



31st May,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 25th May, 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 Mr. Yogesh Chander Munjal (DIN: 00003491) as Non-Executive Director designated as Chairman of the Company, for a term of five (5) years commencing from 25 th May, 2023 |
| 2. | Special | Change in Designation of Mr. Anil Kumar Gupta (DIN: 02643623) from Non-Executive Director to Independent Director of the Company, for a term of five (5) years commencing from 25 th May,2023 |

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 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, 26th 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,

**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



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 Monday, 5th June, 2023 at 09:00 A.M. (IST) and shall end on Tuesday, 4th July, 2023 at 5:00 P.M. (IST).

The Notice along with Explanatory Statement can be accessed at https://www.shivamautotech.com/Uploads/image/294imguf_postal-ballot-notice-sal.pdf

Kindly place the above information on records.

Thanking you,

Yours faithfully,

For Shivam Autotech Limited

Preeti Sharma
Digitally signed
by Preeti Sharma
Date: 2023.05.31
21:12:40 +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]

| VOTING STARTS ON | VOTING ENDS ON |
|---|--|
| Monday, 5th June, 2023 [9:00 A.M] | Tuesday, 4th July, 2023 [5:00 P.M] |

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 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 4th July, 2023. The remote e-voting facility will be disabled by CDSL immediately thereafter.

SPECIAL BUSINESS:

1) Appointment of Mr. Yogesh Chander Munjal (DIN: 00003491) as Non-Executive Director designated as Chairman of the Company

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

"RESOLVED THAT Mr. Yogesh Chander Munjal (DIN: 00003491), who was appointed as an Additional Director in the capacity of 'Non-Executive Director' designated as Chairman of the Company for a period of five years with effect from 25th May, 2023 to 24th May, 2028 in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as the Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation.

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RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

2) Change in Designation of Mr. Anil Kumar Gupta (DIN: 02643623) from Non-Executive Director to Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Anil Kumar Gupta (DIN: 02643623), has been re-designated from Non-Executive Director to Independent Director of the company with effect from 25th May,2023 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby designated as an Independent Director of the Company for a period of five years with effect from 25th May,2023 to 24th May, 2028 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.



Place: Gurugram
Date: 25th May,2023

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: cs@shivamautotech.com
website: www.shivamautotech.com
Tel: +91 124 4698700 Fax: +91 124 4698798

Preeti Digitally signed
by Preeti Sharma
Date: 2023.05.31
14:33:20 +05'30'
Sharma

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 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 26th May, 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. 26th May, 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-

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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 Monday, 5th June, 2023 at 9:00 a.m. (IST) and shall end on 4th July, 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.
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., 4th July, 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 his report after scrutiny of the votes cast, on the result of the Postal Ballot on or before 10th July, 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 and on the website of CDSL at www.evotingindia.com and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.

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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 or from CDSL's website at www.evotingindia.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at 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
 - Email id: 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, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi -110020. through email at 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.

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- (i) The voting period begins on 5th June, 2023, 9:00 am. and ends on 4th July, 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 26th May, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

In order to increase the efficiency of the 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.

- (iv) 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

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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 |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |

| | |
|---|--|
| | <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <p>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 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 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-</p> |

| | |
|---|--|
| | <p>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> |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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> |

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 |

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| | |
|---|---|
| | helpdesk.evoting@cdslindia.com or contact at toll free no. 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 : 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.

(v) 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.
- 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 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:

| | |
|--|--|
| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|--|

| | |
|--|--|
| 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"> 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. |
| <p>Dividend Bank Details OR Date of Birth (DOB)</p> | <p>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.</p> <ul style="list-style-type: none"> 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. |

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.



- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 and register themselves in the "Corporates" module.

