

BOARD OF DIRECTORS

CHAIRMAN

Sunil Kant Munjal

MANAGING DIRECTOR

Neeraj Munjal

DIRECTORS

Bhagwan Dass Narang

Surrinder Lal Kapur

Vinayshil Gautam

Anil Kumar Gupta, Director Technical

Charu Munjal, Executive Director

FINANCE TEAM

Davendra Ujlayan

VP-Finance &
Company Secretary

AUDITORS

S.S. Kothari Mehta & Co.

Chartered Accountants

146-149, Tribhvan Complex,

Ishwar Nagar, Mathura Road,

New Delhi-110065

BANKERS

IDBI Limited

Punjab National Bank

AXIS Bank Ltd.

ING Vysya Bank

Karnataka Bank

REGISTERED OFFICE

303, 3rd Floor, Square One,

C-2, District Centre, Saket,

New Delhi-110 017

GURGAON PLANT

58th Km. Stone

Delhi-Jaipur Highway

Village: Binola-122 413

Dist. : Gurgaon (Haryana)

HARIDWAR PLANT

Plot No. 3, Industrial Park-II, Phase-1,

Village Salempur Mehdood,

Distt. Haridwar (Uttarakhand)-249402

REGISTRAR & TRANSFER AGENTS

MCS Limited

F-65, First Floor,

Okhla Industrial Area, Phase I,

New Delhi-110 020

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NOTICE

Notice is hereby given that the **9th Annual General Meeting** of the Members of **SHIVAM AUTOTECH LIMITED** will be held on Monday, the 29th day of September, 2014 at 11:30 A.M. at Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road, New Delhi-110030, to transact the following business:

[A] ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date along with the Report of the Directors and the Auditors thereon.
2. To declare dividend to the equity shareholders for the year ended March 31, 2014.
3. 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.
4. To appoint a director in place of Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible has offered herself for re-appointment.
5. To appoint M/s S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, the retiring auditors to hold office as Statutory Auditors for Financial Year 2014-15 from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Audit Committee to fix their remuneration.

[B] SPECIAL BUSINESS

6. To appoint Mr. Sunil Kant Munjal (DIN 00003902) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sunil Kant Munjal (DIN 00003902), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an

Independent Director of the Company to hold office for 5 (five) consecutive years from the date of the 9th Annual General Meeting for a term upto the conclusion of 14th Annual General Meeting of the Company in the Calendar year 2019.”

7. To appoint Mr. Bhagwan Dass Narang, (DIN 00038502) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Bhagwan Dass Narang, (DIN 00038502), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of the 9th Annual General Meeting for a term upto the conclusion of 14th Annual General Meeting of the Company in the Calendar year 2019.”

8. To appoint Mr. Surrinder Lal Kapur, (DIN 00033312) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Surrinder Lal Kapur, (DIN 00033312), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of the 9th Annual General Meeting for a term upto the conclusion of 14th Annual General Meeting of the Company in the Calendar year 2019.”

9. To appoint Dr. Vinayshil Gautam, (DIN 00037909) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Vinayshil Gautam, (DIN 00037909), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of the 9th Annual General Meeting for a term upto the conclusion of 14th Annual General Meeting of the Company in the Calendar year 2019.”

10. To consider revision in the remuneration of Mr. Neeraj Munjal (DIN 00037792) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provision of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, the Company hereby approves the revision in the remuneration of Mr. Neeraj Munjal, Managing Director (DIN 00037792) with effect from April 01, 2014 for the remainder of his tenure in the manner as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment as approved by the shareholders at the Annual General Meeting held on September 30, 2011 shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit without further reference to the Company in General Meeting.”

11. To modify the terms of appointment of Mrs. Charu Munjal (DIN 03094545), Whole-time Director 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 pursuant to the provisions of Sections 152, 196 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in partial modification of the resolution passed in the Annual General Meeting of the members of the Company held on September 24, 2013 and subject to the approval of Central Government, if any, the approval of the Company be & is hereby accorded to the variation in terms of appointment of Mrs. Charu Munjal (DIN 03094545), to the extent that there will be no break in her office as Whole Time Director in case she is re-appointed on determination of her office by retirement of directors by rotation.

RESOLVED FURTHER THAT the other terms of her appointment shall remain unaltered.”

12. To consider revision in the remuneration of Mrs. Charu Munjal (DIN 03094545) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provision of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such approvals as may be necessary, the Company hereby approves the revision in the remuneration of Mrs. Charu Munjal, Whole Time Director (DIN 03094545) designated as “Executive Director” with effect from April 01, 2014 for the remainder of her tenure in the manner as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment as approved by the shareholders at the Annual General Meeting held on September 24, 2013 shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such

manner as it may deem fit without further reference to the Company in General Meeting.”

