

## 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

Shivani Kakkar, Company Secretary

### AUDITORS

S.S. Kothari Mehta & Co.

Chartered Accountants

146-149, Tribhvan Complex, Ishwar Nagar,

Mathura Road, New Delhi-110065

### SECRETARIAL AUDITORS

Satyender Kumar Associates

Company Secretaries

Ganpatt Sadan, 99, Sector - 49

Gurgaon, Haryana - 122001

### BANKERS

IDBI Limited

Punjab National Bank

AXIS Bank Ltd.

Karnataka Bank

Kotak Mahindra 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

### MANESAR PLANT

Plot No. 1, Sector 5, IMT Manesar

Gurgaon - 122050 Haryana

### REGISTRAR & TRANSFER AGENTS

MCS Share Transfer Agent Limited

F-65, First Floor,

Okhla Industrial Area, Phase I,

New Delhi-110 020

## CONTENT

Notice	2
Explanatory Statement	8
Board's Report	41
Management Discussion & Analysis Report (Annexure 'A' to Board's Report)	47
Corporate Governance Report (Annexure 'B' to Board's Report)	48
Secretarial Audit Report	69
Auditors' Report	77
Balance Sheet	81
Profit & Loss Account	82
Cash Flow Statement	83
Notes to the Financial Statements	84
Proxy Form	105
Attendance Slip	107

## NOTICE

Notice is hereby given that the **10<sup>th</sup> Annual General Meeting** of the Members of **SHIVAM AUTOTECH LIMITED** will be held on Wednesday, the 9th day of September, 2015 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, 2015 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, 2015.
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 2015-16 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 consider revision in the remuneration of Mr. Neeraj Munjal (DIN 00037792) and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for revision in the remuneration of Mr. Neeraj Munjal, Managing Director (DIN 00037792) with effect from April 01, 2015 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.”

7. To consider revision in the remuneration of Mrs. Charu Munjal (DIN 03094545) and in this regard to consider and if thought fit, to pass, 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 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for revision in the remuneration of Mrs. Charu Munjal, Whole Time Director (DIN 03094545) designated as “Executive Director” with effect from June 01, 2015 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.”

8. To consider reappointment of Dr. Anil Kumar Gupta (DIN 02643623) as Whole Time Director and consider revision in the remuneration thereof and in this regard to consider and if thought fit, to pass, 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 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded to the reappointment of Dr. Anil Kumar Gupta (DIN 02643623) as Whole Time Director of the Company designated as “Director (Technical)” for a period of 3 years and to revise the terms and conditions of his remuneration with effect from December 20, 2014 in the manner as set out in the explanatory statement annexed to the Notice convening this meeting.

**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.”

9. To amend incidental object clause of Memorandum of Association 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 Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, and approval from the competent authorities, the Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby amended by deleting the heading ‘the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association and clauses 1 to 36’ and replacing with the heading ‘(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE’ and new clause 1 to 30, a copy of which is annexed to this notice, be and is hereby approved and adopted as the new Clauses in substitution of the existing Clause III(B).

**RESOLVED FURTHER THAT** Mr. Neeraj Munjal, Managing Director and Ms. Shivani Kakkar, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

10. To delete other object clause of Memorandum of Association 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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, and approval from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III(C)(1) to III(C)(76).

11. To amend liability clause IV of Memorandum of Association 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 Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, and approval from the competent authorities, the Clause IV of the Memorandum of Association be and hereby amended by to substitute the following in place of existing clause:

**“The Liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”**

12. To consider Increase in Authorised Share Capital and alteration of Memorandum of Association 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 provisions of section 13, 61, 64 and all other applicable provisions of Companies Act, 2013 including all other statutory amendment(s) or re-enactment(s) as may be in force for the time being and all other provisions applicable, if any, consent of the members be and is hereby granted to increase the Authorised Share Capital of the Company from Rs.12,60,00,000/- (Rupees Twelve Crores and Sixty Lacs only) divided into 6,30,00,000 (Six Crore Thirty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lacs Only) Equity Shares of Rs. 2/- (Rupees Two) each ranking pari passu with the existing shares of the Company.

