

BOARD OF DIRECTORS
CHAIRMAN

Sunil Kant Munjal

MANAGING DIRECTOR

Neeraj Munjal

DIRECTORS

Bhagwan Dass Narang

Surrinder Lal Kapur

Vinayshil Gautam

Anil Kumar Gupta, Director Technical

Charu Munjal, Executive Director

FINANCE TEAM

Davendra Ujlayan, VP-Finance

Shivani Kakkar, Company Secretary

AUDITORS

S.S. Kothari Mehta & Co.

Chartered Accountants

146-149, Tribhvan Complex, Ishwar Nagar,

Mathura Road, New Delhi-110065

SECRETARIAL AUDITORS

Satyender Kumar Associates

Company Secretaries

Ganpatt Sadan, 99, Sector - 49

Gurgaon, Haryana - 122001

BANKERS

IDBI Limited

Punjab National Bank

AXIS Bank Ltd.

Karnataka Bank

Kotak Mahindra Bank

REGISTERED OFFICE

303, 3rd Floor, Square One,

C-2, District Centre, Saket,

New Delhi-110 017

GURGAON PLANT

58th Km. Stone

Delhi-Jaipur Highway,

Village: Binola-122 413

Dist. : Gurgaon (Haryana)

HARIDWAR PLANT

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

Village Salempur Mehdood,

Distt. Haridwar (Uttarakhand)-249402

MANESAR PLANT

Plot No. 1, Sector 5, IMT Manesar

Gurgaon - 122050 Haryana

REGISTRAR & TRANSFER AGENTS

MCS Share Transfer Agent Limited

F-65, First Floor,

Okhla Industrial Area, Phase I,

New Delhi-110 020

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NOTICE

Notice is hereby given that the **10th Annual General Meeting** of the Members of **SHIVAM AUTOTECH LIMITED** will be held on Wednesday, the 9th day of September, 2015 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, 2015 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, 2015.
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 2015-16 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 consider revision in the remuneration of Mr. Neeraj Munjal (DIN 00037792) and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for revision in the remuneration of Mr. Neeraj Munjal, Managing Director (DIN 00037792) with effect from April 01, 2015 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.”

7. To consider revision in the remuneration of Mrs. Charu Munjal (DIN 03094545) and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provision of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for revision in the remuneration of Mrs. Charu Munjal, Whole Time Director (DIN 03094545) designated as “Executive Director” with effect from June 01, 2015 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.”

8. To consider reappointment of Dr. Anil Kumar Gupta (DIN 02643623) as Whole Time Director and consider revision in the remuneration thereof and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provision of Section 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded to the reappointment of Dr. Anil Kumar Gupta (DIN 02643623) as Whole Time Director of the Company designated as “Director (Technical)” for a period of 3 years and to revise the terms and conditions of his remuneration with effect from December 20, 2014 in the manner as set out in the explanatory statement annexed to the Notice convening this meeting.

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.”

9. To amend incidental object clause of Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, and approval from the competent authorities, the Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby amended by deleting the heading ‘the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association and clauses 1 to 36’ and replacing with the heading ‘(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE’ and new clause 1 to 30, a copy of which is annexed to this notice, be and is hereby approved and adopted as the new Clauses in substitution of the existing Clause III(B).

RESOLVED FURTHER THAT Mr. Neeraj Munjal, Managing Director and Ms. Shivani Kakkar, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

10. To delete other object clause of Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, and approval from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III(C)(1) to III(C)(76).

11. To amend liability clause IV of Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, and approval from the competent authorities, the Clause IV of the Memorandum of Association be and hereby amended by to substitute the following in place of existing clause:

“**The Liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**”

12. To consider Increase in Authorised Share Capital and alteration of Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to provisions of section 13, 61, 64 and all other applicable provisions of Companies Act, 2013 including all other statutory amendment(s) or re-enactment(s) as may be in force for the time being and all other provisions applicable, if any, consent of the members be and is hereby granted to increase the Authorised Share Capital of the Company from Rs.12,60,00,000/- (Rupees Twelve Crores and Sixty Lacs only) divided into 6,30,00,000 (Six Crore Thirty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lacs Only) Equity Shares of Rs. 2/- (Rupees Two) each ranking pari passu with the existing shares of the Company.

RESOLVED FURTHER THAT Clause V i.e. Capital Clause of Memorandum of Association of the Company be and is hereby amended to substitute the following in place of existing clause:

“**The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lacs Only) Equity Shares of Rs. 2/- (Rupees Two) each.**”

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to do all acts, deeds and things as are necessary to give effect to increase in authorised share capital and necessary alterations in memorandum of association”

13. To consider adoption of new set of Articles of Association of the Company in accordance with the provisions of the Companies Act 2013 and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

14. To consider Issuance of Bonus Issue and in this regard to consider and if thought fit, to pass, the following resolution as a **Special Resolution**.

“**RESOLVED THAT** in accordance with the provisions of Sec 63 and other applicable provisions, if any of the Companies Act, 2013, or any amendment or re-enactment thereof and relevant provisions of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) including the provisions of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall be deemed to include any Committee thereof) for capitalization of a sum not exceeding Rs.10,00,00,000/- (Rupees Ten Crores Only) from the General Reserves or any other permitted reserves/surplus of the Company for the purpose of issue of Bonus Shares of Rs.2/- (Rupees Two Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the ‘Record Date’ determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs.2/- for every 1 (One) fully paid-up Equity Shares of Rs.2/-each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income.

FURTHER RESOLVED THAT the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid – up equity shares of the Company as existing on the record date determined by the Board or a Committee thereof for the purpose of issue of Bonus Shares save and except that they shall not be entitled to any dividend that may be declared before such Record Date.

Place: New Delhi
Date: August 4, 2015

Registered Office:
303, 3rd Floor, Square One, C-2,
District Centre, Saket,
New Delhi – 110 017
CIN:L34300DL2005PLC139163
e-mail: admin@shivamautotech.com
website: www.shivamautotech.com
Tel: +91 11 49242100
Fax: +91 11 49242116

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees for Bonus Shares; to the shareholders who hold their existing Equity Shares in electronic form, as Bonus Shares shall be credited to their respective demat accounts within the period prescribed and for the shareholders who hold their existing Equity Shares in physical form, the share certificate(s) in respect of the Bonus Shares shall be completed and thereafter be dispatched within the period prescribed or that may be prescribed on this behalf, from time to time.

RESOLVED FURTHER THAT the issue and allotment of the said Bonus Shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO) / Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India (RBI) and any other regulatory authority, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

By Order of the Board of Directors
For Shivam Autotech Limited

Sd/-
Shivani Kakkar
Company Secretary
Membership No. A25097

NOTES

- 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 SENT HERewith.**
- A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) 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.**
- For the convenience of the Members, attendance slip is enclosed 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.
- 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.
- As required under the provisions of Clause 49(IV) of the Listing Agreement, 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.
- Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business(es) to be transacted at the meeting, is annexed hereto.
- Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 02, 2015 to Wednesday, September 09, 2015 (both days inclusive)
- In accordance with SEBI’s directions vide their Circular No. DCC/FITT/Cir-3/2001 dated October 15, 2001,

arrangements have been made to credit your dividend amount directly to bank account of members through the Electronic Clearing Service (ECS).

In case of holding in physical form, please furnish your bank details in the ECS Mandate Form enclosed separately and return to our Registrars, MCS Limited on or before September 01, 2015. The said details in respect of the shares held in electronic form should be sent to your respective Depository Participant and not to the Registrar as the Registrar is obliged to use only the data provided by the Depository while making payment of dividend.

- The dividend as recommended by the Board of Directors, if approved at the Annual General Meeting, will be paid at par to (i) those shareholders whose names appear on the Company’s Register of Members after giving effect to all valid share transfers in physical form lodged with the Company on or before September 01, 2015; (ii) in respect of shares held in electronic form to those beneficiaries whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the end of business hours on September 01, 2015,
- The Notice of the AGM along with the Annual Report 2014-15 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.

- 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 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 2007-08, of which Rs. 233,633.96 has remain unpaid/unclaimed shall be transferred to IEPF on or before November 24, 2015. Accordingly, members who have not encashed their Dividend Warrant(s) are requested to approach the RTA/ Company for issuance of demand draft(s) upon completion of necessary formalities for the same in lieu of such warrant(s). Unclaimed/unpaid final dividend for the financial year 2007-08, which is due for transfer to IEPF, should be claimed by the members before October 25, 2015. 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 shall be uploaded on the Company's website at www.shivamautotech.com.

12. 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.

13. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, 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.

14. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business, on August 05, 2015

15. 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.

The Board of Directors of the Company (the "Board") at its meeting held on August 4, 2015 have appointed CS Satyender Kumar, (Membership No. F4087), Satyender Kumar & Associates, Company Secretaries, Gurgaon as the Scrutinizer for conducting the voting process (physical & remote e-voting) in a fair and transparent manner in accordance with law.

16. 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 remote e-voting in the presence of two witness not in employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutiniser's Report to Chairman of the Company.

17. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.shivamautotech.com and on the website of CDSL immediately after the result is declared by Chairman and communicated to the NSE and BSE Limited.

18. The scrutinizer's decision on the validity of remote e-voting and poll at AGM will be final.

Instructions for Voting through electronic mode

(i) The remote voting period begins on 9:00 am, Saturday, September 05, 2015 and ends on 5:00 pm Tuesday, September 08, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, September 02, 2015, may cast their vote electronically. The remote 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.

(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 and voted on an earlier voting of any company, then your existing password is to be used.

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <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. Eg. 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)	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. <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 (v)

(viii) If you are a first time user follow the steps given below:

(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 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.

(i) 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. September 02, 2015 may follow the same instructions as mentioned above for e-Voting.

(ii) 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.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

ITEM NO. 6

The present proposal is to seek the Members' approval for revision in the remuneration of Mr. Neeraj Munjal, Managing Director, in terms of the applicable provisions of the Companies Act, 2013.

Mr. Neeraj Munjal was re-appointed as the Managing Director of the Company for a period of five years w.e.f. April 01, 2011. He has completed his Bachelor's degree in Commerce and holds Diploma in Business management from Bradford & Likhay community college, England. He has more than 25 years of experience in the Auto Components sector. Mr. Neeraj Munjal has been involved from concept to the commissioning of the project which went on stream in the year 1999. Since then, he is spearheading the operations of the Binola unit. He successfully handled the operations that have brought the Company to this level.

Shareholding in the Company: Nil

The Board of Directors, on the recommendations of Remuneration Committee, has approved the proposal of increase in the remuneration in their meeting held on May 18, 2015, subject to the approval of the members. All other terms & conditions of his appointment will remain unchanged. The increased remuneration of Mr. Neeraj Munjal is set out as under:

- A) Basic Salary: Rs. 6,43,500/- (Rupees Six Lacs Forty Three Thousand Five Hundred only) per month.
- B) Commission: He 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, he shall be entitled to the following monthly perquisites and allowances:
- | | | |
|----|--------------------------------------|-------------------|
| a) | Allowances | % of Basic Salary |
| | • House Rent Allowance | 70% |
| | • Electricity Allowance | 10% |
| | • Professional Development Allowance | 10% |
| | • Child Education Allowance | 5% |
| | • Furnishing Allowance | 5% |
- b) Perquisites: The Managing Director shall also be entitled to the following perquisites:
- i. Club Fees: Reimbursement of Actual Fees of Clubs.
 - ii. Personal Accident Insurance: Actual premium to be paid by the Company.
 - iii. Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by him and his family.
 - iv. Insurance of Household goods: Actual premium to be paid by the Company.
 - v. 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.
 - vi. 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.
 - vii. 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.
 - viii. 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.
 - ix. 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.

- x. Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- xi. Leave Travel Concession: For the Managing Director and his family once in a year incurred in accordance with the policy/rules of the Company.
- xii. Spouse Travelling Expenses: Such travelling expenses of the spouse as may be required in connection with the business of the Company.
- xiii. 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 Managing Director.

- D. Minimum Remuneration: In any financial year during the currency of tenure of the Managing Director, the Company has no profits or its profits are inadequate, the minimum remuneration payable to the Managing 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 Managing Director shall not be included in the computation of ceiling as specified in (D) above:

- (i) 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
- (ii) Gratuity payable at a rate not exceeding half month' salary for each completed year of service.

None of the directors, except Mr. Neeraj Munjal and Mrs. 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. 7

The present proposal is to seek the Members' approval for revision in the remuneration of Mrs. Charu Munjal as Whole Time Director designated as "Executive Director", in terms of the applicable provisions of the Companies Act, 2013.

Mrs. Charu Munjal has been appointed as the Whole Time Director of the Company for a period of five years w.e.f. June 01, 2013. She holds a Diploma in Textile Designing from Banaras Hindu University and has considerable exposure in creative designing and marketing field.

Shareholding in the Company: Nil

The Board of Directors, on the recommendations of Remuneration Committee, in their meeting held on May 30, 2014 has approved the proposal for revision in the remuneration of Mrs. Charu Munjal as Whole Time Director designated as "Executive Director", subject to the approval of the members. All other terms & conditions of her appointment will remain unchanged. The increased remuneration of Mrs. Charu Munjal is set out as under:

- A) Basic Salary: Rs. 2,20,000/- (Rupees Two Lacs Twenty Thousand 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:
- | | | |
|----|---------------------------------------|-------------------|
| I. | Allowances | % of Basic Salary |
| | a. House Rent Allowance | 60% |
| | b. Electricity Allowance | 10% |
| | c. Professional Development Allowance | 10% |
| | d. Child Education Allowance | 5% |
| | e. Furnishing Allowance | 5% |

- II. Perquisites: The Executive Director shall also be entitled to the following perquisites:
- Club Fees: Reimbursement of Actual Fees of Clubs.
 - Personal Accident Insurance: Actual premium to be paid by the Company.
 - Medical Reimbursement: Reimbursement of actual medical insurance premium and medical expenses incurred by her and her family.
 - Insurance of Household goods: Actual premium to be paid by the Company.
 - 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.
 - 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.
 - 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.
 - 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.
 - 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.
 - Gratuity: Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - Leave Travel Concession: For the Executive Director and her family once in a year incurred in accordance with the policy/rules of the Company.
 - 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:

- 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
- 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.8

The present proposal is to seek the Members' approval for revision in the remuneration of Whole Time Director designated as "Director (Technical)", in terms of the applicable provisions of the Companies Act, 2013.

Dr. Anil Kumar Gupta was appointed as Whole Time Director designated as "Director (Technical)" of the Company w.e.f. December 20, 2011 for a period of 3 years. He has done doctorate in Engineering from Delhi University. He has a vast experience in the field of mechanical / metallurgy engineering.

Shareholding of the Company: Nil

The Board of Directors, on the recommendations of Remuneration Committee, has approved the proposal of re-appointment of Dr. Gupta for a period of 3 years w.e.f. December 20, 2014 and approved the revision in the remuneration in their meeting held on November 12, 2014, subject to the approval of the members. The increased remuneration of Dr.

Anil Kumar Gupta is set out as under:

- Basic Salary: Rs.179,000/- (Rupees One Lac and Seventy Nine Thousand Only) per month.
- Perquisites and Allowances: In addition to the above Basic Salary, he shall be entitled to the following monthly perquisites and allowances:

- Allowances

S. No	Particulars	% of Basic Salary
i.	House Rent Allowance	60.00%
ii.	Dearness Allowance	10.00%
iii.	Professional Development Allowance	10.00%
iv.	Special Allowance	24.76%
v.	Medical Reimbursement Allowance	0.70%

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

- 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.
- 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.
- Leave: As per rules of the Company.
- 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.
- Contribution to Provident Fund: Company's Contribution to Provident Fund as per rules of the Company.
- 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.
- Variable Performance Bonus: Director (Technical) shall be entitled for Variable Performance Bonus upto a maximum of Rs. 10 Lakhs (Rupees Ten Lakhs Only) in a Financial Year depending upon the levels of measurement as may be decided by the Board of Directors.
- 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).

- 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:

- 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.

ITEM NO. 9 & 10

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the title of Clause III (B) i.e. "The objects incidental or ancillary to the attainment of the main objects" and delete the Other Objects Clause from the Memorandum of Association (MOA).

The heading of "The objects incidental or ancillary to the attainment of the main objects" of the Memorandum of Association and Clause 1 to 36' are proposed to be deleted and replaced with the heading '(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are' and new clause 1 to 30 accordingly.

The existing Part C viz. "Other Objects" is proposed to be deleted in line with the requirements of the Companies Act, 2013 and . Consent of the shareholders by passing a Special Resolution is required in this regard. The revised draft of MOA is enclosed with this Notice.

A copy of the proposed Memorandum of Association to be altered is available for inspection at the Registered Office of the Company on all working days during business hours up to the date of this General meeting.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

The resolutions are accordingly recommended for the approval of the Members as Special Resolution(s).

ITEM NO. 11

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the Liability Clause IV of the Memorandum of Association "The Liability of members is Limited" and replacing it with "The Liability of members is Limited and the liability is limited to the amount unpaid, if any, on the shares held by them."

The revised draft of MOA is enclosed with this Notice.

A copy of the proposed Memorandum of Association to be altered is available for inspection at the Registered Office of the Company on all working days during business hours up to the date of this General meeting.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

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

ITEM NO. 12

The present Authorised Share Capital of the Company is Rs.12,60,00,000/- (Rupees Twelve Crores and Sixty Lacs only) divided into 6,30,00,000 (Six Crore Thirty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each. It is proposed to increase the Authorised Share Capital to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lacs Only) Equity Shares of Rs. 2/- (Rupees Two) each. The increase in the Authorised Share Capital will enable the Company to issue further shares by Bonus Issue, as recommended by the Board of Directors of the Company in its meeting held on August 4, 2015, subject to approval of Shareholders in general meeting. Also this will help the company in achieving its growth targets. The Company is also required to alter its Memorandum of Association by altering the existing clause V to enable to accommodate the increase in Authorized Share Capital of the Company.

The revised draft of MOA is enclosed with this Notice.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

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

ITEM NO. 13

The existing Articles of Association (AOA) of the Company is based on Companies Act, 1956 and several regulations in the existing AOA contains specific reference of the Companies Act, 1956 and some of the regulations are not in conformity with the Companies Act, 2013.

Pursuant to the notification of the substantive sections of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. It is, therefore, proposed to replace the existing AOA with the new set of AOA. The revised set of AOA shall be placed at the meeting and also available for the inspection at the Registered Office of the Company during business hours on all working days except Sundays. The revised draft of AOA is also enclosed with this Notice.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

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

ITEM NO. 14

The Board of Directors of the Company in its meeting held on May 18, 2015, has recommended for approval of the shareholders, issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:1 (i.e. One bonus equity share of Rs.2/- for every One fully paid up equity shares of Rs.2/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores Only) after capitalising a sum not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) from the Securities

Premium Account, as per the Audited Accounts of the Company for the financial year ended March 31, 2015, and the same is proposed to be applied in paying up in full not exceeding Rs.10,00,00,000/- Equity Shares of Rs. 2/-each.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 1(One) Bonus Share of Rs.2/- for every 1 (One) Equity Shares of Rs.2/- each held by them on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus shares, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

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

Place: New Delhi
Date: August 4, 2015

By Order of the Board of Directors
For Shivam Autotech Limited

Registered Office:
303, 3rd Floor, Square One, C-2,
District Centre, Saket,
New Delhi – 110 017
CIN:L34300DL2005PLC139163
e-mail: admin@shivamautotech.com
website: www.shivamautotech.com
Tel: +91 11 49242100
Fax: +91 11 49242116

Sd/-
Shivani Kakkar
Company Secretary
Membership No. A25097

(THE COMPANIES ACT, 2013
AND
THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF

SHIVAM AUTOTECH LIMITED

I. The Name of the Company is:- **SHIVAM AUTOTECH LIMITED.**

II. The Registered Office of the Company will be situated in the **National Capital Territory of Delhi.**

III. The Objects for which the Company is established are:

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on the business of manufacturing, forging, machining, gear-cutting, gear teeth forging, ferrous/ non ferrous castings, fabrication, assembling, designing and dealing in engines, chassis, bodies, components, accessories, ancillaries, stores, spares and parts of any kind of automobiles and vehicles suitable for propulsion on land, sea, or in the air or on any combination thereof, automobile parts, earthmoving and agricultural machineries, transmission and other gears, transmission axles, universal joints, spring leaves, headlamps, sealed beams, clutch facing and break-lining component parts, cables, meters, auto electric component, auto engines, internal combustion engines, pistons, spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel springs, steel billets, flats and bars, nuts and bolts, pressed and other related item for the motor, sea-planes and vehicle and conveyance of all kinds.
2. To carry on the business of the automobiles engineers, die and tool manufacturing, painting, coating, shot blasting, heat treatment and surface treatment of metals, plastic molding for engineering and auto industry, machinist, fitter, mill wrights, founders, assemblers, wire drawers, tube makers, metallurgists, saddlers, galvanisers, jappners, annealers, enamellers, electroplaters and painters and motors and vehicle of all kinds and to carry on business of manufacturing of and dealers in heavy and light engineering goods, parts, accessories, ancillaries, stores and spares and to engineer, develop, design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in vehicles and all types of heavy vehicles, motors and equipments, instruments, application and vehicle fitting and accessories of all description.
3. To develop, design, fabricate, test, assemble automobiles, vehicles and auto parts and components including electrical and electronic components, provide technical know-how, design for these products, carry out products and process research and development through computer generated programmes or otherwise. To undertake vehicle, component and other engineering items designing and testing for third parties made up of ferrous and non ferrous metals, alloy, glass, synthetic and other fibers, chemicals and PVC Compounds are plastic and to carry on the business of general agents and dealers of the above mentioned items.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

1. To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise including entering into partnership and/or filling in tenders for various contracts, which may seem profitable or beneficial to the Company.
2. To purchase or otherwise acquire, construct, erect, laydown, maintain, enlarge, alter, work and use all land and buildings, easements, gas, other works, machinery, plant, mills, stock, lamps, pipes, motors, fittings, meters, apparatus, materials and things as may be necessary, incidental or convenient, in connection with the business of the Company.
3. To purchase, take on lease or in exchange, hire, renew or otherwise acquire and hold any estates, or interests and to let, sublet whole or in part, develop, manage and exploit any lands, buildings, machinery, easements, rights, privileges, plant, stock-in-trade, business concerns, options, contracts, claims, choses-in-action, and any real and personal property of any kind, necessary or convenient for all or any business of the Company.
4. To apply for, aid in promoting and obtain any act of Parliament, charter, privilege, concession, license or authorisation of any Government or State or Municipality, provisional order or licence of any authority for enabling

the Company to carry any of its objects into effect or for use thereof, which may seem capable of being used for or in connection with any of the purposes of the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licences in respect thereof or sell or otherwise deal with the same.

5. To procure the Company to be registered or recognised in any country or place in any part of the World.
6. To enter into partnership or any arrangement or agreement with any Governments or Authorities, supreme, municipal, local or otherwise or any person or company or any of them for sharing profits, union of interests, exchanging of shares, joint venture, reciprocal concession or co-operation and engage in any business or transactions which the company is authorised to carry on and to obtain from such government, authority person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply there with.
7. To promote, form and register, and aid in the promotion, formation and registration of any company or companies, subsidiary or otherwise, for the purposes of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to transfer to any such company or any other company any property of the Company and to be interested in or take or otherwise acquire, hold, sell, or otherwise dispose of shares, stock, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this memorandum, and to undertake other works, duties and business of any company on such terms as may be arranged for the purpose of the main objects of the Company.
8. Subject to the provisions of the Companies Act, 2013 and Companies Act, 1956 (to the extent applicable) (hereinafter, "Act"), to invest in, other than investment in Company's own shares, and deal with the moneys of the Company not immediately required in such manner as may from time to time be expedient or be determined.
9. Subject to the Act, to amalgamate with any other Company in any manner whatsoever (whether with or without liquidation of the Company) having objects altogether or in part similar to those of this company.
10. Subject to the provisions of the Act, to invest money with or without security and generally make advances of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores, or any other property, articles and things required for the purpose of the Company with or without security and upon such terms and subject to such conditions as the Company may deem expedient.
11. To purchase or otherwise acquire and undertake including or by merger, amalgamation or otherwise, the whole or any part of the business, property, rights, assets, liabilities and obligations of any person, firm or company carrying on any business which the Company is authorised to carry on or possessed of property or rights suitable for any of the purposes of the Company and demerge any unit, division of the Company.
12. To lend money to such persons or companies in such manner and on such terms as may seem expedient and in particular to members of the staff, customers, and others having dealings with the Company and to guarantee performances of contracts by any such persons or companies, provided that the Company shall not carry on any business which may come within the purview of the Banking Regulation Act, 1949 or of the Insurance Act, 1938.
13. Subject to the Act, and the Rules made thereunder and the directions issued by the Reserve Bank of India, to borrow, or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose of the Company, and at such times and in the manner as may be thought fit and in particular by the issue of debentures, perpetual or otherwise, debentures convertible into shares of this or any other Company or perpetual annuities and as security for any such money so borrowed, raised or received or any of such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future, including its uncalled capital by assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem and pay off any such securities.
14. To mortgage, hypothecate, pledge all or any of the properties whether movable or immovable of any description and other valuable securities of the Company.
15. To draw, make, accept, endorse, discount, execute, issue, negotiate and/or assign cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warranties and all other negotiable or transferable instruments.

16. To open an account or accounts with any individual, firm or company or with any bank or banks or bankers and to pay into and to withdraw money from such account or accounts.
17. To pay for any property or rights acquired by or for any services rendered to the Company either in cash or fully or partly paid up shares, with or without preferred rights in respect of dividend or repayment of capital or otherwise by any securities which the Company has the power to issue or by the grant of any rights or options, or partly in one mode and partly in other, and on such terms as the Company may determine.
18. To pay, out of the Funds of the Company, all costs, charges and expenses of and incidental to the formation and registration of the Company, and any company promoted by the Company and any such other company and incidental to the negotiations between the promoters preliminary to the formation of the Company and other pre-incorporation or preliminary and other expenses and also all costs, charges, impositions and expenses of and incidental to the acquisition by the Company of any property or assets and incidental to the accomplishment of all or any formalities which the Company may think necessary or proper in connection with any of the aforesaid purposes.
19. To grant pensions, allowances, gratuities and bonuses to existing or former employees and officers (including Directors) of the Company or their dependents or connections and to make payments towards insurance for any such purpose/persons and to establish, join and support any trust funds or scheme (whether contributory or non-contributory) with a view to provide pensions or allowances for any such person or any other associations, institutions, trusts, funds, schemes, clubs and conveniences calculated to benefit any such person.
20. Subject to the Act, to make donations to such person or persons either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious, benevolent, national, public or other institutions or objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of the employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
21. To provide for the welfare of employees or ex-employees of the Company and the wives and families or the dependents or connections of such persons by building houses and/or contributing to the pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
22. To compensate for loss of office, any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, or other statute or rule having the force of law and to make payments to any person whose office, employment or duties may be determined by virtue of any transaction in which the Company is engaged.
23. Subject to the provisions of the Act, to create any reserve funds, sinking fund, insurance fund or any other special funds whether for depreciation, for repairing, improving, extending or maintaining any of the properties of the Company or for any other purpose conducive to the interest of the Company.
24. Subject to the provisions the Act, to distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, any moneys otherwise available for distribution as dividend or bonus.
25. Subject to the provisions to the Act, to distribute among the members in specie, all or any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding up of the Company but, so that no distribution amounting to reduction of capital be made except with the sanction, if any for the time being required by law.
26. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.

27. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
 28. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trusts in favour of the Company.
 29. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the main objects or any of them in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise, and either alone or in conjunction with others.
 30. To undertake Corporate Social Responsibility ('CSR') activities in terms of the provisions of the Companies Act, 2013 and the Rules made thereunder or in such other manner as the Company deems fit.
- IV. The Liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) divided into 12,50,00,000/- (Twelve Crore Fifty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each.

(THE COMPANIES ACT, 2013
AND
THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF

SHIVAM AUTOTECH LIMITED

Interpretation

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act (hereinafter defined) or any statutory modification thereof in force at the date at which the Articles become binding on the Company. The marginal notes hereto are inserted for convenience and shall not affect the construction hereof and in these presents, unless there be something in the subject or context inconsistent therewith:

“Act” mean the Companies Act, 2013, and includes where the context so admits any reenactment or statutory modification thereof for the time being in force and any previous company law, so far as may be applicable. Words and expressions used in the Articles shall bear the same meaning as used in the Act or the Rules, as the case may.

“Articles” mean these Articles of Association as adopted or as from time to time altered by special resolution.

“Auditors” or “Auditor” mean the auditor or auditors of the Company appointed in pursuance of the provisions of Section 139 of the Act.

“Beneficial Owner” shall mean the beneficial owner as defined in Clause (a) of Sub-Section (1) of Section 2 of the Depositories Act, 1996.

“Board of Directors” or “Board” means the board of directors for the time being of the Company and includes a committee constituted by the board.

“Company” means “SHIVAM AUTOTECH LIMITED”.

“Depositories Act, 1996” shall mean the Depositories Act, 1996 and includes where the context so admits, any statutory modification or re-enactment thereof.

“Depository” shall mean a depository as defined under Clause (e) of sub-section (1) of Section (2) of the Depositories Act, 1996.

“Directors” mean the directors for the time being of the Company.

“Dividend” includes interim dividend but excludes bonus Shares.

“Equity Listing Agreement” means the agreement entered into with the Exchange for listing of Equity Shares, and includes where the context so admits any amendment or modification thereof for the time being in force.

“Managing Director” means the Managing Director or the Deputy Managing Director or the Joint Managing Director for the time being of the Company by whatever name called.

“Exchange” means the Stock Exchange or Exchanges where the shares of the Company are listed for the time being.

“Independent Director” means a person as defined in Section 149 of the Act and/or Clause 49 of the Listing Agreement entered into with the Exchange including any statutory modifications or re-enactments thereto.

“Key Managerial Personnel” means the persons as defined in section 2(51) of the Companies Act, 2013.

“Office” means the registered office for the time being of the Company.

“Register” means the Register of Members of the Company required to be kept under Section 88 of the Act.

“Rules” means the rules framed by the Ministry of Corporate Affairs (‘MCA’) under the Act, as amended from time to time.

“Member” or “Shareholder” means a Person:

- a. whose name is entered in the Register of Members as holding any Share(s) either solely or jointly;
- b. Subscriber to the Memorandum of the Company; and
- c. Beneficial Owner(s)

“Memorandum” means the Memorandum of Association of the Company.

“Month” shall mean the English Calendar month.

“Seal” shall mean the Common Seal of the Company.

“Paid up” shall include credited as paid up.

“Share Capital” means the capital for the time being raised or authorised to be raised for the purposes of the Company.

“Shares” shall mean the shares into which the capital is divided and interests corresponding to such Share.

“Person” includes any corporation as well as individual.

“Proxy” includes attorney duly constituted under a power of attorney appointed in accordance with the provisions of the Act and the Rules.

“In Writing” and “Written” includes printing, lithography and other modes of representing or reproducing words in a visible form.

Words importing the singular number also include the plural number and vice-versa.

2. The regulations contained in these Articles of Association shall overrule the regulations contained in Table “F” in the Schedule I to the Companies Act, 2013. The Articles of Association referred to in this paragraph shall be subject to any exercise of the statutory power of the Company in reference to the repeal or alteration thereof, or addition to its

regulations by special resolution, as prescribed by the Act, and the Articles of Association shall refer to the Articles as existing from time to time.

3. Save as permitted by Section 67 of the Act, the funds of the Company shall not be employed in the purchase of security, Shares in the Company and the Company shall not give, directly or indirectly, any financial assistance, whether by way of loan, guarantee, the provision of security or otherwise, for the purpose of or in connection with any purchase of or subscription for Shares in the Company or any Company of which it may, for the time being, be a subsidiary.

The Articles shall not be deemed to effect the power of the Company to enforce repayment of loans to Members or to exercise a lien conferred by Article 31.

4. Subject to Sections 68 and 70 of the Act, the Company may purchase its own Shares or other specified securities out of (i) its free reserves; or (ii) the securities premium account; or (iii) the proceeds of the issue of any Shares or other specified securities or (iv) otherwise specified by the law for the time being in force.

5. The Office shall be at such place as the Board of Directors shall determine subject to provisions of the Act.

SHARES

6. a) The Authorised Share Capital of the Company is as stated in Clause V of the Memorandum with the rights, privileges and conditions attached thereto as are provided by the Articles of Association for the time being. The Company shall have power to increase, reduce, consolidate, sub-divide or otherwise alter the Share Capital and to divide the Shares in the Share Capital for the time being into several classes and to attach thereof respectively such preferential or other rights, privileges and conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being.

b) Subject to the provisions of these Articles and of the Act, the Company shall have power to issue Preference Shares which may, at the option of the Company, be liable to be redeemed out of the profits or out of the proceeds of a fresh issue of Shares made for the purposes of such redemption. The Board may, subject to the provisions of Section 55 of the Act and the Companies (Share Capital and Debenture) Rules, 2014, exercise such power in such manner as it may think fit.

- c) In respect of terms of issue of Shares the provisions of Articles 53, 54, 55, 56 and 57 shall apply.
- d) The Company shall be entitled to dematerialize all or any of its existing Shares, rematerialize all or any of its Shares held in the Depositories and / or to offer its fresh Shares or buyback its Shares in a dematerialized form pursuant to the Depositories Act, 1996 and the Relevant Rules, if any.
7. Subject to the provisions of these Articles, the Act and the Rules, the Shares shall be under the control of the Board, who may issue, allot or otherwise dispose off the same or any of them, on such terms and conditions, at such times, either at par or at a premium, and for such consideration as the Board thinks fit.
8. The Company may, subject to the Act issue any part or parts of the unissued Shares (either equity or preference carrying a right to redemption out of the profits or liable to be so redeemed at the option of the Company) upon such terms and conditions and with such rights and privileges annexed thereto as the Board at their discretion may think fit and proper. Subject to the provisions of the Act and the Rules, in particular, the Board may issue such Shares with such preferential or qualifying rights to dividends and for the distribution of the assets of the Company as the Board may subject to the aforesaid sections, determine from time to time.
9. The Company may exercise the power of paying commission conferred by Section 40(6) of the Act and in such case shall comply with the requirements of that Section and Rules. Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid Shares or partly in one way and partly in the other. The Company may also on any issue of Shares or debentures pay such brokerage as may be lawful.
10. If by the conditions of allotment of any Share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the Person who, for the time being, shall be the registered holder of the Share or by his executor or administrator.
11. The joint-holders of a Share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such Share.
12. Subject to Section 89 of the Act, save as herein otherwise provided, the Company shall be entitled to treat the registered holder of any Share as the absolute owner thereof and accordingly shall not, except as ordered by a court of competent jurisdiction or as by statute required, be bound to recognise any equitable or any other claim to or interest in such Share on the part of any other person.
13. Shares may be registered in the name of any person, company or other body corporate. Not more than three persons shall be registered as joint holders of any Share.

SHARE CERTIFICATES

14. Subject to the provisions of the Act and the Companies (Share Capital and Debentures) Rules, 2014 or any statutory modification or re-enactment thereof, Share certificates shall be issued as follows:
- i) The certificates of title to Share and duplicate thereof when necessary shall be issued under the Seal of the Company which shall be affixed in the presence of:
- a) two Directors duly authorized by the Board for the purpose or the Committee of the Board if so authorized by the Board, and
- b) the Secretary or some other person appointed by the Board for the purpose, all of whom shall sign such Share certificate provided that, if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or Whole time Director.
- c) A director may sign a Share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the director, or anybody entrusted with the duty to take care of the same shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.
- ii) Every Member shall be entitled free of charge to one certificate for all the Shares of each class registered in his name, or, if the Board so approves to several certificates each for one or more of such Shares. Such certificate shall be issued in accordance with the provisions of the Act and Rules. In respect of any Shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate to one of several joint holders shall be sufficient delivery to all such holders.
- Provided, however, no Share certificate(s) shall be issued for Shares held by the "Beneficial Owner(s)" with the depository.

- iii) No fee shall be charged for:
- a) Sub-division and consolidation of Share and debenture certificates and for subdivision of letters of allotment and split, consolidation, renewal and pucca transfer receipts into denominations corresponding to the market unit of trading.
- b) Sub-division of renounceable Letters of Right.
- c) Issue of new certificates in replacement of those which are old, decrepit or wornout or where the cages on the reverse for recording transfers have been fully utilized.
- d) Registration of any Power of Attorney, Probate, Letter of Administration or similar other documents.

CALLS

15. The Board may, from time to time, subject to the sanction of shareholders and subject to the terms on which any Shares may have been issued and subject to the provisions of Section 49 of the Act, make such calls as the Board thinks fit upon the Members in respect of all moneys unpaid on the Shares held by them respectively, and not by the conditions of allotment thereof made payable at fixed times, and each Member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Board. A call may be made payable by installments and shall be deemed to have been made when the resolution of the Board authorising such call was passed.
16. Not less than thirty days notice of any call shall be given specifying the time and place of payment and to whom such call be paid.
17. i) If the sum payable in respect of any call or installment be not paid on or before the day appointed for payment thereof the holder for the time being in respect of the Share for which the call shall have been made or the instalment shall be due, shall pay interest for the same at maximum rate, as prescribed in the Act or Rules or under any other law for the time being in force, from day appointed for the payment thereof to the time of the actual payment or at such lower rate as the Board may determine.
- ii) The Board shall be at liberty to waive payment of any such interest either wholly or in part.
18. If by the terms of any Share or otherwise any amount is made payable upon allotment or at any fixed time or by installments at fixed times, whether on account of the amount of the Share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Board and of which due notice had been given, and all the provisions herein contained in respect of calls shall relate to such amount or installment accordingly.
19. On the trial or hearing of any action or suit brought by the Company against any shareholder or his representatives to recover any debt or money claimed to be due to the Company in respect of his Share, it shall be sufficient to prove that the name of the defendant is or was, when the claim arose, on the Register as a holder, or one of the holders of the number of Shares in respect of which such claim is made, and that the amount claimed is not entered as paid in the books of the Company and it shall not be necessary to prove the appointment of the Board who made any call, nor that a quorum was present at the Board meeting at which any call was made nor that the meeting at which any call was made was duly convened or constituted nor any other matter whatsoever but the proof of the matters aforesaid shall be conclusive evidence of the debt.
20. The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the money due upon the Share held by him beyond the sums actually called for, and upon the money so paid or satisfied in advance, or so in respect thereof as from time to time exceeds the amount of the calls then made upon the Share in respect of which such advance has been made, the Company may pay interest at such rate as may be fixed by the Board.
- Money so paid in excess of the amount of calls shall not rank for dividends or confer a right to participate in profits. The Board may at any time repay the amount so advanced upon giving to such a Member not less than three month's notice in writing.
21. A call may be revoked or postponed at the discretion of the Board.

FORFEITURE AND LIEN

22. If any Member fails to pay any call or installment of a call on or before the day appointed for the payment of the same, the Board may, at any time, thereafter during such time as the call or installment remains unpaid, serve notice on such Member requiring him to pay the same, together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
23. The notice shall name a day (not being less than thirty days from the date of notice) and the place or places on and

at which such call or installment and such interest and expenses aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time, and at the place appointed the Shares in respect of which such call was made or installment is payable will be liable to be forfeited.

24. If the requirements of any such notice as aforesaid not be complied with, any Shares in respect of which such notice has been given may, at any time thereafter, before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by a resolution of the Board to that effect.

25. When any Share shall have been so forfeited, notice of the resolution shall be given to the Member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register, but no forfeiture shall be in any manner invalidated by an omission or neglect to give such notice or to make such entry as aforesaid.

26. Any Share so forfeited shall be deemed to be the property of the Company and the Board may sell, re-allot or otherwise dispose of the same in such manner as it thinks fit.

27. The Board may, at any time before any Shares so forfeited shall have been sold, re-allotted or otherwise disposed off, cancel the forfeiture thereof upon such conditions as it thinks fit.

28. A Person whose Share has been forfeited shall cease to be a Member in respect of the Share, but shall, notwithstanding the forfeiture, remain liable to pay, and shall forthwith pay to the Company, all calls or all installments, interest and expenses, owing upon or in respect of such Share, at the time of the forfeiture, together with interest thereon, from the due date to the time of actual payment at such rate as may be fixed by the Board and the Board may enforce the payment thereof, or any part thereof without any deduction or allowance for the value of the Shares at the time of forfeiture, but shall not be under an obligation to do so.

29. A duly verified declaration in writing that, the declarant is a Director, Manager or Secretary of the Company and has been authorised by a Board Resolution to act as declarant and that certain Shares in the Company have been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the Shares, and such declaration and the receipt of the Company for the consideration, if any, given for the Shares on the sale or disposition thereof shall constitute a good title to such Shares and the Person to whom any such Share is sold shall be registered as the holder of such Share and shall not be bound to see the application of purchase money, nor shall his title to such Share be affected by any irregularity or invalidity in the proceedings in reference to such forfeiture, sale or disposal.

30. The provisions of Articles 22 to 29 hereof shall apply in the case of non-payment of any sum which, by the terms of issue of Share, becomes payable at a fixed time, whether on account of the nominal value of a Share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

31. The Company shall have a first and paramount lien upon every Share not being fully paid up, registered in the name of each Member (whether solely or jointly with others) and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such Share whether the time for the payment thereof shall have actually arrived or not and no equitable interest in any Share shall be created except as otherwise provided in the Articles. Such lien shall extend to all dividends from time to time declared in respect of such Share subject to the provisions of Section 124 of the Act and also to bonus declared on the shares. Unless otherwise agreed, the registration of a transfer of a Share shall operate as waiver of the Company's lien if any, on such Share.

32. For the purpose of enforcing such lien, the Board may sell the Share subject thereto in such manner as it thinks fit, but no sale shall be made until such time for payment as aforesaid shall have arrived and until notice in writing of the intention to sell have been served on such a Member, his executor or administrator or his committee, curator bonus or other legal representative as the case may be and default shall have been made by him or them in the payment of the moneys called or payable at a fixed time in respect of such Share for thirty days after the date of such notice.

33. The net proceeds of the sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the Share before the sale) be paid to the Persons entitled to the Share at the date of this sale.

34. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers herein before given, the Board may appoint some persons to execute an instrument of transfer of the Share sold and cause the purchaser's name to be entered in the Register in respect of the Share sold, and the purchaser shall not be bound to see the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the

Register in respect of such Share the validity of the sale shall not be impeached by any Person, and the remedy of any Person aggrieved by the sale shall be in damages only and against the Company exclusively.

35. Where any Share under the powers in that behalf herein contained is sold by the Board and the certificate in respect thereof has not been delivered to the Company by the former holder of such Share, the Board may issue a new certificate for such Share distinguishing it in such manner as it may think fit from the certificate not so delivered.

TRANSFER AND TRANSMISSION

36. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and the Companies (Share Capital and Debentures) Rules 2014, shall be duly complied with in respect of all transfers of Shares and the registration thereof.

37. Nothing contained in the foregoing Article shall apply to transfer of securities affected by the transferor and transferee both of whom are beneficial owners with the depository.

38. Application for the registration of the transfer of a Share may be made either by the transferor or the transferee, provided that where such application is made by the transferor no registration shall, in the case of a partly paid Share, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 56 of the Act and the Companies (Share Capital and Debentures) Rules 2014, and subject to provisions of these Articles the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.

39. The instrument of transfer shall be in the form prescribed by the Act and the Companies (Share Capital and Debentures) Rules 2014, made thereunder.

40. Nothing contained in the foregoing article shall apply to transfer of securities affected by the transferor and transferee both of whom are beneficial owners with the depository.

41. Subject to the provisions of these Articles, and of Section 58 of the Act and Equity Listing Agreement or any statutory modification(s), the Board, may on sufficient cause, refuse to register any transfer of shares or the transmission of shares by operation of law of the right to a Share.

42. No transfer shall be made to a person of unsound mind and no transfer of partly paid Shares shall be made to a minor.

43. Every instrument of transfer shall be left at the Office for registration, accompanied by the certificate of the Share to be transferred or, if no such certificate is in existence, by the Letter of Allotment of the Share and such other evidences as the Board may require to prove the title of the transferor or his right to transfer the Share. Every instrument of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Board may refuse to register, shall be returned to the person depositing the same.

44. If the Board refuses whether in pursuance of Article 41 or otherwise to register the transfer of, or the transmission by operation of law of the right to any Share, the Company shall, within the time prescribed by the Act, Rules or Listing Agreement send the transferee and transferor or to the person giving intimation of such transmission, as the case may be, notice of the refusal.

45. No fee shall be payable to the Company in respect of transfer or transmission of any Shares in the Company.

46. The executor or administrator of a deceased Member (not being one of several joint-holders) shall be the only person recognised by the Company as having any title to the Shares registered in the name of such Member, and in case of the death of any or more of the jointholders of any registered Share, the survivor shall be the only person recognised by the Company as having any title to or interest in such Share, but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on the Share held by him jointly with any other person. Before recognising any executor or administrator, the Board may require him to obtain a Grant or Probate or Letters of Administration or other legal representation, as the case may be from a competent Court in India, provided nevertheless that in any case where the Board in its absolute discretion thinks fit it shall be lawful for the Board to dispense, Letters of Administration or such other legal representation upon such terms as to indemnity, as it considers proper.

47. A guardian of a lunatic or minor Member or any person becoming entitled to transfer a Share in consequence of the death or bankruptcy or insolvency of any Member upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Board thinks sufficient, may, with the consent

of the Board (which the Board shall not be bound to give), be registered as a Member in respect of such Share, or may, subject to the regulations as to transfer hereinbefore contained transfer such Share.

48. i) If the person so becoming entitled under transmission shall elect to be registered as a holder of the Share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

ii) If the person aforesaid shall elect to transfer the Share, he shall testify his election by executing an instrument of transfer of the Share.

iii) All the limitations, restrictions, and provisions, of these Articles relating to the right to transfer and the registration of instruments of transfer of a Share shall be applicable to any such notice or transfer as aforesaid, as if the death, lunacy, bankruptcy or insolvency of the Member had not occurred.

49. A person so becoming entitled under transmission to a Share by reason of death, lunacy, bankruptcy of the holder shall, subject to the provisions of Article 82 and of Section 123 of the Act, be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the Share, except that he shall not before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may at any time give a notice requiring any such person to elect either to be registered himself or to transfer the Share and if the notice is not complied with within the time fixed by the Board, the Board may thereafter withhold payment of all dividends, bonuses, or other moneys payable in respect of the Share, until the requirements of the notice have been complied with.

50. i) Every holder of Shares in, or holder of debentures of the Company may, at any time, nominate, in the prescribed manner, a person to whom his Shares in, or debentures of, the Company shall vest in event of his death.

ii) Where the Shares in, or debentures of the Company are held by more than one person jointly, the joint holders may together nominate, in the prescribed manner a person to whom all the rights in the Shares or debentures of the Company shall vest in the event of death of all joint holders.

iii) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such Shares in or debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the Shares in or debentures of the Company, the nominee shall, on the death of the shareholder or holder of debentures of the Company or, as the case may be, on the death of the joint holder becomes entitled to all the rights in the Shares or debentures of the Company or, as the case may be, all the joint holders, in relation to such Shares in or debentures of the Company to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner.

iv) Where the nominee is a minor, it shall be lawful for the holder of the Shares or holder of the debentures, to make the nomination to appoint, in the prescribed manner, any person to become entitled to Shares in, or debentures of the Company, in the event of his death, during minority.

v) Any person who becomes a nominee may upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either to be registered himself as holder of the Share(s) or debenture(s) as the case may be; or to make such transfer of the Share(s) or debenture(s) as the deceased shareholder or debenture holder, as the case may be, could have made.

51. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.

INCREASE AND REDUCTION OF CAPITAL

52. The Company may by an ordinary resolution passed by the members, increase its capital, from time to time, by creation of new Shares of such amounts as may be deemed expedient.

53. Subject to any special rights or privileges for the time being attached to any Shares in the capital of the Company then issued, the new Shares or the existing unissued Shares of any class may be issued. In the case of new Shares upon such terms and conditions, and with such rights and privileges attached thereto as the shareholders resolving upon the creation thereof, shall direct, and if no directions be given, and in the case of existing unissued Shares as the Board subject to the Act shall determine, and in particular in the case of preference Shares such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with rights of redemption.

54. Subject to the provisions of Section 54 of the Act and subject to any special rights or privileges for the time being attached to any Shares in the capital of the Company then issued, the Company may issue equity Shares to employees or directors at a discount or for consideration other than cash for providing know-how or making available rights in the

nature of intellectual property rights or value additions, by whatever name called or for the performance of past or future services.

55. Before the issue of any new Shares, the Company in General Meeting or through postal ballot may make provisions as to the allotment and issue of the new Shares, and in particular may determine to whom the same shall be offered in the first instance and whether at par or at a premium and upon default of any such provision, or so far as the same shall not extend, the new Shares may be issued in conformity with the provisions of Article 7.

56. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new Shares shall be considered part of the then existing Share Capital of the Company and shall be subject to the provisions herein contained with reference to the payment of dividends, calls and installments, transfer and transmission, forfeiture, lien, surrender and otherwise.

57. If owing to any inequality in the number of new Shares to and the number of Shares held by the Members entitled to have the offer of such new Shares, any difficulty that may arise in the apportionment of such new Shares or any of them amongst the Members, such difficulty shall, in the absence of any direction in the members' resolution creating the Shares or by the Company in general meeting be determined by the Board.

58. The Company may, subject to the applicable provisions of the Act and Rules, from time to time, by special resolution reduce its capital and any capital redemption reserve account or securities premium account or in any other manner and with and subject to any incident authorised and consent required by law.

ALTERATION OF CAPITAL

59. The Company in General Meeting or through Postal Ballot may subject to the provisions of the Act from time to time:-

(a) consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;

(b) sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the memorandum so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in the case of the Share from which the reduced Share is derived;

(c) convert all or any of its fully paid up Shares into stock, and reconvert that stock into fully paid up Shares of any denomination;

(d) cancel any Shares which at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its Share capital by the amount of the Shares so cancelled.

60. Subject to the provisions of the Act, the Board may accept from any Member the surrender on such terms and conditions as shall be agreed, of all or any of his Shares.

MODIFICATION OF RIGHTS

61. Whenever the capital (by reason of the issue of preference Shares or otherwise) is divided into different classes of Shares, all or any of the rights and privileges attached to each class may, subject to the provisions of the Act, be modified, commuted, affected, abrogated, varied or dealt with by agreement between the Company and any persons purporting to contract on behalf of that class provided such agreement is (a) consented to in writing by the holders of at least three-fourths of the issued Shares of that class, or (b) sanctioned by a special resolution passed at a separate Meeting of the holders of the issued Shares of that class and all the provisions herein after contained as to general meetings shall mutatis-mutandis, apply to every such meeting. This Article is not by implication to curtail the power of modification which the Company would have if this Article were omitted. The Company shall comply with the provisions of Section 117 of the Act as to forwarding a copy of any such agreement or resolution to the Registrar of Companies.

BORROWING POWERS

62. Subject to the provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014, the directors from time to time at their discretion, by resolution passed at the meeting of the Board, accept deposit from Members or public or others either in advance or calls, or otherwise, and generally raise or borrow or secure the payment of any sum or sums of money for the purpose of the Company not exceeding the aggregate of the Paid-up capital of the Company and its reserves (not being reserves set apart for any specific purpose). Provided, however, where the monies to be borrowed, together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aforesaid aggregate, the Directors shall not borrow such monies without the consent of the Company in general meeting by means of special resolution.

63. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and

conditions in all respects as it thinks fit, and in particular, by the issue of bonds, redeemable debentures or debenture-stock, or any mortgage, or other tangible security on the undertaking or the whole or any part of the property of the Company (both present and future).

64. Any debentures, debenture-stocks, bonds or other securities may be issued at a premium or otherwise and with any special privileges, as to redemption, surrender, drawings, allotment of Shares, appointment of Directors and otherwise, debentures, debenture-stocks, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued. Provided that the debentures, debenture-stock, bonds or other securities with the right to allotment of the or conversion into Shares shall not be issued except with the consent of the Company in a general meeting or through postal ballot subject to provisions of Section 71 of the Act.

65. Save as provided in Section 56 of the Act, no transfer of debentures shall be registered unless a proper instrument of transfer executed by the transferor and transferee has been delivered to the Company together with the certificate or certificates of the debentures.

66. If the Board refuses to register the transfer of any debentures within time limit as may be prescribed, the Company shall send to the transferee and to the transferor, notice of the refusal.

GENERAL MEETINGS

67. In addition to any other meetings, the "Annual General Meeting" of the Company shall be held within such intervals as are specified in the Act and subject to the provisions of the Act, during such business hours and places as may be determined by the Board under the provisions of the Act or the Rules made thereunder. Any other meeting of the Company shall be called as "Extra-ordinary General Meeting".

68. The Board may also call a General Meeting by passing a resolution by circulation and the resolution so passed would be as effective as a resolution passed at the Board meeting.

69. The Company shall comply with provisions of Section 111 of the Act, as to giving notice of resolutions and circulating statement on the requisition of Members.

70. Save as permitted under Section 101 of the Act, a General Meeting of the Company may be called by giving not less than clear twenty one days' notice either in writing or through electronic mode. Notice of every meeting shall be given to the Members and such other person or persons as required under and in accordance with Section 101 of the Act and it shall be served in the manner authorized by Sections 20 and 101 of the Act and the Rules made under the Act.

PROCEEDINGS AT GENERAL MEETING

71. The ordinary business of an Annual General Meeting shall be to receive and consider the financial statements, including consolidated financial statements and the reports of the Directors and the Auditors thereon, to elect Directors in the place of those retiring, to appoint Auditors and fix their remuneration and to declare dividends. All other business transacted at an Annual General Meeting and all business transacted at any other General Meeting shall be deemed to be special business.

72. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Quorum for the meeting shall be determined in accordance with Section 103 of the Act.

73. If within half-an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened by requisition of Members shall be cancelled, but in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such time and place as the Board may by notice appoint and if at such adjourned meeting a quorum is not present within half-an hour from the time appointed for holding the meeting those Members, who are present and not being less than two shall be quorum and may transact the business for which the meeting was called.

74. Any act or resolution which, under the provisions of these Articles or of the Act, is permitted or required to be done or passed by the Company in General Meeting or through postal ballot shall be sufficiently so done or passed if effected by an ordinary resolution as defined in Section 114 (1) of the Act unless either the Act or these Articles specifically require such act to be done or resolution passed by a Special Resolution as defined in Section 114 (2) of the Act.

75. The Chairman of the Board shall be entitled to take the chair at every general meeting ("Chairman"). If there is no such Chairman, or if at any meeting he is not present within fifteen minutes after the time appointed for holding such meeting, or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Directors is

present, or if all the Directors present decline to take the Chair, then the Members present shall, on a show of hands or on a poll if properly demanded, elect one of their numbers being a Member entitled to vote, to be the Chairman.

