



September 03, 2022

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 17th Annual General Meeting and Remote e-voting of the Company for the FY 2021-22

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, attached please find herewith the Notice of the 17th Annual General Meeting (“AGM”) of the members of the Company scheduled to be held on Wednesday, September 28, 2022 at 12:00 Noon (IST) via Video Conference/ Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and SEBI.

The said Notice along with the Annual Report for the financial year 2021-22 are being sent to the members of the Company through electronic mode today.

Further in compliance with the Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members a facility to exercise their voting rights on the resolutions proposed to be transacted in the ensuing AGM through the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL). The remote e-voting period commences on 09:00 A.M. IST on Sunday, September 25, 2022 and ends 05:00 P.M. IST on Tuesday, September 27, 2022. During the period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 21st September, 2022, may cast their vote electronically.

The Notice of 17th AGM and the Annual Report for the financial year 2021-22 are also available on the website of the Company at www.shivamautotech.com

Kindly place the above information on records.

Thanking you,

Yours faithfully,

For Shivam Autotech Limited

Preeti Sharma

Company Secretary & Compliance Officer

M. No. 32847

Encl: As above

SHIVAM AUTOTECH LIMITED www.shivamautotech.com
CIN: L34300HR2005PLC081531

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

Tel: 0124-4698700
Fax: 0124-4698798



SHIVAM AUTOTECH LIMITED

10, 1st 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 website: www.shivamautotech.com

NOTICE

Notice is hereby given that the **17th Annual General Meeting** of the Members of **SHIVAM AUTOTECH LIMITED (“the Company”)** will be held on Wednesday, the 28th day of September, 2022 at 12:00 Noon (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) for this purpose the Registered Office of the Company situated at 10, 1st 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, 2022, 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.
2. To re-appoint NSBP & CO., Chartered Accountants, New Delhi (Firm Registration No. 001075N) as statutory auditors of the Company and to fix their remuneration.
3. To appoint a director in place of Mrs. Charu Munjal (DIN: 03094545), who retires by rotation and being eligible has offered herself for re-appointment.

B. SPECIAL BUSINESS

4. To consider and approve payment of minimum remuneration to Executive Directors 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 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other necessary approvals, consents or permission as may be required, the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration to the Whole-time Director(s) for any financial year commencing from April 01, 2022 till March 31, 2025, in cases where the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

Place: Gurugram
Date: August 10, 2022

Registered Office:

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

By Order of the Board of Directors
For Shivam Autotech Limited

Sd/-
Preeti Sharma
Company Secretary
Membership No. 32847

1. **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts concerning the special businesses under Item No. 3 and 4 of the accompanying Notice, is annexed hereto.**

IMPORTANT NOTES:

2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) issued General Circular Nos.14/2020, 17/2020 and 20/2020 dated April 08 2020, April 13, 2020, May 05, 2020 and May 05, 2022, respectively and by General Circular No. 02/2021 dated January 13, 2021 (“MCA Circulars”), allowed companies whose Annual General Meetings (AGMs) were due to be held in the year 2022, to conduct their AGMs on or before December 31, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020.
3. In view of continuing social distancing norms due to Covid-19, the Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, the latest being 2/2022 dated 5th May, 2022 and Securities Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13th May, 2022, and other applicable circulars issued in this regard, have allowed the companies to conduct AGM through VC/OAVM till 31st December, 2022 without physical presence of Members at a common venue. In accordance with the applicable provisions of the Act and the said Circulars of MCA and SEBI, the 17th AGM of the Company shall be conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue.
4. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members to attend and cast vote on their behalf under Section 105 of the Act will not be available for the 17th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 17th AGM through VC/OAVM Facility and e-Voting during the 17th AGM.
5. The deemed venue for 17th AGM shall be the Registered Office of the Company.
6. 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.
7. 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.**
8. 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 with a copy marked to helpdesk.evoting@cDSLindia.com and 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..

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agents Limited ("Registrar") for assistance in this regard.
10. 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.
11. Members are requested to notify 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 in case the shares are held by them in physical form.
12. 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.
13. 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=6CoJDC4uKVUR7C9FI4rZdatyDbeJTqg38iljdoCCVy50laqWqXUJS57H9RSp+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 email address admin@mcsregistrars.com in case the shares are held in physical form.
14. 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 21, 2022 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. The same will be replied to by the Company suitably.