**RESOLVED FURTHER THAT** Clause V i.e. Capital Clause of Memorandum of Association of the Company be and is hereby amended to substitute the following in place of existing clause:

**“The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lacs Only) Equity Shares of Rs. 2/- (Rupees Two) each.”**

**RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorised to do all acts, deeds and things as are necessary to give effect to increase in authorised share capital and necessary alterations in memorandum of association”

13. To consider adoption of new set of Articles of Association of the Company in accordance with the provisions of the Companies Act 2013 and if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”



14. To consider Issuance of Bonus Issue and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**.

**“RESOLVED THAT** in accordance with the provisions of Sec 63 and other applicable provisions, if any of the Companies Act, 2013, or any amendment or re-enactment thereof and relevant provisions of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) including the provisions of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall be deemed to include any Committee thereof) for capitalization of a sum not exceeding Rs.10,00,00,000/- (Rupees Ten Crores Only) from the General Reserves or any other permitted reserves/surplus of the Company for the purpose of issue of Bonus Shares of Rs.2/- (Rupees Two Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the ‘Record Date’ determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs.2/- for every 1 (One) fully paid-up Equity Shares of Rs.2/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income.

**FURTHER RESOLVED THAT** the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid – up equity shares of the Company as existing on the record date determined by the Board or a Committee thereof for the purpose of issue of Bonus Shares save and except that they shall not be entitled to any dividend that may be declared before such Record Date.

**Place: New Delhi**  
**Date: August 4, 2015**

**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

**RESOLVED FURTHER THAT** the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** no allotment letters shall be issued to the allottees for Bonus Shares; to the shareholders who hold their existing Equity Shares in electronic form, as Bonus Shares shall be credited to their respective demat accounts within the period prescribed and for the shareholders who hold their existing Equity Shares in physical form, the share certificate(s) in respect of the Bonus Shares shall be completed and thereafter be dispatched within the period prescribed or that may be prescribed on this behalf, from time to time.

**RESOLVED FURTHER THAT** the issue and allotment of the said Bonus Shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO) / Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India (RBI) and any other regulatory authority, as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

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

**Sd/-**  
**Shivani Kakkar**  
**Company Secretary**  
**Membership No. A25097**

## NOTES

- 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.**
- 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.**
- 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.
- 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.
- 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.
- Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business(es) to be transacted at the meeting, is annexed hereto.
- Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 02, 2015 to Wednesday, September 09, 2015 (both days inclusive)
- 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 01, 2015. 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.

- 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 01, 2015; (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 01, 2015,
- The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

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@mcsregistrars.com.

- Pursuant to the provisions of Section 124 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 125 of the Companies Act, 2013. The details of unpaid amounts as per Section 124 of the Companies Act, 2013 are uploaded on the website of the Company.

The dividend declared by the Company for the financial year 2007-08, of which Rs. 233,633.96 has remain unpaid/unclaimed shall be transferred to IEPF on or before November 24, 2015. 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 2007-08, which is due for transfer to IEPF, should be claimed by the members before October 25, 2015. 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](http://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.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

In order to enable its Members, who do not have the access to remote e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for remote e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or remote e-voting is / are deemed to have been passed as if they have been passed at the AGM.

14. 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 05, 2015

15. The shareholders 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.

The Board of Directors of the Company (the "Board") at its meeting held on August 4, 2015 have appointed CS Satyender Kumar, (Membership No. F4087), Satyender Kumar & Associates, Company Secretaries, Gurgaon as the Scrutinizer for conducting the voting process (physical & remote e-voting) in a fair and transparent manner in accordance with law.

16. The scrutinizer shall immediately after the conclusion of voting at the General Meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of two witness not in employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutiniser's Report to Chairman of the Company.

17. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.shivamautotech.com](http://www.shivamautotech.com) and on the website of CDSL immediately after the result is declared by Chairman and communicated to the NSE and BSE Limited.

18. The scrutinizer's decision on the validity of remote e-voting and poll at AGM will be final.

#### Instructions for Voting through electronic mode

- The remote voting period begins on 9:00 am, Saturday, September 05, 2015 and ends on 5:00 pm Tuesday, September 08, 2015. 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 02, 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on Shareholders.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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). <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
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. <ul style="list-style-type: none"> <li>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 (v)</li> </ul>

(viii) If you are a first time user follow the steps given below:

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the Company Name on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you

by clicking on "Click here to print" option on the Voting page.

(xviii) 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.

(xix) 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](http://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](mailto: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](mailto: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.
- 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. September 02, 2015 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## ANNEXURE TO THE NOTICE

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

#### ITEM NO. 6

The present proposal is to seek the Members' approval for revision in the remuneration of Mr. Neeraj Munjal, Managing Director, in terms of the applicable provisions of the Companies Act, 2013.