76. At any general meeting a resolution put to the vote of the meeting shall unless a poll is demanded under Section 109 of the Act or voting is carried out electronically, be decided on a show of hands in accordance with Section 107 of the Act and the Companies (Management and Administration) Rules, 2014. In the case of an equality of votes, the Chairman shall both on a show of hands and at the poll have a casting vote in addition to the vote or votes to which he may be entitled as a member.

77. A declaration by the Chairman that on an evidence of the show of hands a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion the votes cast in favour of or against such resolution.

78. (i) Before or on the declaration of the result of voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of his own motion and shall be ordered to be taken by him on a demand made in that behalf by a Member or Members present in person or by Proxy and holding Shares in the Company conferring their powers to vote on such resolution, being Shares which is not less than one tenth of the total voting power in respect of the resolution or on which the aggregate sum of not less than Rupees Five lacs has been paid up.

(ii) If a poll be demanded as aforesaid it shall be taken forthwith on a question of adjournment or election of a Chairman and in any other case in such manner and at such time, not being later than forty-eight hours from the time, when the demand was made, and at such place as the Chairman directs, and subject as aforesaid, either at once or after an interval or adjournment or otherwise, and the results of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was demanded.

(iii) The demand of a poll may be withdrawn at any time by the person or persons who made the demand.

(iv) Where a poll is to be taken the Chairman shall appoint scrutinizer (s) as prescribed by the Rules to scrutinize the votes given on the poll and report to him thereon.

(v) On a poll a Member entitled to more than one vote, or his Proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.

(vi) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

79. (i) The Chairman of a General Meeting may adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(ii) Save as otherwise provided in Section 103 of the Act, when the meeting is adjourned it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless the adjournment is for a period of 30 days or more.

80. i) Save as hereinafter provided, on a show of hands every Member present in person and being a holder of equity Shares shall have one vote, and every person present either as a Proxy on behalf of a holder of equity Shares, if he is not entitled to vote in his own right, or as a duly authorised representative of a body corporate, being a holder of equity Shares, shall have one vote.

ii) Save as hereinafter provided, on a poll the voting rights of a holder of equity Shares shall be as specified in Section 47 of the Act.

iii) The voting rights of every Member holding preference Shares, if any, shall upon a show of hands or upon a poll be subjected to the provisions, limitations and restrictions laid down in Section 47 of the Act. Provided that no Body corporate shall vote by Proxy so long as resolution of its Board of Directors under the provisions of Section 113 of the Act is in force and the person named in such resolution is present at the General Meeting at which the vote by Proxy is tendered.

iv) A Member may exercise his vote if permitted by the Act and the Rules at a meeting or by postal ballot by electronic means in accordance with the Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and shall vote only once.

81. i) Where a body corporate (hereinafter called "Member Company") is a Member of the Company, a person duly appointed by resolution in accordance with the provisions of Section 113 of the Act to represent such Member Company at a meeting of the Company, shall not by reason of such appointment be deemed to be a Proxy, and the lodging with the Company at the Office or production at the meeting of a copy of such resolution duly signed by one Director of such

Member Company and certified by him as being a true copy of the resolution shall, on production at the meeting, be accepted by the Company as sufficient evidence of the validity of his appointment. Such a person shall be entitled to exercise the same rights and powers, including the right to vote by Proxy on behalf of the Member Company which he represents, as that Member Company could exercise if it were an individual Member.

ii) Where the President of India or the Governor of a State is a Member of the Company then his/their representation at the meeting shall be in accordance with Section 112, of the Act.

82. Any person entitled under these Articles for transfer of Shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such Shares, provided that at least forty eight hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he purports to vote he shall satisfy the Board of his right to transfer such Shares, unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

If any Member is of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, he may vote whether on a show of hands or at a poll, by his committee, or other legal guardian, and any such committee or legal guardian may, on a poll, give their votes by Proxy.

83. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting either personally or by Proxy in respect of such Share as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting either personally or by Proxy, then one of the said persons so present whose name stands first on the Register in respect of such Share alone shall be entitled to vote in respect thereof. Several executors or administrators of a deceased Member in whose name any Share is registered shall for the purpose of this Article be deemed joint holders thereof.

84. Votes may be given either personally, or in the case of a body corporate, by a representative duly authorised as aforesaid, or by Proxy in accordance with the provisions of Section 105 of the Act read with the Companies (Management and Administration) Rules, 2014.

85. The instrument appointing a Proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if such appointer is a body corporate, be under its seal or be signed by an officer or attorney duly authorized by it.

86. The Company agrees that it will send out Proxy forms to all shareholders and debenture holders in all cases where proposals other than of a purely routine nature are to be considered, such Proxy forms being so worded that a shareholder or debenture holder may vote either for or against each resolution.

87. The instrument appointing a Proxy and the power of attorney or other authority (if any) under which it is signed, or a notarized copy of that power or authority, shall be deposited at the Office not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument purports to vote in respect thereof and in default the instrument of Proxy shall not be treated as valid.

88. A vote given in accordance with the terms of an instrument appointing a Proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument, or transfer of the Share in respect of which the vote is given, provided no intimation in writing of the death, insanity, revocation or transfer of the Share shall have been received by the Company at the office before the vote is given. Provided nevertheless that the Chairman shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of Proxy and that the same has not been revoked.

89. Every instrument appointing a Proxy shall be retained by the Company and shall, be in the form as prescribed in the Companies (Management and Administration) Rules, 2014.

90. No Member shall be entitled to exercise any voting rights either personally or by Proxy at any meeting of the Company in respect of any Shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has, exercised, any right of lien but the Board of Directors may by a resolution passed at the meeting of the Board waive the operation of this Article.

91. i) Any objection as to the admission or rejection of a vote either, on a show of hands, or on a poll made in due time, shall be referred to the Chairman, who shall forthwith determine the same, and such determination made in good faith shall be final and conclusive.

ii) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

DIRECTORS

92. The number of Directors of the Company shall not be less than three (3) and not more than fifteen (15). Provided that the Company may appoint more than fifteen directors after passing a special resolution of members. The composition of the Board of Directors will be in consonance with the Act and the Equity Listing Agreement.

93. Subject to the provisions of the Act and these Articles, the Company may from time to time increase or reduce the number of Directors within the limits fixed by Article 92.

94. a) Subject to the Act and these Articles, the Directors not exceeding one-third of the total number of Directors for the time being of the Company shall be liable to retirement by rotation. The Independent Directors shall not be counted in the total number of Directors for this purpose.

b) Subject to the provisions of Articles 96 and 97 and Section 152 of the Act, all Directors other than the Directors who are not retiring by rotation, additional/ alternate/Independent Directors shall be persons whose period of office is liable to determination by retirement by rotation. All the Directors who are not retiring except Independent Directors shall however, be counted in determining the number of retiring Directors.

95. The subscribers to the Memorandum and Articles of Association of the Company shall be the first Directors of the Company.

96. The Board may authorise by resolution or by agreement the State Financial Corporation (SFC), State Industrial Development Corporation (SIDC), Life Insurance Corporation of India (LIC), Industrial Finance Corporation of India (IFCI), Industrial Development Bank of India (IDBI), Unit Trust of India (UTI), and/or any other Financial Institution, corporation or any Bank which continue(s) to be Member of the Company by virtue of being holder of any Share or Shares in the Company or to any of the aforesaid Financial Institutions, Corporation or Banks to whom any money remains due by the Company and SFC, LIC, IFCI, SIDC, IDBI, UTI to nominate a Director or Directors to the Board from time to time and to remove from such Office any person or persons so appointed and upon removal of any such person to appoint any other person(s) in his / their place. A Director so appointed shall not be required to hold any qualification Shares nor shall (subject to the provisions of Section 152 read with Section 161(3) of the Act) be liable to retire by rotation or be subject to removal under Article 108 hereof. But he shall be counted in determining the number of retiring directors. A Director appointed under this Article shall be ex-Officio Director within the meaning of these Articles.

97. Any trust deed for securing debenture or debenture stock may, if so arranged, provide for the appointment, from time to time, by the trustees thereof or by the holders of debentures or debenture stock, of some person or persons to be Director(s) of the Company and may empower such trustees or holders of debentures or debenture stock, from time to time, to remove and re-appoint any Director(s) so appointed. The Directors appointed under this Article are herein referred to as "Debenture Directors" and the term "Debenture Directors" means the Directors for the time being in office under this Article. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The trust deed may contain such ancillary provisions as may be arranged between the Company and the trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained. But he shall be counted in determining the number of retiring directors.

98. The Board shall have power at any time and from time to time to appoint any person as an additional Director as an addition to the Board but so that the total numbers of Directors should not exceed the limit fixed by these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting of the Company and shall then be eligible for reelection.

99. A Director shall not be required to acquire qualification Shares.

100. Subject to the approval of the Board each Director shall be entitled to receive out of the funds of the Company a fee for attending a meeting of the Board or a Committee of the Board, within the limit permitted, from time to time, by the Act or the Rules made thereunder. All other remuneration, if any payable by the Company to each Director, whether in respect of his services as a Managing Director or a Director in the whole or part time employment of the Company or otherwise shall be determined in accordance with and subject to the provisions of these Articles and of the Act. The Directors shall be entitled to be paid their reasonable travelling, hotel and other expenses incurred in consequence of their attending the Board and Committee meetings or otherwise incurred in the execution of their duties as Directors or in performing any of the task on behalf of the Company.

101. If any Director, being willing, shall be called upon to perform extra services or to make any special exertions for any of the purposes of the Company or as a Members of a Committee of the Board then, subject to Section 197 of the Act, the Board may remunerate the Directors so doing either by a fixed sum or by a percentage of profits or otherwise and

such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled.

102. The continuing Directors may act notwithstanding any vacancy in their body but so that if the number falls below the minimum as fixed by the articles, the Directors shall not except for the purpose of filling vacancies or for summoning a general meeting act so long as the number is below the minimum.

103. The office of Director shall ipso facto become vacant if at any time he commits any of the acts set out in Section 167 of the Act.

104. No director or other person referred to in Section 188 of the Act shall hold an office or place of profit save as permitted by that Section and the Companies (Meetings of Board and its Powers) Rules, 2014.

105. Subject to the provisions of Section 184, 188 and 192 of the Act and the Rules made thereunder neither shall a Director be disqualified from contracting with the Company whether as vendor, purchaser or otherwise for goods, materials or services or for underwriting the subscription of any Shares in or debentures of the Company nor shall any such contract or agreement entered into by or on behalf of the Company with the relative of such Director, or a firm in which such Director or relative is a partner or with any other partner in such firm or with a private company of which such Director is a Member or Director, be void nor shall any director so contracting or being such Member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding office or of the fiduciary.

106. At each Annual General Meeting of the Company one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or multiple of three, then the number nearest to one-third shall retire from office. Neither a nominated Director nor an additional Director appointed by the Board under Article 98 hereof or an Independent Director shall be liable to retire by rotation within the meaning of this Article. But they except Independent Directors shall be counted in determining the number of retiring directors.

107. a) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who became Directors on the same day those to retire shall, in default of and subject to any agreement among themselves, be determined by lot drawn at a meeting of the Board of Directors.

b) Save as permitted by Section 162 of the Act, every resolution of a General Meeting for the appointment of a Director shall relate to one named individual only.

108. The Company may remove any Director other than directors nominated pursuant to Articles 96 and 97 before the expiration of his period of office in accordance with the provisions of Section 169 of the Act and may subject to the provisions of Section 161 of the Act appoint another person in his stead if the Director so removed was appointed by the Company in general meeting or by the Board under Article 109.

109. If any Director appointed by the Company in General Meeting vacates office as a Director before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board, but any person so appointed shall retain his office so long only as the vacating Director would have retained the same of no vacancy has occurred. Provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Article 108.

110. The eligibility and appointment of a person other than a retiring Director to the office of Director shall be governed by the provisions of Section 160 of the Act.

ALTERNATE DIRECTORS

111. The Board may in accordance with and subject to the provisions of Section 161 of the Act, appoint any person to act as alternate Director for a Director during the latter's absence for a period of not less than three months from India. No Person shall be appointed as alternate director to an Independent Director unless he is qualified to be appointed as Independent Director under the provisions of the Act.

PROCEEDINGS OF BOARD OF DIRECTORS

112. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit; provided that a meeting of the Board of Directors shall be held as per the provision of the Act, Rules and Equity Listing Agreement.

113. A Director may, at any time, and the manager or secretary shall, upon the request of a Director made at any time,

convene a meeting of the Board and the provisions of Section 173 of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014 shall apply in this regard.

114. The Board may appoint a Chairman of its meetings. The Board may also appoint a Vice Chairman to preside over the meeting of the Board in absence of Chairman. If no such Chairman/Vice Chairman is appointed or if at any meeting of the Board, the Chairman/Vice Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose someone of their member to be the Chairman of such meeting.

115. The quorum for a meeting of the Board shall be determined from time to time in accordance with the provisions of Section 174 of the Act. If a quorum shall not be present within 15 minutes of the time appointed for holding a meeting of the Board, it shall be adjourned until such date and time as the Chairman of the Board shall appoint. The participation of the Directors can be in person or through video conferencing or other audio visual means as may be prescribed by the Companies (Meetings of Board and its Powers) Rules, 2014 or permitted by law.

116. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretion by or under these Articles or the Act for the time being vested in or exercisable by the Board.

117. Subject to the provisions of sections of 203(3) of the Act and save as otherwise expressly provided in these Articles, questions arising at any meetings shall be decided by a majority of votes.

118. The Board may, subject to the provisions of the Act, from time to time and at any time, delegate any of its powers to a committee consisting of such Director or Directors as it thinks fit and may, from time to time revoke such delegation. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed upon it by the Board.

119. The meeting and proceedings of such committee consisting of two or more members shall be governed by the regulations made by the Board in that regard in accordance with the provisions, if any, of the Act and Equity Listing Agreement.

120. Acts done by a person as a Director shall be valid, notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had been terminated by virtue of any provisions contained in the Act or in these Articles. Provided that nothing in these Articles shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.

121. Save in those cases where a resolution is required by Sections 161(4), 179, 182, 184, 188, 203 of the Act, to be passed at a meeting of the Board, a resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or Committee of the Board, as the case may be duly called and constituted if a draft thereof in writing is circulated, together with the necessary papers, if any, to all the Directors or to all the members of the Committee of the Board as the case may be then in India, not being less in number than the quorum fixed for meeting of the Board or Committee, as the case may be and to all other Directors or member of the Committee, at their usual address whether in India and has been approved by such of them as are then in India or by a majority of such of them as are entitled to vote on the resolution. Provided that where not less than one third of the Directors of the Company for the time being require that resolution under circulation be decided by the Board at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board.

MINUTES

122. a) The Board shall in accordance with the provision of Section 118 of the Act and the Companies (Management and Administration) Rules, 2014, cause minutes to be kept of every general meeting of the Company and of every meeting of the Board or of every committee of the Board.

b) Any such minutes of any meeting of the Board or of any Committee of the Board or of the Company in General Meeting, if kept in accordance with the provisions of Section 118 of the Act and the Companies (Management and Administration) Rules, 2014, shall be evidence of the matters stated in such minutes. The Minute Books of General Meetings of the Company shall be kept at the Office and shall be open to inspection by Members as per the provisions of the Act or the Rules made thereunder. The minute books of general meeting may also be kept for inspection in electronic mode as prescribed under the Companies (Management and Administration) Rules, 2014.

POWERS OF THE BOARD

123. Subject to the provisions of the Act, the control of the Company shall be vested in the Board who shall be entitled to exercise all such powers, and to do all such acts and things as the Company is authorised to exercise and do. Provided

that the Board shall not exercise any power or do any act or thing which is directed or required, whether by the Act or any other statute or by the Memorandum of the Company or by these Articles or otherwise, to be exercised or done by the Company in a general meeting. Provided further that wherever the Act or any other statute or the Memorandum of the Company or these Articles, provide for exercise of powers by the Board subject to the members approval in a general meeting, the Board shall exercise such powers only with such approval. In exercising any such power or doing any such act or thing, the Board shall be subject to the provisions in that behalf contained in the Act or any other statute or in the Memorandum of the Company or in these Articles, or in any regulations not inconsistent therewith and duly made there under, including regulations not inconsistent therewith and duly made there under, including regulations made by the Company in a general meeting, but no regulation made by the Company in a general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

124. Without prejudice to the general powers conferred by the last preceding Article and to any other powers or authority conferred by these presents on the Directors or on the Managing Director, it is hereby expressly declared that the Directors shall subject to the regulations of these presents and to the provisions of the Act and in addition to the powers of the Board provided under Section 179 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, have the following powers, that is to say, power:

- (i) To take such steps as they think fit to implement and to carry into effect all agreements.
- (ii) To pay costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
- (iii) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorised to acquire at such price and generally on such terms and conditions as they think fit, and subject to the provisions of Section 180 (1) of the Act, to sell, let, lease, exchange, or otherwise dispose of absolutely or conditionally any part of the property, privileges and undertaking of the Company upon such terms and conditions and for such consideration as they may think fit.
- (iv) At their discretion to pay for in debentures etc. property rights, privileges acquired by or services rendered to the Company either wholly or partially in cash or in Shares (subject to Section 62 of the Act), bonds, debentures or other securities of the Company and any such Shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and such bonds, debentures, or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (v) To secure, the fulfillment of any contracts, agreements or engagement entered into by Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being or in such manner as they may think fit, subject to Section 180 of the Act.
- (vi) To appoint and at their discretion remove or suspend such agents, employees, officers, clerks and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments whether by way of commission or participation in profits or partly in one way and partly in another and to require security in such instances and to such amount as they think fit.
- (vii) To appoint any Person or Persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds, documents and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
- (viii) Subject to the provisions of Act, to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.
- (ix) To refer any claims as demands by or against the Company to arbitration and observe and perform the awards.
- (x) To make and give receipts, releases, and other discharges for money payable to the Company and for the claims and demands of the Company;
- (xi) To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- (xii) To determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts, negotiable instruments and documents.
- (xiii) From time to time to provide for the management of the affairs of the Company either in different parts of India or elsewhere in such manner as they think fit, and in particular to establish branch officers and to appoint any persons to be the attorneys or agents of the Company with such powers (including powers to sub-delegate) and upon such terms as may be thought fit.
- (xiv) Subject to the provisions of Sections 67, 179, 180(1), 186 of the Act, to invest and deal with any of the moneys of the Company not immediately required for the purposes thereof upon such securities (not being Shares in this Company) and in such manner as they think fit, and from time to time to vary or realise such investments.

(xv) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit, and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon.

(xvi) Subject to the provisions of Section 188 of the Act, to give to any person employed by the Company, as remuneration for their services as such, a commission on the profits of any particular business or transaction or a Share in the profits of the Company such commission or Share or profits shall be treated as part of the working expenses of the Company.

(xvii) From time to time make, vary and repeal bye-laws for the regulation of the business of the Company, its officers and servants.

(xviii) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds, things in the name and on behalf of the Company as they may consider expedient or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

(xix) Subject to the provisions of Sections 181 and 182 of the Act to establish, maintain, support and subscribe to any national, political and charitable institutions or funds of public object, and any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business; to give pensions, gratuities, or charitable aid to any person or persons who have served the Company or to the wives, children or dependents of such person or persons, that may appear to the Directors just or proper, whether any such person, his widow, children or dependents have or have not a legal claim upon the Company.

(xx) Subject to the provisions of the Act, before recommending any dividends, to set aside portions of the profits of the Company to form a fund to provide for such pensions, gratuities or compensation, or other benefits or to create any provident or benefit or other funds in such or any other manner as the Director may deem fit.

(xxi) To make and alter rules and regulations concerning the time and manner of payment of the contributions of the employees and the Company respectively to any such funds and the accrual, employment, suspension and forfeiture of the benefits of the said funds and the application and disposal thereof, and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit.

(xxii) Subject to the provisions of the Act, to delegate all or any of the powers hereby conferred upon them to the Managing Director or to any other Director or employees of the Company as they may from time to time think fit, other than a power to issue debentures and to make calls on shareholders in respect of moneys unpaid on their Shares.

MANAGING OR WHOLE – TIME DIRECTOR(S)

125. Subject to the provisions of the Act, and of these Articles, the Company in general meeting or the Board may from time to time appoint one or more of their body to be Managing Director or Managing Directors (in which expression shall be included Joint or Deputy Managing Director) or Whole-time Director or Whole-time Directors of the Company, for such term not exceeding five years at a time and upon such terms and conditions as they may think fit, from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places. Further the Managing Director as stated in Article 126 can hold the position of the Chairman of the Board for the better governance of the Company.

126. Subject to the approval of the Board of Directors of the Company, the Chairman of the Board of Directors of the Company can hold the position of the Managing Director and / or the Chief Executive Officer of the Company at the same time.

127. Subject to the provisions of the Act, and of these Articles, a Managing Director or a Whole time Director, may subject to the shareholders' approval at the time of appointment or reappointment or otherwise continue to hold office not subject to retirement by rotation under Article 106. However, they shall be counted in determining the number of retiring directors. He shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to the resignation and removal of the other Directors of the Company, and he shall ipso facto and immediately cease to be a Managing Director or a Whole-time Director if he ceases to hold the office of Director for any cause, provided that if at any time the number of Directors (including Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of Directors for the time being, then such Managing Director or Managing Directors, as the Directors shall from time to time select shall be liable to retirement by rotation in accordance with Article 106 and the Directors not liable to retirement by rotation shall not exceed one-third of the total number of Directors for the time being.

128. Subject to the provisions of the Act and of these Articles and of any contract between him and the Company, the remuneration of the Managing Director or Whole-time Director shall from time to time be fixed by the Directors, subject to the approvals of the Members of Company and may be by way of fixed monthly payment or commission on profits of the

Company or by participation in such profits or by any or all of these modes or any other mode not expressly prohibited by the Act. A Managing Director or Whole-time Director shall in addition to the above remuneration be entitled to the fee for attending meetings of Board or Committee of Directors.

129. Subject to the provisions of the Act and of these Articles, the Company or the Board may from time to time entrust to and confer upon a Managing Director or Managing Directors or Wholetime Director or Whole-time Directors for the time being, such of the power exercisable under these Articles or otherwise by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms, and they may subject to the provisions of the Act and of these Articles confer such powers either collaterally with, or to the exclusion of or in substitution for all, or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

MANAGEMENT

130. The Board of Directors may in accordance with the provisions of the Act appoint a Wholetime Chairman, or Managing Director or Whole-time Director or Manager to manage its affairs. A Director may be appointed as a Secretary, or Manager but Secretary or Manager need not be a Director of the Company. The terms and conditions and the appointment of Whole-time/Managing Directors shall be subject to the provisions of the Act and to the consent of the Members of the Company, wherever required.

131. Subject to the provisions of the Act, the following regulations shall have effect: -

a) The Board may, from time to time, provide for the management of the affairs of the Company outside India (or in any specified locality in India) in such manner as it shall think fit and the provisions contained in the four next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.

b) The Board, from time to time and at any time, may establish any local directorates or agencies for managing any of the affairs of the Company outside India, or in any specified locality in India, and may appoint any persons to be Members of any such local directorate or any managers or agents and may fix their remuneration and, save as provided in Section 179 of the Act, the Board from time to time and at any time may delegate to any person so appointed any of the powers, authorities and discretions for the time being of any such local directorate or any of them to fill up any vacancies therein and to act notwithstanding vacancies; and may fix any such appointment conditions as the Board may think fit and the Board may at any time remove any person so appointed and may annul or vary any such delegation.

c) The Board may, at any time and from time to time, by power of attorney under the Seal appoint any persons to be the attorney of the Company for such purposes and with such powers, authorities and discretions (not exceeding those which may be delegated by the Board under the Act) and for such period and subject to such conditions as the

Board may, from time to time think fit; any such appointments may, if the Board thinks fit be made in favour of the members or any of the members of any local directorate established as aforesaid, or in favour of the Company or of the members, directors, nominees, or officers of any company or firm, or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board; and any such power of attorney may contain such provisions for the protection or convenience of persons dealing with such attorneys as the Board thinks fit.

d) Any such delegate or attorneys as aforesaid may be authorised by the Board to subdelegate all or any of the powers, authorities and discretions for the time being vested in them.

e) The Company may cause to be kept in any State or country outside India, as may be permitted by the Act, a foreign Register of Members or debenture holders resident in any such State or country and the Board may from time to time, make such provisions as it may think fit relating thereto and may comply with the requirement of any local law and shall in any case comply with the provisions of Sections 88 of the Act and the Companies (Management and Administration) Rules, 2014.

KEY MANAGERIAL PERSONNEL

132. Subject to Section 203 of the Act, the Board shall appoint a Managing Director, Whole-time Director, Chief Executive Officer, Company Secretary, Chief Financial Officer and other Officers as may be prescribed on such terms and conditions and on such remuneration as may be approved by the Board and may remove a Managing Director, Whole-time Director, Chief Executive Officer, Company Secretary, Chief Financial Officer and other Officers as may be prescribed by means of resolution of the Board.

AUTHENTICATION OF DOCUMENTS

133. Any Director or the Key Managerial Personnel or any officer appointed by the Board for the purpose shall have power to authenticate any documents and accounts relating to the business of the Company, and to certify copies

thereof, extracts thereof or extracts therefrom as true copies or extracts; where any books records, documents or accounts are elsewhere than at the Office, the local manager or other officer of the Company having the custody thereof, shall be deemed to be a person appointed by the Board as aforesaid.

134. A document purporting to be a copy of resolution of the Board or an extract from the minutes of a meeting of the Board which is certified as such in accordance with the provisions of the last preceding Article shall be exclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or, as the case may be, that such extract is a true and accurate record of a duly constituted meeting of the Directors.

THE SEAL

135. The Board shall provide for the safe custody of the Seal and the Seal shall never be used except by the authority previously given by the Board or a committee of the Board authorized by the Board in that behalf and, save as provided in Article 14 (i) hereof, any one Director and the secretary or such other person as the Board may appoint shall sign every instrument on which the Seal is affixed. Provided nevertheless, that any instrument bearing the Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Board to issue the same.

ANNUAL RETURNS

136. The Company shall comply with the provisions of Section 92 of the Act as to the making of Annual Returns.

RESERVES

137. The Board may, from time to time before recommending any dividend, set apart any and such portion of the profits of the Company as it thinks fit as reserves to meet contingencies or for the liquidation of any debentures, debts or other liabilities of the Company, for equalisation of dividends, for repairing, improvising or maintaining any of the property of the Company and for such other purposes of the Company as the Board in its absolute discretion thinks conducive to the interest of the Company; and may, subject to the provisions of the Act invest the several sums so set aside upon investments (other than Shares of the Company) as it may think fit, and from time to time deal with and vary such investment and dispose of all or any part thereof for the benefit of the Company and may divide the reserve into such special funds as the Board thinks fit, with power to employ the reserve or any parts thereof in the business of the Company, and that without being bound to keep the same separate from other aspects.

138. All money carried to the reserves shall nevertheless remain and be profits of the Company subject to due provisions being made for actual loss or depreciation for the payment of dividends and such moneys and all the other moneys of the Company not immediately required for the purposes of the Company may, subject to the provisions of the Act, be invested by the Board in or upon such investments or securities as it may select or may be used as working capital or may be kept at any Bank on deposit or otherwise as the Board may, from time to time think proper.

139. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.

