



CIN: L34300DL2005PLC139163

Date : 30-Dec-2016

The National Stock Exchange of India
"Exchange Plaza" Bandra Kurla Complex,
Bandra East,
Mumbai – 400 051

The Bombay Stock Exchange Limited
Phiroje Jeejeebhoy Towers
Dalal Street Fort
Mumbai – 400 001

(Scrip Code – SHIVAMAUTO)

(Scrip Code – 532776)

Sub: Notice of postal ballot – Cut-off date

Dear Sir,

We wish to inform you that the Board of Directors of the Company vide circular resolution dated 27-Dec-2016 had approved the process for conducting Postal Ballot for taking shareholders' approval for matters as set out in the Postal Ballot Notice dated December 27, 2016.

The Company has fixed January 3, 2017 as the cut-off date for ascertaining shareholders to whom postal ballot notice will be sent.

The Copy of notice is enclosed herewith for your reference.

For Shivam Autotech Limited

Shivani Kakkar

Shivani Kakkar

Company Secretary

M. No. 25097

303, 3rd Floor, Square One,

District Centre Saket,

New Delhi - 110017



GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (India) TEL : 011 49242100
FAX : +91 124 49242116 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TEL.: +91 11 49242100-30, FAX: +91 11 29564205
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com
CIN No : L34300DL2005PLC139163

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM

SHIVAM AUTOTECH LIMITED

CIN:L34300DL2005PLC139163

Registered Office:303, 3rd Floor, Square One, District Centre, Saket, New Delhi – 110017

Tel: 011-49242100 Fax: 011-49242116 website: www.shivamautotech.com

Email id: adm@shivamautotech.com

POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

**To,
The Member(s),**

Sub: Passing of Resolution by Postal Ballot

Notice is hereby given that the proposed Resolutions are circulated for approval of the Members of the Company to be accorded by way of Postal Ballot in accordance with the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force. The Company is offering e-voting facility to all the members of the Company.

The Board of Directors of the Company vide circular resolution dated 27-Dec-2016 have approved the proposal for seeking the approval of the Members of the Company by way of Special Resolution(s) through Postal Ballot. The following proposal needs to be approved by the members:

- Creation of charges, mortgages and hypothecations over the assets of the Company pursuant to Section 180(1)(a) of the Companies Act, 2013 and the Rules made thereunder;
- Borrowing in excess of the paid-up capital and free reserves under Section 180(1) (c) of the Companies Act, 2013.
- Payment of remuneration to the managerial personnel of the Company in case of inadequacy of profits or no profits pursuant to Schedule V of the Companies Act, 2013

The resolutions and the Explanatory Statement pursuant to Section 102 of the Act, pertaining to the resolutions stating the material facts of the proposals and the reasons for which such resolutions are proposed, is annexed hereto, along with the Postal Ballot Form (the “Form”) for your consideration.

The Board of Directors of the Company (the “Board”) vide Circular Resolution dated 27-Dec-2016 have appointed CS Satyender Kumar, (Membership No. F4087), Satyender Kumar & Associates, Company Secretaries, Gurgaon as the Scrutinizer for conducting the Postal Ballot process (physical & e-voting) in a fair and transparent manner in accordance with law.

In compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members with the additional facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through electronic voting (hereinafter referred as “e-voting”) services provided by Central Depository Services (India) Limited (CDSL).The e-voting period commences on Thursday, January 12, 2017, 9.00 a.m., and ends on Saturday, February 11, 2017 at 5.00 p.m. Please read carefully the instructions for e-voting as printed in this Notice.

Those members who do not have access to e-voting facility can send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form attached herewith and return the Form duly completed and signed in the attached self-addressed, postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours 5.00 p.m. on February 11, 2017. Please note that any Postal Ballot Form(s) received after the said date will be treated as not received.

In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

At the completion of the scrutiny of the Postal Ballots (physical and e-voting), the Scrutinizer will submit his report to the Chairman / Managing Director or in their absence, to the Company Secretary. The result of the Postal Ballot would be announced by the Chairman / Managing Director or in their absence by the Company Secretary of the Company on Tuesday, February 14, 2017 at the registered office of the Company at 05:00 P.M.

The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website www.shivamautotech.com. The resolutions, if passed by requisite majority, through Postal Ballot shall be deemed to have been duly passed at a General Meeting of the members on the last date for receipt of duly completed Postal Ballot forms or e-voting i.e. by February 11, 2017.