Mr. Neeraj Munjal was re-appointed as the Managing Director of the Company for a period of five years w.e.f. April 01, 2011. He has completed his Bachelor's degree in Commerce and holds Diploma in Business management from Bradford & Likhay community college, England. He has more than 25 years of experience in the Auto Components sector. Mr. Neeraj Munjal has been involved from concept to the commissioning of the project which went on stream in the year 1999. Since then, he is spearheading the operations of the Binola unit. He successfully handled the operations that have brought the Company to this level.

Shareholding in the Company: Nil

The Board of Directors, on the recommendations of Remuneration Committee, has approved the proposal of increase in the remuneration in their meeting held on May 18, 2015, subject to the approval of the members. All other terms & conditions of his appointment will remain unchanged. The increased remuneration of Mr. Neeraj Munjal is set out as under:

- A) Basic Salary: Rs. 6,43,500/- (Rupees Six Lacs Forty Three Thousand Five Hundred only) per month.
- B) Commission: He will also be entitled to commission in addition to Basic Salary, Perquisites and any other Allowances, benefits or amenities subject to the condition that the amount of commission shall not exceed 2.00% (two percent) of the Net Profit of the Company in a particular financial year as computed in the manner referred to in Section 197 of the Companies Act, 2013.
- C) Perquisites and Allowances: In addition to the above Basic Salary and Commission, he shall be entitled to the following monthly perquisites and allowances:
- |                                      |                   |
|--------------------------------------|-------------------|
| a) Allowances                        | % of Basic Salary |
| • House Rent Allowance               | 70%               |
| • Electricity Allowance              | 10%               |
| • Professional Development Allowance | 10%               |
| • Child Education Allowance          | 5%                |
| • Furnishing Allowance               | 5%                |
- b) Perquisites: The Managing Director shall also be entitled to the following perquisites:
- Club Fees: Reimbursement of Actual Fees of Clubs.
  - Personal Accident Insurance: Actual premium to be paid by the Company.
  - Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by him and his family.
  - Insurance of Household goods: Actual premium to be paid by the Company.
  - Car: Facility of cars with drivers to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
  - Telephone: Free telephone facility at residence including Mobile Phone to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
  - Leave: One month's leave with full salary for every 11 months of service subject to the condition that leave accumulated but not availed will be encashed.
  - Reimbursement of expenses: Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred by him in India and abroad for the business of the Company.
  - Contribution to Provident Fund, Super Annuation or Annuity Fund etc.: Company's Contribution to Provident Fund, Super Annuation or Annuity Fund etc. will be as per policy/rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act.

- Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Leave Travel Concession: For the Managing Director and his family once in a year incurred in accordance with the policy/rules of the Company.
- Spouse Travelling Expenses: Such travelling expenses of the spouse as may be required in connection with the business of the Company.
- Other allowances: As may be applicable from time to time as per policy/rules of the Company.

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

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

- D. Minimum Remuneration: In any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the minimum remuneration payable to the Managing Director shall be substantive salary and perquisites as above mentioned, subject to the ceiling set out under Section II of Part II of Schedule V to the Companies Act, 2013.

Provided further that the following perquisites which are also allowed to the Managing Director shall not be included in the computation of ceiling as specified in (D) above:

- Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961; and
- Gratuity payable at a rate not exceeding half month's salary for each completed year of service.

None of the directors, except Mr. Neeraj Munjal and Mrs. Charu Munjal, may be deemed to be concerned / interested in this Resolution.

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

#### ITEM NO. 7

The present proposal is to seek the Members' approval for revision in the remuneration of Mrs. Charu Munjal as Whole Time Director designated as "Executive Director", in terms of the applicable provisions of the Companies Act, 2013.

Mrs. Charu Munjal has been appointed as the Whole Time Director of the Company for a period of five years w.e.f. June 01, 2013. She holds a Diploma in Textile Designing from Banaras Hindu University and has considerable exposure in creative designing and marketing field.

Shareholding in the Company: Nil

The Board of Directors, on the recommendations of Remuneration Committee, in their meeting held on May 30, 2014 has approved the proposal for revision in the remuneration of Mrs. Charu Munjal as Whole Time Director designated as "Executive Director", subject to the approval of the members. All other terms & conditions of her appointment will remain unchanged. The increased remuneration of Mrs. Charu Munjal is set out as under:

- A) Basic Salary: Rs. 2,20,000/- (Rupees Two Lacs Twenty Thousand Only) per month.
- B) Commission: She will also be entitled to commission in addition to Basic Salary, Perquisites and any other Allowances, benefits or amenities, subject to the condition that the amount of commission shall not exceed 2.00% (Two percent) of the Net Profit of the Company in a particular financial year as computed in the manner referred to in Section 197 of the Companies Act, 2013.
- C) Perquisites and Allowances: In addition to the above Basic Salary and Commission, She shall be entitled to the following monthly perquisites and allowances:
- |                                       |                   |
|---------------------------------------|-------------------|
| I. Allowances                         | % of Basic Salary |
| a. House Rent Allowance               | 60%               |
| b. Electricity Allowance              | 10%               |
| c. Professional Development Allowance | 10%               |
| d. Child Education Allowance          | 5%                |
| e. Furnishing Allowance               | 5%                |

- II. Perquisites: The Executive Director shall also be entitled to the following perquisites:
- Club Fees: Reimbursement of Actual Fees of Clubs.
  - Personal Accident Insurance: Actual premium to be paid by the Company.
  - Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by her and her family.
  - Insurance of Household goods: Actual premium to be paid by the Company.
  - Car: Facility of cars with drivers to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
  - Telephone: Free telephone facility at residence including Mobile Phone to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
  - Leave: One month's leave with full salary for every 11 months of service subject to the condition that leave accumulated but not availed will be encashed.
  - Reimbursement of expenses: Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred by her in India and abroad for the business of the Company.
  - Contribution to Provident Fund, Super Annuation or Annuity Fund etc.: Company's Contribution to Provident Fund, Super Annuation or Annuity Fund etc. will be as per policy/rules of the Company to the extent these either singly or put together are not taxable under the Income Tax Act.
  - Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
  - Leave Travel Concession: For the Executive Director and her family once in a year incurred in accordance with the policy/rules of the Company.
  - Other allowances: As may be applicable from time to time as per policy/rules of the Company.

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

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

- D. Minimum Remuneration: In any financial year during the currency of tenure of the Executive Director, the Company has no profits or its profits are inadequate, the minimum remuneration payable to the Executive Director shall be substantive salary and perquisites as above mentioned, subject to the ceiling set out under Section II of Part II of Schedule V to the Companies Act, 2013.

Provided further that the following perquisites which are also allowed to the Executive Director shall not be included in the computation of ceiling as specified in (D) above:

- Contribution to Provident Fund, Super Annuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961; and
- Gratuity payable at a rate not exceeding half month's salary for each completed year of service.

None of the directors, except Mrs. Charu Munjal and Mr. Neeraj Munjal, being relative of Mr. Charu Munjal, may be deemed to be concerned / interested in this Resolution.

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

#### ITEM NO.8

The present proposal is to seek the Members' approval for revision in the remuneration of Whole Time Director designated as "Director (Technical)", in terms of the applicable provisions of the Companies Act, 2013.

Dr. Anil Kumar Gupta was appointed as Whole Time Director designated as "Director (Technical)" of the Company w.e.f. December 20, 2011 for a period of 3 years. He has done doctorate in Engineering from Delhi University. He has a vast experience in the field of mechanical / metallurgy engineering.

Shareholding of the Company: Nil

The Board of Directors, on the recommendations of Remuneration Committee, has approved the proposal of re-appointment of Dr. Gupta for a period of 3 years w.e.f. December 20, 2014 and approved the revision in the remuneration in their meeting held on November 12, 2014, subject to the approval of the members. The increased remuneration of Dr.

Anil Kumar Gupta is set out as under:

- Basic Salary: Rs.179,000/- (Rupees One Lac and Seventy Nine Thousand Only) per month.
- Perquisites and Allowances: In addition to the above Basic Salary, he shall be entitled to the following monthly perquisites and allowances:

- Allowances

S. No	Particulars	% of Basic Salary
i.	House Rent Allowance	60.00%
ii.	Dearness Allowance	10.00%
iii.	Professional Development Allowance	10.00%
iv.	Special Allowance	24.76%
v.	Medical Reimbursement Allowance	0.70%

- Perquisites: The Director (Technical) shall also be entitled to the following perquisites:

- Car: Facility of car with driver to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
- Telephone: Free telephone facility at residence including Mobile Phone to be used for the business of the Company shall not be included in the computation of the ceiling of perquisites.
- Leave: As per rules of the Company.
- Reimbursement of expenses: Reimbursement of entertainment, travelling, hotel and other expenses actually and properly incurred by him in India and abroad for the business of the Company.
- Contribution to Provident Fund: Company's Contribution to Provident Fund as per rules of the Company.
- Leave Travel Concession: For the Director (Technical) and his family once in a year incurred in accordance with the policy/rules of the Company, restricted to one month's basic salary.
- Variable Performance Bonus: Director (Technical) shall be entitled for Variable Performance Bonus upto a maximum of Rs. 10 Lakhs (Rupees Ten Lakhs Only) in a Financial Year depending upon the levels of measurement as may be decided by the Board of Directors.
- Other allowances: As may be applicable from time to time as per policy/rules of the Company.