CAPITALISATION OF RESERVES

140. Any general meeting may resolve that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of the reserves, or any capital redemption reserve accounts, or in the hands of the Company and available for dividend or representing premiums received on the issue of Shares and standing to the credit of the securities premium account be entitled and distributed amongst such of the shareholders as would be entitled thereto as capital and that all or any part of such capitalized fund be applied on behalf of such shareholders in paying up in full of any unissued Shares, of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued Shares, or towards both and that such distribution or payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalised sum. Provided that any sum standing to the credit of a securities premium account or a capital redemption reserve account may, for the purpose of this Article only be applied in the paying up of unissued Shares to be issued to Members of the Company as fully paid bonus Shares.

141. A general meeting may resolve that any surplus moneys arising from the realisation of any capital assets of the Company or any investments representing the same, or any other undistributed profits of the Company not subject to charge for income tax, be distributed among the Members.

142. For the purpose of giving effect to any resolution under the two last preceding Articles hereof the Board may settle

any difficulty which may arise in regard to the distribution as it thinks expedient and in particular may issue fractional certificates, and may determine that cash payments shall be made to any Members upon the footing of the value so fixed for such fractional certificate in order to adjust the rights of all parties and may vest such cash or for such fractional certificates in trustees upon such trusts for the persons entitled to the dividends or capitalised funds as may seem expedient to the Board. Where requisite, a proper contract shall be filled in accordance with Section 39 of the Act, and the Board may appoint any person to sign such contract on behalf of the person entitled to the dividends or capitalised fund, and such appointment shall be effective.

DIVIDENDS

143. The Company in a general meeting may declare dividends to be paid to the Members according to their rights and interest in the profits and may, subject to the provisions of Section 127 of the Act, fix the time for payment. No larger dividend shall be declared than is recommended by the Board, but, the Company in general meeting may declare a smaller dividend.

144. No dividend shall be paid otherwise than out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act. No dividend shall carry interest against the Company.

145. Subject to the special rights of the holders of preference Shares, if any, for the time being, the profits of the Company distributed as dividends or bonus shall be distributed among the Members in proportion to the amounts paid or credited as paid on the Shares held by them respectively, but no amount paid on a Share in advance of calls shall while carrying interest be treated for the purpose of this Article as paid on the Share.

146. All dividends shall be apportioned and paid pro-rata according to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividends is paid, but if any Share is issued on terms providing that it shall rank for dividend as from a particular date such Shares shall rank for dividend accordingly.

147. The Board may subject to Section 123 from time to time, pay to the Members such interim dividends as in its judgment the position of the Company justifies.

148. The Board may retain any dividends on which the Company has lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

149. Subject to the provisions of Article 15, any general meeting declaring a dividend may make a call on the Members of such amount as the meeting fixes, but so that the call on each Members shall not exceed the dividend payable to him, so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the Member may be set off against the call.

150. No dividend shall be payable except in cash, provided that nothing in the foregoing shall be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully Paid-up bonus Shares or paying up any amount for the time being unpaid on the Shares held by the Members of the Company.

151. A transfer of Shares shall not pass the rights to any dividend declared thereon before the registration of the transfer.

152. The Directors may retain the dividends payable upon Shares in respect of which any person is under transmission entitled to transfer, until such person shall become a Member in respect of such Shares or shall duly transfer the same.

153. No dividend shall be paid in respect of any Share except to the registered holder of such Share or to his order or to his bankers, but nothing contained in the Article shall be deemed to require the bankers of a registered shareholder to make a separate application to the Company for the payment of the dividend.

154. Any one of several persons who are registered as the joint holders of any Share may give effectual receipt for all dividends, bonuses and other payments in respect of such Share.

155. Notice of any dividend, whether interim or otherwise, shall be given to the persons entitled to Share therein in the manner hereinafter provided.

156. All dividends and other dues to Members shall be deemed to be payable at the Office of the Company. Unless otherwise directed any dividend, interest or other moneys payable in cash in respect of a Share may be paid by any Banking channels or cheque or warrant sent through the post to the registered address of the holder, or in the case of joint-holders, to the registered address of that one of the joint-holders who is the first named in the Register in respect of

the joint-holding or to such person and at such address as the holder, or joint- holders, as the case may be, may direct and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.

157. All unclaimed dividend along with interest accrued shall not be forfeited but shall be credited to a special bank account as per Section 124 of the Act, and after a period of seven (7) years transferred to Investor Education and Protection Fund established by the Central Government in terms of Section 125 of the Act.

158. The Company agrees that it will not forfeit unclaimed dividend before the claim becomes barred by law and that such forfeiture, when effected will be annulled in appropriate cases.

BOOKS AND DOCUMENTS

159. The Board shall cause proper books of account to be kept in accordance with Section 128 of the Act.

160. Subject to the provisions of the Act, the books of account shall be kept at the Registered Office or at such other place in India as the Board may decide and when the Board so decides, the Company shall, within seven days of the decision, file with the Registrar of Companies a notice in writing giving the full address of that other place. The books can also be kept in electronic mode as prescribed by the Act and Rules subject to compliance of prescribed guidelines.

161. a) The books of account shall be open to inspection by any Director during business hours in accordance with the applicable provisions of the Act and the Rules.

b) The Board shall, from time to time, determine whether and to what extent, and at what times and places, and under what conditions or regulations, the books of account and books and documents of the Company, other than those referred to in Articles 122 and 172 or any of them shall be open to the inspection of the Members not being Directors and no Member (not being a Director) shall have any right of inspecting any books of account or books or documents of the Company except as conferred by law or authorised by the Board or by Company in a general meeting.

ACCOUNTS

162. At every Annual General Meeting, the Board shall lay before the Company the financial statements including Consolidated financial statements in accordance with the provisions of Section 129 of the Act read with the Companies (Accounts) Rules, 2014, and such financial statements including consolidated financial statements shall comply with the requirements of Sections 129, 133 and 134 and of Schedule III to the Act so far as they are applicable to the Company but, save as aforesaid the Board shall not be bound to disclose greater details of the result or extent of the trading and transactions of the Company than it may deem expedient.

163. There shall be attached to every Balance Sheet laid before the Company in the Annual General Meeting a report by the Board complying with Section 134 of the Act.

164. A copy of every financial statements including consolidated financial statements, Auditors report and every document required by law to be annexed or attached to the balance sheet shall, as provided by Section 136 of the Act, not less than twenty-one days before the annual general meeting be sent to every such Member, debenture-holder, trustee and other person to whom the same is required to be sent by the said Section either electronically or through such other mode as may be prescribed by the Rules.

165. The Company shall comply with Section 137 of the Act as to filing copies of the financial statement including consolidated financial statement and documents required to be annexed or attached thereto with the Registrar of Companies.

AUDITORS

166. Subject to the provisions of the Act, once at least in every year the books of account of the Company shall be audited by one or more auditor or auditors.

167. The appointment, powers, rights, remuneration and duties of the auditors shall be regulated by Sections 139 to 146 and Section 148 of the Act.

SERVICE OF NOTICES AND DOCUMENTS

168. A notice or other documents may be given by the Company to its Members in accordance with Sections 20, 101 and 136 of the Act and Rules made thereunder.

169. Subject to the provisions of Article 170 any notice or document delivered or sent by post to or left at the Registered Address of any Members in pursuance of these Articles shall, notwithstanding such Members be deceased and whether or not the Company have notice of his death, be deemed to have been duly served in respect of any registered Share, whether held solely or jointly with other persons by such Member until some other persons be registered in his stead as the holder or joint-holders thereof and such service shall for all purposes of those presents be deemed to be a sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such Share.

170. Subject to the provisions of the Act, in the event of a winding-up of the Company, every Member of the Company who is not for the time being in the place where the Office of the Company is situated shall be bound, within eight weeks after the passing of an effective resolution to wind up the Company voluntarily or the making of an order for the winding up of the Company, to serve notice in writing on the Company appointing some person residing in the neighborhood of the Office upon whom all summons, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination, the liquidator of the Company shall be at liberty, on behalf of such Member, to appoint some such person and serve upon any appointee whether appointed by the Member or the liquidator shall be deemed to be good personal service on such Member for all purposes, and where the liquidator makes any such appointment, he shall, with all convenient speed, give notice thereof to such Member by advertisement in some daily newspaper circulating in the neighborhood of the office or by a registered letter sent by post and addressed to such Member at his address as registered in the Register and such notice shall be deemed to be served on the day on which the advertisement appears or the letter would be delivered in the ordinary course of the post. The provisions of this Article do not prejudice the right of the Liquidator of the Company to serve any notice or other document in any other manner prescribed by these Articles.

KEEPING OF REGISTERS AND INSPECTION

171. The Company shall duly keep and maintain at the office, Registers, in accordance with Sections 85, 88, 170, 187 and 189 of the Act and Rules made thereunder in electronic form or in such form and in such manner as may be prescribed under the Act or the Rules.

172. The Company shall comply with the provisions of Sections 85, 94, 117, 171, and of the Act and the Rules as to the supplying of copies of the registers, deeds, documents, instruments, returns, certificates, and books herein mentioned to the persons herein specified when so required by such persons on payment, where required, of such fees as may be fixed by the Board but not exceeding charges as prescribed by the said Sections of the Act and Rules framed thereunder.

173. Where under any provision of the Act or Rules any person whether a Member of the Company or not, is entitled to inspect any register, return, certificate, deed, instrument or document (including electronic records) required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during such business hours and place as may be determined by the Board under the provisions of the Act and the Rules thereunder.

174. The Company, after giving not less than seven days previous notice, subject to the provisions of Section 91 of the Act and Rules made thereunder, by advertisement in one vernacular newspapers circulating in the district in which the office is situated close the Register of Members or the register of debenture holders or the register of security holders, as the case may be, for any period or period not exceeding in the aggregate forty-five days in each year but not exceeding thirty days at any one time.

RECONSTRUCTION

175. On any sale of the undertaking of the Company the Board or the liquidator on a winding-up may, if authorized by a special resolution, accept fully paid or partly paid up Shares, debentures, or securities of any other company whether incorporated in India or not other than existing or to be formed for the purchase in whole or in part of the Company's property and the Board (if the profits of the Company permit) or the liquidators (in a winding-up) may distribute such Shares or securities, or any other property of the Company amongst the Members without realization or vet the same in trustees for them, and the special resolution may provide for the distribution or appropriation of the cash, Shares or other securities benefit or property, otherwise than in accordance with the strict legal rights of the members of contributories of the Company, and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of Shares shall be bound by any valuation or distribution so authorised, and waive all rights in relation thereto, save only in case the Company is proposed to be or is in course of being wound up, such statutory right (if any) under the Act as are incapable of being varied or excluded by these Articles.

SECRECY

176. Every Director, manager, secretary, Trustee for the Company, its Member or debentureholder, members of a Committee, officer, servant, agent, accountant, other person employed in or about the business of the Company shall, if so required by the Board or by a Managing Director before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

177. No shareholder, or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or subject to Article 161 to require discovery of or any information respecting any details of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.

WINDING UP

178. Subject to the provisions of the Act, if the Company shall be wound up and the assets available for distribution among Members as such shall not be sufficient to repay the whole of the Paid-up capital such assets shall be distributed so that as nearly as may be and the losses shall be borne by the Members in proportion to the capital paid up at the commencement of the winding up, on the Shares held by them respectively. And if in a winding-up assets available for distribution among the Members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding-up, the excess shall be distributed amongst the Members in proportion to the capital at the commencement of the winding-up Paid-up or which ought to have been paid up on the Shares held by them respectively. But this Article is to be without prejudice to the rights the holders of Shares issued upon special terms and conditions. Preference shareholders shall have prior rights to repayment of capital and dividends due.

179. Subject to the provisions of the Act, if the Company shall be wound up, whether voluntarily or otherwise, the liquidators may, with the sanction of a special resolution divide among the contributories, in specie or kind, any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trusts for the benefits of the contributories, or any of them, as the liquidators with the like sanction, shall think fit.

INDEMNITY

180. Subject to the provisions of the, Act every Director, Managing Director, Whole-Time Director, Manager, Secretary or Officer of the Company or any person (whether an officer of the Company or not) employed by the Company and any person appointed as auditor shall be indemnified out of the funds of the Company against all bonafide liabilities incurred by him as such Director, Managing Director, Whole-Time Director, Manager, Secretary Officer, Employee or Auditor in defending any proceedings, whether civil or criminal in which judgment is given in his favour, or in which he is acquitted or in connection with any application under the Section 463 of the Act in which relief is granted to him by the Court.

181. Subject to the provisions of the Act and the Rules, the Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former Directors, Key Managerial Personnel and Officers for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but they have acted honestly and reasonably.

GENERAL POWERS

182. Where any provisions of the said Act, provides that the Company shall do such act, deed, or thing, or shall have a right, privilege or authority to carry out a particular transaction, only if it is so authorised in its Articles, in respect of all such acts, deeds, things, rights, privileges and authority, this Article hereby authorises the Company to carry out the same, without the need for any specific or explicit Article in that behalf.

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

(PURSUANT TO CLAUSE 49 (IV) OF THE LISTING AGREEMENT)

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

* Excluding private limited companies

** Only Audit Committee & Stakeholders Relationship Committee considered

Place: New Delhi
Date: August 4, 2015

By Order of the Board of Directors
For Shivam Autotech Limited

Registered Office:
303, 3rd Floor, Square One, C-2,
District Centre, Saket,
New Delhi – 110 017
CIN:L34300DL2005PLC139163
e-mail: admin@shivamautotech.com
website: www.shivamautotech.com
Tel: +91 11 49242100
Fax: +91 11 49242116

Sd/
Shivani Kakkar
Company Secretary
Membership No. A25097

BOARD'S REPORT

To
The Members,

Business Overview

Your Directors have pleasure in presenting their 10th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended March 31, 2015.

With the main customer being, Hero MotoCorp Limited (HMCL), the Company continues to maintain its growth at a constant rate. Other customers of the Company like BOSCH, DENSO etc have increased their sales/business share marginally as compared to last year. To cater to the requirements of the customers, the company is utilising its available resources to achieve a satisfactory growth rate. With the increase in growth rate of Customers, the Company is expecting to maintain its profits. There is pressure on the EBITDA margin, due to competitive pricing and increase in employees cost.

Financial Highlights

During the year under review, performance of your Company is as under:

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Gross Sales & Other Income	47,012.08	41,937.79
Profit before Depreciation and Interest	8,407.20	8,031.80
Depreciation	2,745.27	3,090.92
Interest	1,997.13	2,045.89
Profit before Taxation	3,664.79	2,894.99
Provision for Taxation (Deferred & Current)	728.13	51.75
Profit after Taxation	2936.66	2,843.24
Profit available for appropriations	2936.66	2,843.24
Appropriations		
Amount transferred to General Reserve	300.00	300.00
Proposed Dividend on Equity Shares	600.00	450.00
Tax on Dividend	122.14	76.48
Profit after Appropriations	1914.52	2,016.76

State of Company's Affairs and Future Outlook

During the year under review, your Company has taken measures to enhance operational efficiencies by focusing on improving yields, reducing rejections and enhancing capacity utilisation.

The Directors are pleased to inform that in order to meet the ever-increasing demand; the Company has planned to set up two new plants at Bangalore and Rohtak location. Bangalore plant is expected to be operationalised in H2 of FY16 and Rohtak plant is expected to be in operation by H1 of FY17.

The total sales of the Company increased by 12.10% from Rs. 41,937.79 Lacs in 2013-14 to Rs.47,012.08 lacs in 2014-15. Operating profit (PBDIT) of the company has increased by 4.67% from Rs. 8,031.80 Lacs in 2013-14 to Rs. 8,407.20 Lacs.

The company is working towards the PM's Make in India deliberation through Bangalore plant as the production from this plant will help in import substitution of indigenised products.

The overall performance of the company can be termed as satisfactory.

Dividend

Your directors are pleased to recommend a final dividend of 60% i.e. Rs. 1.20 per equity share of the face value of Rs. 2/- each for the year ended March 31, 2015 which is provided for in the accounts absorbing a sum of Rs. 6 crore, if approved by the members in the ensuing Annual General Meeting. Dividend will be tax free in the hands of shareholders, as the Company will bear the dividend distribution tax of Rs. 122.14 lacs (Previous year Rs. 76.48 lacs). The dividend paid during the previous year was 45% (Rs. 4.50 per share).

Transfer to General Reserve

The Board proposes to transfer an amount of Rs.300 lacs to General Reserve. The balance amount of Rs. 11,703.83 lacs (Previous year Rs. 9,964.36 lacs) will be retained as surplus in the statement of Profit and Loss Account.

The Register of Members and Share Transfer Books will remain closed from Monday, August 31, 2015 to Monday, September 07, 2015 (both days inclusive).

- (a) Split of Equity Shares: During the Financial Year 2014-15, the face value of Equity Shares of the Company has been split from Rs. 10/- per share to Rs. 2/- per share. The record date for the same was October 31, 2014.
- (b) Issue of Bonus Shares: In the Board Meeting held on May 18, 2015, the Board has recommended Bonus Issue of Shares to the existing Equity Shares holders of the Company, in the proportion of 1(One) Equity Share for every 1 (One) Equity Share held by them, subject to the approval of shareholders in the ensuing Annual General Meeting.
- (c) The paid up Equity Share Capital as on March 31, 2015 was Rs. 10 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. And also the Company has not accepted or repaid any Debentures, Preference Share Capital and any Bond & Security during the financial year, and none of the Directors of the Company hold any shares or security of the Company. The Company does not has any Debentures, Preferential Shares as on March 31, 2015.
- (d) Your company has not made any provisions of money for purchase of its own shares by employees or by trustees for the benefit of employees during the year under review.

Extract of Annual Return

The extract of Annual Return, in format MGT -9, for the Financial Year 2014-15 is enclosed as **Annexure – C** to this report.

Meeting of Board of Directors

A calendar of Meetings is prepared and circulated in advance to the Directors. During the Financial Year 2014-15, 5 meetings of the Board of Directors of the company were held on 30-May-2014, 06-Aug-2014, 29-Sep-2014, 12-Nov-2014 and 14-Feb-2015. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Agreement. For details of the meetings of the board, please refer to the Corporate Governance report, which forms part of this report.

Particulars of Loan, Guarantees and Investments under Section 186 of the Companies Act, 2013

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

Particulars of Contracts or Arrangements with Related Parties

All contracts /arrangements/transactions entered by the

Company during the financial year with the related parties were in the ordinary course of business and on arm's length basis and do not attract the provisions of Sec 188 of the Companies Act, 2013. During the year, the Company had not entered into any contracts /arrangements/transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

Statutory Auditors

M/s. S. S. Kothari Mehta & Co., Chartered Accountants, existing Statutory Auditors' will retire at the conclusion of the ensuing Annual General Meeting and seek re-appointment as Statutory Auditors of the Company at the ensuing Annual General Meeting.

The Company has received letters from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified for re-appointment.

The Board of Directors recommends to the shareholders the appointment of M/s. S.S. Kothari Mehta & Co. as Statutory Auditors of the Company for the financial year 2015-16.

Explanation to Auditors' Remarks

The comments on statement of accounts referred to in the report of the auditors are self explanatory.

Material Changes Affecting the Financial Position of the Company

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and on the date of this report.

Your Company was able to raise the short-term/long term funds needed for its working capital related requirements & term loans for new capital expenditure at reasonable rates. By efficient management of working capital, the Company has been able to reduce some interest cost. The Company continues to focus on judicious management of its working capital. During the year under review, the financial position of the Company was satisfactory.

Significant or Material Orders passed by the Regulators

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Changes in the Nature of Business

There is no change in the nature of the business of the Company during the Financial Year 2014-15.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The Company continues to use the latest technologies for improving the productivity and quality of its products and components. The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are attached as **Annexure - D** to this Report.

Holding Company

The promoters of the Company i.e. Dayanand Munjal Investments Private Limited (DMIPL) hold 37,397,975 equity shares of Rs. 2/- each which represents 74.80% of the paid up equity capital of the Company.

Your company continues to be a subsidiary company of DMIPL.

Subsidiary Companies, Joint Ventures Or Associate Companies

The Company neither has any Subsidiaries, joint ventures or associate companies nor any company have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year.

Details of Directors and Key Managerial Personnel

Mr. Satyanand Munjal, Mr. Brijmohan Lal Munjal and Mr. O. P. Munjal have resigned from the Board of Directors of Company w.e.f August 06, 2014. The Board of Directors places on record their appreciation for the valuable services and guidance provided by them as Directors of the Company.

Mr. Davendra Ujlayan, Chief Financial Officer has resigned from the post of Company Secretary w.e.f. February 14, 2015 and Ms. Shivani Kakkar has been appointed as the Company Secretary and Compliance Officer of the Company w.e.f. February 14, 2015.

Mrs. Charu Munjal and Dr. Anil Kumar Gupta, Whole Time Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. Brief profile of the Director, as required by the Listing Agreement provisions, is given in the Notice / Corporate Governance Report forming part of this Annual Report.

The appointment/re-appointments form part of the Notice of the Tenth Annual General Meeting and the relevant Resolutions are recommended for your approval.

Declaration by Independent Director

The Company has received necessary declaration from each Independent Director under section 149 (7) of the Companies Act, 2013, that he/she meets the criteria of Independence laid down in Section 149(6) of Companies Act, 2013 and Clause 49 of the Listing Agreement.

Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements

Your company has adequate internal control for its business processes across departments to ensure efficient operations, compliance with internal policies, applicable laws and regulations. The internal controls are complemented, on an on-going basis, by an extensive program of internal audits being implemented throughout the year. The internal controls are designed to ensure that the financial and other records of the company are reliable for preparing financial statement and other data for maintaining the accountability of assets in conformity with established accounting principles and that the assets of the company are adequately safe-guarded against any significant misuse or loss.

The Company also has an internal audit system which is conducted by an independent firm of Chartered Accountants. A summary of Internal audit report and observations thereon are reviewed by the Audit Committee on regular basis and have been found to be adequate.

Deposits

During the year, the Company has not accepted any fixed deposit.

Receipt of any commission by MD / WTD from a Company

Details of commission received by Mr. Neeraj Munjal, Managing Director and Mrs. Charu Munjal, Whole Time Director is as follows:

(Amount in Lacs)

	Mr. Neeraj Munjal, Managing Director	Mrs. Charu Munjal, Whole Time Director
Commission	50.00	79.00

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Satyender Kumar & Associates, a proprietorship firm of Company Secretaries to undertake the Secretarial Audit of the Company. Secretarial Audit Report in prescribed format MR-3 is annexed as Annexure – E to this Board's Report.

Corporate Social Responsibility (CSR) Policy

During the year, your directors have constituted the Corporate Social Responsibility Committee comprising with the following members:

Mr. Bhagwan Dass Narang	-	Chairman
Dr. Anil Kumar Gupta	-	Member
Mrs. Charu Munjal	-	Member

The details about the policy indicating the activities to be undertaken by the Company, activities implemented by the company and the amount spent on CSR activities as per the

provisions of Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed as **Annexure – F** to this report.

Audit Committee

The Audit Committee comprises mainly of Independent Directors and the composition is as under:

Mr. Surrinder Lal Kapur	-	Chairman
Mr. Bhagwan Dass Narang	-	Member
Dr. Vinayshil Gautam	-	Member
Mr. Sunil Kant Munjal	-	Member
Dr. Anil Kumar Gupta	-	Member

The terms of reference of the Audit Committee are wide enough to cover the matters specified for the Audit Committee under Clause 49 of the Listing Agreement as well as Section 177 of the Companies Act, 2013; the detailed terms of reference are as mentioned in the Annexure B of the Board Report. During the year, the Board has accepted all recommendation of Audit Committee and accordingly no disclosure is required to be made in respect of non-acceptance of the recommendation of the Audit Committee by the Board.

Nomination & Remuneration Committee

Nomination and Remuneration Committee (NRC) has been constituted according to section 178(5) of the Companies Act, 2013 and the composition is as under:

Dr. Vinayshil Gautam	-	Chairman
Mr. Bhagwan Dass Narang	-	Member
Mr. Surrinder Lal Kapur	-	Member
Mr. Sunil Kant Munjal	-	Member

The detailed terms of reference are as mentioned in the Annexure B of the Board Report.

Risk Management Policy

In order to mitigate the risks, the Company has adopted the implementation of the risk management policy focusing on the elements of risks which in the opinion of the Board may threaten the existence of the company.

The Company has constituted a risk management committee, the constitution and the terms of reference of the same are mentioned in the Annexure B of the Board Report.

Board Evaluation

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc. The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

Separate Meeting of Independent Directors

In terms of requirements under Schedule IV of the Companies Act 2013 and clause 49 of the listing agreement, a separate meeting of Independent Directors was held on March 24, 2015. In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

Postal Ballot updates

During the year under review, the Company conducted the postal ballot for taking approval of shareholders and declared the results on December 29, 2014 for passing the following resolutions:

- (a) Creation of Mortgage/Charge over the movable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 and
- (b) Increase in Sitting Fees/Commission of Independent Directors

Policy on directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the Board's report.

Disclosure on Establishment of a Vigil Mechanism

The Company has adopted a policy on vigil mechanism for directors and employees to report their genuine concerns or grievance to be the Vigilance and Ethics Officer. The policy is available on the company's website www.shivamautotech.com.

Listing

The shares of your Company are listed at The National Stock Exchange of India Limited and BSE Limited, and pursuant to Clause 38 of the Listing Agreement, the Annual Listing fees for the year 2015-16 have been paid to them well before the due date i.e. April 30, 2015. The Company

has also paid the annual custodian fees for the year 2015-16 in respect of Shares held in dematerialized mode to National Securities Depository Limited (NSDL) & Central Depository Services Limited (CDSL).

Corporate Governance

Your Company is committed to follow the highest standards and principles of Corporate Governance with all integrity and fairness. The Company always places major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an organisation's corporate governance philosophy is directly linked to high performance.

A certificate from the Practising Company Secretary regarding the compliance of the conditions of Corporate Governance by the Company stipulated under Clause 49 of the Listing Agreement is also attached to this Report.

Separate detailed chapters on Corporate Governance, Additional Shareholder information and Management Discussion and Analysis are attached herewith and form part of this Report Declaration by CEO/CFO that the Board Members and Senior Management Personnel have complied with the Code of Conduct for the Financial Year 2014-15 is annexed with this report.

Managerial Remuneration

The information required under Section 197 of the Act read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as Annexure - G to this Report.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

Your Company is committed to provide work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment. The Company has adopted the policy for prevention of sexual harassment at workplace. An appropriate complaint mechanism in the form of "Complaints Committee" has been created in the Company for time-bound redressal of the complaint made by the victim.

Directors' Responsibility Statement

Pursuant to the provisions of Section 134 (5) of the Companies Act, 2013, as amended, with respect to the directors' responsibility statement, it is hereby confirmed:

- (i) That in preparation of accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to the material departures;

(ii) That the directors' of the company have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent, so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profits of the Company for the year ended March 31, 2015;

(iii) That the directors' of the company have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

(iv) That the directors' of the company have prepared the annual accounts on a going concern basis.

(v) That the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

(vi) That the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Environment, Health & Safety

The Company is very keen on its responsibilities with respect to the clean environment. Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

The Company regularly conducts counselling and safety review meetings for the employees to appraise and educate them on the adoption of safety measures and avoidance of unsafe practices. Safe operating procedures, standards and systems have been laid down at all manufacturing locations. Prompt medical assistance is provided to its employees. The Company has an internal plant dispensary which operates round the clock and is managed by the qualified doctors supported by staff who are available for addressing health issues of employees.

Human Resource Development

The Company continues its focus on retention through employee engagement initiatives and provides a holistic environment where employees get opportunities to realize their potential. The Company believes that its human capital is the most valuable asset that helps it remain competitive. The Company's policy not only meets all

applicable statutory requirements but also focuses on motivation, learning and training of employees. Human resources being one of the most important factors of production, the Company is initiating measures towards competence and overall development of people at all levels to be future ready. The Company arranges training sessions for its employees to empower and upgrade them to achieve business motives and help them build their career.

