

# **Shivam Autotech Limited**

303, 3<sup>rd</sup> Floor, Square One, District Centre,  
Saket, New Delhi – 110017.

CIN:L34300DL2005PLC139163 Tel: 011-49242100; Fax: 011-49242116  
Email: [admn@shivamautotech.com](mailto:admn@shivamautotech.com) website: [www.shivamautotech.com](http://www.shivamautotech.com)

## **NOTICE**

Notice is hereby given that the 13<sup>th</sup> **Annual General Meeting** of the Members of **SHIVAM AUTOTECH LIMITED** will be held on Saturday, the 29<sup>th</sup> day of September, 2018 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, 2018, 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.

**“RESOLVED THAT** the Audited Balance Sheet as at March 31, 2018 and the Profit & Loss Account for the year ended on that date along with the reports of the Board of Directors and Auditors thereon, as circulated to the members and now placed before the meeting be and are hereby considered and adopted.”

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

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

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.

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Charu Munjal (DIN 03094545), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### **B. SPECIAL BUSINESS**

4. Re-appointment of Mrs. Charu Munjal (DIN 03094545) as Whole Time Director of the Company.

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, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board, and such approvals as may be necessary, the consent of the Company be and is hereby accorded for re-appointment of Mrs. Charu Munjal, (DIN 03094545) as Whole Time Director of the Company designated as “Executive Director” with effect from June 1, 2018 for further

period of 5 years on the existing remuneration as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** Mrs. Charu Munjal shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

**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.”

5. Re-appointment of Dr. Anil Kumar Gupta, (DIN 02643623) as Whole Time Director of the Company and revision in his remuneration thereof.

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, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and approval of the Board, subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for re-appointment of Dr. Anil Kumar Gupta (DIN 02643623) as Whole Time Director of the Company designated as “Director (Technical)” for a further period of 3 years and revision in his remuneration thereof with effect from December 20, 2017 as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** Dr. Anil Kumar Gupta shall be liable to retire by rotation in pursuance of Section 152 and any other provisions of the Companies Act, 2013.

**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 13, 2018**

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

**Registered Office:**  
303, 3<sup>rd</sup> Floor, Square One,  
District Centre, Saket,  
New Delhi – 110 017  
CIN:L34300DL2005PLC139163  
e-mail: [admn@shivamautotech.com](mailto:admn@shivamautotech.com)  
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Tel: +91 11 49242100 Fax: +91 11 49242116

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

## NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), relating to the Special Business to be transacted at the Annual General Meeting (“Meeting”) is annexed hereto.
2. **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 enclosed herewith.**

**A person can act as proxy on behalf of members not exceeding fifty (50) in number 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. The holder of proxy shall prove his identity at the time of attending the Meeting.**

3. For the convenience of the Members, attendance slip, proxy form and the route map of the venue of the Meeting are annexed 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2017.
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 Saturday, September 22, 2018 to Saturday, September 29, 2018 (both days inclusive).
8. The Notice of the AGM along with the Annual Report 2017-18 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](mailto:admin@mcsregistrars.com).

9. 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 provisions of 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 2010-11, of which Rs.359,507.69 has remain unpaid/unclaimed shall be transferred to IEPF on or before December 5, 2018. Accordingly, members who have not encashed their Dividend Warrant(s) are requested to approach the Company for releasing the dividend upon completion of necessary formalities for the same in lieu of such warrant(s). Unclaimed/unpaid final dividend for the financial year 2010-11, which is due for transfer to IEPF, should be claimed by the members before November 5, 2018. 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 are as mentioned below:

Due dates for transfer of unclaimed/unpaid dividends for the financial year ending March 31, 2011 and thereafter to IEPF:

FY ended	Last date of payment to shareholder/Due date	Last Date of transfer to IEPF
March 31, 2011	November 05, 2018	December 05, 2018
March 31, 2012	October 31, 2019	November 30, 2019
March 31, 2013	October 30, 2020	November 29, 2020
March 31, 2014	November 04, 2021	December 04, 2021
March 31, 2015	October 15, 2022	November 14, 2022
March 31, 2016	November 04, 2023	December 04, 2023

10. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link:

[http://www.shivamautotech.com/Uploads/image/97imguf\\_SharesTransferredtoIEPFDec12017.pdf](http://www.shivamautotech.com/Uploads/image/97imguf_SharesTransferredtoIEPFDec12017.pdf)