13. To modify the terms of appointment of Dr. Anil Kumar Gupta (DIN 02643623), Whole-time Director 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 pursuant to the provisions of Sections 152, 196 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and in partial modification of the resolution passed in the Annual General Meeting of the members of the Company held on September 25, 2012 and subject to the approval of Central Government, if any, the approval of the Company be & is hereby accorded to the variation in terms of appointment of Dr. Anil Kumar Gupta (DIN 02643623), to the extent that there will be no break in his office as Whole Time Director in case he is re-appointed on determination of his office by retirement of directors by rotation.

RESOLVED FURTHER THAT the other terms of his appointment shall remain unaltered.”

14. To consider revision in the remuneration of Dr. Anil Kumar Gupta (DIN 02643623) and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provision of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force), subject to such approvals as may be necessary, the Company hereby approves the revision in the remuneration of Dr. Anil Kumar Gupta (DIN 02643623), Whole Time Director of the Company designated as “Director (Technical)” with effect from December 20, 2013 for the remainder of his tenure in the manner as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment as approved by the shareholders at the Annual General Meeting held on September 25, 2012 shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto

or as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit without further reference to the Company in General Meeting.”

15. To consider sub-division of shares of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the consent of the shareholders of the Company be and is hereby accorded for sub-dividing the equity shares of the of the Company, including the paid up shares, such that each existing equity share of the Company of face value of Rs.10/- (Rupees Ten) each be and is hereby sub-divided into 5 (five) equity shares of the face value of Rs. 2/- (Rupees Two) each.

RESOLVED FURTHER THAT pursuant to subdivision of equity shares of the Company, each Issued, Subscribed and Paid-up Equity share of face value of Rs. 10/- (Rupees Ten) each, shall stand sub-divided into five equity shares of the face value of Rs.2/- (Rupees Two) each fully paid and also each Authorised Equity Share of face value of Rs. 10/- (Rupees Ten) each, shall stand sub-divided into five equity shares of the face value of Rs.2/- (Rupees Two) each.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs 10 each held in physical form shall deem to have been automatically cancelled and be of no effect on and from the Record Date to be determined by the Board of Directors (the “Board”, which expression shall also include a Committee thereof) and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and despatch the new Share Certificate(s), of the Company, in lieu of such existing Share Certificate(s), subject to the provisions of Companies (Share Capital and Debentures) Rules, 2014, and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits

representing the Equity Shares of the Company before such sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary for obtaining all approvals/consents, to take all required actions to effectuate the above proposition and is empowered to execute all such documents, instruments as may be required in this connection and to that end, it can delegate all or any of the powers herein vested in the Board to the Managing Director or Company Secretary. These officials shall not have to seek any further consent or approval of the Board or otherwise to the end and intent that it shall be deemed to have given its approval thereto expressly by the authority of this resolution."

16. To consider alteration of Memorandum of Association of the Company 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 pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the consent of shareholders of the Company be and is hereby accorded for alteration of Memorandum of Association of the Company as follows:

The existing Clause V of the Memorandum of Association of the Company be and is hereby deleted and the following new Clause V be and is hereby substituted in lieu of the deleted clause:

V "The Authorised Share Capital of the Company is Rs. 126,000,000 (Rupees Twelve Crores and Sixty Lacs only) divided into 63,000,000 (Six Crore Thirty Lacs) equity shares of Rs. 2/- (Rupees Two) each."

17. To consider alteration of Articles of Association of the Company 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 pursuant to the provisions of Section 14 and all 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 Consent of the shareholders of the Company be and is hereby accorded for alteration of Article of Association of the Company as follows:

The existing Article 3 of the Articles of Association of the Company be and is hereby altered by substituting the following in place of the existing Article 3:

3. The Authorized Share Capital of the Company shall be the same as contained in Clause V of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do, perform and execute all such acts, matters, deeds and things as it may considered necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to Comply with all other requirements in this regard and for any other matters connected herewith or incidental hereto."

18. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, consent of the members of the Company be and is hereby accorded for the appointment of M/s. Gurdeep Singh & Associates, Cost Accountants, New Delhi, as the Cost Auditors of the Company for both the plants of the Company located at Binola (Gurgaon) & Haridwar, to conduct the audit of cost accounts in respect of 'Auto Components' for the financial year 2014-15 at a remuneration to be mutually decided and fixed by Mr. Neeraj Munjal, Managing Director.

RESOLVED FURTHER THAT Mr. Davendra Ujjayan, VP-Finance & Company Secretary be and is hereby authorized to sign and file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and such other documents and take such action as may be required in this matter."

19. 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 by postal ballot on June 11, 2007 the Board of Directors of the Company be and is hereby authorised in accordance with the provisions of Section 180(1) (c) 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), 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, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose."

