

01st December, 2025

**The National Stock Exchange of India
Listing & Compliance Department**
"Exchange Plaza" Bandra Kurla Complex,
Bandra East,
Mumbai – 400 051
(Scrip Code – SHIVAMAUTO)

**The BSE Limited
Listing & Compliance Department**
Phiroje Jeejeebhoy Towers
Dalal Street Fort
Mumbai – 400 001
(Scrip Code – 532776)

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")- Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI Listing Regulations, please find enclosed herewith a copy of the Postal Ballot Notice dated 01st December, 2025 together with the Explanatory Statement thereto, seeking consent of the Members of Shivam Autotech Limited ("**Company**"), on the following items of special business:

S.No.	Types of Resolutions	Resolutions
1.	Special	To consider and approve the issuance of unlisted, secured, redeemable, optionally convertible debentures on a preferential basis.
2.	Special	Approval for grant of special rights pursuant to OCD subscription agreement to alpha alternative structured credit opportunities fund.
3.	Special	To consider and approve the amendments to the articles of association of the company.
4.	Special	To consider revision in the borrowings limits under sections 180(1)(a) of the companies act, 2013
5.	Special	To consider revision in the borrowings limits under sections 180 (1)(c) of the companies act, 2013

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MCS Share Transfer Agent Limited (MCS), and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, 28th December, 2025. The Board of Directors has appointed Mr. Yogesh Kumar (Membership No. ACS 60866 CP No. 23576), Proprietor of M/s Yogesh k & Associates, Practicing Company Secretaries, to act as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

The remote e-voting on the resolutions set out in the Postal Ballot Notice shall commence on Tuesday, December 02, 2025 at 9:00 a.m. (IST) and shall end Wednesday, December 31, 2025 at 5:00 p.m. (IST).

The Notice along with Explanatory Statement can be accessed at www.shivamautotech.com

Kindly place the above information on records.
Thanking you,

For Shivam Autotech Limited

SHAKTI KANT
MAHANA

Digitally signed by
SHAKTI KANT MAHANA
Date: 2025.12.01
10:52:33 +05'30'

Shakti Kant Mahana
Company Secretary & Compliance Officer
M. No. 69273

SHIVAM AUTOTECH LIMITED www.shivamautotech.com
CIN: L34300HR2005PLC081531

Registered Office: 10, 1st Floor, Emaar Digital Greens, Tower A, Sector
61, Golf Course Extension Road, Gurugram, Haryana-122102

Tel: 0124-4698700
Fax: 0124-4698798

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant circulars issued by Ministry of Corporate Affairs]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, December 02, 2025 [9:00 A.M]	Wednesday, December 31, 2025 [5:00 P.M]

Dear Shareholder(s),

NOTICE is hereby given to the Shareholders of Shivam Autotech Limited (**‘the Company’**) pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**) (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**‘Rules’**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**‘SS-2’**), each as amended, and in accordance with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 1/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 read with other relevant circulars issued by the Ministry of Corporate Affairs (**‘MCA Circulars’**) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing Ordinary/ Special Resolutions, by means of Postal Ballot only by remote e-voting process (**“remote e-voting”**) being provided by the Company to all its members to cast their votes electronically.

Pursuant to Section 102, Section 110 and other applicable provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice (**‘Notice’**).

In terms of the requirements specified in the MCA Circulars, the Company is sending Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of National Securities Depository Limited (**‘NSDL’**) for the purpose of providing remote e-voting facility to its Members. Members are requested to read the instructions in the Notes appended to this Notice so as to cast their vote electronically. The Notice is also available on the website of the Company at www.shivamautotech.com. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR/YES) or dissent (AGAINST/NO) by following the procedure as stated in the Notes forming part of

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the Notice for casting of votes by remote e-voting not later than 5.00 p.m. (IST) on **December 31, 2025**. The remote e-voting facility will be disabled by NSDL immediately thereafter.

SPECIAL BUSINESS

1. APPROVAL FOR THE ISSUANCE OF UNLISTED, SECURED, REDEEMABLE, OPTIONALLY CONVERTIBLE DEBENTURES ON A PREFERENTIAL BASIS

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c), 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the **“Act”**), the enabling provisions of the Memorandum and Articles of Association of the Company, provisions of the listing agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited where the equity shares of face value ₹2 each of the Company (**“Equity Shares”**) are listed (the **“Stock Exchanges”**) and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (**“SEBI LODR Regulations”**), the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s) or re-enactment(s) thereof (**“FEMA”**), the rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**) and/or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), as may be required, from the Government of India, SEBI, RBI, Stock Exchanges, and any other statutory or regulatory authorities, and subject to such terms, conditions and/or modifications as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including powers conferred hereunder), the approval of the Members be and is hereby accorded to create, offer, issue and allot, from time to time in one or more tranches, on a preferential basis by way of private placement, up to 12,000/- unlisted, secured, redeemable, optionally convertible debentures of face value ₹1,00,000 (Rupees one lakh) each (**“OCDs”**), at a price of ₹1,00,000 per OCD (**“OCD Issue Price”**), payable in cash, aggregating up to ₹1,20,00,00,000 (Rupees One Hundred twenty Crores), with each OCD convertible into Equity Shares of the Company at a conversion ratio of 12,000 OCDs into 4,16,52,204 Equity Shares (having a face value of INR 2 each) at a conversion price of INR 28.81 (**“Conversion Price”**), being the minimum price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations, which may be exercised in one or more tranches within a period of 18 (eighteen) months from the date of allotment of OCDs to the Proposed Allottee, subject to the completion of the conditions precedent or waiver under and in accordance with such other terms and conditions as set out under the OCD debenture subscription agreement between Company, Proposed Allottee (*defined below*), Neeraj Munjal, Yogesh Chander Munjal and Dayanand Munjal Investments Private Limited (**“DMIPL”**) (**“OCD Subscription Agreement”**) and OCD debenture trust deed between Company, Neeraj Munjal, DMIPL and Vistra ITCL (India) Limited (collectively referred to as **“Transaction Documents”**), subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, to Alpha Alternative Structured Credit Opportunities Fund (the **“Proposed Allottee”** or **“OCD Holder”**):