The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

11. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Company's Registrar and Transfer Agents for lodging claim for refund of shares and / or dividend from the IEPF Authority.
12. **SEBI vide its notification dated June 08, 2018 has decided that securities of listed companies can be transferred only in dematerialised form w.e.f. December 5, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
13. Members holding shares in physical mode:

- (a) are required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company, as mandated by SEBI.
  - (b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form (SH-13) is put on the Company's website and can be accessed at link [http://www.shivamautotech.com/Uploads/image/98imguf\\_NominationForm.pdf](http://www.shivamautotech.com/Uploads/image/98imguf_NominationForm.pdf)
  - (c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.
14. Members holding shares in electronic mode:
- (a) are requested to submit their PAN and bank account details to their respective DPs with whom they are maintaining their demat accounts.
  - (b) are advised to contact their respective DPs for registering the nomination.
  - (c) are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
15. 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.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
17. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at business closing hours on August 25, 2018.
18. 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.
19. The Board of Directors of the Company (the "Board") at its meeting held on August 13, 2018 have appointed CS Satyender Kumar, (Membership No. FCS4087), Satyender Kumar & Associates, Company Secretaries, Gurugram as the Scrutinizer for conducting the voting process (physical & remote e-voting) in a fair and transparent manner in accordance with law.
20. 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 e-voting in the presence of two witnesses not in employment of the Company and make, a Consolidated Scrutinizer's Report to Chairman of the Company within 48 hours of conclusion of the general meeting

21. The Results declared alongwith the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.shivamautotech.com](http://www.shivamautotech.com) and on the website of CDSL after the result is declared by Chairman and communicated to the NSE and BSE Limited.
22. The scrutinizer's decision on the validity of e-voting and poll at AGM will be final.

### Instructions for Remote Voting through electronic mode

- i. The remote voting period begins on 09:00 A.M. on Wednesday, September 26, 2018 and ends 05:00 P.M. on Friday, September 28, 2018. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, September 22, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on Shareholders.
- v. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <ul style="list-style-type: none"> <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>

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.



- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the Company Name on which you choose to vote.
- xiii. 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.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. 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.
- xx. 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. 4

The present proposal is to seek the Members' approval for the re-appointment of Mrs. Charu Munjal as Whole Time Director of the Company designated as "Executive Director" for a further period of 5 years on the existing remuneration, in terms of the applicable provisions of the Companies Act, 2013.

Mrs. Charu Munjal holds a Diploma in Textile Designing from Banaras Hindu University and has considerable exposure in creative designing and marketing field. Her experience and energetic approach in marketing related functions enables the Company to actively focus on Market development, product development and fund management. The Company has identified new marketing initiatives and strategies for new business developments with her guidance and support. She has made an effort to improvise all associated administration and system-driven operations.

Mrs. Charu Munjal was appointed as the Whole Time Director of the Company for a period of five years w.e.f. June 01, 2013 till May 31, 2018. The Board of Directors, on the recommendations of Nomination and Remuneration Committee, in their meeting held on May 30, 2018 has approved the proposal for re-appointment of Mrs. Charu Munjal as Whole Time Director of the Company designated as "Executive Director" for a further period of 5 years on the existing remuneration, subject to the approval of the members in the Annual General Meeting.

Shareholding in the Company: Nil

The existing remuneration of Mrs. Charu Munjal is set out as under:

- A) Basic Salary:** Rs. 400,000/- (Rupees Four Lacs 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:
- | <b>I. Allowances</b>         | <b>% of Basic Salary</b> |
|------------------------------|--------------------------|
| a. House Rent Allowance      | 50.00%                   |
| b. Electricity Allowance     | 10.00%                   |
| c. Management Allowance      | 1.53%                    |
| d. Child Education Allowance | 0.25%                    |
| e. Furnishing Allowance      | 5.00%                    |
- II. Perquisites:** The Executive Director shall also be entitled to the following perquisites:
- a. Club Fees: Reimbursement of Actual Fees of Clubs.
  - b. Personal Accident Insurance: Actual premium to be paid by the Company.
  - c. Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by her and her family.
  - d. Insurance of Household goods: Actual premium to be paid by the Company.
  - e. 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.



