up to the date of the Postal Ballot and is also available on the website of the Company at the following link: <http://www.shivamautotech.com/cpage.aspx?mpgid=15&pgidtrail=40>

The valuation report in terms of Regulation 166A(1) of the SEBI ICDR Regulations is available to the Members of the Company for inspection electronically during official hours on all working days from the date of circulation of this notice up to the date of the Postal Ballot and is also available on the website of the Company at the following link: <http://www.shivamautotech.com/cpage.aspx?mpgid=15&pgidtrail=40>

Members are requested to note that pursuant to section 42 and section 62 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, a company is not entitled to make a private placement of the OCDs unless the proposed offer of the OCDs has been previously approved by the shareholders of the company, by a special resolution.

**The additional disclosures related to the issuance of the OCDs, are as follows:**

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Heading	Disclosure
Particulars of the offer including date of passing of Board resolution	<p>Issuance of up to 250 (Two Hundred and fifty) rated/ unrated, unlisted, secured optionally convertible debentures, of a face value of Rs. 10,00,000/- (Rupees Ten Lakhs only) each, of an aggregate nominal value of up to Rs. 25,00,00,000 (Rupees Twenty Five Crores) on a private placement basis</p> <p>Date of Board resolution: 2<sup>nd</sup> July, 2023</p>
Kinds of securities offered	Rated/ Unrated, Unlisted, Secured
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	<p>The price for conversion of OCDs into Equity Share of the Company has been determined by pricing certificate issued by Mr. Chandan Bhatia, Chartered Accountants dated 10<sup>th</sup> July, 2023 in accordance with the provisions of SEBI ICDR Regulations, 2018. The Investor(s) shall be entitled to require the Company to convert whole or part of the outstanding (which shall include all amounts accrued/due under the OCD including any coupon, premium etc.) in relation to the OCDs held by such Investor(s) into fully-paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of Rs.26.20/- (Rupees Twenty-Six and Twenty Paise) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 (4) and Regulation 166A (1) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being 10<sup>th</sup> July, 2023 (viz. 30 days prior to the date of the Postal Ballot of the shareholders)</p>
Name and address of valuer who performed valuation	<p>Mr. Chandan Bhatia, Chartered Accountants  IBBI Registration No.:  IBBI/RV/06/2019/11431</p>

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	ICAI RVO Registration No.: ICAIRVO/06/RV-P00026/2019-20 Address: H. No. 1321, Ground Floor, Sector-29, Faridabad-121008
Amount which the company intends to raise by way of such securities	Up to INR 25,00,00,000 (Rupees Twenty Five only)
Material terms of raising such Securities	<p>(a) The Investor(s) shall be entitled to require the Company to convert whole or part of the outstanding (which shall include all amounts accrued/due under the OCD including any coupon, premium etc.) in relation to the OCDs held by such Investor(s) into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of Rs.26.20/- (Rupees Twenty-Six and Twenty Paise) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164(4) and Regulation 166A(1) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being 10<sup>th</sup> July, 2023 (viz. 30 days prior to the date of the Postal Ballot of the shareholders).</p> <p>(b) Other terms and conditions on which the OCDs shall be issued (including in relation to coupon rate, redemption premium (if required to be redeemed), security structure etc.) shall be negotiated, finalised and approved by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee thereof or the delegates of the board of directors for the time being exercising the powers conferred on the board of directors by this Resolution) after discussions with the potential investors</p>

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Proposed time schedule	As may be determined by the Board, which shall in any event be concluded within 15 days from the date of the shareholders' approval.
Purposes or objects of offer	The proceeds from the issuance of the OCDs shall be used by the Company towards repayment of certain existing borrowings of the Company, to fund working capital of the Company, capital expenditure of the Company or for such purposes or objects as may be determined by the Board for the business of the Company.
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	NIL
Principle terms of assets charged as securities	The obligations of the Company in respect of the OCDs shall be secured by creation of the such security interests over such assets of the Company as may be determined by the Board based on discussions with the Investor(s).