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

For the aforesaid purpose "Family" means the dependent children and dependent parents of the Director (Technical).

- Minimum Remuneration: In any financial year during the currency of tenure of the Director (Technical), the Company has no profits or its profits are inadequate, the minimum remuneration payable to the Director (Technical) shall be substantive salary and perquisites as above mentioned, subject to the ceiling set out under Section II of Part II of Schedule V to the Companies Act, 2013.

Provided further that the following perquisites which are also allowed to the Director (Technical) shall not be included in the computation of ceiling as specified in (C) above:

- Contribution to Provident Fund to the extent these either singly or put together are not taxable under Income Tax Act, 1961

None of the directors, except 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 an Ordinary Resolution.

---

**ITEM NO. 9 & 10**

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the title of Clause III (B) i.e. “The objects incidental or ancillary to the attainment of the main objects” and delete the Other Objects Clause from the Memorandum of Association (MOA).

The heading of “The objects incidental or ancillary to the attainment of the main objects” of the Memorandum of Association and Clause 1 to 36’ are proposed to be deleted and replaced with the heading ‘(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are’ and new clause 1 to 30 accordingly.

The existing Part C viz. “Other Objects” is proposed to be deleted in line with the requirements of the Companies Act, 2013 and . Consent of the shareholders by passing a Special Resolution is required in this regard. The revised draft of MOA is enclosed with this Notice.

A copy of the proposed Memorandum of Association to be altered is available for inspection at the Registered Office of the Company on all working days during business hours up to the date of this General meeting.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

The resolutions are accordingly recommended for the approval of the Members as Special Resolution(s).

---

**ITEM NO. 11**

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the Liability Clause IV of the Memorandum of Association “The Liability of members is Limited” and replacing it with “The Liability of members is Limited and the liability is limited to the amount unpaid, if any, on the shares held by them.”

The revised draft of MOA is enclosed with this Notice.

A copy of the proposed Memorandum of Association to be altered is available for inspection at the Registered Office of the Company on all working days during business hours up to the date of this General meeting.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

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

---

**ITEM NO. 12**

The present Authorised Share Capital of the Company is Rs.12,60,00,000/- (Rupees Twelve Crores and Sixty Lacs only) divided into 6,30,00,000 (Six Crore Thirty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each. It is proposed to increase the Authorised Share Capital to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lacs Only) Equity Shares of Rs. 2/- (Rupees Two) each. The increase in the Authorised Share Capital will enable the Company to issue further shares by Bonus Issue, as recommended by the Board of Directors of the Company in its meeting held on August 4, 2015, subject to approval of Shareholders in general meeting. Also this will help the company in achieving its growth targets. The Company is also required to alter its Memorandum of Association by altering the existing clause V to enable to accommodate the increase in Authorized Share Capital of the Company.

The revised draft of MOA is enclosed with this Notice.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

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

---

**ITEM NO. 13**

The existing Articles of Association (AOA) of the Company is based on Companies Act, 1956 and several regulations in the existing AOA contains specific reference of the Companies Act, 1956 and some of the regulations are not in conformity with the Companies Act, 2013.

Pursuant to the notification of the substantive sections of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. It is, therefore, proposed to replace the existing AOA with the new set of AOA. The revised set of AOA shall be placed at the meeting and also available for the inspection at the Registered Office of the Company during business hours on all working days except Sundays. The revised draft of AOA is also enclosed with this Notice.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

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

---

**ITEM NO. 14**

The Board of Directors of the Company in its meeting held on May 18, 2015, has recommended for approval of the shareholders, issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:1 (i.e. One bonus equity share of Rs.2/- for every One fully paid up equity shares of Rs.2/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores Only) after capitalising a sum not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) from the Securities

Premium Account, as per the Audited Accounts of the Company for the financial year ended March 31, 2015, and the same is proposed to be applied in paying up in full not exceeding Rs.10,00,00,000/- Equity Shares of Rs. 2/-each.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 1 (One) Bonus Share of Rs.2/- for every 1 (One) Equity Shares of Rs.2/- each held by them on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus shares, save and except that they shall not participate in any dividend that may be declared before the ‘Record Date’.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

