

**NOTICE**

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

**[A] ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date along with the Report of the Directors and the Auditors thereon.
2. To declare dividend to the equity shareholders for the year ended March 31, 2014.
3. To appoint a director in place of Dr. Anil Kumar Gupta (DIN 02643623), who retires by rotation and being eligible has offered himself for re-appointment.
4. To appoint a director in place of Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible has offered herself for re-appointment.
5. To appoint M/s S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, the retiring auditors to hold office as Statutory Auditors for Financial Year 2014-15 from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Audit Committee to fix their remuneration.

**[B] SPECIAL BUSINESS**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sunil Kant Munjal (DIN 00003902), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years from the date of the 9<sup>th</sup> Annual General Meeting for a term upto the conclusion of 14<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019.”

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

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

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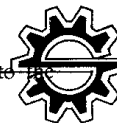
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consecutive years from the date of the 9<sup>th</sup> Annual General Meeting for a term upto the conclusion of 14<sup>th</sup> Annual General Meeting of the Company in the Calendar year 2019.”

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

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

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

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

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

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

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

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

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11. To modify the terms of appointment of Mrs. Charu Munjal (DIN 03094545), Whole-time Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

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

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

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

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

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

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

13. To modify the terms of appointment of Dr. Anil Kumar Gupta (DIN 02643623); Whole-time Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

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

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

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

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

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

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

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

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

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

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

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such steps as may be necessary for obtaining all approvals/consents, to take all required actions to effectuate the above proposition and is empowered to execute all such documents, instruments as may be

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required in this connection and to that end, it can delegate all or any of the powers hereby vested in the Board to the Managing Director or Company Secretary. These officials shall not have to seek any further consent or approval of the Board or otherwise to the end and intent that it shall be deemed to have given its approval thereto expressly by the authority of this resolution."

16. To consider alteration of Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and the consent of shareholders of the Company be and is hereby accorded for alteration of Memorandum of Association of the Company as follows:

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

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

17. To consider alteration of Articles of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

**"RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Consent of the shareholders of the Company be and is hereby accorded for alteration of Article of Association of the Company as follows:

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

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

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

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

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

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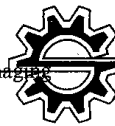
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15 at a remuneration to be mutually decided and fixed by Mr. Neeraj Munjal, Managing Director.

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

19. To borrow in excess of the paid-up capital and free reserves and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**"RESOLVED THAT** in supersession of the earlier resolution passed by the Members of the Company by postal ballot on June 11, 2007 the Board of Directors of the Company be and is hereby authorised in accordance with the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow periodically from, including without limitation, any Banks and/or public financial institutions as defined under Section 2(72) of the Companies Act, 2013 and/or any foreign financial institution(s) and/or any entity/entities or authority/authorities and/or through suppliers credit securities instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures (both convertible and non-convertible), commercial papers, short term loans, working capital loans, or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings including external commercial borrowings from the private sector window of multilateral financial institutions, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 300 Crores (Rupees Three Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specified purpose."

Place: New Delhi  
Date: August 06, 2014

By Order of the Board of Directors  
For Shivam Autotech Limited

**Registered Office:**  
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**Davendra Ujlayan**  
VP - Finance &  
Company Secretary  
Membership No. 8125

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