**Disclosures required in terms of Rule 13 of Companies (Share Capital and Debentures) Rules, 2014:**

<b>Headin g</b>	<b>Disclosures</b>
The Objects of the Issue	The proceeds from the issuance of the OCDs shall be used by the Company towards repayment of certain existing borrowings of the Company, to fund working capital of the Company, capital expenditure of the Company or for such purposes or objects as may be determined by the Board for the business of the Company.
The to number shares other securities be issued	Up to 250 (Two Hundred and Fifty) rated/unrated, listed/ unlisted, secured optionally convertible debentures
The price or price band	The OCDs are being issued at par.  The Investor(s) shall be entitled to require the Company to convert the OCDs held by such Investor(s) into fully- paid-up equity shares of the Company (which

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at/within which the allotment is proposed	shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of Rs.26.20/- (Rupees Twenty-Six and Twenty Paise) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164(4) and Regulation 166A(1) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being 10 <sup>th</sup> July, 2023 (viz. 30 days prior to the date of the Postal Ballot of the shareholders)
Basis on which the price has been arrived at along with report of the registered valuer	The price for conversion of OCDs into Equity Share of the Company has been determined by pricing certificate issued by Mr. Chandan Bhatia, Chartered Accountants in accordance with the provisions of SEBI (ICDR) Regulations, 2018. The Investor(s) shall be entitled to require the Company to convert the OCDs held by such Investor(s) into fully- paid-up equity shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company) at a conversion price of Rs.26.20/- (Rupees Twenty-Six and Twenty Paise) per share. This conversion price is higher than the minimum price prescribed in accordance with Regulation 164 (4) and Regulation 166A(1) of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 with the relevant date for the computation of the aforesaid price being 10 <sup>th</sup> July, 2023 (viz. 30 days prior to the date of the Postal Ballot of the shareholders)
Relevant date with reference to which the price has been arrived at	10 <sup>th</sup> July, 2023
The class or classes of persons to whom the allotment	Qualified Institutional Buyer

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nt is proposed to be made	
Intention of promoters, directors or key managerial personnel to subscribe to the offer	NIL
The proposed time within which the allotment shall be completed	As may be determined by the Board, which shall in any event be concluded within 15 days from the date of the shareholders' approval.
The names of the proposed allottees and the percentage of post preferential offer capital	<p>Name : India Credit Opportunities Fund II, a category II alternate investment fund, with its investment manager being Modulus Alternatives Investment Managers Limited( formerly known as Centrum Alternative Investment Managers Limited) ("<b>Proposed Allottee</b>").</p> <p>Percentage of post preferential offer capital that may be held by Proposed Allottee upon the conversion of OCDs into equity shares will be upto 7.28* percent.</p> <p>*The shareholding post conversion of the OCDs is calculated assuming and factoring only the face value of the OCDs i.e. Rs. 25 Crores. This is subject to change basis the amount of any accrued interest, premium etc. payable on the OCDs along with the outstanding principal amount of the OCDs at the time when the conversion right is exercised by the Investor(s).</p>

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that may be held by them	
The change in control, if any, in the company that would occur consequent to the preferential offer	NIL
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as	NIL

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well as price						
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer	Not Applicable					
<b>The pre issue and post issue shareholding pattern of the company*</b>	<b>S. No.</b>	<b>Categories</b>	<b>No. of Shares</b>	<b>% Shareholding</b>	<b>No. of Shares</b>	<b>% Shareholding</b>
	<b>A</b>	<b>Promoter Holding</b>				
	i	Dayanand Munjal Investments Pvt Ltd	9,14,17,272	74.80	9,14,17,272	69.35
		<b>Total Promoter Holding</b>	<b>9,14,17,272</b>	<b>74.80</b>	<b>9,14,17,272</b>	<b>69.35</b>
	<b>B</b>	<b>Public Holding</b>				
		<u>Institutions</u>				
	i	Mutual Funds	17,500	0.01	17,500	0.01
	ii	Banks & FI	3,000	0.00	3,000	0.00
	iii	Qualified Institution Investor			95,96,928.00*	7.28*

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		<b>Sub Total</b>	<b>20,500</b>	<b>0.02</b>	<b>96,17,428</b>	<b>7.30</b>
		<i>Non Institutions</i>				
	<b>i</b>	<b>Individuals</b>				
		Individuals holding nominal sharecapital upto Rs. 2 Lacs	2,31,81,476	18.97	2,31,81,476	17.59
		Individuals holding nominal sharecapital in excess of Rs. 2 Lacs	43,91,847	3.59	43,91,847	3.33
	<b>ii</b>	<b>Others:</b>				
		a. Other Corporate Bodies	22,15,387	1.81	22,15,387	1.68
		b. NRI	7,21,694	0.59	7,21,694	0.55
		d. Trusts	4,000	0.00	4,000	0.00
		e. Govt - IEPF Suspense Account	2,70,046	0.22	2,70,046	0.20
		<b>Sub Total</b>	<b>3,07,84,450</b>	<b>25.19</b>	<b>3,07,84,450</b>	<b>23.35</b>
		<b>Total Public Holding</b>	<b>3,08,04,950</b>	<b>25.20</b>	<b>4,04,01,878</b>	<b>30.65</b>
		<b>Grand Total</b>	<b>12,22,22,222</b>	<b>100.00</b>	<b>13,18,19,150</b>	