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

**Place: New Delhi**  
**Date: August 4, 2015**

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

**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

**Sd/-**  
**Shivani Kakkar**  
**Company Secretary**  
**Membership No. A25097**



(THE COMPANIES ACT, 2013  
AND  
THE COMPANIES ACT, 1956)  
(COMPANY LIMITED BY SHARES)  
MEMORANDUM OF ASSOCIATION  
OF

**SHIVAM AUTOTECH LIMITED**

- I. The Name of the Company is:- **SHIVAM AUTOTECH LIMITED.**
- II. The Registered Office of the Company will be situated in the **National Capital Territory of Delhi.**
- III. The Objects for which the Company is established are:

**(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business of manufacturing, forging, machining, gear-cutting, gear teeth forging, ferrous/ non ferrous castings, fabrication, assembling, designing and dealing in engines, chassis, bodies, components, accessories, ancillaries, stores, spares and parts of any kind of automobiles and vehicles suitable for propulsion on land, sea, or in the air or on any combination thereof, automobile parts, earthmoving and agricultural machineries, transmission and other gears, transmission axles, universal joints, spring leaves, headlamps, sealed beams, clutch facing and break-lining component parts, cables, meters, auto electric component, auto engines, internal combustion engines, pistons, spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel springs, steel billets, flats and bars, nuts and bolts, pressed and other related item for the motor, sea-planes and vehicle and conveyance of all kinds.
2. To carry on the business of the automobiles engineers, die and tool manufacturing, painting, coating, shot blasting, heat treatment and surface treatment of metals, plastic molding for engineering and auto industry, machinist, fitter, mill wrights, founders, assemblers, wire drawers, tube makers, metallurgists, saddlers, galvanisers, jappners, annealers, enamellers, electroplaters and painters and motors and vehicle of all kinds and to carry on business of manufacturing of and dealers in heavy and light engineering goods, parts, accessories, ancillaries, stores and spares and to engineer, develop, design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in vehicles and all types of heavy vehicles, motors and equipments, instruments, application and vehicle fitting and accessories of all description.
3. To develop, design, fabricate, test, assemble automobiles, vehicles and auto parts and components including electrical and electronic components, provide technical know-how, design for these products, carry out products and process research and development through computer generated programmes or otherwise. To undertake vehicle, component and other engineering items designing and testing for third parties made up of ferrous and non ferrous metals, alloy, glass, synthetic and other fibers, chemicals and PVC Compounds are plastic and to carry on the business of general agents and dealers of the above mentioned items.

**(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**

1. To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise including entering into partnership and/or filling in tenders for various contracts, which may seem profitable or beneficial to the Company.
2. To purchase or otherwise acquire, construct, erect, laydown, maintain, enlarge, alter, work and use all land and buildings, easements, gas, other works, machinery, plant, mills, stock, lamps, pipes, motors, fittings, meters, apparatus, materials and things as may be necessary, incidental or convenient, in connection with the business of the Company.
3. To purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold any estates, or interests and to let, sublet whole or in part, develop, manage and exploit any lands, buildings, machinery, easements, rights, privileges, plant, stock-in-trade, business concerns, options, contracts, claims, choses-in-action, and any real and personal property of any kind, necessary or convenient for all or any business of the Company.
4. To apply for, aid in promoting and obtain any act of Parliament, charter, privilege, concession, license or authorisation of any Government or State or Municipality, provisional order or licence of any authority for enabling

the Company to carry any of its objects into effect or for use thereof, which may seem capable of being used for or in connection with any of the purposes of the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licences in respect thereof or sell or otherwise deal with the same.

