

# SHIVAM AUTOTECH LIMITED

CIN: L34300DL2005PLC139163

Registered Office: 303, 3rd Floor, Square One, District Centre, Saket, New Delhi – 110017

Tel: 011-49242100 Fax: 011-49242116 website: [www.shivamautotech.com](http://www.shivamautotech.com)

Email id: [admin@shivamautotech.co](mailto:admin@shivamautotech.co)

## POSTAL BALLOT NOTICE

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

To,

The Member(s),

### Sub: Passing of Resolution by Postal Ballot

Notice is hereby given that the proposed Resolutions are 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 Companies (Management and Administration) Rules, 2014, 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 have approved the following proposal(s) for seeking the approval of the Members of the Company by way of Special Resolution(s) through Postal Ballot:

1. Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company.
2. To consider the revision in the Sitting fees and Commission of Independent Directors of the Company.

The resolutions and the Explanatory Statement pursuant to Section 102 of the Act, pertaining to the resolutions stating the material facts of the proposals and the reasons for which such resolutions are 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 September 29, 2014 have appointed CS Satyender Kumar, (Membership No. F4087), Satyender Kumar & Associates, Company Secretaries, Gurgaon 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 Clause 35B of the Listing Agreements executed with the Stock Exchanges (the "Stock Exchanges") where the equity shares of the Company (the "Equity Shares") are listed and provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, 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 Wednesday, November 26, 2014, 9.00 a.m., and ends on Thursday, December 25, 2014 at 5.30 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 5.30 p.m. on December 25, 2014. 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, 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, December 29, 2014 at the registered office of the Company at 11:00 A.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](http://www.shivamautotech.com). The resolutions, if approved, will be taken as passed effectively on the date of declaration of results as aforesaid.

Members requiring any clarifications on e-voting may contact the Company Secretary on the number +91- 11-49242100 or by email: [admin@shivamautotech.com](mailto:admin@shivamautotech.com).

### **PROPOSED RESOLUTIONS:**

#### **Item No. 1**

**Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company.**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the “Act”), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non-resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporates and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or any other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscounting scheme or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or nonconvertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer/assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees/lenders, up to a value of and within the overall limits of INR 300 Crores (Rupees Three Hundred Crores).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

## **Item No. 2**

### **To consider the Revision in the Sitting Fees / Commission Independent Directors of the Company.**

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and in modification of the resolution passed by the Company in the Annual General Meeting of members held on September 24, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto for the time being in force), consent of the Company be and is hereby accorded for revision in the payment of sitting fees and commission to the Independent Directors of the Company as mentioned below effective from October 01, 2014:

<b><u>Particulars</u></b>	<b><u>Details</u></b>
Payment of Sitting Fees	Rs. 30,000/- for each meeting of the Board.
Payment of commission	Rs. 30,000/- for each Committee meeting of the Board. 0.30% per annum of the Company's net profit or Rs. 10.00 lacs which ever is minimum

Date: November 21, 2014  
Place: New Delhi

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

**Sd/-  
Davendra Ujlayan  
Company Secretary  
ACS No. 8125  
303, 3rd Floor, Square One,  
District Centre, Saket,  
New Delhi – 110017**

**NOTES:**

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item Nos. 1 to 2 above, are 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 Friday, 31st day of October, 2014.
3. 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 and the Listing Agreement entered into with the Stock Exchanges, 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 Form. E-voting is optional.
4. The e-voting period commences Wednesday, November 26, 2014, 9.00 a.m., and ends on Thursday, December 25, 2014 at 5.30 p.m. Please read carefully the instructions for e-voting as printed in this Notice.
5. The Board of Directors of the Company (the "Board") at its meeting held on September 29, 2014 have appointed CS Satyender Kumar, (Membership No. F4087), Satyender Kumar & Associates, Company Secretaries, Gurgaon as the Scrutinizer for conducting the Postal Ballot process (physical & e-voting) in a fair and transparent manner in accordance with law. 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 December 28, 2014.
6. The result of the Postal Ballot would be announced by the Chairman / Managing Director or in their absence the Company Secretary of the Company on Monday, December 29, 2014 at the registered office of the Company at 11:00 A.M. The date of declaration of Postal Ballot will be taken as the date of passing of the Special Resolutions. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The results of the Postal Ballot shall also be posted on the Company's website [www.shivamautotech.com](http://www.shivamautotech.com) besides communicating the same to the Stock Exchanges, where the shares of the Company are listed i.e., The BSE Limited (BSE) and National Stock Exchange (NSE).
7. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice upto the date of declaration of results of the Postal Ballot.
8. Kindly note that the Members can opt only one mode of voting i.e., either by Physical Ballot or e-voting. If Members are opting for evoting, then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote by Physical Ballot and e-voting both, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
9. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed prepaid postage envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Thursday, December 25, 2014. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Members will also be accepted.
10. The voting period for e-voting module ends on Thursday, December 25, 2014 at 5:30 P.M.
11. The members who have not received Postal Ballot Forms may apply to the Company and obtain a duplicate thereof.
12. In cases where the Postal Ballot Form has been signed by an Authorized Representative of a Body Corporate, certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
13. Voting rights shall be reckoned on the record date i.e. Friday, October 31, 2014.
14. The Postal Ballot Forms received after Thursday, December 25, 2014 will be treated as if reply from the member has not been received.
15. The Board of Directors of the Company has appointed Mr. Neeraj Munjal, Managing Director and/or Mr. Davendra Ujlayan, Company Secretary as the person responsible for the entire Postal Ballot process.
16. 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.
17. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
18. The Scrutinizer's decision on the validity of Postal Ballot will be final.
19. The instructions for Members for e-voting are as under:
  - (i) The voting period begins on Wednesday, November 26, 2014, 9.00 a.m., and ends on Thursday, December 25, 2014 at 5.30 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 of October 31, 2014, 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](http://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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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>
DOB#	Enter the date of birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Bank Details in order to login. If 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)</li> </ul>