Members requiring any clarifications on e-voting may contact the Company Secretary on the number +91- 11- 49242100 or by email: shivani@shivamautotech.com.

PROPOSED RESOLUTIONS:

Item No. 1

Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company and in this regard to consider and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the special resolution passed by the Members of the Company through postal ballot on December 29, 2014 pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the “Act”), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non-resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporates and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or any

other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscounting scheme or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or nonconvertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer/assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees/lenders, up to a value of and within the overall limits of Rs. 500 Crores (Rupees Five Hundred Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 2

To borrow in excess of the paid-up capital and free reserves and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company in the Annual General Meeting held on September 29, 2014, the Board of Directors of the Company be and is hereby authorized in accordance with the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow periodically from, including without limitation, any Banks and/or public financial institutions as defined under Section 2(72) of the Companies Act, 2013 and/or any foreign financial institution(s) and/or any entity/entities or authority/authorities and/or through suppliers credit securities instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures (both convertible and non-convertible), commercial papers, short term loans, working capital loans, or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings including external commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), subject to such aggregate borrowings not exceeding the amount which is Rs. 500 crores (Rupees Five Hundred Crores only) over and above the aggregate of the paid-up share capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose) and that the Board be and is hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Item No. 3

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 revision in the ceiling set out under Section II of Part II of Schedule V of the Companies Act, 2013 vide notification of Ministry of Corporate Affairs dated 12th September, 2016 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 as per the revised limits to the Managing Director and Whole-time Director(s) for any financial year commencing from April 01, 2016 till March 31, 2019, 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.”

Date: 27-Dec-2016
Place: New Delhi

**By Order of the Board
For ShivamAutotech Limited
Sd/-
Shivani Kakkar
Company Secretary
ACS No. 25097
303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi – 110017**

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item Nos. 1 to 3 above, are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Tuesday, 3rd day of January, 2017.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching Form. e-voting is optional.
4. The e-voting period commences on Thursday, January 12, 2017, 9.00 a.m., and ends on Saturday, February 11, 2017 at 5.00 p.m. Please read carefully the instructions for e-voting as printed in this Notice.
5. The Board of Directors of the Company (the “Board”) vide Circular Resolution dated 27-Dec-2016 have appointed CS Satyender Kumar, (Membership No. F4087), Satyender Kumar & Associates, Company Secretaries, Gurgaon as the Scrutinizer for conducting the Postal Ballot process (physical & e-voting) in a fair and transparent manner in accordance with law. Members are requested to send their duly completed and signed Postal Ballot Forms through self-addressed, postage pre-paid

envelope attached to this Notice, which is addressed to the Scrutinizer. The Scrutinizer will submit his report to the Chairman / Managing Director or in their absence, the Company Secretary on or before February 14, 2017.

6. The result of the Postal Ballot would be announced by the Chairman / Managing Director or in their absence the Company Secretary of the Company on Tuesday, February 14, 2017 at the registered office of the Company at 05:00 P.M. The date of declaration of Postal Ballot will be taken as the date of passing of the Special Resolutions. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The results of the Postal Ballot shall also be posted on the Company's website www.shivamautotech.com besides communicating the same to the Stock Exchanges, where the shares of the Company are listed i.e., The BSE Limited (BSE) and The National Stock Exchange of India (NSE).
7. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice upto the date of declaration of results of the Postal Ballot.
8. Kindly note that the Members can opt only one mode of voting i.e., either by Physical Ballot or e-voting. If Members are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote by Physical Ballot and e-voting both, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
9. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed prepaid postage envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Saturday, February 11, 2017. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Members will also be accepted.
10. The voting period for e-voting module ends on Saturday, February 11, 2017 at 5:00 P.M.
11. The members who have not received Postal Ballot Forms may apply to the Company and obtain a duplicate thereof.
12. In cases where the Postal Ballot Form has been signed by an Authorized Representative of a Body Corporate, certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
13. Voting rights shall be reckoned on the record date i.e. Tuesday, January 3, 2017.
14. The Postal Ballot Forms received after Saturday, February 11, 2017 will be treated as if reply from the member has not been received.
15. The Board of Directors of the Company has appointed Mr. Neeraj Munjal, Managing Director and/or Ms. Shivani Kakkar, Company Secretary as the person responsible for the entire Postal Ballot process.
16. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means.
17. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
18. The Scrutinizer's decision on the validity of Postal Ballot will be final.
19. The instructions for Members for e-voting are as under:

Instructions for Voting through electronic mode

- i. The voting period begins on Thursday, January 12, 2017, 9.00 a.m., and ends on Saturday, February 11, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Tuesday, January 03, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.