5. To procure the Company to be registered or recognised in any country or place in any part of the World.
6. To enter into partnership or any arrangement or agreement with any Governments or Authorities, supreme, municipal, local or otherwise or any person or company or any of them for sharing profits, union of interests, exchanging of shares, joint venture, reciprocal concession or co-operation and engage in any business or transactions which the company is authorised to carry on and to obtain from such government, authority person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply there with.
7. To promote, form and register, and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise, for the purposes of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to transfer to any such company or any other company any property of the Company and to be interested in or take or otherwise acquire, hold, sell, or otherwise dispose of shares, stock, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this memorandum, and to undertake other works, duties and business of any company on such terms as may be arranged for the purpose of the main objects of the Company.
8. Subject to the provisions of the Companies Act, 2013 and Companies Act, 1956 (to the extent applicable) (hereinafter, "Act"), to invest in, other than investment in Company's own shares, and deal with the moneys of the Company not immediately required in such manner as may from time to time be expedient or be determined.
9. Subject to the Act, to amalgamate with any other Company in any manner whatsoever (whether with or without liquidation of the Company) having objects altogether or in part similar to those of this company.
10. Subject to the provisions of the Act, to invest money with or without security and generally make advances of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores, or any other property, articles and things required for the purpose of the Company with or without security and upon such terms and subject to such conditions as the Company may deem expedient.
11. To purchase or otherwise acquire and undertake including or by merger, amalgamation or otherwise, the whole or any part of the business, property, rights, assets, liabilities and obligations of any person, firm or company carrying on any business which the Company is authorised to carry on or possessed of property or rights suitable for any of the purposes of the Company and demerge any unit, division of the Company.
12. To lend money to such persons or companies in such manner and on such terms as may seem expedient and in particular to members of the staff, customers, and others having dealings with the Company and to guarantee performances of contracts by any such persons or companies, provided that the Company shall not carry on any business which may come within the purview of the Banking Regulation Act, 1949 or of the Insurance Act, 1938.
13. Subject to the Act, and the Rules made thereunder and the directions issued by the Reserve Bank of India, to borrow, or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose of the Company, and at such times and in the manner as may be thought fit and in particular by the issue of debentures, perpetual or otherwise, debentures convertible into shares of this or any other Company or perpetual annuities and as security for any such money so borrowed, raised or received or any of such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future, including its uncalled capital by assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem and pay off any such securities.
14. To mortgage, hypothecate, pledge all or any of the properties whether movable or immovable of any description and other valuable securities of the Company.
15. To draw, make, accept, endorse, discount, execute, issue, negotiate and/or assign cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warranties and all other negotiable or transferable instruments.



16. To open an account or accounts with any individual, firm or company or with any bank or banks or bankers and to pay into and to withdraw money from such account or accounts.
17. To pay for any property or rights acquired by or for any services rendered to the Company either in cash or fully or partly paid up shares, with or without preferred rights in respect of dividend or repayment of capital or otherwise by any securities which the Company has the power to issue or by the grant of any rights or options, or partly in one mode and partly in other, and on such terms as the Company may determine.
18. To pay, out of the Funds of the Company, all costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and any such other company and incidental to the negotiations between the promoters preliminary to the formation of the Company and other pre-incorporation or preliminary and other expenses and also all costs, charges, impositions and expenses of and incidental to the acquisition by the Company of any property or assets and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the aforesaid purposes.
19. To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or their dependents or connections and to make payments towards insurance for any such purpose/persons and to establish, join and support any trust funds or scheme (whether contributory or non-contributory) with a view to provide pensions or allowances for any such person or any other associations, institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such person.
20. Subject to the Act, to make donations to such person or persons either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious, benevolent, national, public or other institutions or objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of the employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
21. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building houses and/or contributing to the pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
22. To compensate for loss of office, any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, or other statute or rule having the force of law and to make payments to any person whose office, employment or duties may be determined by virtue of any transaction in which the Company is engaged.
23. Subject to the provisions of the Act, to create any reserve funds, sinking fund, insurance fund or any other special funds whether for depreciation, for repairing, improving, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interest of the Company.
24. Subject to the provisions the Act, to distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, any moneys otherwise available for distribution as dividend or bonus.
25. Subject to the provisions to the Act, to distribute among the members in specie, all or any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up of the Company but, so that no distribution amounting to reduction of capital be made except with the sanction, if any for the time being required by law.
26. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.

27. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
  28. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trusts in favour of the Company.
  29. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the main objects or any of them in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
  30. To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder or in such other manner as the Company deems fit.
- IV. The Liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 12,50,00,000/- (Twelve Crore Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each.

(THE COMPANIES ACT, 2013  
AND  
THE COMPANIES ACT, 1956)  
(COMPANY LIMITED BY SHARES)  
ARTICLES OF ASSOCIATION  
OF

## SHIVAM AUTOTECH LIMITED

### Interpretation

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act (hereinafter defined) or any statutory modification thereof in force at the date at which the Articles become binding on the Company. The marginal notes hereto are inserted for convenience and shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith:

“Act” mean the Companies Act, 2013, and includes where the context so admits any reenactment or statutory modification thereof for the time being in force and any previous company law, so far as may be applicable. Words and expressions used in the Articles shall bear the same meaning as used in the Act or the Rules, as the case may.

“Articles” mean these Articles of Association as adopted or as from time to time altered by special resolution.

“Auditors” or “Auditor” mean the auditor or auditors of the Company appointed in pursuance of the provisions of Section 139 of the Act.