- (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) 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 and Custodians respectively.
  - 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s) / folio numbers on which they wish to vote.
  - 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.
- (xix) 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).

## **Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 1**

The Company already has approval of the shareholders of the Company under Section 293(1) (a) of the erstwhile Companies Act, 1956 thereby authorizing the Board of Directors of the Company for creation of charge / mortgage over the Company's assets inter-alia execution of such deeds and documents that may result into sale of whole or substantially the whole of the undertaking of the Company. Under Section 180 of the Companies Act, 2013 ("the Act"), notified as on September 12, 2013, the powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution, which are akin to the provisions of Section 293 of the erstwhile Companies Act, 1956.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolution passed under Sections 293(1) (a) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act i.e. up to September 11, 2014.

Therefore, the Company is required to take a fresh approval from the Members by way of Special Resolution through Postal Ballot process under Section 180(1)(a) of the Companies Act, 2013. Keeping in view the Company's requirement of borrowings of loan, etc. and accordingly creation of mortgages/charges on the properties of the Company, it is proposed to seek approval of members by way of Special Resolution under Section 180(1)(a) of the Act for creation of the mortgages or charges upto INR 300 Crores.

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

None of the Directors / Key Managerial Personnel of the Company and their Relatives are concerned or interested, financially or otherwise, in the passing of the Resolution.

### **Item No. 2**

The Company has been greatly benefiting from the invaluable inputs provided by the Independent directors, who have vast experience, expertise and wisdom in various fields of business. The Independent directors are members of various Committees constituted by the Board and offer expert advice and guidance.

In appreciation of the valuable support and guidance rendered by the Independent Directors, the Board, at its meeting held on September 29, 2014, has revised the payment of sitting fees and commission to Independent Directors w.e.f. October 01, 2014 subject to the approval of members by way of passing a Special Resolution for the payment of sitting fees and commission to Independent directors which would also constitute your approval pursuant to the Clause 49 of the Listing Agreement.

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

All Independent directors are interested in the said Resolution.

Date: November 21, 2014

Place: New Delhi

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

**Sd/-  
Davendra Ujlayan  
Company Secretary  
ACS 8125  
303, 3rd Floor, Square One,  
District Centre, Saket,  
New Delhi – 110017**

Encl: as above

## SHIVAM AUTOTECH LIMITED

Registered Office: 303, 3rd Floor, Square One, District Centre, Saket, New Delhi – 110017

CIN: L34300DL2005PLC139163

Tel: 011-49242100 Fax: 011-49242116 website: [www.shivamautotech.com](http://www.shivamautotech.com)

Email id: [admin@shivamautotech.com](mailto:admin@shivamautotech.com)

### POSTAL BALLOT FORM

S. No.	Particulars	Details
1.	Name of the Shareholder	
2.	Postal Address	
3.	Folio No./Client ID	
4.	Class of Share/No. of Shares	

I/we hereby exercise my/our vote in respect of Special Resolution to be passed through Postal Ballot for the business stated in the Notice dated November 21, 2014 of the Company, by sending my/our assent or dissent to the said resolution by placing tick (✓) marks at the appropriate boxes below:

S. No.	Item No.	Type of Resolution	No. of Shares	I /we assent to the resolution (For)	I /we dissent from the resolution (Against)
1.	Resolution under Section 180(1)(a) of the Companies Act, 2013, read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, empowering the Company for creation of charges / mortgage.	Special Resolution			
2.	Resolution under Section 197, 198 of the Companies Act, 2013, for revision in the sitting fees / commission of Independent Directors.	Special Resolution			

Place:

Date:

Signature of Shareholder: \_\_\_\_\_



## INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, CS Satyender Kumar, Satyender Kumar & Associates in the attached self addressed prepaid postage envelope. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. This Form should be completed and signed by the member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member. In case Postal Ballot Form is signed through a Delegatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
3. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick (✓) mark in the appropriate column.
4. Duly completed Postal Ballot Form should reach the Company not later than December 25, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., December 25, 2014.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on October 31, 2014.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed prepaid postage envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A Member need not use all the votes nor needs to cast all the votes in the same way.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot (including e-voting) would be announced by a Director or the Company Secretary of the Company on Monday, December 29, 2014 at the registered office of the Company.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. 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 (physical & e-voting) on the Company's website viz. [www.shivamautotech.com](http://www.shivamautotech.com) and also on [www.cdslindia.com](http://www.cdslindia.com).