The Company encourages long-term commitment by rewarding its people for the opportunities they create through KAIZEN activities and the value generated for customers and shareholders. The Company's progressive workforce policies and benefits, various employee engagement and welfare initiatives program, have addressed stress management, promoted work life balance and helped the Company maintain a low attrition rate. The Directors are pleased to record their appreciation for the services rendered by the employees and staff at all levels.

Acknowledgments

The Directors express their appreciation for the sincere co-operation and assistance of Central and State Government Authorities, Bankers, Customers, Suppliers and Business Associates. Your Directors also wish to place on record their deep sense of appreciation for the committed services by your Company's employees. Your Directors acknowledge with gratitude the encouragement and support extended by our valued shareholders.

For and on behalf of the Board

**Sd/-
Neeraj Munjal
Managing Director
DIN: 00037792**

For and on behalf of the Board

**Sd/-
Dr. Anil Kumar Gupta
Whole Time Director
DIN: 02643623**

**Place: New Delhi
Date: August 4, 2015**

ANNEXURE 'A' TO BOARD'S REPORT MANAGEMENT DISCUSSION & ANALYSIS REPORT

Indian Two wheeler industry is the largest in the world as far as the volume of production and sales are concerned. The volume growth recorded in the 2014-15 fiscal year stood at a commendable 14.8 percent on a year-on-year basis. The 'Make in India' campaign of the Government of India is also going to attract more foreign investment into Indian Two-Wheeler Industry creating further growth opportunities in the coming years.

Hero MotoCorp Limited, our major customer, continues to remain the market leader in 2014-15, with a stronghold in the motorcycles segment where it enjoys a market share of over 50%.

INDUSTRY STRUCTURE AND DEVELOPMENT

Two wheeler vehicles, due to their low cost and easy operability, especially in congested traffic, have traditionally been a very popular mode of transport in China, India and many other regions in the world. The Indian two-wheelers industry is estimated to be worth around Rs. 755 billion in 2014-15, with total sales volumes of 18 million units. As of 2014-15, the motorcycles segment accounted for about 67 per cent of overall two-wheeler sales.

Domestic two-wheeler sales are expected to be driven by scooter sales while motorcycle sales growth is expected to moderate due to subdued rural growth. The under - penetrated rural market will be the key growth driver for the two wheeler industry due to low penetration as compared to urban market. Scooter sales are likely to grow at a higher rate than motorcycles over the next 5 years, due to changing consumer preferences and a low base effect.

Domestic motorcycle sales are expected to moderate on account of lower growth from rural areas as farm incomes are expected to grow at a slower pace. Scooter sales will drive the two wheeler domestic sales growth due to changing consumer preferences, new launches and expansion in dealership network.

OPPORTUNITIES, CHALLENGES, RISK & CONCERN

The two-wheeler market has emerged as the most vibrant and transforming segment of the overall Indian automobile industry, witnessing an unprecedented growth. Rising rural demand and fuel efficiency are among the major factors boosting the growth in the market. Despite the economic slowdown, the Indian automobile industry has been performing consistently well, compared to other major markets of the world. ICRA said the motorcycle volumes faltered after a positive first half of 2014—15 and OEMs lined up new models to woo customers.

OUTLOOK

Two wheeler industries is expected to report a volume of 7-8% in 2015-16 as we believe the various structural positives associated with the domestic industry including favourable demographic profile, moderate penetration levels, growing urbanization, strong replacement demand and moderate share of financed purchases remain intact; as also the large opportunity is available to grow presence in the overseas markets.

Though, further growth in Indian Two-Wheeler Industry will depend heavily on people's personal disposable incomes that rely on India's economic growth in days to come. Taking into account the challenges that the industry has been facing since the past few years and the way it has responded to most of the threats that it faced, the future of auto industry remains promising.

CAUTIONARY STATEMENT

Certain Statements in the Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations or predictions may be 'forward looking statements' within the meaning of applicable laws and regulations. It cannot be guaranteed that these assumptions and expectations are accurate or will be realized. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and incidental factors.

For and on behalf of the Board

**Sd/-
Neeraj Munjal
Managing Director
DIN: 00037792**

**Place: New Delhi
Date: August 4, 2015**

For and on behalf of the Board

**Sd/-
Dr. Anil Kumar Gupta
Whole Time Director
DIN: 02643623**

ANNEXURE 'B' TO BOARD'S REPORT REPORT ON CORPORATE GOVERNANCE

A. MANDATORY REQUIREMENTS

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's Corporate Governance philosophy derives from the values of integrity, excellence & responsibility. It emphasizes wealth creation for society, protection & interest enhancement for all stakeholders, without compromising the environment and health of society at large. This helps the company to perform better thus culminating into higher productivity of the corporate resources. Further, the company also applies the Balanced Scorecard methodology across its units, which assesses the steps taken to achieve long term strategic objectives of the company, which articulates the values, ethics and business principles that should be adhered to by employees, as part of its philosophy on Corporate Governance.

The Company has complied with the provisions of Clause 49 of the Listing Agreement of the Stock Exchange, which deals with the compliance of Corporate Governance requirements as detailed below:

2. BOARD OF DIRECTORS

(a) Composition of the Board

The strength of the Board as on March 31, 2015, is 7 (Seven) directors. The Chairman of the Board is a Independent Director. The Board comprises of three Executive Directors and four Independent Directors.

Mr. Neeraj Munjal (Managing Director) belongs to the promoter family. Dayanand Munjal Investments Private Limited is holding Company under promoter category and owns 74.80% equity in the Company. Mrs. Charu Munjal and Dr. Anil Kumar Gupta are Whole Time Director(s) of the Company designated as "Executive Director" and "Director (Technical)" respectively. Mr. Neeraj Munjal, Managing Director and Mrs. Charu Munjal, Whole Time Director are related to each other. Apart from these, the rest of the Board constitutes of Independent Directors. Independent directors are non-executive directors as defined under Clause 49 of the Listing Agreements entered into with the Stock Exchanges. All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and Section 149 of the Act. The directors bring to the Board wide range of experience & skills.

During the year a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the board as a whole. The Board periodically reviews compliance reports of all laws applicable to the Company, prepared by the Company.

(b) Board / Committee Meetings and procedure

Board Meetings and Attendance of each Director at the Board Meetings and the last Annual General Meeting

During the Financial Year 2014-15, 5 (five) meeting of the Board of Directors were held on 30-May-2014, 06-Aug-2014, 29-Sep-2014, 12-Nov-2014 and 14-Feb-2015. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Agreement.

The details of attendance of Directors in the Board meetings are as under:

Name of Directors	No. of Board Meetings held	No. of Board Meetings attended	Attendance at last AGM
Mr. Satyanand Munjal*	5	-	No
Mr. Brijmohan Lall Munjal*	5	-	No
Mr. Om Prakash Munjal*	5	-	No
Mr. Sunil Kant Munjal	5	5	Yes
Mr. Neeraj Munjal	5	5	Yes
Mrs. Charu Munjal	5	5	Yes
Mr. Bhagwan Dass Narang	5	3	No
Mr. Surrinder Lal Kapur	5	5	Yes
Dr. Vinayshil Gautam	5	5	Yes
Dr. Anil Kumar Gupta	5	5	Yes

*Resigned from the Board of Directors w.e.f. 06-Aug-14.

The information as required under Annexure I A to Clause 49 of the Listing Agreement is made available to the Board of Directors. Board members are given agenda papers along with necessary documents and information in advance of each meeting of the Board. Adequate information is circulated as part of the Board papers and is also made available at the Board Meeting to enable the Board to take informed decisions.

(c) Number of other Companies or Committees the Director is a Director / Member / Chairman

None of the Directors holds directorship in more than 10 listed companies. Further none of them holds membership of more than 10 Committees of the Boards nor is any Director a Chairman of more than 5 Committees of Board.

Name	Category	No. of Outside Directorships in Public Ltd. Companies	No. of Committee Memberships (including Chairmanship)	No. of Committee Chairmanship
Mr. Sunil Kant Munjal <i>Chairman</i>	Independent	6	-	-
Mr. Neeraj Munjal <i>Managing Director</i>	Executive	-	-	-
Mrs. Charu Munjal <i>Executive Director</i>	Executive	1	-	-
Dr. Anil Kumar Gupta <i>Director - Technical</i>	Executive	-	-	-
Mr. Bhagwan Dass Narang	Independent	5	-	-
Mr. Surrinder Lal Kapur	Independent	4	5	2
Dr. Vinayshil Gautam	Independent	-	-	-

None of the Independent Directors hold any shares (as own or on behalf of other person on beneficial basis) in the Company.

Notes:

- Private Limited Companies, foreign companies and companies u/s 25 of the Companies Act, 1956 are excluded for the above purposes.
- Only audit committee and stakeholders' relationship committee are considered for the purpose of committee positions as per listing agreement.

RE - APPOINTMENT OF DIRECTORS

In accordance with the Companies Act, 1956 and the Articles of Association of the Company, Mrs. Charu Munjal and Dr. Anil Kumar Gupta, Whole Time Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

In terms of the provisions of the Companies Act, 2013, Mr. Sunil Kant Munjal, Mr. Bhagwan Dass Narang, Mr. Surrinder Lal Kapur and Dr. Vinayshil Gautam, have been appointed as Independent Directors in term of Sections 149 and 152 of the Companies Act, 2013 for 5 (five) consecutive years from the date of the 9th Annual General Meeting for a term upto the conclusion of the 14th Annual General Meeting of the Company in the Calendar year 2019.

Relevant Information pursuant to Clause 49(IV)(G)(i) regarding Directors proposed to be re-appointed at the Annual General Meeting is given in the Notice of the Annual General Meeting.

(d) Performance Evaluation of Board Members

The Company has set up a formal mechanism to evaluate the performance of all Board members. The Board works with the Nomination and Remuneration Committee to lay down the evaluation criteria for the performance of all the Directors.

Availability of Information to Board Members

The Board has unrestricted access to all Company-related information including that of our employees. At Board meetings, managers and representatives who can provide additional insights on the items being discussed are invited. Regular updates provided to the Board include:

- Annual operating plans and budget, capital budgets and updates.
- Quarterly results of the Company
- Minutes of meeting of Audit, Nomination and Remuneration, Stakeholders Relationship, Risk Management and Corporate Social Responsibility Committees and abstracts of circular resolution passed.
- General notices of interest received from Directors
- Dividend Data
- Information on recruitment and remuneration of senior officers including appointment or removal of the Chief Financial Officer and Company Secretary.
- Materially important litigations, show cause, demand and penalty notices.
- Any issues that involves possible public or product liability claims of a substantial nature
- Any significant development involving human resource management
- Details of foreign exchange exposure and the steps taken by the management to limit risks of adverse exchange rate movement.
- Non Compliance with any regulatory, statutory or listing requirements

(e) Familiarisation programmes for Board Members

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the Company's business segments were made at the separate meetings of the Independent Directors held during the year.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company. The details of such familiarization programmes for Independent Directors are posted on the website of the Company.

3. AUDIT COMMITTEE

The constitution, quorum, scope, etc. of the Audit Committee is in line with the Companies Act, 2013 and provisions of Listing Agreement. All the members of Audit Committee are qualified and having insight to interpret and understand financial statements. All these members have good knowledge of Corporate & Project Finance, Accounts and Corporate Laws.

(a) Composition of the Audit Committee and attendance of members

The Audit Committee comprises mainly of Independent Directors and the composition is compatible with the Listing Agreements. During the Financial Year 2014-15, meetings of the Audit Committee were held on 30-May-2014, 06-Aug-2014, 12-Nov-2014 and 14-Feb-2015.

Name	Designation	Category of Directorship	Attendance out of 4 meetings held
Mr. Surrinder Lal Kapur	Chairman	Independent Director	4
Mr. Bhagwan Dass Narang	Member	Independent Director	3
Dr. Vinayshil Gautam	Member	Independent Director	4
Mr. Sunil Kant Munjal	Member	Independent Director	4
Dr. Anil Kumar Gupta	Member		4

The Company Secretary acts as the Secretary of the Committee.

The total strength of the Audit Committee is five members out of which four are Independent directors and one is Executive director. Mr. Surrinder Lal Kapur, Independent Director is the Chairman of the Audit Committee.

The Constitution of Audit Committee also meets with the requirement of Section 177 of the Companies Act, 2013 and the rules made thereunder.

The Chairman of the Audit Committee was present at the Annual General Meeting of the Company.

(b) Terms of Reference

The terms of reference of the Audit Committee are wide enough to cover the matters specified for the Audit Committee under Clause 49 of the Listing Agreement as well as Section 177 of the Companies Act, 2013 and are as follows:

- Recommending to the Board, the appointment, remuneration and terms of appointment of the statutory auditors.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Examining the financial statements and the auditors' report thereon;
- Considering with the management approval or any subsequent modification of transactions of the company with related parties;
- Scrutinizing inter-corporate loans and investments;
- Considering valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluating internal financial controls and risk management systems;
- Monitoring the end use of funds raised through public offers and related matters.
- Reviewing Foreign Exchange Exposure of the Company.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with internal auditors any significant findings and follow up thereon.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- Reviewing with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134 of the Companies Act, 2013 are:
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgement by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.

4. STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Shareholders' Grievance Committee has been reconstituted and named as "Stakeholders' Relationship Committee" according to section 178(5) of the Companies Act, 2013 in the meeting held on May 30, 2014. The composition on reconstitution is same as it was for Shareholders' Grievance Committee.

During the Financial Year 2014-15, 4 (four) meetings of the Stakeholders' Relationship Committee were held on 30-May-2014, 06-Aug-2014, 12-Nov-2014 and 14-Feb-2015. The composition of the Stakeholders' Relationship Committee is as follows:

Name of the Member	Designation	Category of Directorship	Attendance out of 4 meetings held
Mr. Bhagwan Dass Narang	Chairman	Independent Director	3
Mr. Surrinder Lal Kapur	Member	Independent Director	4
Mr. Neeraj Munjal	Member	Executive Director	4
Dr. Vinayshil Gautam	Member	Independent Director	4
Dr. Anil Kumar Gupta	Member	Executive Director	4

Scope of the Committee

Redressing of the Shareholders / Investors complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend etc.

Compliance Officer

Ms. Shivani Kakkar - Company Secretary

Details of shareholders' complaints received during the FY 2014-15 and their status are as follows:

	Nature of Complaint / Query	Total Received	Total Replied / Resolved	Pending
1.	Inquiry pertaining to non receipt of shares after transfer	4	4	-
2.	Request for issue of duplicate share certificates	1	1	-
3.	Non receipt of dividend / Revalidation of dividend warrants	6	6	-
4.	Communication relating to Transfer / Transmission / Name Deletion / Demat of Shares	1	1	-
5.	Miscellaneous i.e. Credit of Shares in Demat A/c's, non receipt of Annual Report, Change of Address, Bank Details, etc.	3	3	-

5. NOMINATION AND REMUNERATION COMMITTEE

The Remuneration Committee has been reconstituted and named as "Nomination and Remuneration Committee" according to section 178(5) of the Companies Act, 2013 in the meeting held on May 30, 2014. The composition on reconstitution is same as it was for Remuneration Committee.

(a) Terms of Reference

The Remuneration Committee reviews and recommends the payment of annual salaries, commission and other employment conditions of Executive Directors to the Board for approval. The Committee takes into consideration performance parameters, growth in business as well as profitability and practices prevailing in the similar industry, while fixing appropriate remuneration packages.

(b) Composition of the Remuneration Committee and attendance of members

The Remuneration Committee comprises mainly of Independent Directors. During the Financial Year 2014-15, 3 (three) meetings of the Remuneration Committee were held on 30-May-2014, 29-Sep-2014 and 12-Nov-2014. The composition of the Remuneration Committee is as follows:

Name	Designation	Category of Directorship	Attendance out of 3 meetings held
Dr. Vinayshil Gautam	Chairman	Independent Director	3
Mr. Bhagwan Dass Narang	Member	Independent Director	2
Mr. Surrinder Lal Kapur	Member	Independent Director	3
Mr. Sunil Kant Munjal	Member	Independent Director	3

(c) Remuneration Policy

The remuneration is fixed considering various parameters such as qualification, expertise, experience, prevailing remuneration in the industry and financial position of the Company. The remuneration structure comprises of Basic Salary, Commission, Perquisites & Allowances and Contribution to Provident Fund etc.

The Independent Directors do not draw any remuneration from the Company except sitting fees of Rs. 30,000/- for each meeting of the Board and Rs. 30,000/- for each meeting of the Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee attended by them.

However, in addition to the sitting fees, Independent Directors are entitled to remuneration by way of commission up to 0.30% p.a. of the net profits of the company or Rs.10 Lacs per annum, whichever is less for each year commencing from October 01, 2014 as approved by the shareholders through Postal Ballot conducted by the Company, the results of which was declared on December 29, 2014.

Details of Remuneration Paid to Managing Director & Executive Directors

(Amount in Rs. Lacs)

Executive Director(s)	Salary	Commission	Perquisites & Allowances	Contribution to PF Fund	Total
Mr. Neeraj Munjal	70.20	50.00	70.20	8.42	198.82
Mrs. Charu Munjal	23.34	79.00	21.01	2.80	126.15
Dr. Anil Kumar Gupta	19.41	-	27.40	2.34	49.15

Notes:

- The agreement between the Company and the Managing Director is for a period of five years. Either party is entitled to terminate the Agreement by giving not less than 180 days' notice in writing to the other party.
- Commission is payable @2.00% of the net profits of the Company computed in accordance with the provisions of the Companies Act, 1956.
- Presently, the Company does not have Stock Option Scheme.

Details of Remuneration Paid to Non-Executive Directors

Name of Non-Executive Directors	Sitting fees			Total
	Board Meeting	Committee Meeting	Commission	
Mr. Sunil Kant Munjal	120,000	130,000	-	250,000
Mr. Bhagwan Dass Narang	110,000	240,000	333,334	683,334
Mr. Surrinder Lal Kapur	120,000	300,000	333,333	753,333
Dr. Vinayshil Gautam	120,000	300,000	333,333	753,333

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility Committee has been constituted according to section 135 of the Companies Act, 2013. The composition of the Corporate Social Responsibility Committee and details of the meetings attended by its members are given below:

Name	Designation	Category of Directorship	Attendance out of 2 meetings held
Mr. Bhagwan Dass Narang	Chairman	Independent Director	2
Dr. Anil Kumar Gupta	Member	Executive Director	2
Mrs. Charu Munjal	Member	Executive Director	2

(c) Terms of Reference

- Formulate and recommend to the board, a corporate social responsibility (CSR) policy;
- Recommend the amount of expenditure to be incurred on the activities referred to above;
- Monitor the CSR policy of the Company from time to time;
- Undertake projects/ initiatives resulting in enhancement in the quality of life and economic well-being of the community, in and around society at large

7. RISK MANAGEMENT COMMITTEE

The board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

(a) Terms of Reference

The terms of reference of the Risk Management Committee are as follows:

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e to ensure adequate systems for risk management.
2. To establish a framework for the company's risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability
5. Any other matter which may be considered from time to time.

(b) Composition of the Risk Management Committee and attendance of members

During the year, one meeting of the Risk Management Committee was held on February 14, 2015. The composition of the Risk Management Committee and details of the meetings attended by its members are given below:

Name	Designation	Category of Directorship	Attendance out of 1 meetings held
Dr. Vinayshil Gautam	Chairman	Independent Director	1
Dr. Anil Kumar Gupta	Member	Executive Director	1
Mr. Surrinder Lal Kapur	Member	Executive Director	1

8. RELATED PARTY TRANSACTIONS (RPT)

All transactions entered into with related parties, as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges during the financial year under review were in the ordinary course of business and on arm's length pricing basis. All RPTs are referred to the Audit Committee for its approval at the scheduled quarterly meetings or as may be called upon from time to time alongwith the relevant and stipulated information of such transaction(s).

9. GENERAL BODY MEETINGS

Annual General Meeting

Date, time and location where the last three Annual General Meetings were held areas under:

Year	Type	Date	Venue	Time	Whether Special resolution passed in previous AGM
2011-12	AGM	25.09.2012	Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road New Delhi-110030	3.00 P.M.	NO
2012-13	AGM	24.09.2013	Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road New Delhi-110030	11.00 A.M.	YES Payment of commission not exceeding in the aggregate, 0.30% per annum of the company's net profit or Rs. 8.00 Lacs, whichever is minimum, to the non-executive directors of the Company as may be decided by the Board of Directors from time to time, for a period of 5 years commencing from April 01, 2013.
2013-14	AGM	29.09.2014	Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road New Delhi-110030	11.30 A.M.	YES 1. Modification in the terms of appointment of Mrs. Charu Munjal (DIN 03094545), Whole-time Director. 2. Modification in the terms of appointment of Dr. Anil Kumar Gupta (DIN 02643623), Whole-time Director. 3. Alteration of Memorandum of Association of the Company. 4. Alteration of Articles of Association 5. Borrowing in excess of the paid-up capital and free reserves upto limit of Rs. 300 Crores

10. DISCLOSURES

- a) There are no materially significant related party transactions entered into by the Company with its Promoters, Directors or Management, or relatives etc. that may have potential conflict with the interests of the Company at large. Transactions with related parties are disclosed in Note 32 of Notes to Accounts to the financial statements in the Annual Report.
- b) The guidelines / accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) have been followed in preparation of the financial statements of the Company.
- c) There were neither any non-compliance by the Company on any matters relating to capital markets; nor did the Company attract any penalties or strictures by the Stock Exchanges, SEBI or any statutory authority.
- d) Presently, the Company has a Whistle Blower Policy updated on its website.
- e) The Code of Conduct applicable to all Directors and employees of the Company has been posted on the Company's website. For the year under review, all Directors and senior management personnel of the Company have confirmed their adherence to the provisions of the said codes.

11. MEANS OF COMMUNICATION

- a) The quarterly results are published in widely circulating national and local newspapers such as The Economic Times, Business Standard, in English and Navbharat Times, in Hindi.
- b) The Company's results are displayed on the Company's website i.e. www.shivamautotech.com. The website also displays the Distribution Schedule and Shareholding Pattern pursuant to Clause 35 of the Listing Agreement.

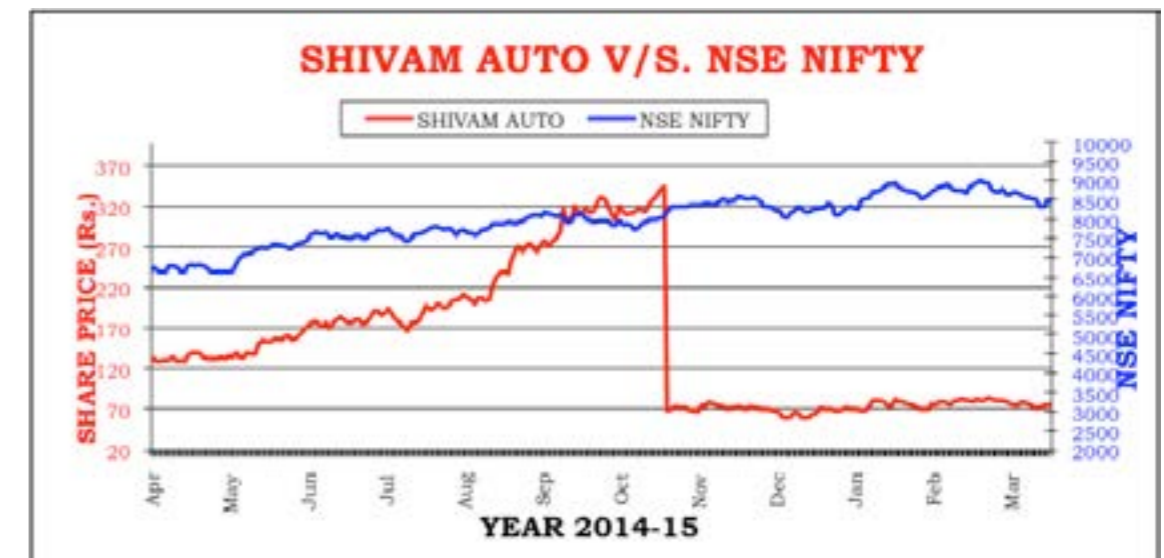
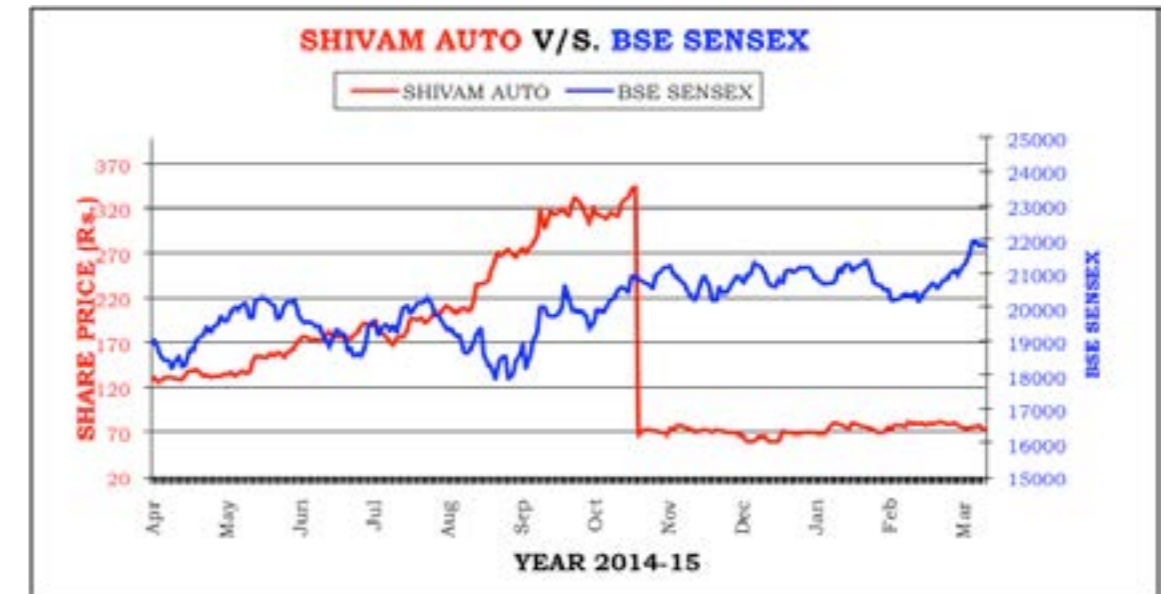
12. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting	
Date : September 9, 2015 Venue : Tivoli Garden Resort, Day : Wednesday Near Chattarpur Mandir, Time : 11:30 A.M. Chattarpur Road, New Delhi – 110030.	
Financial Year	April 1 to March 31 i) First Quarter Results – second week of August ii) Second Quarter Results – third week of November. iii) Third Quarter Results – second week of February iv) Fourth Quarter Results – third week of May v) Audited Results for the year ended March 31, 2015 – May 2015
Dates of Book Closure	Wednesday, September 02, 2015 to Wednesday, September 09, 2015 (both days inclusive)
Dividend Payment Dates	Within 30 days of AGM
Listing on Stock Exchanges	BSE Limited The National Stock Exchange of India Limited The Annual Listing Fees for 2014-2015 have been paid to both the Stock Exchanges.
Stock Code	532776 – The Stock Exchange, Mumbai SHIVAMAUTO – The National Stock Exchange
Demat ISIN Number for NSDL and CDSL	INE 637H01024
Unclaimed Dividend	As provided in section 124 and 125 of the Companies Act, 2013, dividend for the financial year ended March 31, 2008 and thereafter, which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government, and no payments shall be made in respect of any such claims by the (IEPF). The amount of unclaimed dividend of Rs. 233,633.96 (Rupees Two Lacs Thirty Three Thousand Six Hundred Thirty Three and Ninety Six Paise Only) shall be transferred to IEPF by November 24, 2015.
Postal Ballot	The Company conducted the postal ballot for taking approval of shareholders and declared the results on December 29, 2014 for passing the following resolutions: (a) Creation of Mortgage/Charge over the movable and immovable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 and (b) Increase in Sitting Fees/Commission of Independent Directors