- iii. Click on Shareholders.
- iv. 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. 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.
- vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details or Date of Birth (DOB)	<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 as mentioned in instruction (iv)

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the Company Name on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. 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.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or

after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non-Individual Shareholders & Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 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.

xx. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. January 3, 2017 may follow the same instructions as mentioned above for e-voting .

In case you have any queries or issues regarding 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.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1 and 2

The Members of the Company had, through AGM dated 29th September, 2014 and postal ballot dated 29th December, 2014, authorised the Board of Directors (which term shall be deemed to include any Committee of the Board) to borrow money(ies) on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) and for creation of charge on moveable and immovable properties of the Company as security in favour of lending agencies for a sum not exceeding Rs.300 crores (Rupees Three Hundred Crores only),over and above the aggregate of the paid-up share capital and free reserves of the Company.

Keeping in view your Company's business requirements and growth plans, it is considered desirable to increase the said borrowing limits to a sum not exceeding Rs. 500 crores (Rupees Five Hundred Crores only) under the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act").The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the moveable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

Your consent is required under the provisions of Sections 180 (1) (c) and 180(1) (a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolutions.

The resolutions as set out in item nos. 1 and 2 of this Notice are accordingly recommended for the approval of the Members as Special Resolution(s).

Item No. 3

The Ministry of Corporate Affairs ("MCA") has vide its notification dated 12th September, 2016 has revised the ceiling set out under Section II of Part II of Schedule V of the Companies Act, 2013, for payment of remuneration to the managerial personnel of the Company in case of inadequacy of profits or no profits.

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.

Mr. Neeraj Munjal, Mrs. Charu Munjal and Dr. Anil Kumar Gupta, 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.

Date: 27-Dec-2016
Place: New Delhi

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

Sd/-
Shivani Kakkar
Company Secretary
ACS 25097
303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi – 110017

SHIVAM AUTOTECH LIMITED

Registered Office: 303, 3rd Floor, Square One, District Centre, Saket, New Delhi – 110017

CIN: L34300DL2005PLC139163

Tel: 011-49242100 Fax: 011-49242116 website: www.shivamautotech.com

Email id: admn@shivamautotech.com

POSTAL BALLOT FORM

S. No.	Particulars	Details
1.	Name of the Shareholder	
2.	Postal Address	
3.	Folio No./Client ID	
4.	Class of Share/No. of Shares	

I/we hereby exercise my/our vote in respect of Special Resolution(s) to be passed through Postal Ballot for the business stated in the Notice dated 27th December, 2016 of the Company, by sending my/our assent or dissent to the said resolution by placing tick (✓) marks at the appropriate boxes below:

S. No.	Item No.	Type of Resolution	No. of Shares	I /we assent to the resolution (For)	I /we dissent from the resolution (Against)
1.	Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company.	Special Resolution			
2.	To borrow in excess of the paid-up capital and free reserves under Section 180(1)(c) of the Companies Act, 2013	Special Resolution			
3.	To consider and approve payment of minimum remuneration to Executive Directors	Special Resolution			

Place:

Date:

Signature of Shareholder: _____

INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Satyender Kumar, Satyender Kumar & Associates in the attached self addressed prepaid postage envelope. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. This Form should be completed and signed by the member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member. In case Postal Ballot Form is signed through a Delegatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
3. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick (✓) mark in the appropriate column.
4. Duly completed Postal Ballot Form should reach the Company not later than Saturday, February 11, 2017. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., February 11, 2017.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on January 3, 2017.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed prepaid postage envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A Member need not use all the votes or needs to cast all the votes in the same way.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot (including e-voting) would be announced by a Director or the Company Secretary of the Company on Tuesday, 14th February, 2017 at the registered office of the Company.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report (physical & e-voting) on the Company's website viz. www.shivamautotech.com and also on www.cdslindia.com.