

SHIVAM AUTOTECH LIMITED

CIN: L34300DL2005PLC139163

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Email : admn@shivamautotech.com website: www.shivamautotech.com

Postal Ballot Notice

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

Dear Member,

Notice is hereby given that the proposed resolution is circulated for approval of the Members of the Company to be accorded by way of Postal Ballot in accordance with the provision of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), read together with the Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and Regulation 44(1) of Securities and Exchange Board of India (Listing and Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including any statutory modification or re-enactment thereof for the time being in force. The Company is offering e-voting facility to all the members of the Company.

The Board of Directors of the Company at its Meeting held on 06-Feb-2019 have approved the proposal for seeking the approval of the Members of the Company by way of Special Resolution through Postal Ballot. The following proposal needs to be approved by the members:

- Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana

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

The Board of Directors of the Company (the "Board") at its Meeting held on 06-Feb-2019 have appointed CS Satyender Kumar, (Membership No. F4087), Satyender Kumar & Associates, Company Secretaries, Gurugram as the Scrutinizer for conducting the Postal Ballot process (physical & e-voting) in a fair and transparent manner in accordance with law.

In compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended, the Company is pleased to provide the members with the additional facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through electronic voting (hereinafter referred as "e-voting") services provided by Central Depository Services (India) Limited (CDSL).The e-voting period commences on Friday, February 22, 2019, 9.00 a.m., and ends on Saturday, March 23, 2019 at 5.00 p.m. Please read carefully the instructions for e-voting as printed in this Notice.

Those members who do not have access to e-voting facility can send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form attached herewith and return the Form duly completed and signed in the attached self-addressed,

postage pre-paid envelope, so as to reach the Scrutinizer before the close of working hours 5.00 p.m. on March 23, 2019. Please note that any Postal Ballot Form(s) received after the said date will be treated as not received.

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

At the completion of the scrutiny of the Postal Ballots (physical and e-voting), the Scrutinizer will submit his report to the Chairman / Managing Director or in their absence, to the Company Secretary. The result of the Postal Ballot would be announced by the Chairman / Managing Director or in their absence by the Company Secretary of the Company on Monday, March 25, 2019 at the registered office of the Company at 05:00 p.m.

The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website www.shivamautotech.com. The resolution, if passed by requisite majority, through Postal Ballot shall be deemed to have been duly passed by the members on March 23, 2019.

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

Item No. 1

Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

II. The Registered Office of the Company will be situated in the State of Haryana.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the National Capital Territory (NCT) of Delhi to the State of Haryana.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications,

changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.”

By Order of the Board
For Shivam Autotech Limited

Place: New Delhi

Dated: 06-Feb-2019

Sd/-
(Shivani Kakkar)
Company Secretary
ACS NO. 25097

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolution, is appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on February 7, 2019 (“Cut-off Date”).
3. The Board of Directors of the Company (the “Board”) has appointed CS Satyender Kumar, (Membership No. F4087), Satyender Kumar & Associates, Company Secretaries, Gurugram as the Scrutinizer for conducting the Postal Ballot including E-voting process in a fair and transparent manner. Members are requested to send their duly completed and signed Postal Ballot Forms through self-addressed, postage pre-paid envelope attached to this Notice, which is addressed to the Scrutinizer. The Scrutinizer will submit his report to the Chairman / Managing Director or in their absence, the Company Secretary on or before March 25, 2019.
4. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer E-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with CDSL for facilitating E-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
5. The E-voting period commences on February 22, 2019 (09:00 a.m.) and ends on March 23, 2019 (5:00 p.m.). During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the Cut-off Date, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter and the voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Members, they shall not be allowed to change it subsequently.
6. The voting rights of Members shall be as per the number of equity shares held by Members as on the Cut-off Date.
7. As per Section 110 of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic means. Members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical form may indicate their option to receive the physical form from the Company by clicking on the box provided in the e-mail or alternatively download the form from the link www.evotingindia.com or from the ‘Notifications’ section on the Company’s website www.shivamautotech.com.
8. Members are requested to carefully read the instructions printed on the Postal Ballot Form, record your assent (for) or dissent (against) therein by filling necessary details and affix your signature at the designated place in the form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on March 23, 2019.
9. The Members cannot vote both by post and E-voting. In case Member cast the votes both by post and E-voting, his/her vote by post shall be treated as invalid.
10. Upon completion of the scrutiny of the forms, the Scrutinizer will submit his report to the Chairman/ any other person authorised by him. Based on the Scrutinizer’s report, the result of the Postal Ballot would be announced

by the Chairman or any other person authorised by him, on or before 5:00 p.m. on March 25, 2019, at the Registered Office of the Company. The aforesaid result along with the Scrutinizer’s report would be displayed on the Notice Board of the Company at its Registered Office and shall be intimated to the Stock Exchanges where the shares of the Company are listed, and will be displayed on the Company’s website viz. www.shivamautotech.com

11. The resolution, if passed by requisite majority, shall be deemed to have been passed on March 23, 2019, the last date specified for receipt of duly completed Postal Ballot Forms/E-voting.
12. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on any working day up to the date of declaration of results of the Postal Ballot.
13. Members desiring to opt for E-voting as per facilities arranged by the Company are requested to read the notes (Sr. No. 14) to the notice.
14. Procedure for Members opting for E-voting

Instructions for Voting through electronic mode

- i. The voting period begins on Friday, February 22, 2019, 9.00 a.m., and ends on Saturday, March 23, 2019 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, February 07, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|------|--|
| PAN* | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. |

| | |
|--|--|
| Dividend Bank Details or Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv) |
|--|--|

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the Company Name on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Non-Individual Shareholders & Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. February 7, 2019 may follow the same instructions as mentioned above for e-voting .

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Presently, the Registered Office of the Company is situated in the National Capital Territory (NCT) of Delhi and the Plant Offices overseeing the day to day operations of the Company are situated in the State of Haryana. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on February 6, 2019 has recommended to shift the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana.

The shifting of Registered Office from the National Capital Territory (NCT) of Delhi to the State of Haryana is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the "MOA") of the Company requires the approval of the members of the Company by means of a Special Resolution through Postal Ballot and approval of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought through Postal Ballot/e-voting for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Haryana and consequently for altering Clause II of the MOA.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office of the Company during 11.00 a.m to 1.00 p.m. on all working days (Monday to Friday), up to and including the last date of voting through Postal Ballot/e-voting.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

By Order of the Board
For Shivam Autotech Limited

Place: New Delhi

Dated: 06-Feb-2019

Sd/-
(Shivani Kakkar)
Company Secretary
ACS NO. 25097