MARKET PRICE DATA

The monthly high and low quotations as well as the volume of shares traded on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) are as follows:

Month	BSE LTD					National Stock Exchange (NSE)				
	High (Rs.)	Date	Low (Rs.)	Date	Monthly Volume	High (Rs.)	Date	Low (Rs.)	Date	Monthly
Apr-14	146.00	22-04-14	125.05	16-04-14	36,279.00	144.75	22-04-14	121.00	09-04-14	53,398.00
May-14	165.00	22-05-14	119.00	14-05-14	70,706.00	164.50	28-04-14	126.80	14-05-14	74,976.00
Jun-14	194.00	19-06-14	149.95	02-06-14	62,683.00	205.00	09-06-14	149.00	02-06-14	100,172.00
Jul-14	207.75	30-07-14	165.00	14-07-14	97,735.00	208.95	30-07-14	163.10	14-07-14	150,625.00
Aug-14	291.00	28-08-14	200.00	07-08-14	428,726.00	292.00	28-08-14	198.50	01-08-14	678,626.00
Sep-14	338.00	29-09-14	262.50	04-09-14	292,471.00	339.00	23-09-14	262.10	04-09-14	707,804.00
Oct-14	345.95	28-10-14	300.70	13-10-14	139,873.00	350.00	28-10-14	300.00	13-10-14	530,268.00
Nov-14	81.00	19-11-14	66.15	13-11-14	919,658.00	81.50	19-11-14	66.00	13-11-14	2,173,758.00
Dec-14	74.40	01-12-14	59.45	17-12-14	223,140.00	73.50	05-12-14	58.40	17-12-14	700,174.00
Jan-15	84.90	29-01-15	66.75	07-01-15	739,980.00	84.50	29-01-15	67.20	16-01-15	2,553,603.00
Feb-15	87.55	25-02-15	68.90	11-02-15	726,669.00	87.50	25-02-15	69.00	11-02-15	2,987,272.00
Mar-15	85.45	04-03-15	68.70	26-03-15	507,136.00	85.50	04-03-15	68.20	26-03-15	1,374,541.00

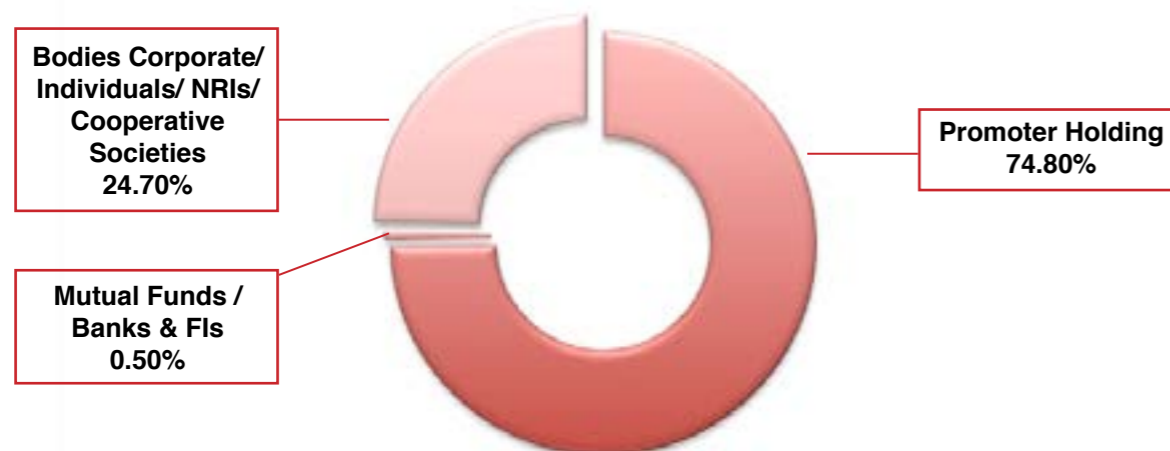


Distribution of Shareholding as on March 31, 2015

No. of shares held	No. of shareholders		No. of shares	
	Numbers	%	Numbers	%
Up to 500	6560	72.91	1510925	3.02
501 – 1000	100	1.11	2292557	4.59
1001 – 2000	744	8.27	1051777	2.10
2001 – 3000	378	4.20	956756	1.91
3001 – 4000	85	0.94	302888	0.61
4001 – 5000	98	1.09	477912	0.96
5001 – 10000	15	0.17	1090243	2.18
10001 – 50000	137	1.52	1007133	2.01
50001 – 100000	870	9.67	728309	1.46
100001 & above	10	0.11	40581500	81.16
Total	8997	100.00	10,000,000	100.00

Categories of Shareholders as on March 31, 2015

Categories	Holders (No.)	No. of shares held	% of shareholding
PROMOTER HOLDING			
Indian Promoters (Bodies Corporate)	1	37,397,975	74.80
Total Promoter Holding	1	37,397,975	74.80
PUBLIC HOLDING			
Institutions			
Mutual Funds	7	218,436	0.44
Banks & FI	6	32,215	0.06
Non-Institutions			
Bodies Corporate	299	1,678,972	3.36
Individuals	8540	10,423,140	20.85
NRIs	143	236,262	0.47
Co-operative Societies	1	13,000	0.03
Total Public Holding	8996	12,602,025	25.20
Grand Total	8997	50,000,000	100.00

Categories of Shareholders as on March 31, 2015

Dematerialisation of Shares and Liquidity

The Company has arrangements with National Securities Depository Ltd. (NSDL) as well as the Central Depository Services (India) Ltd. (CDSL) for demat facility. As on March 31, 2015, 96.91% of the total Equity Capital is held in the demat form with NSDL and CDSL.

Physical and Demat Shares:

	As on 31/03/2015	%
No. of Shares held by NSDL	45,137,049	90.27
No. of Shares held by CDSL	3,321,316	6.64
Physical Shares	1,541,635	3.08
TOTAL	50,000,000	100.00

Physical and Demat Shares:

Registrar and Transfer Agents	MCS Share Transfer Agent Limited F-65, 1st Floor, Phase-I, Okhla Industrial Area New Delhi-110 020 Tel: 011-41406149-52 Fax No: 011-41709881 E-mail: admin@mcsregistrars.com
Share Transfer System	All the transfers received are processed by the Registrar and Transfer Agents and are approved by the Share Transfer Committee, which normally meets twice in a month. Share Transfers are registered and returned within the prescribed period if documents are complete in all respects.
Outstanding GDRs / ADRs / Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity	Not Issued
Address for correspondence	Ms. Shivani Kakkar Company Secretary 303, 3rd Floor, Square One, District Centre, Saket, New Delhi - 110017 Tel. Nos.: 011-49242100 shivani@shivamautotech.com

B. NON-MANDATORY REQUIREMENTS

The Company has not adopted the non-mandatory requirements as specified in Annexure – I D of the Listing Agreement to the extent applicable except clause (2) relating to Remuneration Committee.

Annexure - C

Form No. MGT-9

Extract of Annual Return as on the financial year ended on March 31, 2015

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

- i) CIN:- L34300DL2005PLC139163
- ii) Registration Date: 29-Jul-2005
- iii) Name of the Company: Shivam Autotech Limited
- iv) Category/Sub-Category of the Company: Public Limited Company
- v) Address of the Registered Office and Contact Details: 303, 3rd Floor, Square One, District Centre, Saket, New Delhi – 110017
Tel: 011-49242100
Fax: 011-49242116
Email: admn@shivamautotech.com
- vi) Whether listed Company: Yes
- vii) Name, Address and contact details of Registrar and Transfer agent, if any: MCS Share Transfer Agent Limited
F-65, 1st Floor, Phase-I, Okhla Industrial Area, New Delhi-110 020
Tel: 011-41406149-52
Fax No: 011-41709881
E-mail: admin@mcsdel.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sl. No	Name and description of main products/ services	NIC Code of the Product/Service	% to total turnover of the Company
1.	Motor Cycle Parts	8714 19 00	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Dayanand Munjal Investments Private Limited. G.T. Road, Hero Nagar, Ludhiana	U67120PB1979PTC004038	Holding	74.8%	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Break Up as Percentage of Total Equity)

i) Category –wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year				No of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF									
(b) Central Govt									
(c) State Govt (s)									
(d) Bodies Corp.	7479595	0	7479595	74.80%	37397975	0	37397975	74.80%	0
(e) Banks/FI									
(f) Any Other									
Sub Total (A) (1):-	7479595	0	7479595	74.80%	37397975	0	37397975	74.80%	0
(2) Foreign									
(a) NRIs- Individuals									
(b) Other- Individuals									
(c) Bodies Corp.									
(d) Banks/FI									
(e) Any Other									
Sub Total (A) (2):-	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	7479595		7479595	74.80%	37397975		37397975	74.80%	0.00%
B. Public Shareholding									
1. Institutions									
(a) Mutual Funds	1750	350	2100	0.02%	216686	1750	218436	0.44%	0.42%
(b) Banks/FI		4891	4891	0.05%	7760	24455	32215	0.06%	0.02%
(c) Central Govt (s)									
(d) State Govt (s)									
(e) Venture Capital Funds									
(f) Insurance Companies									
(g) FII's									
(h) Foreign Venture Capital Funds									
(i) Others (Specify)									
Sub total (B) (1):-	1750	5241	6991	0.07%	224446	26205	250651	0.50%	0.43%
2. Non Institutions									
a) Bodies Corp.	193687	7650	201337	2.01%	1640722	38250	1678972	3.36%	1.34%
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs 1 lakh	1141587	295081	1436668	14.37%	5705579	1416430	7122009	14.24%	-0.12%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	810069	0	810069	8.10%	3301131	0	3301131	6.60%	-1.50%

Category of Shareholders	No of Shares held at the beginning of the year				No of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of total shares	
(c) Others (Specify)									
Cooperative Societies	0	0	0	0.00%	13000	0	13000	0.03%	0.03%
Non Resident Individual	53190	12150	65340	0.65%	175512	60750	236262	0.47%	-0.18%
Sub total (B) (2) :-	2198533	314881	2513414	25.13%	10835944	1515430	12351374	24.70%	-0.43%
Total Public Shareholding (B)= (B) (1) + (B) (2)	2200283	320122	2520405	25.20%	11060390	1541635	12602025	25.20%	0.00%
C. Shares held by Custodian for GDRs & ADRs	0	0	0		0	0	0		
Grand Total (A+ B+C)	9679878	320122	10000000	100.00%	48458365	1541635	50000000	100.00%	0.00%

(ii) Shareholding of Promoters

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		No of Shares	% of total shares of the Company	% shares pledged/ encumbered to total shares	No of Shares	% of total shares of the Company	% shares pledged/ encumbered to total shares	
1.	Dayanand Munjal Investments Private Limited.	7479595	74.80%	0	37397975	74.80%	0	0
	Total	7479595	74.80%	0	37397975	74.80%	0	0

(iii) Change in Promoters' Shareholding (Please Specify, if there is no change)

Sl. No		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1.	At the beginning of the year	74,79,595	74.80%	74,79,595	74.80%
	Date Wise Increase/ Decrease in Promoters shareholding during the year Specifying the reasons for Increase/Decrease (e.g. Allotment/transfer/bonus/ sweat equity etc)	As on October 31, 2014, the face value of Equity Shares of the Company has been split into Rs. 2/- per share from Rs. 10/- per share, resulting in increasing the no. of shares from 74,79,595 equity shares to 3,73,97,975 equity shares.			
	At the end of the year	3,73,97,975	74.80%	3,73,97,975	74.80%

(iv) Shareholding pattern of top ten shareholders (Other than Directors, promoters and Holders of GDRs and ADRs):-

S.No	Name	Shareholding		Date	Reason	Increase / Decrease in Shareholding	Cumulative Shareholding during the year	
		No of Shares at the Beginning	% of total shares of the Company				Shares	% of total shares of the Company
1.	ANIL KUMAR GOEL	0	0.0000	01/04/2014				
				25/04/2014	Transfer	180000	180000	1.8000
				30/05/2014	Transfer	2335	182335	1.8234
				06/06/2014	Transfer	665	183000	1.8300
				18/07/2014	Transfer	1000	184000	1.8400
				07/11/2014	Stock Split	736000	920000	1.8400
				19/12/2014	Transfer	5200	925200	1.8504
				925200	1.8504	31/03/2015		925200
2.	RAJAN VASUDEV DAPKI	182508	1.8251	01/04/2014				
				04/04/2014	Transfer	-1148	181360	1.8136
				11/04/2014	Transfer	-991	180369	1.8037
				18/04/2014	Transfer	-2619	177750	1.7775
				25/04/2014	Transfer	-450	177300	1.7730
				02/05/2014	Transfer	4500	181800	1.8180
				16/05/2014	Transfer	6450	188250	1.8825
				23/05/2014	Transfer	-7350	180900	1.8090
				30/05/2014	Transfer	7797	188697	1.8870
				06/06/2014	Transfer	-9797	178900	1.7890
				13/06/2014	Transfer	1615	180515	1.8052
				20/06/2014	Transfer	-1115	179400	1.7940
				30/06/2014	Transfer	2500	181900	1.8190
				11/07/2014	Transfer	1000	182900	1.8290
				18/07/2014	Transfer	12586	195486	1.9549
				25/07/2014	Transfer	500	195986	1.9599
				08/08/2014	Transfer	450	196436	1.9644
				22/08/2014	Transfer	-36	196400	1.9640
				29/08/2014	Transfer	-3400	193000	1.9300
				05/09/2014	Transfer	-2300	190700	1.9070
				12/09/2014	Transfer	-1700	189000	1.8900
				19/09/2014	Transfer	-7500	181500	1.8150
				30/09/2014	Transfer	-2000	179500	1.7950
				17/10/2014	Transfer	-100	179400	1.7940
				24/10/2014	Transfer	43	179443	1.7944
				31/10/2014	Transfer	-1943	177500	1.7750
				07/11/2014	Stock Split	699140	876640	1.7533
		14/11/2014	Transfer	-343	876297	1.7526		
		21/11/2014	Transfer	-23797	852500	1.7050		
		28/11/2014	Transfer	10000	862500	1.7250		
		23/01/2015	Transfer	-5000	857500	1.7150		
		30/01/2015	Transfer	-2500	855000	1.7100		
		27/03/2015	Transfer	-1200	853800	1.7076		
		853800	1.7076	31/03/2015		853800	1.7076	

S.No	Name	Shareholding		Date	Reason	Increase / Decrease in Shareholding	Cumulative Shareholding during the year	
		No of Shares at the Beginning	% of total shares of the Company				Shares	% of total shares of the Company
3	KOTAK MAHINDRA INVESTMENTS LTD	29705	0.2971	01/04/2014				
				01/08/2014	Transfer	760	30465	0.3047
				08/08/2014	Transfer	510	30975	0.3098
				22/08/2014	Transfer	-721	30254	0.3025
				30/09/2014	Transfer	-29705	549	0.0055
				07/11/2014	Stock Split	2196	2745	0.0055
				09/01/2015	Transfer	-929	1816	0.0036
				16/01/2015	Transfer	265300	267116	0.5342
				06/03/2015	Transfer	-188000	79116	0.1582
				13/03/2015	Transfer	141493	220609	0.4412
				20/03/2015	Transfer	93873	314482	0.6290
		27/03/2015	Transfer	58623	373105	0.7462		
		373105	0.7462	31/03/2015		373105	0.7462	
4.	SEEMA GOEL	0	0.0000	01/04/2014				
				18/04/2014	Transfer	50709	50709	0.5071
				30/05/2014	Transfer	9291	60000	0.6000
				07/11/2014	Stock Split	240000	300000	0.6000
5.	NIRANKAR ADVISOR LLP	300000	0.6000	31/03/2015			300000	0.6000
		0	0.0000	01/04/2014				
				13/02/2015	Transfer	1	1	0.0000
6.	VIKRAM CHINUBHAI SHAH			27/03/2015	Transfer	178000	178001	0.3560
		178001	0.3560	31/03/2015			178001	0.3560
		32500	0.3250	01/04/2014				
				30/06/2014	Transfer	-60	32440	0.3244
				04/07/2014	Transfer	60	32500	0.3250
7.	PRINCIPAL TRUSTEE COMPANY PVT LTD A/C PRINCIPAL MUTUAL FUND-			07/11/2014	Stock Split	130000	162500	0.3250
		162500	0.3250	31/03/2015			162500	0.3250
		0	0.0000	01/04/2014				
				27/02/2015	Transfer	112173	112173	0.2243
				06/03/2015	Transfer	7827	120000	0.2400
				20/03/2015	Transfer	30000	150000	0.3000
8.	D SRIMATHI			27/03/2015	Transfer	1200	151200	0.3024
		151200	0.3024	31/03/2015			151200	0.3024
		25763	0.2576	01/04/2014				
9.	APURVA JAYANTKUMAR MEHTA			07/11/2014	Stock Split	103052	128815	0.2576
		128815	0.2576	31/03/2015			128815	0.2576
		23530	0.2353	01/04/2014				
10.	LINCOLN P COELHO			07/11/2014	Stock Split	94120	117650	0.2353
				27/03/2015	Transfer	-6746	110904	0.2218
		110904	0.2218	31/03/2015			110904	0.2218
		12500	0.1250	01/04/2014				
		07/11/2014	Stock Split	50000	62500	0.1250		
		14/11/2014	Transfer	37500	100000	0.2000		
		100000	0.2000	31/03/2015		100000	0.2000	

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors and Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1.	Mr. Sunil Kant Munjal	Nil					
2.	Mr. Neeraj Munjal	Nil					
3.	Mrs. Charu Munjal	Nil					
4.	Mr. Bhagwan Dass Narang	Nil					
5.	Mr. Surrinder Lal Kapur	Nil					
6.	Dr. Vinayshil Gautam	Nil					
7.	Dr. Anil Kumar Gupta	Nil					
8.	Ms. Shivani Kakkar	Nil					
9.	Mr. Davendra Ujlayan	As per below table					

Name	Shareholding		Date	Reason	Increase / Decrease in Shareholding	Cumulative Shareholding during the year	
	No of Shares at the Beginning	% of total shares of the Company				Shares	% of total shares of the Company
Mr. Davendra Ujlayan	-	-	01-Apr-14	-	-	-	-
			19-Sep-14	Transfer	1	1	0.00%
			07-Nov-14	Stock split	4	5	0.00%
			31-Mar-15			5	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Amount in Lacs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	3,798.27	2,000.00	-	5,798.27
ii) Interest due but not paid				
iii) interest accrued but not due				
Total (i+ii+iii)	3,798.27	2,000.00	-	5,798.27

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
Addition	7,523.94	2,500.00	-	10,023.94
Reduction	1,908.24	743.62	-	2,651.85
Net Change	5,615.71	1,756.38	-	7,372.09
Indebtedness at the end of the financial year				
i) Principal Amount	16,116.93	3,756.38	-	19,873.32
ii) Interest due but not paid	85.12			85.12
iii) interest accrued but not due				
Total (i+ii+iii)	16,202.05	3,756.38	-	19,958.43

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and /or Manager:

(Amount in Lacs)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/manager			Total Amount
		Neeraj Munjal, MD	Charu Munjal, WTD	Anil Kumar Gupta, WTD	
1	Gross Salary (a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act 1961	70.20	23.34	19.41	112.95
	(b) Value of perquisites u/s 17 (2) Income Tax Act 1961	70.20	21.01	27.40	118.61
	(c) Profits in lieu of salary under Section 17 (30 Income tax Act 1961				
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as 2% of profit	50.00	79.00	-	129.00
	Others, Specify				
5	Others, Please Specify	8.42	2.80	2.34	13.56
	Total (A)	198.82	126.15	49.15	374.13
	Ceiling as per the Act	Rs. 398.43 lacs (Being 10% of profits calculated under Section 198 of the Companies Act, 2013)			

B. Remuneration to other Directors

(Amount in Lacs)

Sl.No	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. Sunil Kant Munjal	Mr. Bhagwan Dass Narang	Mr. Surrinder Lal Kapur	Dr. Vinayshil Gautam	
1	Independent Directors					
	Fee for attending board committee meetings	2.50	3.20	4.20	.20	14.10
	Commission	-	3.34	3.33	3.33	10.00
	Others, Please specify	-	-	-	-	-
	Total (1)	2.50	6.54	7.53	7.53	24.10
2.	Other Non-Executive Directors					
	Total (2)	-	-	-	-	-
	Total Managerial Remuneration	2.50	6.54	7.53	7.53	24.10
	Overall Ceiling as per the Act	Rs. 39.84 lacs (Being 1% of profits calculated under Section 198 of the Companies Act, 2013)				

C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

(Amount in Lacs)

Sl. No	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary - Ms. Shivani Kakkar	CFO - Mr. Davendra Ujlayan	Total
1	Gross Salary (a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act 1961	7.24	45.69	52.93
	(b) Value of perquisites u/s 17 (2) Income Tax Act 1961	-	-	-
	(c) Profits in lieu of salary under Section 17 (30 Income tax Act 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit Others, Specify	-	-	-
5	Others, Please Specify	-	-	-
	Total	7.24	45.69	52.93

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended March 31, 2015.

Annexure - D

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

A) Conservation of Energy:

The Company sets its own targets for energy conservation, reviews performance and takes appropriate actions, wherever required, at various levels in all its areas of operations. The Company is taking initiatives like

- (a) green infrastructure,
- (b) operational energy efficiency,
- (c) procurement of renewable energy through alternate source.

B) Technology Absorption, adaption and innovation:

The Company continues to use the latest technologies for improving the productivity and quality of its services and products. Development and improvement of products has been an inbuilt and ongoing activity within the existing manufacturing facilities. These activities also enabled the Company to reduce process waste, lower the energy consumption and increase productivity.

The expenditure incurred on research, development and improvement of products is an indirect cost which is reflected in the financials of the company.

c) Foreign Exchange Earnings/ Outgo:		(Amount In Lacs)
Earnings		280.87
Outgo		1526.99

Annexure – E

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
M/s Shivam Autotech Limited
303, 3rd Floor, Square-1,
District Centre, Saket
New Delhi-110 017

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shivam Autotech Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering financial year ended on 31st March, 2015 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the audit period)**
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the audit period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during audit the period)**

- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable to the Company during the audit period)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period)**

We have also examined compliance with the applicable clauses of the following:

1. Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable during the audit period)
2. The Listing Agreements entered into by the Company with the Stock Exchange(s),

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that, having regard to compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

- a) The Explosive Act, 1884
- b) The Petroleum Act, 1934
- c) The Environment (Protection) Act, 1986
- d) The Water (Prevention and Control of Pollution) Act, 1974
- e) The Air (Prevention and Control of Pollution) Act, 1981

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes (during the year under review there were no instance recorded in the minutes where any director has dissented to any particular resolution).

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For SATYENDER KUMAR & ASSOCIATES
Company Secretaries**

Sd/-

Place: Gurgaon
Date : August 04, 2015

**Satyender Kumar
(Proprietor)
C.P. No. 5189**

Annexure - F

ANNUAL REPORT ON CSR ACTIVITIES

1. **A brief outline of the company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**
2. **The composition of the CSR committee:** The Company has a CSR committee of directors comprising of Mr. Bhagwan Dass Narang, Chairman of the Committee, Mrs. Charu Munjal and Dr. Anil Kumar Gupta.
3. **Average net profit of the company for last three financial years for the purpose of computation of CSR:** Rs. 3206.58 Lacs
4. **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):** Rs. 64.13 Lacs
5. **Details of CSR spent during the financial year:**
 - a. Total amount to be spent for the financial year: Rs. 64.13 Lacs
 - b. Amount unspent: Rs. 45.29 Lacs
 - c. Manner in which the amount spent during the financial year:

S. no.	CSR Project or Activity	Sector in which the project is covered	Amount (in lacs)
1	Prime Minister Relief Fund - J&K	PM Fund	10.00
2	Disha Charitable Trust	Promoting Education- Differently abled children	4.00
3	Arpita Cancer Society	Promoting Healthcare	1.00
4	CII - FAEA Scholarship	Promoting Education	1.11
5	Scholarship to NIFFT Ranchi Students	Promoting Education	1.92
6	3 Govt schools adoption at Near Haridwar	Promoting Education including sanitation	0.80
Total			18.83

6. **In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.**

Some of the programmes such as providing hygienic sanitation facilities and providing education are multi-year projects which have been started and are under process. The amount has been earmarked by the Company for the identified projects to be executed in the coming financial year.

7. **A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.**

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

Sd/-
**Neeraj Munjal
Managing Director**

Sd/-
**Bhagwan Dass Narang
Chairman, Corporate Social Responsibility Committee**

**August 4, 2015
New Delhi**

Annexure - G

Information as per Section 197 of the Act read with rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Board's Report for the year ended March 31, 2015.

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Ratio
Mr. Neeraj Munjal	67.36
Mrs. Charu Munjal	42.74
Dr. Anil Kumar Gupta	16.65
Independent Directors	
Mr. Sunil Kant Munjal	0.85
Mr. Bhagwan Dass Narang	2.31
Mr. Surrinder Lal Kapur	2.55
Dr. Vinayshil Gautam	2.55

- b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Directors, Chief Executive Officer, Chief Financial Officer and Company Secretary	% increase
Mr. Neeraj Munjal	25.91%
Mrs. Charu Munjal	-*
Dr. Anil Kumar Gupta	47.07%
Mr. Sunil Kant Munjal	78.57%
Mr. Bhagwan Dass Narang	25.00%
Mr. Surrinder Lal Kapur	37.80%
Dr. Vinayshil Gautam	37.80%
Mr. Davendra Ujlayan	30.06%
Ms. Shivani Kakkar	22.50%

*Since Mrs. Charu Munjal was appointed on June 1, 2013 and the part information is available for the year 2013-14, hence it is not comparable with year 2014-15 data.

- c. The percentage increase in the median remuneration of employees in the financial year: 9.81%
- d. The number of permanent employees on the rolls of Company: 831
- e. The explanation on the relationship between average increase in remuneration and Company performance:

On an average, employees received an annual increase of 10% in India. The individual increments varied from 12% to 20%, based on individual performance. The increase in remuneration is in line with the market trends in the respective countries. In order to ensure that remuneration reflects Company performance, the performance pay is also linked to organization performance, apart from an individual's performance.

- e. Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Aggregate remuneration of key managerial personnel (KMP) in FY15 (Rupees In lacs)	251.75
Revenue (Rupees In lacs)	47,012.08
Remuneration of KMPs (as % of revenue)	0.54%
Profit before Tax (PBT) (Rupees In lacs)	3,664.79
Remuneration of KMP (as % of PBT)	6.87%

- f. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	March 31, 2015	March 31, 2014	% change
Market Capitalisation (In lacs)	9,498.78	3,173.82	199%
Price Earnings Ratio	13.39	4.43	202%

- g. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Particulars	March 31, 2015
Market Price (BSE)	75.55
Market Price (NSE)	75.20

The Company was incorporated under the Companies Act, 1956 on 29th July, 2005 as Shivam Autotech Ltd. as per the Demerger Scheme.