“Beneficial Owner” shall mean the beneficial owner as defined in Clause (a) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.

“Board of Directors” or “Board” means the board of directors for the time being of the Company and includes a committee constituted by the board.

“Company” means “SHIVAM AUTOTECH LIMITED”.

“Depositories Act, 1996” shall mean the Depositories Act, 1996 and includes where the context so admits, any statutory modification or re-enactment thereof.

“Depository” shall mean a depository as defined under Clause (e) of sub-section (1) of Section (2) of the Depositories Act, 1996.

“Directors” mean the directors for the time being of the Company.

“Dividend” includes interim dividend but excludes bonus Shares.

“Equity Listing Agreement” means the agreement entered into with the Exchange for listing of Equity Shares, and includes where the context so admits any amendment or modification thereof for the time being in force.

“Managing Director” means the Managing Director or the Deputy Managing Director or the Joint Managing Director for the time being of the Company by whatever name called.

“Exchange” means the Stock Exchange or Exchanges where the shares of the Company are listed for the time being.

“Independent Director” means a person as defined in Section 149 of the Act and/or Clause 49 of the Listing Agreement entered into with the Exchange including any statutory modifications or re-enactments thereto.

“Key Managerial Personnel” means the persons as defined in section 2(51) of the Companies Act, 2013.

“Office” means the registered office for the time being of the Company.

“Register” means the Register of Members of the Company required to be kept under Section 88 of the Act.

“Rules” means the rules framed by the Ministry of Corporate Affairs (‘MCA’) under the Act, as amended from time to time.

“Member” or “Shareholder” means a Person:

- whose name is entered in the Register of Members as holding any Share(s) either solely or jointly;
- Subscriber to the Memorandum of the Company; and
- Beneficial Owner(s)

“Memorandum” means the Memorandum of Association of the Company.

“Month” shall mean the English Calendar month.

“Seal” shall mean the Common Seal of the Company.

“Paid up” shall include credited as paid up.

“Share Capital” means the capital for the time being raised or authorised to be raised for the purposes of the Company.

“Shares” shall mean the shares into which the capital is divided and interests corresponding to such Share.

“Person” includes any corporation as well as individual.

“Proxy” includes attorney duly constituted under a power of attorney appointed in accordance with the provisions of the Act and the Rules.

“In Writing” and “Written” includes printing, lithography and other modes of representing or reproducing words in a visible form.

Words importing the singular number also include the plural number and vice-versa.

2. The regulations contained in these Articles of Association shall overrule the regulations contained in Table “F” in the Schedule I to the Companies Act, 2013. The Articles of Association referred to in this paragraph shall be subject to any exercise of the statutory power of the Company in reference to the repeal or alteration thereof, or addition to its

regulations by special resolution, as prescribed by the Act, and the Articles of Association shall refer to the Articles as existing from time to time.

3. Save as permitted by Section 67 of the Act, the funds of the Company shall not be employed in the purchase of security, Shares in the Company and the Company shall not give, directly or indirectly, any financial assistance, whether by way of loan, guarantee, the provision of security or otherwise, for the purpose of or in connection with any purchase of or subscription for Shares in the Company or any Company of which it may, for the time being, be a subsidiary.

The Articles shall not be deemed to effect the power of the Company to enforce repayment of loans to Members or to exercise a lien conferred by Article 31.

4. Subject to Sections 68 and 70 of the Act, the Company may purchase its own Shares or other specified securities out of (i) its free reserves; or (ii) the securities premium account; or (iii) the proceeds of the issue of any Shares or other specified securities or (iv) otherwise specified by the law for the time being in force.

5. The Office shall be at such place as the Board of Directors shall determine subject to provisions of the Act.

### SHARES

6. a) The Authorised Share Capital of the Company is as stated in Clause V of the Memorandum with the rights, privileges and conditions attached thereto as are provided by the Articles of Association for the time being. The Company shall have power to increase, reduce, consolidate, sub-divide or otherwise alter the Share Capital and to divide the Shares in the Share Capital for the time being into several classes and to attach thereof respectively such preferential or other rights, privileges and conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being.

b) Subject to the provisions of these Articles and of the Act, the Company shall have power to issue Preference Shares which may, at the option of the Company, be liable to be redeemed out of the profits or out of the proceeds of a fresh issue of Shares made for the purposes of such redemption. The Board may, subject to the provisions of Section 55 of the Act and the Companies (Share Capital and Debenture) Rules, 2014, exercise such power in such manner as it may think fit.