



September 08, 2020

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 15th Annual General Meeting, Remote e-voting and Intimation of Book Closure of the Company for the FY 2019-20

Dear Sir/Ma'am,

- a. Notice is hereby given that the 15th Annual General Meeting ("AGM") of the Members of the Company is scheduled to be held on Wednesday, September 30, 2020 at 11:30 A.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India ("SEBI"), to transact the businesses as contained in the notice of the meeting.
- b. In compliance with the MCA circulars, the Annual Report for the financial year 2019-20, comprising the Notice of the AGM and Financial Statements for the Financial Year 2019-20, along with Directors' Report, Auditors' Report and other documents required to be attached thereto, has been sent to all such members of the Company whose email addresses are registered with the Company/RTA/Depository Participants.
- c. The Company has fixed Wednesday, September 23, 2020 as the "Cut-off Date" for the purpose of determining the members eligible to vote on the resolutions set out in the Notice of the AGM.

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

- d. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 91 of the Companies Act, 2013, the Register of Member and Share Transfer Books will remain closed as follows:

Type of Security & paid-up capital	Book-Closure (Both days inclusive)		Purpose
	From	To	
Equity Shares of Rs. 2/- each fully paid up	Monday, September 21, 2020	Wednesday, September 30, 2020	For the purpose of 15 th Annual General Meeting
Other Information:			
Date of AGM	Wednesday, September 30, 2020 at 11:30 A.M. (IST) through Video Conferencing/Other audio visual means		
Cut-off date for E-voting	Wednesday, September 23, 2020		
E-voting period	Sunday, September 27, 2020 (9:00 a.m. IST) and ends on Tuesday, September 29, 2020 (5:00 p.m. IST).		

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

Thanking you,

Yours faithfully,

For Shivam Autotech Limited

Samta Bajaj
Company Secretary
M.No. 50269



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 **15th Annual General Meeting** of the Members of **SHIVAM AUTOTECH LIMITED ('the Company')** will be held on Wednesday, the 30th day of September, 2020 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2020, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors' and Auditor's thereon.

"RESOLVED THAT the Audited Financial Statements including Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date along with the reports of the Board of Directors' and Auditor's thereon, as circulated to the members and now placed before the meeting be and are hereby considered and adopted."

2. To appoint a director in place of Dr. Anil Kumar Gupta (DIN: 02643623), who retires by rotation and being eligible has offered himself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. Anil Kumar Gupta (DIN: 02643623), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

B. SPECIAL BUSINESS

3. Appointment of Ms. Jyothi Prasad (DIN: 06947488) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee of the Company, Ms. Jyothi Prasad (DIN: 06947488) who was appointed as an Additional (Non-Executive and Independent) Director of the Company pursuant to Section 161 and other applicable provisions with effect from November 13, 2019 to hold office upto the date

of this Annual General Meeting and in respect of whom the Company has received a notice in writing from her under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years, from the date of appointment.”

4. Conversion of unsecured Loans into equity Shares of the Company and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot equity shares of Rs.2/- each against conversion of the unsecured loan up to the extent of **Rs. 30 crores (Rupees Thirty Crores only)** availed from Dayanand Munjal Investments Private Limited, Promoters of the Company towards adjustment of its entitlement for the proposed Rights Issue including subscription to additional equity shares and equity shares which may be renounced in its favour, if any, subject to necessary approvals.

RESOLVED FURTHER THAT allotment of equity shares to Promoters against conversion of unsecured loan shall be at the same terms and conditions as per the proposed Rights Issue approved by the Board of Directors, subject to necessary approvals.

RESOLVED FURTHER THAT the Equity Shares so issued shall rank *paripassu* with the existing equity shares of the company in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors and Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to terms of issue and / or mode of allotment that may arise in regard to offer / issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit”.

Place: Gurugram
Date: August 31, 2020

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/-
Samta Bajaj
Company Secretary
Membership No. 50269

NOTES

1. In view of the globally declared Covid-19 pandemic, imposing continuing restrictions on free movement of people around various geographies of the nation by the Central Government/ State Governments, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "Circulars") permitted the holding of the Annual General Meeting ("AGM") during the Calender year 2020 through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Circulars as mentioned above, the AGM of the Company is being held through VC / OAVM.
2. The deemed venue for 15th AGM shall be the Registered Office of the Company.
3. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of director seeking appointment/re-appointment at this AGM is annexed.
4. The Explanatory Statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **Since this AGM is being held pursuant to the Circulars mentioned above through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.**
6. Pursuant to Section 113 of the Act, members of the Company under the category of Institutional Investors 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, authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of 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.