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- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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 (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)

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122102

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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 or contact at toll free no. 1800 22 55 33

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 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

Mr. Yogesh Chander Munjal, aged 83 years, is an eminent personality in the corporate world. He graduated in the field of Architecture from the IIT, Roorkee. Ever since he finished his formal education, he was associated with many of the Hero Group companies in the capacity of CEO and contributed for making the companies as world leaders. He was Chairman of CII, TPM Club of India, Founder Chairman of QCFI-Delhi Chapter, President of Gurgaon Industrial Association, Chairman of Confederation of Indian Industry (Haryana Committee), Regional Council Member of Confederation of Indian Industry, an Executive Committee Member of Automotive Component Association of India, President of the Rotary Club of Delhi Southend during the year 1991-92 & Vice Chairman of Rotary Education Foundation R.I. District-3010 and was on the Board of PANIIT Alumni Association.

Currently, he is Emeritus Chairman of Quality Circle Forum of India (Delhi Chapter), Director of Hero Cycles Limited, Chairman of Indian National Suggestion Schemes' Association (INSSAN), Northern India Chapter, Chairman of CII- Cluster of Competitiveness Committee, Executive Committee Member of Alumni Association of Roorkee, Patron of Arya Samaj, Greater Kailash-I, New Delhi, Patron of Alumni Association of National Institute of Technology, Life Member of Indian Institute of Public Administration, Member of National Safety Council, India Habitat Center, All India Management Association, Senior Active Member of Rotary Club of Delhi Southend and Vice Chairman of DAV School and Lala Diwan Chand Trust, Trustee in Vedic Sadhan Ashram, Dehradun and also working President of Shri Maharish Dayanand Saraswati Samarak Trust, Tankara.

Throughout his career, he has received numerous awards including TPM Excellence Consistency Award from JIPM, Japan for Gurugram and Manesar plant and Life Time Achievement Award from Rotary Club (Delhi Chapter) and from Alumni Association of Roorkee, he has also received the Best Client Award from Leadership Management Institute, USA. He strongly believes in promoting education and is actively involved

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in corporate social activities of Educational institute, Hospitals, Spiritual & Religious institutions. His motto is to spread happiness and peace in the universe. Keeping in view that Mr. Yogesh Chander Munjal has rich and varied experience in the Industry and it would be in the interest of the Company to consider and appointment of Mr. Yogesh Chander Munjal as Non- Executive Director designated as Chairman of the Company.

In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, passed a resolution on 25th May, 2023 approving appointment of Mr. Yogesh Chander Munjal, as Chairman & Non-Executive Director of the Company for a period of five years with effect from 25th May, 2023 to 24th May, 2028. This is subject to the approval of the shareholders through Postal Ballot.

The Company has received requisite disclosures/declaration from Mr. Yogesh Chander Munjal for being appointed as Director of the Company. As per the circular of BSE Limited and National Stock Exchange of India Limited relating to the 'Enforcement of SEBI Orders regarding appointment of Directors by the listed companies dated June 20, 2018, Mr. Yogesh Chander Munjal is not debarred from holding the office of Director pursuant to any SEBI order or any other such statutory authority. As at date of this notice, Mr. Munjal does not hold any shares in the Company. Information as required under Schedule V of the Companies Act, 2013 is enclosed as Annexure A.

Shivam Autotech is expected to gain immensely by drawing upon his rich experience at the Board level with strategic insight and wisdom. The Board recommends the resolution as set out in Item No. 1, to the members for their approval as Special Resolution.

For the aforesaid purpose "Family" means the dependent children and dependent parents of the Non- Executive Director. Mr. Neeraj Munjal and Mrs. Charu Munjal may be deemed to be concerned / interested in this Resolution.

ITEM NO. 2

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Dr. Anil Kumar Gupta was appointed as Non-Executive Director on 28.04.2009 on the Board of the Company. However, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-designated Dr. Anil Kumar Gupta, as Independent Director of the Company for a period of five years with effect from 25th May, 2023 to 24th May, 2028, not liable to retire by rotation, subject to the approval of the Members through Postal ballot, who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations.

The Company has also received a declaration from Dr. Anil Kumar Gupta confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, he fulfils the conditions specified in the said Act and is independent of the management. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature as Director in the capacity of an Independent Director of the Company.