By Order of the Board of Directors
For **Shivam Autotech Limited**
Sd/-
Davendra Ujlayan
**VP - Finance &
Company Secretary**
Membership No. 8125

Place: New Delhi
Date: August 06, 2014

Registered Office:
303, 3rd Floor, Square One, C-2,
District Centre, Saket, New Delhi – 110 017

CIN:L34300DL2005PLC139163
e-mail: admin@shivamautotech.com
website: www.shivamautotech.com
Tel: +91 11 49242100
Fax: +91 11 49242116

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXIES IN ORDER TO BE VALID MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HEREWITH.**
2. **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.**
3. For the convenience of the Members, attendance slip is enclosed herewith in the Annual Report. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting along with their copies of the Annual Report.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution, authorising their representatives to attend and vote at the Annual General Meeting.
5. As required under the provisions of Clause 49(IV) of the Listing Agreement, particulars relating to Dr. Anil Kumar Gupta and Mrs. Charu Munjal, Directors retiring by rotation and whose re-appointments are being proposed at the forthcoming Annual General Meeting, are enclosed in the Appendix to this Notice.
6. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted at the meeting, is annexed hereto.
7. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 22, 2014 to Monday, September 29, 2014 (both days inclusive)

8. In accordance with SEBI's directions vide their Circular No. DCC/FITT/Cir-3/2001 dated October 15, 2001, arrangements have been made to credit your dividend amount directly to bank account of members through the Electronic Clearing Service (ECS).

In case of holding in physical form, please furnish your bank details in the ECS Mandate Form enclosed separately and return to our Registrars, MCS Limited on or before September 20, 2014. The said details in respect of the shares held in electronic form should be sent to your respective Depository Participant and not to the Registrar as the Registrar is obliged to use only the data provided by the Depository while making payment of dividend.

9. The dividend as recommended by the Board of Directors, if approved at the Annual General Meeting, will be paid at par to (i) those shareholders whose names appear on the Company's Register of Members after giving effect to all valid share transfers in physical form lodged with the Company on or before September 20, 2014; (ii) in respect of shares held in electronic form to those beneficiaries whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the end of business hours on September 20, 2014.
10. As per Section 53 of the Companies Act, 1956, which provides for service of documents under "certificate of posting" as one of the accepted mode of service, whereas the Department of Posts has recently discontinued the postal facility under "certificate of posting" vide their letter dated February 23, 2011. The Information Technology Act, 2000 also permits service of documents, etc., in electronic mode. Keeping this in view the Ministry of Corporate Affairs vide their circular no. 17/2011 dated April 21, 2011 clarified that a Company would have complied with Section 53 of the Companies Act, 1956, if the service of documents has been made through electronic mode provided the Company has obtained email addresses of its members for sending the notice/documents through email by giving an advance opportunity to every shareholders to register their email address and changes therein from time to time with the Company.

In view of the above, the Company requests all its shareholders to kindly provide their email addresses along with client ID/Folio no. and number of shares as reference to the following email addresses with subject as "Shivam Autotech Limited – Member Email ID" at: admin@mcsdel.com

11. Pursuant to the provisions of Section 205A of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven 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 205C of the Companies Act, 1956.

Recently, Ministry of Corporate Affairs has introduced "Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012" vide notification no. G.S.R. 352(E) dated May 10, 2012. The details of unpaid amounts as per Section 205C(2) of the Companies Act, 1956 have to be identified and uploaded on the website of the Company as per Rule 3 of the said Rules.

The dividend declared by the Company for the financial year 2006-07, which has remain unpaid/unclaimed shall be transferred to IEPF on or before 03 November, 2014.

Accordingly, members who have not encashed their Dividend Warrant(s) are requested to approach the RTA/ Company for issuance of demand draft(s) upon completion of necessary formalities for the same in lieu of such warrant(s). Unclaimed/unpaid final dividend for the financial year 2006-07, which is due for transfer to IEPF, should be claimed by the members before October 04, 2014. After that date, no claim shall lie against the IEPF/ Company, in respect of the said amount.

The details of the shareholders who have not claimed/ encashed their dividend warrants till the last Annual General Meeting and subsequent due dates of transfer of unclaimed/ unpaid dividend to IEPF for the respective financial years shall be uploaded on the Company's website at www.shivamautotech.com.

12. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least seven days before the date of the Meeting, so that the information required may be made available at the meeting.

VOTING THROUGH ELECTRONIC MEANS

1. Pursuant to Section 108 and corresponding Rules of Companies Act, 2013, the Company will provide e-voting facility to the members. All business to be transacted at the forthcoming Annual General

- Meeting can be transacted through the electronic voting system provided by Central Depository Services (India) Limited (CDSL).
2. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, on August 22, 2014.
 3. The shareholders shall have one vote per equity share held by them. The facility of e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
 4. The Company has appointed Mr. Satyender Kumar, Practicing Company Secretary, as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
 5. The scrutinizer shall, within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a final report to Chairman of the Company.
 6. The Results shall be declared at the Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.shivamautotech.com and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the NSE and BSE Limited.