- h. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

The average annual increase was around 12%-14%. However, during the course of the year, the total increase is approximately 12%, after accounting for promotions and other event based compensation revisions.

Increase in the managerial remuneration for the year was 50.11%.

- i. Comparison of each remuneration of the key managerial personnel against the performance of the Company:

	Mr. Neeraj Munjal, Chief Executive Officer and Managing Director	Mr. Davendra Ujlayan, Chief Financial Officer	Ms. Shivani Kakkar, Company Secretary
Remuneration in FY15	198.82	45.69	7.24
Revenue (Rupees In lacs)	47,012.08		
Remuneration as % of revenue	0.42%	0.10%	0.02%
Profit before Tax (PBT) (Rupees In lacs)	3,664.79		
Remuneration as % of PBT	5.43%	1.25%	0.20%

- j. The key parameters for any variable component of remuneration availed by the directors:

The members through postal ballot have approved on December 29, 2014, payment of commission to the non-executive directors at 0.30% per annum of the Company's net profit or Rs. 10.00 lacs which ever is minimum as computed under the applicable provisions of the Act. The said commission is distributed amongst the Independent directors on yearly basis.

k. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

None.

l. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration is as per the remuneration policy of the Company.

m. The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as mentioned below:

S. No	Name	Designation	Nature of employment	Remuneration (Rs. in Lacs)	Qualification & Exp. (Yrs)	Age (Yrs)	Date of Commencement of Employment	Previous Employment & Designation	Shareholding
1.	Mr. Neeraj Munjal	Managing Director	Director	198.82	B.Com & DIBM 27 years	48	01.04.2006	Munjali Auto Industries Ltd. Executive Director	Nil
2.	Mrs. Charu Munjal	Whole Time Director	Director	126.15	Diploma in Textile Designing 11 years	43	28.05.2013	-	Nil

Notes:

1. Remuneration includes Basic Salary, Commission, other allowances and taxable value of perquisites and Company's contribution to provident fund.
2. The abovementioned appointment is on contractual basis.
3. Mr. Neeraj Munjal, Managing Director and Mrs. Charu Munjal, Whole Time Director are related to each other.

CEO & CFO CERTIFICATE

We hereby certify to the Board that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2015, and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We are responsible for establishing and maintaining Internal Controls for financial reporting and that we have evaluated the effectiveness of Internal Control Systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such Internal Controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit committee:
 - (i) Significant changes in Internal Control over financial reporting during the year;
 - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's Internal Control System over financial reporting.

Place: New Delhi
Date: May 18, 2015

Sd/-
(NEERAJ MUNJAL)
Managing Director

Sd/-
(DAVENDRA UJLAYAN)
VP – Finance

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of
SHIVAM AUTOTECH LIMITED

We have examined all relevant records of SHIVAM AUTOTECH LIMITED (“the Company”) for the purposes of certifying compliances of the conditions of Corporate Governance under the revised Clause 49 of the Listing Agreement entered into with National Stock Exchange of India and BSE Limited (“Stock Exchanges”) for the Financial Year ended March 31, 2015.

The compliances of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliances of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: August 04, 2015

For Satyender Kumar & Associates
Company Secretaries

Sd/-
Satyender Kumar
Proprietor
C.P. No. 5189

CERTIFICATE OF COMPLIANCE OF CODE OF CONDUCT

I, **Neeraj Munjal**, Managing Director of the Company hereby certify that the Board of Directors and the Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company for the Financial Year 2014-15.

Sd/-
(NEERAJ MUNJAL)
MANAGING DIRECTOR

Place: New Delhi
Date: August 04, 2015

Independent Auditors' Report To the Members of Shivam Autotech Limited

Report On the Financial Statements

We have audited the accompanying financial statements of Shivam Autotech Limited (“the Company”) which comprises the balance sheet as at March 31, 2015, the statement of profit and loss, the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud & other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are responsible and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and the matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of financial statement that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order;
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the company so far as it appears from our examination of those books.
 - (c) The balance sheet, the statement of profit and loss, and the cash flow statement dealt with by this report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015 from being appointed as director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included, in the Auditors Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to best of our information and accordingly to explanations given us;
 - i) The Company has disclosed the impact of pending litigation on its financial position in its financial statements as referred to in Note 26 to the financial statements.
 - ii) Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii) There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For S. S. KOTHARI MEHTA & Co
Chartered Accountants
FRN – 000756N

SUNIL WAHAL
Partner
Membership No. 087294

Date: May 18 , 2015
Place: New Delhi

Annexure referred to in paragraph 1 of 'Report on Other Legal and Regulatory Requirements' of the Independent Auditor's Report of even date to the members of Shivam Autotech Limited on its financial statements as of and for the year ended March 31, 2015.

- (i) In respect of fixed assets:
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management during the year, the frequency of which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (ii) In respect of the Company's inventories:
 - (a) As explained to us the Management has conducted physical verification of inventory at reasonable intervals during the year, except stocks lying with third parties which have been verified with reference to correspondence received from third parties.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories. The discrepancies noticed on physical verification of inventories as compared to book records were not material and have been properly dealt with in the books of accounts.
- (iii) As informed to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly sub clauses (iii) (a) & (iii) (b) of the Order are not applicable.
- (iv) According to the information and explanations given to us, there seems to be adequate internal control systems commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across nor have been informed of any instance of a continuing failure to correct major weaknesses in the aforesaid internal control systems.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of directives issued by the Reserve Bank of India and provisions of sections 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder are not applicable.
- (vi) We have broadly reviewed the Cost Accounting records maintained by the Company pursuant to the Rules prescribed by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We are, however, not required to make a detailed examination of such books and records.
- (vii)
 - (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth-tax, Service tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues, as applicable, during the year with the appropriate authorities. There are no such dues outstanding at the yearend for a period of more than six months from the date they became payable.
 - (b) According to the information and explanations given to us and as per the books and records examined by us, the details of dues of Income-tax, Sales-tax, Wealth-tax, Service-tax, Customs Duty, Excise Duty, Value added tax and Cess which have not been deposited on account of any dispute and the forum where the dispute is pending, are as follows :

S. No	Name of the Statute	Nature of Dues	Amount (Rs. Lacs)	Period to which the amount relates	Forum where the dispute is pending
1.	Income Tax Act, 1961	Demand raised on assessment	6.45	A.Y 2008-09	Commissioner of Income Tax (Appeals), New Delhi
2.	Central Excise Act, 1944	Cenvat Credit disallowance on input services	8.95	April 2009 to March 2011	Commissioner of Central Excise (Appeals), Gurgaon

- (c) According to the information and explanations given to us, the amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder has been transferred to such fund within time.
- (viii) The Company does not have accumulated losses as at the end of the financial year and has not incurred cash losses in the current financial year and in the immediately preceding financial year.
- (ix) According to the records of the Company examined by us and the information and explanations given to us, in our opinion, the Company has not defaulted in repayment of its dues to banks and financial institutions. The Company does not have any outstanding debentures.
- (x) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xi) According to the information and explanations given to us and on the basis of our examination of the records, term loans were applied for the purpose for which the loans were obtained, where such end use has been stipulated by the lender(s).
- (xii) During the course of our examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.

For S. S. KOTHARI MEHTA & Co
Chartered Accountants
FRN – 000756N

SUNIL WAHAL
Partner
Membership No. 087294

Date: May 18, 2015
Place: New Delhi

Balance Sheet as at 31st March 2015

	Note	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Equity and Liabilities			
Shareholders' funds			
Share capital	3	1,000.00	1,000.00
Reserves and surplus	4	17,149.99	15,110.52
Total shareholders' fund		18,149.99	16,110.52
Non - current liabilities			
Long-term borrowings	5	10,327.90	2,969.52
Deferred tax liabilities	6	1,140.77	1,157.89
Long - term provisions	7	274.43	166.36
Total non - current liabilities		11,743.10	4,293.77
Current liabilities			
Short term borrowings	8	6,702.96	5,908.98
Trade payables	9	4,816.50	4,387.80
Other current liabilities	10	3,785.30	4,103.80
Short - term provisions	7	751.64	539.82
Total current liabilities		16,056.40	14,940.40
Total		45,949.50	35,344.69
Assets			
Non - current assets			
Fixed assets			
Tangible assets	11	25,011.29	22,809.09
Intangible assets	11	94.38	101.64
Capital work-in-progress		592.55	73.05
Long term loans and advances	12	4,837.95	1,602.19
Total non - current assets		30,536.17	24,585.97
Current assets			
Inventories	13	7,965.57	6,280.82
Trade receivables	14	4,857.13	2,946.82
Cash and cash equivalents	15	618.67	50.63
Short - term loans and advances	12	1,786.75	1,427.11
Other current assets	16	185.21	53.34
Total current assets		15,413.33	10,758.72
Total		45,949.50	35,344.69
Significant accounting policies	2		

The accompanying notes form an integral part of these financial statements

As per report of even date

For S.S. KOTHARI MEHTA & CO.
Chartered Accountants

Sunil Wahal
Partner
Membership No. : 087294

For & on behalf of the Board of Directors

Neeraj Munjal
Managing Director
DIN : 00037792

Anil Kumar Gupta
Director
DIN : 02643623

Davendra Ujlayan
VP- Finance

Shivani Kakkar
Company Secretary
M No 25097

Place : New Delhi
Dated : 18th May 2015

Statement of Profit and Loss for the year ended 31st March 2015

	Note	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Revenue			
Revenue from operations	17	45,761.33	40,938.65
Less : Excise duty		2,411.11	2,058.91
		43,350.22	38,879.74
Other operating income	17	1,231.39	979.49
Other income	18	12.86	19.65
Total revenue		44,594.47	39,878.88
Expenses			
Cost of raw material consumed	19	14,728.07	13,057.97
Job work on components		3,932.88	3,593.56
Consumption of stores		4,730.94	4,663.29
(Increase) / decrease in finished goods and work in progress	20	356.47	(197.17)
Employee benefit expenses	21	3,963.80	3,313.40
Finance cost	22	1,997.13	2,045.89
Depreciation and amortisation expenses	23	2,745.27	3,090.92
Other expenses	24	8,552.91	7,416.03
Total expenses		41,007.47	36,983.89
Profit before tax		3,587.00	2,894.99
Tax expense			
Current tax		769.28	606.81
Mat credit entitlement		-	(606.81)
Deferred tax charge/(credit)	6	4.15	51.75
Profit/(loss) for the year		2,813.57	2,843.24
Earning per equity share (Nominal value per share Rs. 2/-)			
Basic	25	5.63	5.69
Diluted		5.63	5.69
Significant accounting policies			
2			
The accompanying notes form an integral part of these financial statements			

As per report of even date
For S.S. KOTHARI MEHTA & CO.
Chartered Accountants

For & on behalf of the Board of Directors

Sunil Wahal
Partner
Membership No. : 087294

Neeraj Munjal
Managing Director
DIN : 00037792

Anil Kumar Gupta
Director
DIN : 02643623

Davendra Ujlayan
VP- Finance

Shivani Kakkar
Company Secretary
M No 25097

Place : New Delhi
Dated : 18th May 2015

Cash Flow Statement for the year ended 31st March 2015

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Operating activities		
Profit before tax	3,587.01	2,894.99
Add:		
Depreciation	2,745.27	3,090.92
Net loss on fixed asset sold / discarded	14.83	6.05
Interest on deposits	(0.14)	(0.32)
Interest paid	2,228.26	2,045.89
Operating profit before working capital changes	8,575.22	8,037.53
Working capital changes		
Trade receivables	(1,910.31)	(534.68)
Inventories	(1,684.75)	(903.57)
Loans and advances/ Other current assets	(3,757.97)	(891.91)
Current liabilities & provisions	173.59	458.25
Cash from operations	1,395.78	6,165.62
Direct taxes paid (net of refund)	(717.19)	(650.04)
Net cash from operating activities	678.59	5,515.57
Investing activities		
Purchase of fixed assets	(5,551.63)	(1,918.27)
Proceeds from sale of fixed assets	3.88	3.60
Interest on deposits	0.14	0.32
Net cash(used in)/ from investing activities	(5,547.61)	(1,914.35)
Financing activities		
Proceeds/(repayment) from short term borrowings - net	793.98	923.76
Repayments of borrowings	7,372.08	(2,024.29)
Dividend paid	(450.00)	(400.00)
Tax on dividend	(76.48)	(67.98)
Interest paid	(2,202.52)	(2,045.89)
State sales tax subsidy		-
Net cash used in financing activities	5,437.06	(3,614.40)
Net (decrease)/increase in cash or cash equivalents	568.04	(13.17)
Cash or cash equivalents at beginning of the year	50.63	63.80
Cash or cash equivalents at the end of the year	618.67	50.63
Notes:		
1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in Accounting Standard - 3 'Cash Flow Statement'		
2. Cash and cash equivalents:		
Cash and cash equivalents as above	586.31	21.53
Other bank balances	32.36	29.10
Cash & bank balances	618.67	50.63

As per report of even date
For S.S. KOTHARI MEHTA & CO.
Chartered Accountants

For & on behalf of the Board of Directors

Sunil Wahal
Partner
Membership No. : 087294

Neeraj Munjal
Managing Director
DIN : 00037792

Anil Kumar Gupta
Director
DIN : 02643623

Davendra Ujlayan
VP- Finance

Shivani Kakkar
Company Secretary
M No 25097

Place : New Delhi
Dated : 18th May 2015

Notes to the financial statements for the year ended 31st March 2015

1. Background

SHIVAM AUTOTECH LIMITED (the 'Company') was established in the year 1999, and was initially known as Munjal Auto Components till July, 2005. The Company got converted to a separate Public Limited Company w.e.f. 29th July, 2005. In pursuant to the scheme of Demerger arrangement, the Gurgaon Unit was transferred to Shivam Autotech Limited on 1st August, 2005. The Company has been engaged in the manufacturing of Near-Net- Shaped, auto transmission components mainly for Original Equipment Manufacturers (OEMs). The product range includes various types of transmission gears, transmission shafts, spline shafts, plunger, power train components, and employing cold/warm/hot forging techniques. The Company has two state-of-the-art manufacturing facilities, located at Gurgaon & Haridwar. The Company's new plant in Haridwar was commissioned in April, 2009 and is equipped with modern and state of art facilities. The main advantage of cold/ warm forging technology, which is being used to manufacture near net shaped components, are high production rates, better dimensional accuracies, excellent surface finish, substantial savings in material with minimized machining and having superior mechanical and metallurgical properties. The Company is listed on the National Stock Exchange and Bombay Stock Exchange of India. These financial statements are presented in Indian Rupees (Rs).

2. Significant accounting policies

I. Basis of Preparation of financial statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with Rule 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention, except in case of assets for which revaluation is carried out.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

II. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized.

III. Fixed Assets

a. Tangible assets

Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Costs include costs of acquisitions or constructions, including incidental expenses thereto and other attributable costs of bringing the asset to its working condition for its intended use and are net of available duty/tax credits.

b. Intangible assets

Intangible assets are recognized on the basis of recognition criteria as set out in Accounting Standard (AS-26) "Intangible assets".

c. Expenditure during construction period

Expenditure related to and incurred during implementation of new/expansion projects is included under capital work -in-progress and the same is allocated to the respective Fixed Assets on completion of its construction/ erection. Interest on borrowing costs relating to the qualifying asset is worked out on the basis of actual utilisation of funds out of project specific loan and/ or other borrowings to the extent identifiable with the qualifying asset and are capitalised with the cost of qualifying assets.

IV. Depreciation/amortisation

Depreciation is provided on pro-rata basis on the straight-line method over the estimated useful lives prescribed under Schedule II to the Companies Act, 2013. Pursuant to this policy, depreciation is provided at the following rates which are in line with the corresponding useful life prescribed in Schedule II of the Companies Act, 2013 :

Plant & Machinery	15 years
Building	30 years
Computers	3 years
Office equipment	5 years
Furniture & fixtures	10 years
Vehicles	8 years
Intangible assets	4 years
Lease hold Improvements	Amortised over the period of lease

V. Impairment of assets

The carrying amount of assets is reviewed for impairment at each balance sheet date wherever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount for which the asset's carrying amount exceeds its recoverable amount being the higher of the assets net selling price and its value in use. Value in use is based on the present value of the estimated future cash flows relating to the asset. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (i.e. cash generating units).

Previously recognized impairment losses are reversed where the recoverable amount increases because of favourable changes in the estimates used to determine the recoverable amount since the last impairment was recognized. A reversal of an asset's impairment loss is limited to its carrying amount that would have been determined (net of depreciation or amortization) had no impairment loss been recognized in prior years.

VI. Government grants and subsidies

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant/subsidy will be received and all attaching conditions will be complied with.

VII. Borrowing costs

Borrowing cost related to a qualifying asset is worked out on the basis of actual utilization of funds project specific loans and/or other borrowings to the extent identifiable with the qualifying asset and is capitalized with the cost of qualifying asset. Other borrowing costs incurred during the period are charged to statement of profit and loss.

VIII. Segment reporting

Identification of segments

The Company's operating businesses are organized and managed separately according to the nature of products manufactured and services provided, with each segment representing a strategic business unit that offers different products. The analysis of geographical segments is based on the areas in which major operating divisions of the Company operate.

IX. Employee benefits

- Employee benefits in the form of the Company's contribution to provident fund, pension fund and ESI are considered as defined contribution plan and charged to the statement of profit and loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contributions payable to the respective funds.
- Retirement benefits in the form of gratuity are defined benefit plans. Gratuity is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

- c. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation at the year end. The actuarial valuation is done as per projected unit credit method.
- d. Actuarial gains/losses are immediately taken to statement of profit and loss.

X. Valuation of inventories

- a. Finished goods are valued at lower of cost or net realizable value. Scrap is valued at net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty.
- b. Work in progress is valued at lower of cost or net realizable value. Cost is determined on average basis.
- c. Stores, spares and raw materials are valued at lower of cost or net realizable value. However materials & other items held for use in the production of inventories are not written below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of purchases is assessed on first in first out (FIFO) method.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

- d. Excise duty liability on finished goods lying in the factory is accounted for and the corresponding amount is considered for the valuation thereof.

XI. Tools & dies

The consumable tools & dies are charged to statement of profit & loss in the year they are put to use.

XII. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined for each category separately. Long-term investments are carried at cost on individual investment basis. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments in case of long term investments.

XIII. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

a. Sale of goods

Sales is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and sales is inclusive of excise duty but net of returns, rebates and value added tax (VAT). Materials returned/rejected are accounted for in the year of return/rejection. Excise Duty deducted from turnover (gross) is the amount that is included in the amount of turnover (gross) and not the entire amount of liability arising during the year.

b. Dividends

Dividend is recognized when the shareholders' right to receive payment is established by the balance sheet date.

c. Insurance claim

Claims lodged with the insurance companies are accounted on accrual basis to the extent these are measurable and ultimate collection is reasonably certain.

XIV. Foreign currency transactions

a. Initial recognition

Foreign currency transactions are recorded in the reporting currency by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

b. Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

c. Exchange differences

Exchange differences arising on the settlement of monetary items, or on reporting such monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

d. Forward exchange contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of forward exchange contracts is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

XV. Income taxes

Tax expense comprises of current and deferred. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each balance sheet date the Company re-assesses unrecognized deferred tax assets. It recognises unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or

virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternative tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

XVI. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

XVII. Provisions, contingent liabilities and contingent assets

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are shown by way of notes to accounts in respect of obligations where based on the evidence available, their existence at the balance sheet date is considered not probable. Contingent assets are not recognized in the accounts nor disclosed.

XVIII. Leases

Where the Company is the lessee

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Where the Company is the lessor

Assets subject to operating leases are included in fixed assets. Lease income is recognized in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation are recognized as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognized immediately in the statement of profit and loss.

XIX. Cash and cash equivalents

Cash and cash equivalents consist of cash, bank balances in current account and short-term highly liquid investments that are readily convertible to cash with original maturities of three months or less at the time of purchase.

Notes to the financial statements for the year ended 31st March 2015

3. Share capital

	As at 31 March 2015 Number	As at 31 March 2015 Amount Rs.Lacs	As at 31 March 2014 Number	As at 31 March 2014 Amount Rs.Lacs
Authorised				
Equity shares of Rs. 2/- each	63,000,000	1,260.00	63,000,000	1,260.00
	63,000,000	1,260.00	63,000,000	1,260.00
Issued, subscribed & paid up				
Equity shares of Rs. 2/- each	50,000,000	1,000.00	50,000,000	1,000.00
Total	50,000,000	1,000.00	50,000,000	1,000.00

Reconciliation of the number of shares outstanding

	As at 31 March 2015 Number	As at 31 March 2014 Number
Equity shares outstanding at the beginning of the year	50,000,000	50,000,000
Add: issued during the year	-	-
Equity shares outstanding at the close of the year	50,000,000	50,000,000

Rights, restrictions and preferences attached to each class of Shares

The Company has only one class of equity shares having par value of Rs.2/- per share. Each shareholder of equity shares is entitled to one vote per share. The Company declares dividends in Indian Rupees. The dividend proposed by the board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

Amount of per share dividend recognized as distributions to equity shareholders is Rs. 1.20 (previous year Rs. 0.90).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company after distribution of the preferential amount, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

The Company has not issued any bonus shares during last five years.

Details of shareholders holding more than 5% shares in the Company

	As at 31 March 2015 Number	As at 31 March 2015 Amount Rs.Lacs	As at 31 March 2014 Number	As at 31 March 2014 Amount Rs.Lacs
Name of shareholder				
Dayanand Munjal Investments Pvt Ltd (holding company)	37,397,975	74.80%	37,397,975	74.80%

4. Reserves & surplus

	As at 31 March 2015 Number	As at 31 March 2014 Number
General reserve		
Opening balance	4,468.62	4,168.62
Add: Transferred from statement of profit & loss	300.00	300.00
Closing balance	4,768.62	4,468.62
Capital redemption reserve		
Opening balance	5.00	5.00
Add: Transferred from statement of profit & loss	-	-
Closing balance	5.00	5.00

Sales tax subsidy from the government of Haryana

Opening balance	672.54	672.54
Add: Addition during the year	-	-
Closing balance	672.54	672.54

Surplus/ (deficit) in the statement of profit and loss

Opening balance	9,964.36	7,947.60
Less: Depreciation on account of change in useful lives of assets as per company Act 2013 (Net of Deferred tax)	(51.95)	-
Add: Profit for the year	2,813.57	2,843.24
Less: Appropriations		
Transfer to general reserve	300.00	300.00
Proposed dividend on equity shares	600.00	450.00
Dividend distribution tax	122.15	76.48
Closing balance	11,703.83	9,964.36
Total	17,149.99	15,110.52

5. Long term borrowings

	As at 31 March 2015			As at 31 March 2014		
	Non Current Rs. lacs	Current Rs. lacs	Total Rs. lacs	Non-Current Rs. lacs	Current Rs. lacs	Total Rs. lacs
Secured						
Term Loans						
Rupee loan from Banks	7,636.26	1,777.71	9,413.97	1,636.19	2,162.08	3,798.27
Unsecured						
Hero Fincorp Limited	2,691.64	1,064.74	3,756.38	1,333.33	666.67	2,000.00
Total	10,327.90	2,842.45	13,170.35	2,969.52	2,828.75	5,798.27

Amount disclosed under the head "Other Current Liabilities" Refer Note No - 10 as :

Current Maturities of Long-Term Debts	(2,842.45)	(2,842.45)	(2,828.75)	(2,828.75)
Total	-	(2,842.45)	(2,842.45)	(2,828.75)
Net Amount	10,327.90	-	10,327.90	2,969.52

Nature of Security and Terms of Repayment
Details of Securities

- Term Loan from IDBI Bank Ltd having outstanding balance of Rs. 198.00 lacs (previous year Rs. NIL) is secured by exclusive charge on the fixed assets created under expansion project of binola plant.
- Term loan from Axis Bank having outstanding balance of Rs. 233.73 lacs (previous year Rs. 724.73 lacs) are secured by exclusive charge on specific movable machineries of Binola Plant.
- Term loan availed from Karnataka Bank having outstanding balance of Rs. 2,000.00 lacs (previous year Rs. 635.79) is secured against Hypothecation of Machineries located at Binola & Manesar Plant.
- Term loans availed for Haridwar Plant from Punjab National Bank having outstanding balance of Rs. 847.92 lacs (previous year Rs. 1,986.67 lacs) is having pari passu charge over the entire Fixed assets of Haridwar plant both present and future.

- Term Loan availed from ING Vyasa Bank having outstanding balance of Rs.172.59 lacs (previous year Rs 258.88 lacs) is secured by exclusive charge on the fixed assets created under expansion project of Haridwar plant.
- Term Loan availed from Yes Bank Ltd having outstanding balance of Rs.5,000.00 lacs (previous year Rs Nil) is having first pari passu on entire fixed assets of Rohtak & Bangalore Plant, respectively with other lenders.
- Term Loan availed from ING Vyasa Bank Ltd having outstanding balance of Rs. 961.74 lacs (previous year Rs Nil) is having first pari passu on entire fixed assets of Rohtak & Bangalore Plant, respectively with other lenders.
- The interest rate for the above Term Loan varies from 11.00% to 12.50 % (previous year 11.50% to 13.50 %).

Terms of Repayment

Banks	o/s as on 31st March 2015	Yearly repayment schedule				
		2015-16	2016-17	2017-18	2018-19	2019-20 & Above
Binola Plant						
IDBI bank limited	198.00	187.50	10.50	-	-	-
Axis bank limited	233.73	156.00	77.73	-	-	-
Hero fincorp limited	3,756.38	1,064.74	1,215.41	597.38	603.46	275.40
Karnataka bank limited	1,000.00	250.00	250.00	250.00	250.00	-
Total	5,188.11	1,658.24	1,553.63	847.38	853.46	275.40

Banks	o/s as on 31st March 2015	Yearly repayment schedule				
		2015-16	2016-17	2017-18	2018-19	2019-20 & Above
Haridwar Plant						
Punjab national bank	847.92	847.92	-	-	-	-
Ing vysya bank limited	172.59	86.29	86.29	-	-	-
Total	1,020.51	934.21	86.29	-	-	-

Banks	o/s as on 31st March 2015	Yearly repayment schedule				
		2015-16	2016-17	2017-18	2018-19	2019-20 & Above
Manesar Plant						
Karnataka bank limited	1,000.00	250.00	250.00	250.00	250.00	-
Total	1,000.00	250.00	250.00	250.00	250.00	-

Banks	o/s as on 31st March 2015	Yearly repayment schedule				
		2015-16	2016-17	2017-18	2018-19	2019-20 & Above
Rohtak & Bangalore Plant						
Yes bank limited	5,000.00	-	-	150.00	150.00	4,700.00
Ing vysya bank limited	961.74	-	333.33	628.41	-	-
Total	5,961.74	-	333.33	778.41	150.00	4,700.00

Grand Total	13,170.36	2,842.45	2,223.26	1,875.79	1,253.46	4,975.40
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6. Deferred tax liabilities (net)

	As at 31 Mar '15 Amount Rs. Lacs	Charge/(Credit during the year) Rs. Lacs	As at 31 Mar '14 Amount Rs. Lacs
A. Deferred tax liabilities			
Difference between book and tax depreciation	1,229.13	13.01	1,216.12
B. Deferred Tax Assets			
Disallowance u/s 43-B of the Income Tax Act, 1961	88.36	(30.13)	58.23
TOTAL	1,140.77	(17.12)	1,157.89

The tax impact (credit) of Rs. 21.27 Lacs on the adjustment on account of transitional provision specified in schedule 2 of company act 2013, has been adjusted to opening reserves.