15. 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 from their registered email addresses.
16. In compliance with the aforesaid Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on September 03, 2022. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website 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 and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>.
17. 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 or at Company's e-mail ID: cs@shivamautotech.com in case the shares are held by them in physical form.
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
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.

The dividend declared by the Company for the financial year 2014-15, of which Rs. 9,11,167.49/- has remain unpaid/unclaimed shall be transferred to IEPF on or before November 14, 2022. Accordingly, Members who have not get their Dividend Warrant(s) encashed 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 2014-15, which is due for transfer

to IEPF, should be claimed by the Members before October 15, 2022. After that date, no claim shall lie against the Company, in respect of the said amount of dividend.

Due dates for transfer of unclaimed/unpaid dividends for the financial year ending March 31, 2015 and thereafter to IEPF:

FY ended	Last date of payment to shareholder / Due date	Last Date of transfer to IEPF
March 31, 2015	October 15, 2022	November 14, 2022

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. 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 2021-22, 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. October 15, 2022. 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:

<https://www.shivamautotech.com/pdf/unpaid-dividend-data4dec2021.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.

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. or contact Company's Registrar and Transfer Agents 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 17th AGM through VC/OAVM Facility and e-Voting during the 17th 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 17th AGM and facility for those Members participating in the 17th 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 25, 2022 and ends 05:00 P.M. IST on Tuesday, September 27, 2022. 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 21, 2022, 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 17th 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 shareholder/s/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.
- v. 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.
- vi. 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"> 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service

	<p>provider website for casting your vote during the remote e-Voting period or joining virtual meeting & e-voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- vii. 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). 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.
- (i) 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.
- (ii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- p. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". Android phone users can download the app from Google play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.

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 admin@mcsregistrars.com or cs@shivamautotech.com respectively.

For shareholders 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 (selfattested scanned copy of PAN card), AADHAR (selfattested scanned copy of Aadhar Card) by sending a request to Registrar/Company at admin@mcsregistrars.com or 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 through the CDSL e-voting system. Members may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials 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. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.
- 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 17th AGM may register themselves as a speaker by sending their request in advance by Thursday, September 21, 2022, mentioning their name, demat account number/folio number, email id, mobile number at Company's investor e-mail ID: 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.

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

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

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 and register themselves in the "Corporates" Module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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 and to the Company at 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, or you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

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
Mr. Nitin Kunder (1800225533)**

or send an email to helpdesk.evoting@cdslindia.com or call 1800225533

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 21, 2022. 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, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot Password" option available on www.evotingindia.com.
- 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-of 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 10, 2022 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 and on the website of CDSL at 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 10, 2022

By Order of the Board of Directors
For Shivam Autotech Limited

Registered Office:
10, 1st Floor, Tower A, Emaar Digital Greens,
Sector – 61, Golf Course Extension Road,
Gurugram, Haryana - 122102
CIN: L34300HR2005PLC081531
e-mail: info@shivamautotech.com
website: www.shivamautotech.com
Tel: +91 124 4698700 Fax: +91 124 4698798

Sd/-
Preeti Sharma
Company Secretary
Membership No. 32847

ANNEXURE TO THE NOTICE

ITEM NO. 3

Details of Mrs. Charu Munjal, who is retiring as a Director by rotation and being eligible, seeks re-appointment at the ensuing Annual General Meeting, pursuant to Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of Secretarial Standard – 2 on General Meetings are as hereunder:

Annexure – A

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

Name of Director	<u>Mrs. Charu Munjal</u>
DIN	03094545
Date of Birth & Age	04-06-1972 50 years
Date of first Appointment on the Board	28-May-2013
Qualification	Diploma in Textile Designing from Banaras Hindu University
Experience in Specific functional areas	Experience in creative designing and in marketing field
No. of years of Experience	22
Remuneration proposed to be paid	As per the resolution approved by Members
Terms and Conditions of appointment/re-appointment	She was appointed as an Executive Director designated as "Whole Time Director" w.e.f. from 28 th May, 2013 for a term of 5 years, liable to retire by rotation. The other terms and conditions are available at www.shivamautotech.com
Relationship with other Directors/Key managerial Personnel (if any)	Spouse of Mr. Neeraj Munjal (Managing Director)
List of Companies in which outside Directorship held	Munjal Showa Limited
Board Membership of Listed Companies as on March 31, 2022	1. Munjal Showa Limited 2. Shivam Autotech Limited
Chairman / Member of Committees of Board of directors of other companies in which he/she is a director*	Nil
No. of Board Meetings attended during the year	Details mentioned in the Corporate Governance Report
Listed entities in which director has resigned in last 3 years	Nil
No of Shares held	NIL