7. The result of the e-voting alongwith Scrutinizer's Report will also be placed at the website of the Company viz. www.shivamautotech.com and also on www.cdslindia.com.
8. The scrutinizer's decision on the validity of e-voting will be final.

Instructions for Voting through electronic mode

A In case of members receiving e-mail:

- (i) If you are holding shares in demat form and have earlier logged on to www.evotingindia.com and casted your vote for Electronic Voting Sequence Number (EVSN) of any Company, then your existing login id and password are to be used.
- (ii) If you have forgotten the password then enter the User ID and Captcha Code. Then, click on forgot password & enter the details as prompted by the system.

Procedure for shareholders casting their vote electronically for the first time

- (iii) To initiate the voting process, log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab to cast your votes.
- (v) Thereafter, select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" from the drop down menu and click on "SUBMIT" for voting.
- (vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
Image Verification	Next enter the image verification as displayed and click on Login.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details#	Enter your bank account number for the purpose of dividend as registered with your depository participant in case of electronic shares or with the company in respect of physical shares.	
DOB#	Enter your date of birth as recorded in your demat account or in the company records in respect of your shareholding in the Company.	

CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login; however, NSDL users mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the No. of shares held by you as on 22 August, 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly to the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Now select the relevant Electronic Voting Sequence Number (EVSN) alongwith "Company Name" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire resolutions.
- (xiii) 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.
- (xiv) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- B. In case of members receiving the physical copy of notice of the Annual General Meeting (for members whose e-mail ids are not registered with the company/depository participant(s) or requesting physical copy)
Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.
- C. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- D. The voting period begins on 9.00 a.m., Tuesday, September 23, 2014 and ends on 5.30 p.m., Thursday, September 25, 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014, may cast their vote electronically. The evoting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- E. 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.

ANNEXURE TO NOTICE

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

ITEM NO. 6

Mr. Sunil Kant Munjal, was born on December 14, 1957. He joined the Board of Directors of the Company on February 14, 2006 as a Non-Executive and Independent Director.

Mr. Sunil Kant Munjal is a Commerce Graduate and has trained as a Mechanical Engineer. He is the Managing Director of Hero Cycles Ltd. (C.R.Division) and Whole Time Director of Hero MotoCorp Limited and the Chairman of Hero Corporate Service Limited, the services business arm of the Hero Group. He was also Past President of Confederation of Indian Industry (CII), during 2004-05. He is a visiting faculty for lectures in Business Studies and Holistic Management Practices at a number of companies and Business Schools. He is presently holding the membership of the Board / Committee(s) of the following Companies/LLP/Firm/Institute:

S. No.	Name of the Company /LLP/Firm/Institute	Nature of office
1.	Satyam Auto Components Limited	Director
2.	Bahadur Chand Investments Private Limited	Director
3.	Hero Corporate Service Limited	Director
4.	Easy Bill Limited	Director
5.	DCM Shriram Limited	Director
6.	Hero Management Service Limited	Director
7.	Thakurdevi Hydro Private Limited	Director
8.	Indian School of Business	Director
9.	Hero Realty Limited	Director
10.	Hero MotoCorp Limited	Whole-Time Director
11.	Hero Mindmine Institute Limited	Director
12.	Hero Life Insurance Company Limited	Director
13.	BML Investments Private Limited	Director
14.	Hero Investcorp Limited	Director
15.	Hero Investments Private Limited	Director
16.	Hero Realty and Infra Limited	Director
17.	Rockman Industries Limited	Director
18.	BML Educorp Services	Director
19.	Hero Future Energies Limited	Director
20.	Serendipity Books and Art LLP	Designated Partner

Mr. Sunil Kant Munjal retires by rotation at the Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sunil Kant Munjal is being proposed to be appointed as an independent director for five consecutive years from the date of the 9th Annual General Meeting for a term upto the conclusion of 14th Annual General Meeting of the Company in the Calendar year 2019.

In the opinion of the Board, Mr. Sunil Kant Munjal fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Mr. Sunil Kant Munjal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit of the Company and it is desirable to continue to avail services of Mr. Sunil Kant Munjal as an Independent Director. The Board recommends the resolution in relation to appointment of Mr. Sunil Kant Munjal as an Independent Director, for the approval by the shareholders of the Company.

Mr. Sunil Kant Munjal does not hold by himself or for any other person on a beneficial basis, any shares in the Company. Except Mr. Sunil Kant Munjal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

This explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

The resolution is accordingly recommended for the approval of the Members as an Ordinary resolution.