Dr. Anil Kumar Gupta, aged 72 years, is a well-respected Engineer cum Scientist, having in depth knowledge of Mechanical and Metallurgical Engineering, with special expertise in Metal Forming Processes, including technology development of light weighted materials and composites. Dr Gupta was Former CSIR Cluster Director of Engineering Science Laboratories of CSIR.

Dr. Anil Kumar Gupta holds Doctorate in Engineering from University of Delhi. He is the Fellow of Indian National Academy of Engineering (FNAE), Fellow of Institution of Engineers (India), (FIE) and Fellow of Metrology Society of India (FMSI).

TMS (The Minerals, Metals & Materials Society), Light Metals Division, USA awarded "MAGNESIUM APPLICATION AWARD-2008" to Dr. Gupta. He was former Vice-President of Materials Research Society of India (MRSI) and was also recipient of MRSI MEDAL - 1995.

Dr Gupta was the member of Research Councils of different engineering science laboratories of CSIR. Dr. Gupta was also awarded AICTE-INAE Distinguished

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Visiting Professorship at the Dept. of Metallurgical Engineering and Materials Science, at IIT, Kharagpur and IIT (BHU), Varanasi. He also held Chairmanship and membership of different committees of Bureau of Indian Standard (BIS). The requisite details of Dr. Anil Kumar Gupta are provided in Annexure A to the Notice.

Shivam Autotech Limited is expected to continue to gain immensely by drawing upon his rich experience at the Board level with strategic insight and wisdom. Accordingly, the Board recommends the passing of resolution set out in Item No. 2 as a Special Resolution.

Except Dr. Anil Kumar Gupta, being an appointee, and his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise, in the resolution.

Place: Gurugram
Date: 25th May, 2023

By Order of the Board of Directors
For Shivam Autotech Limited

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Preeti Sharma
Digitally signed
by Preeti Sharma
Date: 2023.05.31
14:35:28 +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

| | | |
|---|---|--|
| Name of Director | Mr. Yogesh Chander Munjal | Dr. Anil Kumar Gupta |
| DIN | 00003491 | 02643623 |
| Date of Birth | 13-Feb-1940 | 02-April-1951 |
| Date of Appointment | 25-May-2023 | 28-April-2009 |
| Qualifications | B. Arch. | Doctorate in Engineering and Fellow of Indian National Academy of Engineering (FNAE). |
| Experience in Specific functional areas | 59 years of experience in the field of engineering industry, investment, finance and auto component | 52 years of experience in creating value addition and complex sub- systems / systems. In-depth knowledge of metallurgical engineering. |
| Remuneration Proposed to be paid | Nil | Nil |
| Terms and Conditions of appointment/re-appointment | Non- Executive Directors do not draw any remuneration from the Company except Sitting Fee for attending the meetings of Board of Directors and Committees thereof as may be determined by the | Nil The other terms and conditions are available at www.shivamautotech.com |

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| | | |
|---|---|--|
| | Board of Directors from time to time. | |
| Relationship with other Directors/Key managerial Personnel (if any) | Father of Mr. Neeraj Munjal (Managing director) and Father in Law of Mrs. Charu Munjal, Whole Time Director of the Company | None |
| List of Companies in which outside Directorship held | <ol style="list-style-type: none"> 1. Munjal Showa Limited 2. Hero Cycles Limited 3. Dayanand Munjal Investments Private Limited | 1. Akar Auto Industries Limited (formerly known as Akar Tools Ltd.) |
| Chairman / Member of Committees of Board of directors of other companies in which he/she is a director | Munjal Showa Limited-Member of Stakeholders Relationship Committee & Chairman of CSR Committee Hero Cycles Limited - Chairman of Audit Committee and Member of Nomination and Remuneration Committee | Shivam Autotech Limited- Member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee Akar Auto Industries- Member of Nomination and Remuneration Committee |
| No. of Board Meetings attended during the year | Not Applicable | Five (5) |
| No of Shares held | Nil | NIL |