



Shivam
Autotech Ltd.

12th Annual Report &
Accounts 2016-17

**Manufacturers of Transmission and
Precision Engineering Components**

TABLE OF CONTENTS

| | |
|---|----|
| About us..... | 2 |
| Awards and Certificates | 4 |
| Notice | 7 |
| Explanatory Statement | 12 |
| Board's Report | 17 |
| Management Discussion & Analysis Report | 24 |
| Annexure 'B' to Board's Report | 26 |
| Secretarial Audit Report | 49 |
| Auditors' Report | 58 |
| Balance Sheet | 64 |
| Profit & Loss Account | 65 |
| Cash Flow Statement | 66 |
| Notes to the Financial Statements | 67 |
| Location Map | 93 |
| Proxy Form | 94 |
| Attendance Slip | 96 |

About us:

Shivam Autotech Limited is one of the largest manufacturers of Transmission Gears and Shafts in India having headquarters in New Delhi. The Company at present employs 3000+ people and proves its capabilities to grow and sustain in the fast changing global auto component business environment.

The Company manufactures and markets components that include Transmission Gears & Shafts, Auto-electrical Components, Steering Components and various Precision Engineering Components. Shivam Autotech Limited has been serving a large number of national and international automobile manufacturers as their principal component partner from its inception.

Recently, we had set-up two additional state-of-the-art plants at Vemgal, Karnataka and Rohtak, Haryana. These two new plants are operating to produce finished products as import substitution under indigenization program, leading to considerable foreign exchange savings. This competence development also gives an opportunity for future exports to different overseas customers. This is a step forward in achieving Make – in – India dream of Government of India.



Haridwar Plant - Plot No. 3, Industrial Park 2, Phase I, Village Salempur, Tehsil Mehdood, Haridwar – 249401, Uttarakhand



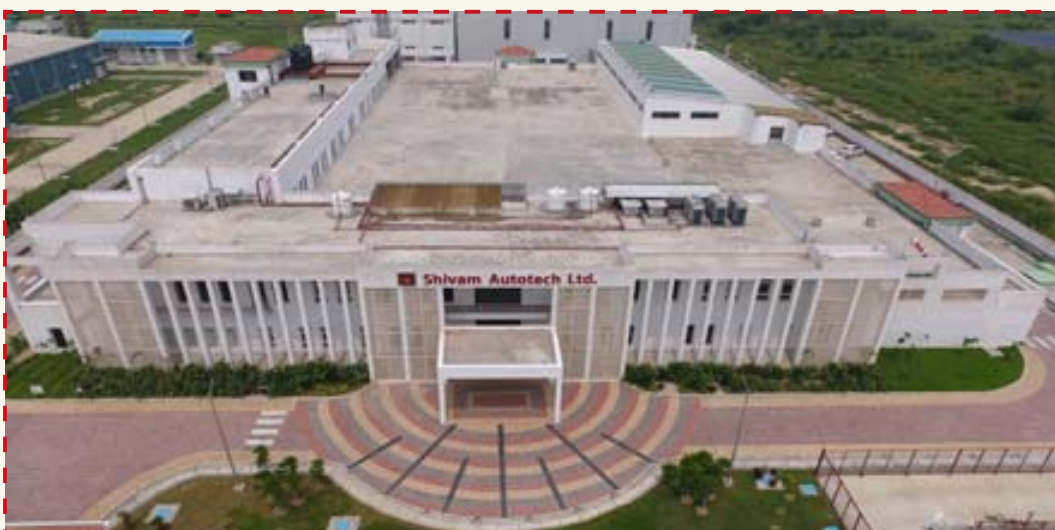
Binola Plant - 58 Km Stone, Delhi - Jaipur Highway, Village - Binola, Gurugram – 122413, Haryana



Manesar Plant - Plot No.- 1, Sector-5, IMT Manesar, Gurugram - 122050, Haryana



Bengaluru Plant - Plot No. 98, Vemagal Industrial Area, Kolar – 563101, Karnataka



Rohtak Plant - Plot No. 9, Sector-30A, IMT Rohtak, District: Rohtak -124001, Haryana

AWARDS AND CERTIFICATES

Over the years, Shivam Autotech Limited has been honored with prestigious industry awards and certifications that bear a clear testimony to the level of quality, continuous innovation, adherence to delivery schedule and its stature with OEMs.



Award for Outstanding performance in Quality
by Denso India Limited



Award for Supplier of the year by Mando
Automotive India Pvt. Limited



Supplier Award in Appreciation of Best Support for the year 2016
by Mitsuba Sical India Pvt. Ltd.