7. Provisions

	As at 31 March 2015		As at 31 March 2014	
	Short Term Rs. Lacs	Long Term Rs. Lacs	Short Term Rs. Lacs	Long Term Rs. Lacs
Provision for employee benefits				
Gratuity (Refer Note 30)	11.37	66.91	0.70	21.73
Leave encashment (Refer Note 30)	18.12	207.52	12.63	144.63
Other provisions				
Proposed dividend (including dividend distribution tax)	722.15	-	526.49	-
TOTAL	751.64	274.43	539.82	166.36

8. Short term borrowings

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
From banks on cash credit (secured)	6,702.96	5,908.99
TOTAL	6,702.96	5,908.99

Details of Securities

- (i) Cash credit from IDBI Bank having outstanding balance of Rs. 1400.00 Lacs (previous year Rs. 40.50 lacs) and Axis Bank having outstanding balance Rs. Nil (PY Rs. 277.95 lacs) at Binola is secured by first Pari Pasu charge on current assets of the Company.
- (ii) Cash credit from Karnataka Bank having outstanding balance of Rs. 625.87 Lacs (previous year Rs. 526.55 Lacs) at Binola is secured as first charge on entire current assets of the company (Both Present and future and second charge on the machineries proposed to be purchased out of Term Loan of Rs. 10 Crores for Binola Plant.
- (iii) Cash credit from Punjab National Bank having outstanding balance of Rs. 1491.64 lacs (previous year Rs. 2392.21 lacs) and IDBI Bank Ltd. having an outstanding balance of Rs. 1110.12 Lacs (previous year Rs.174.02 lacs) is secured by first pari passu charge on the current assets of Haridwar Plant along with the other working capital bankers.
- (iv) Cash credit from Ing Vysya Bank Limited having outstanding balance or Rs 2075.33 lacs (previous year Rs. 2497.76 lacs) is secured by first pari passu charges on the current asset of binola plant along with the other working capital bankers.
- (v) The interest rate for the above cash credit varies from 11.50% to 12.75% (previous year 12% to 14%).

9. Trade payables

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Trade payables*	4,816.50	4,387.80
TOTAL	4,816.50	4,387.80

* Includes due to Micro, Small and Medium enterprises(Refer Note No.- 35)
(to the extent information is available with the company)

10. Other current liabilities

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Current maturities of long-term borrowings (Refer Note 5)	2,842.45	2,828.75
Advance from customers	2.93	513.26
Unpaid dividend*	32.36	29.10
Interest accrued but not due on borrowings	85.12	59.38
Other payables		
Withholding & other taxes	122.15	142.37
Expenses	682.01	525.13
Security deposits	8.19	1.46
Retention money	10.09	4.35
Trade payables*	4,816.50	4,387.80
TOTAL	3,785.30	4,103.80

*This amount does not include amount to be credited to Investor Education and Protection Fund.

12. Loans and advances (unsecured considered good)

	As at 31 March 2015		As at 31 March 2014	
	Short Term Rs. Lacs	Long Term Rs. Lacs	Short Term Rs. Lacs	Long Term Rs. Lacs
Capital advances	3,417.46	-	128.25	-
Security deposits	-	204.06	-	198.53
Prepaid expenses	-	70.36	-	80.86
Advance to suppliers/contractors	-	923.73	-	816.69
Advance to employees	-	35.33	-	32.92
Balances with statutory authorities	-	553.27	-	298.11
Advance tax and tax deducted at source (Net of provision Rs. 3684.39 lacs (p y Rs. 2936.26 lacs)	71.10	-	107.12	-
MAT credit entitlement	1,349.39	-	1,366.82	-
TOTAL	4,837.95	1,786.75	1,602.19	1,427.11

13. Inventories (As taken verified and certified by the management)

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Raw materials	1,930.24	1,366.91
Work - in - process	1,713.29	1,946.39
Finished goods	210.92	385.09
Stores & spares	4,053.84	2,575.95
Others	57.28	6.48
TOTAL	7,965.57	6,280.82

11. Fixed assets

Particulars	Tangible assets											Capital Work-in-Progress		
	Land	Building	Plant & machinery	Computers	Office equipment	Furniture & fixtures	Vehicles	Lease hold improvements	Total Tangible assets	Intangible assets	Grand Total			
	Rs. lacs	Rs. lacs	Rs. lacs	Rs. lacs	Rs. lacs	Rs. lacs	Rs. lacs	Rs. lacs	Rs. lacs	Rs. lacs	Rs. lacs		Rs. lacs	
Gross block														
As at 01 April 2014	3,324.62	3,708.28	31,528.22	129.40	189.84	169.38	282.54	32.66	39,364.94	129.62	39,494.56	-	-	
Additions	-	9.25	1,500.69	40.94	19.75	6.61	124.78	50.00	1,752.02	93.20	1,845.22	73.05	73.05	
Disposals	-	-	-	-	-	-	(24.19)	-	(24.19)	-	(24.19)	-	-	
As at 31st March 2014	3,324.62	3,717.53	33,028.91	170.34	209.59	175.99	383.13	82.66	41,092.77	222.82	41,315.59	73.05	73.05	
Additions	2,430.22	-	2,324.88	25.26	31.33	22.98	122.23	44.39	5,001.29	30.83	5,032.13	592.55	592.55	
Disposals	-	-	-	(6.35)	(0.60)	-	(67.49)	-	(74.45)	-	(74.45)	(73.05)	(73.05)	
As at 31st March 2015	5,754.84	3,717.53	35,353.79	189.25	240.31	198.97	437.87	127.05	46,019.62	253.65	46,273.27	592.55	592.55	
Depreciation														
As at 01 April 2014	-	530.94	14,354.22	95.82	62.75	63.93	100.52	13.99	15,222.17	106.30	15,328.47	-	-	
Charge for the year	-	127.20	2,879.70	12.22	8.88	10.23	35.25	2.56	3,076.04	14.88	3,090.92	-	-	
Disposals	-	-	-	-	-	-	(14.54)	-	(14.54)	-	(14.54)	-	-	
As at March 31, 2014	-	658.14	17,233.92	108.04	71.63	74.16	121.23	16.55	18,283.67	121.18	18,404.85	-	-	
Charge for the year	-	126.49	2,490.51	37.37	108.43	26.52	52.67	11.73	2,853.70	38.10	2,891.80	-	-	
Charge to opening reserve	-	-	(73.22)	-	-	-	-	-	(73.22)	-	-	-	-	
Disposals	-	-	-	(5.77)	(0.60)	-	(49.45)	-	(55.83)	-	(55.83)	-	-	
As at March 31, 2015	-	784.63	19,651.21	139.64	179.45	100.68	124.44	28.28	21,008.33	159.28	21,240.82	-	-	
Net block														
As at March 31, 2014	3,324.62	3,059.39	15,794.99	62.30	137.96	101.83	261.90	66.11	22,809.09	101.64	22,910.73	73.05	73.05	
As at March 31, 2015	5,754.84	2,932.90	15,702.58	49.61	60.86	98.30	313.43	98.78	25,011.29	94.38	25,105.67	592.55	592.55	

Note:- Lease hold improvements have been depreciated according to lease term.

14. Trade receivables (Unsecured, considered good unless

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Outstanding for a period exceeding six months from the due date		
Considered good	45.94	101.70
Considered doubtful	-	-
Less: Provision for doubtful debts	-	-
Outstanding for a period less than six months from the due date		
Considered good	4,811.19	2,845.12
TOTAL	4,857.13	2,946.82

15. Cash and cash equivalents

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Cash and bank balances		
Bank balances in current account	574.36	14.79
Cash in hand	11.95	6.74
Other bank balances		
Earmarked for unpaid dividend	32.36	29.10
TOTAL	618.67	50.63

16. Other Current Asset

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Unbilled revenue	185.21	53.34
TOTAL	185.21	53.34

17. Revenue from operations

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Sale of products (finished goods)	45,761.33	40,938.65
Other operating revenue	1,231.39	979.49
TOTAL	46,992.72	41,918.14

18. Other income

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Interest income	0.14	0.32
Net gain of foreign exchange	-	13.01
Miscellaneous income	12.72	6.32
TOTAL	12.86	19.65

19. Cost of raw material consumed

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Opening balance of the raw material inventory	1,366.91	950.93
Add : Purchases during the year	15,291.40	13,473.95
	16,658.31	14,424.88
Closing balance of the raw material inventory	1,930.24	1,366.91
TOTAL	14,728.07	13,057.97

20. (Increase) / decrease In finished goods and work - in - progress

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Opening balance of the Inventories		
Work - in - process	1,946.39	1,874.47
Finished goods	385.09	237.49
Process scrap	6.48	28.84
	2,337.96	2,140.79
Less:		
Closing balance of the Inventories		
Work - in - process	1,713.29	1,946.39
Finished goods	210.92	385.09
Process scrap	57.28	6.48
	1,981.49	2,337.96
NET	356.47	(197.17)

21. Employee benefit expenses

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Salaries, wages, allowances & commission	3,184.63	2,667.82
Contribution to gratuity, provident and other funds	209.32	187.93
Staff welfare expenses	382.59	347.61
Retirement benefit	189.05	110.04
Less: Expenses Capitalize	(1.79)	-
TOTAL	3,963.80	3,313.40

22. Finance cost

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Interest on term loans	1,028.61	880.40
Interest on cash credit	706.80	713.24
Interest others (including cash discount)	287.63	312.79
Bank & other charges	205.22	139.46
Less: Expenses Capitalize	(231.13)	-
TOTAL	1,997.13	2,045.89

23. Depreciation and amortization expense

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Depreciation of tangible assets	2,707.27	3,076.04
Depreciation of intangible assets	38.10	14.88
Less: Expenses Capitalize	(0.10)	-
TOTAL	2,745.27	3,090.92

24. Other expenses

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Power and fuel consumption	2,980.28	2,702.76
Packing material consumption	92.92	62.39
Repair and maintenance		
Machinery repairs	456.20	418.30
Building repairs	188.08	164.16
Vehicle repairs	152.03	140.08
Lease rent	163.84	131.84
Wages to contractors	3,325.13	2,727.41
Rates and taxes	9.34	14.33
Charity and donation	5.16	10.48
Corporate Social Responsibility Expenses	13.84	-
Insurance	149.76	151.13
Legal and professional	131.22	108.83
Travelling and conveyance	437.80	341.76
Printing and stationery	2.65	39.59
Postage, telegram and telephones	25.01	35.37
Selling expenses	43.84	55.63
Board & secretarial expenses	49.22	25.07
Security expenses	103.25	90.52
Freight and forwarding charges	166.01	35.87
Excise duty difference on stocks of finished goods (net)	(17.15)	12.35
Loss on sale of fixed assets	14.83	6.05
Foreign exchange fluctuation	4.08	-
Miscellaneous expenses	149.21	142.11
Less: Expenses Capitalize	(93.64)	-
TOTAL	8,552.91	7,416.03
Payment to Auditor		
As Auditor		
Audit Fee	7.20	6.08
Limited Review	1.20	1.00
Reimbursement of expenses	2.94	0.96
	11.34	8.04

25. Earning per share

	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
Net profit for calculation of basic and diluted EPS (Rs. in lacs)	2,813.57	2,843.24
Total number of equity shares outstanding at the end of the year	50000000	50000000
Weighted average number of equity shares in calculating basic and diluted EPS	50000000	50000000
Basic and diluted EPS (Rs.)	5.63	5.69

26. Contingent liabilities and commitments outstanding:

I Contingent Liabilities not provided for in respect of:-

	Description	As at 31 March 2015 Rs. Lacs	As at 31 March 2014 Rs. Lacs
a)	Letter of credit opened by banks	1370.83	1063.67
b)	Disputed Excise Duty and Other demands	8.95	18.12
c)	Income tax demands where the cases are pending at various stages of appeal with the authorities	6.45	7.37
	Based on legal opinion taken by the Company, discussions with the solicitors etc, the Company believes that there is a fair chance of decisions in favour of the Company in respect of the items listed above and hence no provision is considered necessary against the same		
II	Commitments		
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	4739.15	2052.22
III	Other Commitments	-	-

27. There are no present obligations requiring provision in accordance with the guiding principles as enunciated in Accounting Standard AS 29-“Provisions, Contingent Liabilities and Contingent Assets “ as it is not probable that an outflow of resources embodying economic benefits will be required.

28. In the opinion of Board, current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they stated and provision for all known liabilities has been made and considered adequate.

29. Expenditure on insurance includes Rs. 6.31 Lacs (Previous Year Rs. 6.31lacs) being the premium paid under Keyman Insurance Schemes to cover risks on life of Key Management personnel. Benefits to the Company under the said scheme depend on various factors including resignation/survival of the said personnel or premature surrender of the policy. Such benefits will be accounted in the year in which they become due.

30. Employee Benefits in accordance with Accounting Standard (AS-15)

The Company has classified the various benefits provided to employees as under:-

(i) Defined contribution plans

a. Provident fund

(ii) Defined benefits plans

a. Contribution to Gratuity fund

b. Compensated absences – Earned leave

In accordance with Accounting Standard 15, actuarial valuation was done in respect of the aforesaid defined plans based on the following assumptions: -

Economic Assumptions

The discount rate and salary increases assumed are key financial assumptions and are considered together; it is the difference or ‘gap’ between these rates which is more important than the individual rates in isolation.

Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. Regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company’s philosophy towards employee remuneration are also taken into account. Again a long- term view as to the trend in salary increase rates is taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The following tables set out the unfunded status of the gratuity plan and earned leave and amounts recognized in the Company’s financial statements as at March 31, 2015

	As on 2014-15 Rs. lacs	As on 2014-15 Rs. lacs	As on 2013-14 Rs. lacs	As on 2013-14 Rs. lacs
	Gratuity (Funded)	Leave Encashment (Unfunded)	Gratuity (Funded)	Leave Encashment (Unfunded)
a) Change in present value of the defined obligation				
- Present value of obligations as at 01.04.14	282.30	157.26	230.08	123.09
- Interest cost	24.00	13.37	18.41	9.84
-Past service cost	-	-	-	-
- Current service cost	53.75	41.39	40.85	31.85
- Benefits paid	(3.45)	(22.37)	(12.64)	(28.93)
- Actuarial loss on obligations	47.58	35.99	5.60	21.41
Present value of obligations as at 31.03.15	404.18	225.64	282.30	157.26
b) Changes in fair value of plan assets				
- Fair value of plan assets at the beginning of the year	259.87	-	204.96	-
- Acquisition adjustment	-	-	-	-
- Expected return on plan assets	23.39	-	17.93	-
- Contributions	42.35	-	49.61	-
- Benefits paid	(3.45)	-	(12.64)	-
- Actuarial gain/(loss) on plan assets	3.75	-	0.01	-
Fair value of plan assets at the end of the year	325.91	-	259.87	-
c) Liability recognized in balance sheet				
- Present value of obligations at the end of the year	404.18	225.64	282.30	157.26
- Fair value of plan assets as at the end of the year	325.91	-	259.87	-
- Funded Status / Difference	(78.28)	(225.64)	(22.44)	(157.26)
- Excess of actual over estimated	3.75	-	0.01	-
- Unrecognized Actuarial (Gain). Loss	-	-	-	-
- Net Assets/ (Liabilities) recognized in Balance Sheet	(78.28)	(225.64)	(22.44)	(157.26)

	As on 2014-15	As on 2014-15	As on 2013-14	As on 2013-14
	Gratuity (Funded) Rs. lacs	Leave Encashment (Unfunded) Rs. lacs	Gratuity (Funded) Rs. lacs	Leave Encashment (Unfunded) Rs. lacs
d) Expenses recognized in statement of profit and loss				
- Current service cost	53.75	41.39	40.85	31.85
- Past service cost	-	-	-	-
- Interest cost	24.00	13.37	18.40	9.85
- Expected return on Plan assets	(23.39)	-	(17.93)	-
- Net actuarial (gain)/ loss recognized during the year	43.83	35.99	5.60	21.40
Total expenses	98.19	90.75	46.92	63.10

e) Amounts for the current and previous five periods in respect of gratuity are as follows:					
Gratuity	2014-15	2013-14	2012-13	2011-12	2010-11
Defined benefit obligation	404.18	282.30	230.08	156.81	126.81
Plan Assets	325.91	259.87	204.96	142.58	137.41
Surplus/ (deficit)	(78.28)	(22.44)	(25.12)	(14.23)	10.60
Experience adjustment on plan assets	4.40	(1.01)	4.68	(0.89)	7.80
Experience adjustment on plan liabilities	(4.45)	(5.35)	(36.60)	1.60	(25.57)
Leave encashment					
Defined benefit obligation	225.64	157.26	123.10	90.21	76.21
Plan Assets	-	-	-	-	-
Surplus/ (deficit)	(225.64)	(157.26)	(123.10)	(90.21)	(76.21)
Experience adjustment on plan assets	-	-	-	-	-
Experience adjustment on plan liabilities	(14.65)	(21.16)	(14.04)	(21.88)	(19.69)
The principal assumptions used in determining gratuity for the Company's plans are shown below:					
Discount rate			7.75%		8.50%
Expected rate of return on assets			9.00%		8.75%
Expected rate of future salary increase			6.00%		6.00%
Retirement age			58 years		58 years

A. Provident Fund and Employees State Insurance

The Company makes contribution to statutory provident fund and Employee State Insurance in accordance with Employees Provident Fund and Miscellaneous Provision Act, 1952 and Employee State Insurance Act, 1948 respectively. This is post-employment benefit and is in the nature of defined contribution plan. Contribution made by the Company during the year is Rs.209.32 Lacs. (Previous year Rs. 187.93 lacs)

31. As the Company's business activity falls within a single primary business segment viz. Motorcycles Parts, the disclosure requirements of Accounting Standard (AS-17) "Segment Reporting" notified by Companies (Accounting Standards) Rules, 2013, (as amended) are not applicable.

32. Related Party Disclosures (**):-

a) Key Managerial Personnel

Mr. Neeraj Munjal, Managing Director
Dr. Anil Kumar Gupta, Technical Director
Mrs. Charu Munjal, Whole Time Director
Mr. Davendra Ujlayan, VP- Finance
Ms. Shivani Kakkar, Company Secretary

b) Holding Company

Dayanand Munjal Investments Private Limited

c) Enterprises over which key management personnel and their relatives are able to exercise significant influence

Munjal Showa Limited
Pushti Metal Industries LLP
Earthly Possessions
Semac Consultants Pvt. Ltd.

d) The following transactions were carried out with the related parties in the ordinary course of business:

Nature of Transaction	Key Management Personnel		Enterprises over which key management personnel and their relatives are able to exercise significant influence		Total	
	For the year ended		For the year ended		For the year ended	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
	Rs. Lacs	Rs. Lacs	Rs. Lacs	Rs. Lacs	Rs. Lacs	Rs. Lacs
Sale of goods and services						
Munjal Showa Limited	-	-	1346.08	1,177.43	1346.08	1,177.43
Purchase of goods and services						
Munjal Showa Limited	-	-	0.12	0.72	0.12	0.72
Pushti Metal Industries LLP	-	-	697.57	596.95	697.57	596.95
Earthly Possessions	-	-	1043.01	959.03	1043.01	959.03
Semac Consultants Pvt. Ltd.	-	-	26.65	-	26.65	-
Salary & perquisites						
Neeraj Munjal	198.82	157.91	-	-	198.82	157.91
Anil Kumar Gupta	49.15	33.42	-	-	49.15	33.42
Charu Munjal	126.15	65.50	-	-	126.15	65.50
Davendra Ujlayan	45.69	35.13	-	-	45.69	35.13
Shivani Kakkar	7.24	5.91	-	-	7.24	5.91
Outstanding balance as at the yearend Amount (receivable)						
Munjal Showa Limited	-	-	200.87	174.71	200.87	174.71
Amount (payable)						
Munjal Showa Limited	-	-	0.54	0.72	0.54	0.72
Pushti Metal Industries LLP	-	-	142.13	93.85	142.13	93.85
Earthly Possessions	-	-	194.50	116.69	194.50	116.69
Semac Consultants Pvt. Ltd.	-	-	-26.65	-	-26.65	-

** Identified and certified by the management.

33. The Company had incurred some expenditure related to acquisition/construction of fixed assets and classified under Capital work in progress. Details of the expenses capitalised and carried forward as capital work in progress are given below:

Particulars	2014-15	2013-14
Carried forward as part of Capital Work in Progress (A)	-	-
Expenditure incurred during the year		
Salary and Wages	1.79	-
Finance Cost	231.13	-
Power & Fuel	2.10	-
Travelling Expenses	76.42	-
Security Expenses	4.61	-
Repair & Maintenance	2.04	-
Depreciation	0.10	-
Miscellaneous Expenditure	8.47	-
Total Expenditure incurred during the year (B)	326.66	-
Less : Capitalised as Fixed Assets	-	-
Carried forward as part of Capital Work in Progress	326.66	-

34. Future commitments in respect of minimum lease payments payable for non-cancellable operating leases (other than land) entered into by the Company:

Particulars	(Rs. Lacs) As at	
	2014-15	2013-14
Not later than one year	143.13	128.26
Later than one year and not later than five years	494.68	560.66
Later than five years	194.67	259.48
	832.48	948.40

35. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006 to the extent of information available with the company:

Particulars	2014-15 Rs. lacs	2013-14 Rs. lacs
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year	Nil	Nil
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	-	-
Total	-	-

36. **Unhedged foreign currency exposures**

The amount of foreign currency exposures that are not hedged by a derivative instrument or otherwise are as under:-

Particulars	Foreign Currency	2014-15		2013-14	
		Amount in FC	Amount in INR	Amount in FC	Amount in INR
Receivables	EURO	85142.40	67.22	62778.00	53.26
	USD	1500.00	1.17	1624.83	0.98

37. **Particulars in respect of opening and closing stock of finished goods produced:**

Class of Goods	As at 31 March 2015	As at 31 March 2014
	Amount Rs. Lacs	Amount Rs. Lacs
Opening Stock		
Class of Goods		
Gear Components	385.09	237.49
Closing Stock		
Class of Goods		
Gear Components	210.92	385.09

38. **Raw material, processing materials and components consumption:**

Class of Goods	As at 31 March 2015	As at 31 March 2014
	Amount Rs. Lacs	Amount Rs. Lacs
Class of Goods		
Alloy Steel	14134.88	12,506.12
Bought out parts	593.19	551.86
	14,728.07	13,057.97

39. **Value of Imported and Indigenous raw materials and stores consumed and percentage thereof**

Class of Goods	As at 31 March 2015		As at 31 March 2014	
	Value	Amount % holding	Value	Amount % holding
Raw Material and Components				
Imported	-	0%	-	0%
Indigenous:	14,728.07	100%	13057.97	100%
	14,728.07		13,057.97	
Stores, spares, Tools & Dies consumed				
Imported	530.34	11%	628.58	13%
Indigenous	4200.60	89%	4,034.71	87%
	4,730.94		4,663.29	

40. Expenditure in foreign currency (on cash basis):

	As at 31 March 2015	As at 31 March 2014
	Amount Rs. Lacs	Amount Rs. Lacs
Foreign travelling	68.77	98.81
Consultancy charges	14.26	14.83
	113.64	113.64

41. CIF Value of Imports:

	As at 31 March 2015	As at 31 March 2014
	Amount Rs. Lacs	Amount Rs. Lacs
Stores and spares	530.34	628.58
Capital goods	913.62	248.51
	1,443.96	877.09

42. Earning in foreign exchange:

	As at 31 March 2015	As at 31 March 2014
	Amount Rs. Lacs	Amount Rs. Lacs
FOB value of exports	280.87	173.87

43. During the year ended March 31, 2015, pursuant to the provisions of the Companies Act, 2013 and requirements of notification G.S.R. 627 (E) dated August 29, 2014, the company has reviewed and reassessed the estimated useful lives and residual value of its fixed assets and adopted useful lives of the assets as per Schedule II to the Companies Act, 2013 except for certain items of fixed assets, which is based on the technical evaluation. Accordingly, the unamortized carrying value is being depreciated over the revised remaining useful lives. Consequently, the depreciation charge for the year ended March 31, 2015 is lower by Rs. 343.29 lacs. Depreciation of Rs. 51.95 lacs (net of deferred tax of Rs. 21.27 lacs) has been debited to the opening reserves, in accordance with the transitional provision to schedule II of the Companies Act, 2013.

44. In the opinion of the management there is no reduction in the value of any asset, hence no provision is required in term of accountancy standard 28 "Impairment of Asset".

45. Previous year figures have been regrouped where necessary to confirm to this year's classification.

As per report of even date
For S.S. KOTHARI MEHTA & CO.
Chartered Accountants

Sunil Wahal
Partner
Membership No. : 087294

For & on behalf of the Board of Directors

Neeraj Munjal
Managing Director
DIN : 00037792

Anil Kumar Gupta
Director
DIN : 02643623

Davendra Ujlayan
VP- Finance

Shivani Kakkar
Company Secretary
M No 25097

Place : New delhi
Dated : 18th May 2015

SHIVAM AUTOTECH LIMITED
CIN: L34300DL2005PLC139163

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

Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the
Companies (Management and Administration) Rules, 2014]

10th Annual General Meeting – September 9, 2015

Name of the member(s):
Registered Address:
Email Id:
Folio No. / Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:
	Address:
	E-mail Id:
	Signature: _____, or failing him

2.	Name:
	Address:
	E-mail Id:
	Signature: _____, or failing him

3.	Name:
	Address:
	E-mail Id:
	Signature: _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the company, to be held on the 9th day of September, 2015 at 11:30 a.m. at Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road, New Delhi-110030 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions
1.	Adoption of the Balance Sheet, Statement of Profit and Loss, Reports of the Board of Directors and Auditors for the financial year ended March 31, 2015.
2.	Declaration of Dividend on paid-up Equity Share Capital for the financial year ended on March 31, 2015.
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 2015-16 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.
6.	Revision in the remuneration of Mr. Neeraj Munjal (DIN 00037792), Managing Director of the Company.
7.	Revision in the remuneration of Mrs. Charu Munjal (DIN 03094545), Whole-time Director of the Company.
8.	Revision in the remuneration of Dr. Anil Kumar Gupta (DIN 02643623), Whole-time Director of the Company.
9.	Amendment in incidental object clause of Memorandum of Association of the Company.
10.	Deletion of other object clause of Memorandum of Association of the Company.
11.	Amendment in liability clause IV of Memorandum of Association of the Company.
12.	Increase in Authorised Share Capital and alteration of Memorandum of Association of the Company.
13.	Adoption of new set of Articles of Association of the Company.
14.	Approval for Issuance of Bonus Equity Shares.

Signed this..... day of..... 2015

Affix
Revenue
Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

SHIVAM AUTOTECH LIMITED

CIN: L34300DL2005PLC139163

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

**10th ANNUAL GENERAL MEETING
ATTENDANCE SLIP**

Name and address of the Member:
Folio No./Client Id no.:
No. of Shares(s) Held:
DP ID:

I certify that I am a member / proxy / Representative for the member of the Company.

I/We hereby record my/our presence at the 10th Annual General Meeting of the Company being held at **The Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road, New Delhi – 110017** on Wednesday, the 9th day of September, 2015 at 11.30 A.M.

Name of the Member(s) /Proxy / Representative	Signature of the Member(s) /Proxy / Representative
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Notes:

1. A member / proxy attending the meeting must complete this Attendance Slip and hand it over at the entrance of meeting hall.
2. A member intending to appoint a proxy, should complete the Proxy Form attached herewith and deposit it at the Company's Registered Office not later than 48 hours before the commencement of the meeting.