8. We urge members to support the 'Green Initiative' by choosing to receive the Company's communication through email. Members who have not yet registered their email 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 providing Folio No., Name of shareholder, 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) at the following email address with subject as **"Shivam Autotech Limited - Member Email ID"** at admin@mcsregistrars.com in case the shares are held by them in physical form.
9. 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.
10. Members are requested to direct notifications about changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, a scanned copy of the cancelled cheque bearing the name of the first member etc., to their DPs in case the shares are held by them in electronic form and to Registrar at email address admin@mcsregistrars.com in case the shares are held by them in physical form.
11. 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.
12. 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=6CoJDC4uKVUR7C9F14rZdatyDb eJTqg38iljdoCCVy5oIaqWqXUJS57H9RSp+M6u>. Members are requested to submit the said details to their DP 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.
13. 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.
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 25, 2020 till 5:00 p.m. (IST) through email on Company's investor email id: cs@shivamautotech.com. The same will be replied 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, 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 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on September 04, 2020. Members may note that the Notice and Annual Report 2019-20 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. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. At the 12th AGM held on September 29, 2017, the Members approved appointment of NSBP & CO., Chartered Accountants, New Delhi (Firm Registration No. 001075N) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 17th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 15th AGM.
19. Pursuant to Section 91 of the Act, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 21, 2020 to Wednesday, September 30, 2020 (both days inclusive).
20. 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 2012-13, of which Rs. 6,72,012/- has remain unpaid/unclaimed shall be transferred to IEPF on or before November 29, 2020. Accordingly, Members who have not encashed their Dividend Warrant(s) are requested to approach the Company for releasing the dividend upon completion of necessary formalities for the same in lieu of such warrant(s). Unclaimed/unpaid final dividend for the financial year 2012-13, which is due for transfer to IEPF, should be claimed by the Members before October 30, 2020. After that date, no claim shall lie against the Company, in respect of the said amount.

Due dates for transfer of unclaimed/unpaid dividends for the financial year ending March 31, 2013 and thereafter to IEPF:

FY ended	Last date of payment to shareholder / Due date	Last Date of transfer to IEPF
March 31, 2013	October 30, 2020	November 29, 2020
March 31, 2014	November 04, 2021	December 04, 2021
March 31, 2015	October 15, 2022	November 14, 2022
March 31, 2016	November 04, 2023	December 04, 2023

21. 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 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’s Registrar 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 2019-20, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. November 30, 2019. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link:

http://www.shivamautotech.com/Uploads/image/196imguf_IEPF-4DATAUNCLAIM_DIV_SHIVAM_30072019.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.

22. 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.
23. 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, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. 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 27, 2020 and ends 05:00 P.M. IST on Tuesday, September 29, 2020. 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 23, 2020, 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. The Board of Directors of the Company (the "Board") at its meeting held on August 31, 2020 have appointed Mr. Satyender Kumar, (Membership No. FCS 4087), 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.
- iv. The scrutinizer shall immediately after the conclusion of e-voting at the Annual General Meeting, first count the votes cast during the AGM, and thereafter unblock the votes cast through remote e-voting and furnish, a Consolidated Scrutinizer's Report to the Chairman of the Company or a person duly authorised by him within 48 hours of conclusion of the Annual General Meeting.
- v. 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 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. The result will also be posted on the notice board of the Company at its registered office.
- vi. The scrutinizer's decision on the validity of e-voting shall be final and binding.
- vii. 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.
- viii. 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 23, 2020. 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.
- ix. 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.
- x. The details of the process and manner for remote e-voting are explained herein below:

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. 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.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- 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 Members holding shares in Demat Form and Physical Form
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. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. 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.
- p. If demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. 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.

PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING ANNUAL REPORT AND FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED 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 at admin@mcsregistrars.com.

For Demat shareholders - Please contact your DP and register your e-mail address in your Demat account as per the process advised by your DP.

B. 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 may register themselves as a speaker by sending their request in advance atleast 5 days prior to the date of meeting, mentioning their name, demat account number/folio number, email id, mobile number at 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.

C. 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.
- 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.

In case you have any queries or issues regarding attending AGM and e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533

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 (022-23058738)**

or send an email to helpdesk.evoting@cdslindia.com or call 022-23058542

**Place: Gurugram
Date: August 31, 2020**

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

ANNEXURE TO THE NOTICE

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

ITEM NO. 3

Pursuant to the provisions of Section 149, 150, 152 and 161 and other applicable provisions of the Companies Act, 2013, Ms. Jyothi Prasad, on the recommendation of Nomination and Remuneration Committee, was appointed by the Board of Directors as an Additional and Independent Director of the Company w.e.f. November 13, 2019 for a term of five years, not liable to retire by rotation, subject to the approval of Members at the 15th Annual General Meeting.

Ms. Jyothi Prasad holds a Bachelor of Laws degree from the University of Mumbai (Gopaldas Advani College), Post Graduate Diploma in Management from Indian Institute of Management (IIM), Ahmedabad and a Master of Commerce degree from the University of Madras. She was a Chevening Gurukul Scholar at the London School of Economics in 2000.