*\*The shareholding post conversion of the OCDs is calculated assuming and factoring only the face value of the OCDs i.e. Rs. 25 Crores. This is subject to change basis the amount of any accrued interest, premium etc. payable on the OCDs along with the outstanding principal amount of the OCDs at the time when the conversion right is exercised by the Investor(s).*

**Disclosures required in terms of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:**

<b>Heading</b>	<b>Disclosure</b>
The objects of the issue	The proceeds from the issuance of the OCDs shall be used by the Company towards repayment of certain existing borrowings of the Company, to fund working capital of the Company, capital expenditure of the Company or for such purposes or objects as may be determined by the Board for the business of the Company.
Maximum number of specified securities to be issued	Up to 250 (Two Hundred and Fifty) rated/unrated, listed/unlisted, secured optionally convertible debentures

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Intent of the promoters, directors or key managerial personnel of the issuer to subscribe to the offer	NIL
Shareholding pattern of the issuer before and after the Private Placement	Same as Above
Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue: Provided that if there is any listed company, mutual fund, scheduled commercial bank, insurance company registered with the Insurance Regulatory and Development Authority of India in the chain of ownership of the proposed allottee, no further disclosure will be necessary	NIL
Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so;	the Company agrees and undertakes that it shall re-compute the price of the OCDs in terms of the provision of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 where it is required to do so;
Undertaking that if the amount payable on account of the re-computation of price is not paid within the	The company agrees and undertakes if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential allotment shall

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time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.	continue to be locked-in till the time such amount is paid by the Investors.
Disclosures specified in Schedule VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, if the issuer or any of its promoters or directors is a wilful defaulter	<p>a) Name of the person declared as a wilful defaulter: Nil</p> <p>b) Name of the Bank declaring the person as a wilful defaulter: Nil</p> <p>c) Year in which the person was declared as a wilful defaulter: Nil Outstanding amount when the person was declared as a wilful defaulter: Nil</p> <p>d) Steps taken, if any, by the person for removal of its name from the list of wilful defaulters: Nil</p> <p>e) Other disclosures, as deemed fit by the issuer, in order to enable investors to take an informed decision: Nil</p> <p>f) Any other disclosure as specified by the Board. Nil</p>

The Board recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the members.

None of the Directors and/or other Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution.

**Place: Gurugram**  
**Date: 10<sup>th</sup> July, 2023**

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

**Registered Office:**  
10, 1<sup>st</sup> Floor, Tower A, Emaar Digital Greens,  
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e-mail: [cs@shivamautotech.com](mailto:cs@shivamautotech.com)  
website: [www.shivamautotech.com](http://www.shivamautotech.com)  
Tel: +91 124 4698700 Fax: +91 124 4698798

Preeti Sharma  
Digitally signed  
by Preeti Sharma  
Date: 2023.07.10  
22:14:48 +05'30'

**Preeti Sharma**  
**Company Secretary**  
**Membership No. A32847**

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**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**

<b>Name of Director</b>	<b>Dr. Neetika Batra</b>
<b>DIN</b>	10219725
<b>Date of Birth</b>	05-SEP-1967
<b>Date of Appointment</b>	2 <sup>nd</sup> July, 2023
<b>Qualifications</b>	Ph.D. in Finance & Banking, MBA degree from Delhi University, and a graduation degree from Shri Ram College of Commerce
<b>Experience in Specific functional areas</b>	Balanced academic-industry work experience of thirty years. Professional leader with a demonstrated history of working in senior roles in the higher education industry (MBA) and in corporate sector (Investment Banking). Skilled in Business Planning, Strategy designing & Implementation, Team Leadership, Research, and Teaching.
<b>Remuneration Proposed to be paid</b>	Nil
<b>Terms and Conditions of appointment/re-appointment</b>	Non- Executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees

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	thereof as may be determined by the Board of Directors from time to time.
<b>Relationship with other Directors/Key managerial Personnel (if any)</b>	She is not related to any Directors/KMP of the Company
<b>List of Companies in which outside Directorship held</b>	NIL
<b>Chairman / Member of Committees of Board of directors of other companies in which he/she is a director</b>	NIL
<b>No. of Board Meetings attended during the year</b>	Not Applicable
<b>No of Shares held</b>	Nil