Certificate of Appreciation for superior
performance in the field of Two Wheeler Engine
Development, by Maruti Suzuki India Limited



Certificate of Appreciation for Outstanding
Performance in the category of Quality,
by Denso India Limited



Certificate of Quality Assurance
Compliance by Hyundai Motor
India Limited



Certificate of Appreciation for
"Waste Paper Recycling" By Green-O-Tech India

CORPORATE INFORMATION

BOARD OF DIRECTORS

CHAIRMAN

Mr. Sunil Kant Munjal

MANAGING DIRECTOR

Mr. Neeraj Munjal

DIRECTORS

Mr. Bhagwan Dass Narang

Mr. Surrinder Lal Kapur

Dr. Vinayshil Gautam

Dr. Anil Kumar Gupta, Director (Technical)

Mrs. Charu Munjal, Executive Director

FINANCE TEAM

Mr. Davendra Ujayan, VP-Finance

Ms. Shivani Kakkar, Company Secretary

STATUTORY AUDITORS

S. S. Kothari Mehta & Co.,

Chartered Accountants,

New Delhi

INTERNAL AUDITORS

N. Kochhar & Co.,

Chartered Accountants,

New Delhi

SECRETARIAL AUDITORS

Satyender Kumar & Associates

Company Secretaries

Gurugram

BANKERS

IDBI Bank Ltd.

HDFC Bank Ltd.

IDFC Bank Ltd.

ICICI Bank Ltd.

Kotak Mahindra Bank Ltd.

YES Bank Ltd.

REGISTERED OFFICE

303, 3rd Floor, Square One, District Centre,

Saket, New Delhi-110017

BINOLA PLANT

58th Km. Stone, Delhi-Jaipur Highway

Village: Binola-122413, District Gurugram (Haryana)

HARIDWAR PLANT

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

Village Salempur, Tehsil Mehdood,

District Haridwar (Uttarakhand)-249401

MANESAR PLANT

Plot No. 1, Sector 5, IMT Manesar

Gurugram -122050, Haryana

BANGALORE PLANT

Plot No. 98, Vemagal Industrial Area

Kolar - 563101, Karnataka

ROHTAK PLANT

Plot No. 9, Sector 30A, IMT Manesar

District Rohtak -124001, Haryana

REGISTRAR & TRANSFER AGENT

MCS Share Transfer Agent Limited

F-65, First Floor, Okhla Industrial Area,

Phase 1, New Delhi - 110020

NOTICE

Notice is hereby given that the **12th Annual General Meeting** of the Members of **SHIVAM AUTOTECH LIMITED** will be held on Friday, the 29th day of September, 2017 at 11:30 A.M. at Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road, New Delhi-110074, to transact the following business:

A ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Dr. Anil Kumar Gupta (DIN 02643623), who retires by rotation and being eligible has offered himself for re-appointment.
3. 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.
4. Appointment of NSBP & Co., Chartered Accountants as the Statutory Auditors of the Company.

To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee, NSBP & Co., Chartered Accountants, New Delhi (Firm Registration No. 001075N), who being eligible for appointment have offered themselves for their appointment, be and is hereby appointed as the Statutory Auditors of the Company, in place of S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (Firm Registration No. 000756N), to hold office from the conclusion of this Annual General Meeting until the conclusion of 17th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all

such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

B SPECIAL BUSINESS

5. Revision in remuneration of Mr. Neeraj Munjal (DIN 00037792) Managing Director.

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, as amended or re-enacted from time to time, 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 the revision in remuneration of Mr. Neeraj Munjal, Managing Director (DIN 00037792) of the Company w.e.f. August 1, 2017 for the remainder of his tenure in the manner as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment 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.”

6. Revision in the remuneration of Mrs. Charu Munjal (DIN 03094545), Whole Time Director.

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, as amended or re-enacted from time to time, 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 August 1, 2017 for the remainder of her tenure in the manner as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment 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. Revision in the remuneration of Dr. Anil Kumar Gupta (DIN 02643623), Whole Time Director.

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, as amended or re-enacted from time to time, 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 the revision in remuneration of Dr. Anil Kumar Gupta (DIN 02643623), Whole Time Director of the Company designated as “Director (Technical)” with effect from December 20, 2016 for the remainder of his tenure in the manner as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment 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.”

Place: New Delhi

Date: August 10, 2017

Registered Office:

303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi – 110 017

CIN:L34300DL2005PLC139163

e-mail: admn@shivamautotech.com

website: www.shivamautotech.com

Tel: +91 11 49242100 Fax: +91 11 49242116

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

**Sd/-
Shivani Kakkar
Company Secretary
Membership No. 25097**