- f. 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.
- g. 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.
- h. 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.
- i. 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.
- j. Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- k. Leave Travel Concession: For the Executive Director and her family once in a year incurred in accordance with the policy/rules of the Company.
- l. 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:

- a. 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
- b. Gratuity payable at a rate not exceeding half month' 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 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. 5**

The present proposal is to seek the Members' approval for the re-appointment of Dr. Anil Kumar Gupta as Whole Time Director of the Company designated as "Director (Technical)" for a period of 3 years on the remuneration as mentioned below, in terms of the applicable provisions of the Companies Act, 2013.

Dr. Anil Kumar Gupta was re-appointed as Whole Time Director designated as "Director (Technical)" of the Company w.e.f. December 20, 2014 for a period of 3 years i.e. till December 19,

2017. He has done doctorate in Engineering from Delhi University. He has a vast Experience in the field of mechanical / metallurgy engineering with special expertise in Metal Forming Processes, including technology development of light weighted materials and composites.

Dr. Gupta is blessed with scientific temper and focused mind. With his rich experience, he is capable of creating complex sub-systems, resulting in value addition. The Company has evolved as a solution provider, with his sound knowledge of technology. He is a great innovator, particularly in respect of design and technology.

Shareholding of the Company: Nil

The Board of Directors, on the recommendations of Nomination and Remuneration Committee, has approved the proposal for re-appointment of Dr. Anil Kumar Gupta as Whole Time Director of the Company designated as “Director (Technical)” for a period of 3 years w.e.f. December 20, 2017 and revision his remuneration thereof, in their meeting held on February 14, 2018, subject to the approval of the members in the Annual General Meeting. The increased remuneration of Dr. Anil Kumar Gupta is set out as under:

**A) Basic Salary:** Rs.228,000 (Rupees Two Lacs and Twenty Eight Thousand Only) per month.

**B) Perquisites and Allowances:** In addition to the above Basic Salary, he shall be entitled to the following monthly perquisites and allowances:

**a) Allowances**

<b>S. No</b>	<b>Particulars</b>	<b>% of Basic Salary</b>
i.	House Rent Allowance	60.00%
ii.	Dearness Allowance	10.00%
iii.	Professional Development Allowance	10.00%
iv.	Special Allowance	23.90%
v.	Medical Reimbursement Allowance	0.55%

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

- i. 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.
- ii. 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.
- iii. Leave: As per rules of the Company.
- iv. 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.
- v. Contribution to Provident Fund: Company’s Contribution to Provident Fund as per rules of the Company.
- vi. 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 months’ basic salary.
- vii. Variable Performance Bonus: Director (Technical) shall be entitled for Variable Performance Bonus upto a maximum of Rs. 15.50 Lacs (Rupees Fifteen Lacs and Fifty Thousand Only) in a Financial Year depending upon the levels of measurement as may be decided by the Board of Directors.
- viii. 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).

- C) 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:

- (i) 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.

**Place: New Delhi**  
**Date: August 13, 2018**

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

**Registered Office:**  
303, 3<sup>rd</sup> Floor, Square One,  
District Centre, Saket,  
New Delhi – 110 017  
CIN:L34300DL2005PLC139163  
e-mail: [admn@shivamautotech.com](mailto:admn@shivamautotech.com)  
website: [www.shivamautotech.com](http://www.shivamautotech.com)  
Tel: +91 11 49242100  
Fax: +91 11 49242116

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

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

<b>Name of Director</b>	<b><u>Dr. Anil Kumar Gupta</u></b>	<b><u>Mrs. Charu Munjal</u></b>
<b>Date of Birth</b>	02-April-1951	04-June-1972
<b>Date of Appointment</b>	28-April-2009	28-May-2013
<b>Qualifications</b>	Doctorate in Engineering and Fellow of Indian National Academy of Engineering (FNAE).	Diploma in Textile Designing
<b>Experience in Specific functional areas</b>	Creating value addition and complex sub- systems / systems. In-depth knowledge of metallurgical engineering.	Exposure in creative designing and marketing field.
<b>List of Companies in which outside Directorship held</b>	-	1. Munjal Showa Limited
<b>Chairman / Member of Committees of Board of directors of other companies in which he/she is a director</b>	-	-
<b>No of Shares held</b>	Nil	Nil

\* Excluding private limited companies

\*\* Only Audit Committee & Stakeholders Relationship Committee considered

**Place: New Delhi**  
**Date: August 13, 2018**

**Registered Office:**  
303, 3<sup>rd</sup> Floor, Square One,  
District Centre, Saket,  
New Delhi – 110 017  
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**By Order of the Board of Directors  
For Shivam Autotech Limited**

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