She has more than 30 years of wide-ranging investment banking experience, having worked on diverse assignments both in senior management positions of leading investment banks in India and as an independent consultant since 2008 to the present. She was also associated as an independent consultant with a boutique infrastructure investment advisory firm Iridis Advisory Services for assisting them on certain of their advisory mandates. She is at present, associated as a Senior Advisor with Sparrow Advisory, a boutique provider of PE and M&A advice and is involved in their assignments from time to time.

The requisite details of Ms. Jyothi Prasad are provided in Annexure A to the Notice.

It is proposed that Ms. Jyothi Prasad be appointed as an Independent Director of the Company for a term of five consecutive years i.e. from November 13, 2019 to November 12, 2024 and she shall not be liable to retire by rotation.

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

In the opinion of the Board, she fulfills the conditions specified in the said Act and is independent of the management. The Company has received a declaration from Ms. Jyothi Prasad confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Ms. Jyothi Prasad, none of the Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, in the Ordinary Resolution as set out at Item No. 3.

ITEM NO. 4

In order to meet the working capital requirements of the Company, it is proposed to issue further capital for strengthening the financial position of the Company by making Rights Issue which was approved by the Board of Directors on December 28, 2019. Upon the request of the Company, Dayanand Munjal Investments Private Limited, Promoters of the Company has

provided Rs. 30 Crores (Rs. Thirty Crores only) as unsecured loan on 11th June, 2020. Dayanand Munjal Investments Private Limited has vide letter dated August 17, 2020 requested the Board of Directors of the Company to adjust the unsecured loan already brought in towards his entitlement for the proposed Rights Issue including subscription to additional equity shares and equity shares which may be renounced in their favour, if any.

It is therefore, proposed to authorize the Board of Directors of the Company to issue and allot equity shares to the Promoters against adjustment of aforesaid unsecured loan, on the same terms and conditions as applicable to all other shareholders of the company pursuant to the proposed rights issue, subject to necessary approvals.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 the above proposal requires the approval of the members of the Company by way of Special Resolution.

The Board commends your approval by way Special resolution for allotment of shares on rights basis as required by Section 62 of the Companies Act, 2013.

None of the Directors, except Mr. Neeraj Munjal and Mrs Charu Munjal are interested or concerned in the resolution except to the extent of shares that may be offered to the promoters. The Promoters are interested in the resolution to the extent of shares that may be offered to them.

Annexure - A

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

Name of Director	<u>Dr. Anil Kumar Gupta</u>	<u>Ms. Jyothi Prasad</u>
DIN	02643623	06947488
Date of Birth	02-April-1951	29-Nov-1963
Date of Appointment	09-August-2019	13-Nov-2019
Qualifications	Doctorate in Engineering and Fellow of Indian National Academy of Engineering (FNAE).	Bachelor of Laws degree from the University of Mumbai (Gopaldas Advani College), Post Graduate Diploma in Management from Indian Institute of Management (IIM), Ahmedabad and a Master of Commerce degree from the University of Madras.
Experience in Specific functional areas	Creating value addition and complex sub- systems / systems. In-depth knowledge of metallurgical engineering.	Rich experience is in the areas of fund raising such as IPOs and Rights Issues, private equity, M&A and advisory transactions for both Indian corporates and foreign corporates
No. of years of Experience	48 years	31 years
Terms and Conditions of appointment/re-appointment	He was appointed as a Non-Executive Director w.e.f. from August 9, 2019 for a term of 5 years, liable to retire by rotation. He has served as a Whole-Time Director of the Company and resigned as a Whole Time Director w.e.f. August 8, 2019. The other terms and conditions are available at www.shivamautotech.com	She is being appointed as an Independent Director w.e.f. from November 13, 2019 for a term of 5 years, not 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)	None	None
List of Companies in which outside Directorship held*	Akar Auto Industries Limited	1. Granules India Limited 2. Krishna Institute of Medical Sciences Limited 3. Karvy Stock Broking Limited 4. Karvy Financial Services Limited

Chairman / Member of Committees of Board of directors of other companies in which he/she is a director**	-	1. Granules India Limited - Audit Committee Chairperson 2. Krishna Institute of Medical Sciences Limited - Audit Committee Chairperson 3. Karvy Stock Broking Limited - Audit Committee Member 4. Karvy Financial Services Limited - Audit Committee Chairperson
No. of Board Meetings attended during the year	Details mentioned in the Corporate Governance Report	Details mentioned in the Corporate Governance Report
No of Shares held	NIL	NIL

* Excluding private limited companies

** Only Audit Committee & Stakeholders Relationship Committee considered

Place: Gurugram

Date: August 31, 2020

**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/-

Samta Bajaj

Company Secretary

M. No. A50269