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

ITEM NO. 4

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

The Board of Directors, on the recommendations of Nomination and Remuneration Committee, in their meeting held on May 30, 2022 has approved the proposal for payment of minimum remuneration of Mrs. Charu Munjal as Whole Time Director designated as "Executive Director", subject to the approval of the members in the Annual General Meeting. All other terms & conditions will remain unchanged. The minimum remuneration of Mrs. Charu Munjal is set out as under:

A) Basic Salary: Rs. 400,000/- (Rupees Four Lacs Only) per month.

B) Commission: She will also be entitled to commission in addition to Basic Salary, Perquisites and any other Allowances, benefits or amenities, subject to the condition that the amount of commission shall not exceed 2.00% (Two percent) 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, She shall be entitled to the following monthly perquisites and allowances:

I. Allowances % of Basic Salary

- a. House Rent Allowance 50.00%
- b. Electricity Allowance 10.00%
- c. Management Allowance 1.53%
- d. Child Education Allowance 0.25%
- e. Furnishing Allowance 5.00%

II. Perquisites: The Executive Director shall also be entitled to the following perquisites:

- a. Club Fees: Reimbursement of Actual Fees of Clubs.
- b. Personal Accident Insurance: Actual premium to be paid by the Company.
- c. Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by her and her family.
- d. Insurance of Household goods: Actual premium to be paid by the Company.
- e. 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.
- f. 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.
- g. 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

- h. Reimbursement of expenses: Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred by her in India and abroad for the business of the Company.
- i. 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.
- j. Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- k. Leave Travel Concession: For the Executive Director and her family once in a year incurred in accordance with the policy/rules of the Company.
- l. Other allowances: As may be applicable from time to time as per policy/rules of the Company

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

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

Mr. Neeraj Munjal and Mrs. Charu Munjal may be deemed to be concerned / interested in this Resolution.

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

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 2021-22, the Company made a turnover of Rs. 46,920.02 lakhs and a loss of Rs1606.03 lakhs after tax
5.	Foreign Investments or collaborators, if any	NIL

II. INFORMATION ABOUT THE APPOINTEE:

a. Background details:

Mrs. Charu Munjal is the Whole Time Director of Shivam Autotech Limited since June, 01, 2013. She has done Diploma in Textile Designing from Banaras Hindu University.

b. Past remuneration:

For the period from 01 April 2021 to 31 March 2022, Mr. Charu Munjal has drawn a remuneration of Rs.80.06 Lakhs.

c. Job profile and his suitability:

She has gained considerable experience in creative designing and in marketing field. Her experience and energetic approach in marketing related functions enables the Company to actively pursue and seize new Business Development opportunities. Considering her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mrs. Charu Munjal should be available to the Company.

d. Remuneration: Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).

Mrs. Charu Munjal has vast experience in Marketing. She has rich experience of handling various areas of business and is well known in Automotive Industry. Mrs. Charu has begun a lot of new initiatives in the Company since she joined as Executive Director. Considering their general industry and the specific company profile the proposed remuneration is in line with the industry levels and that of comparatively placed Companies in India.

e. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel [or other director], if any:

Mr. Charu Munjal does not have any pecuniary relationship with the Company other than the remuneration she received as Executive Director of the Company and she is not related to any director/ managerial personnel except Mr. Neeraj Munjal, Managing Director of the Company.

III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits:

On a consolidated basis, the Company made a loss of Rs.1606.03 Lakhs. The performance for the year under review was adversely affected due to the second wave of Covid-19 pandemic all over the world. It has hit the automotive market severely by disrupting the supply chain, delaying the manufacturing, and affecting the industry.

2. Steps taken or proposed to be taken for improvement:

To cater to the said shortfall, the Company continues to focus on cost reduction efforts and make improvements in operational efficiencies as well as value engineering activities to improve margins.

3. Expected increase in productivity and profits in measurable terms:

It is difficult to forecast the productivity and profitability in measurable terms. However, the productivity and profitability may improve and would be comparable with the industry average.

Place: Gurugram
Date: August 10, 2022

Registered Office:

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

By Order of the Board of Directors
For Shivam Autotech Limited

Sd/-

Preeti Sharma
Company Secretary
Membership No. 32847