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the **“Relevant Date”** for the purpose of determination of the floor price of the OCDs proposed to be

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allotted to the Proposed Allottee shall be 01st December, 2025, being the date which is 30 (thirty) days prior to the last date for remote E-voting for postal ballot (on which date this Resolution, if approved by the requisite majority of the Members of the Company through postal ballot, will be deemed to be passed) i.e. 31st December, 2025.

RESOLVED FURTHER THAT, without prejudice to the generality of the foregoing resolutions, the aforesaid issue of the OCDs, shall be subject to the terms and conditions under Transaction Documents and such other provisions under applicable laws, including but not limited to the following:

- a) The OCDs shall be issued and allotted by the Company within a period of 15 (fifteen) days from the date of passing the Special Resolution by the Members of the Company by way of postal ballot, or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment of OCDs shall be completed within a period of 15 (fifteen) days from the date of such approval or permission.
- b) Subject to the SEBI ICDR Regulations and applicable laws, the Proposed Allottees shall, at their sole option, have the right to convert the OCDs, in full or in part, in one or more tranches, within 18 (eighteen) months from the date of allotment of the OCDs, but no later than 15 days prior to the expiry of 18 (eighteen) months from the date of allotment of the OCDs.
- c) The conversion ratio for conversion of the OCDs into Equity Shares shall be: 12,000 OCDs into 4,16,52,204 Equity Shares (having face value of INR 2 each) at a conversion price of INR 28.81 which is equal to the minimum price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations.
- d) The tenure of OCDs shall not exceed 18 (eighteen) months from the date of allotment. OCDs that remain unconverted upon expiry of 18 (eighteen) months from the date of allotment of the OCDs shall, without any further act or deed, stand mandatorily redeemable by the Company immediately upon such expiry, in accordance with the terms of issue and applicable law.
- e) 100% of the OCD Issue Price shall be paid at the time of subscription of the relevant OCDs. The Proposed Allottee shall not be required to make any further payments at the time of exercise of the right attached to the OCDs to convert to Equity Shares of the Company of face value ₹2 each.
- f) The OCDs and the Equity Shares allotted pursuant to the exercise and conversion of such OCDs shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations.
- g) The conversion right attached to OCDs may be exercised by the Proposed Allottee, at any time during the term thereof as agreed, by issuing a written notice to the Company specifying the number of OCDs proposed to be converted. Upon exercise by the Proposed Allottee of such conversion right, the Company shall, without any further approval from the Members, issue and allot the corresponding number of Equity Shares in dematerialized form and perform all such actions as are required to give effect to such issuance and allotment.
- h) The equity shares to be allotted on conversion of the OCDs shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- i) The pre-preferential allotment shareholding of the Proposed Allottee, if any shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- j) The equity shares allotted upon conversion of the OCDs shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.

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k) All other terms and conditions as set out in the Transaction Documents.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the Proposed Allottee be recorded for the issuance of invitation to subscribe to the OCDs and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Proposed Allottee inviting them to subscribe to the OCDs in one or more tranches.

RESOLVED FURTHER THAT Since the proceeds from the Preferential Issue exceed ₹100 crores, the approval of the Board be and is hereby granted to appoint a SEBI-registered credit rating agency as the Monitoring Agency to monitor the utilization of proceeds of this Preferential Issue in accordance with Regulation 162A of Chapter V of the SEBI ICDR Regulations..

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allotees pursuant to this preferential issue shall be kept by the Company in a separate scheduled bank account.

RESOLVED FURTHER THAT the OCDs to be issued by the Company shall be secured by the security that is proposed to be created for securing the OCDs and any other securities, as may be agreed by and between the Company and the Proposed Allottee under the Transaction Documents (“**OCD Security**”).

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, proper or expedient, including without limitation, determination, modification, or finalisation of terms and conditions for issuance of OCDs, timing for issuance of such OCDs including but not limited to, the number of tranches, the terms of the issue, tenor, interest / coupon rate, redemption premium, early redemption premium, costs, fees and charges payable for the OCDs, security for the OCDs, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing, entering into contracts, arrangements, agreements, documents (including but not limited to private placement offer letter, debenture trust deed, debenture subscription agreement, security creation agreements, and for appointment of agencies, intermediaries and advisors for the Preferential Issue).

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) and/or representatives of the Company or to any other person, as may be necessary, to give effect to this resolution and all actions taken by such persons in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

2. APPROVAL FOR GRANT OF SPECIAL RIGHTS PURSUANT TO OCD SUBSCRIPTION AGREEMENT TO ALPHA ALTERNATIVE STRUCTURED CREDIT OPPORTUNITIES FUND.

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013, read with the rules made thereunder, Regulation 31B and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR Regulations**”) and other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time (in each case, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum of Association and Articles of Association of the Company, applicable clauses of the OCD Subscription Agreement, approval of the Members be and is hereby accorded to grant certain special rights in accordance with Regulation 31B of the SEBI LODR Regulations to Proposed Allottee, to grant and give effect to certain rights of Proposed Allottee as particularly set out in OCD Subscription Agreement including: (a) to nominate 1 director on the Board as nominee director; and (b) limited matters as detailed under the OCD Subscription Agreement, which will require the affirmative vote of the Proposed Allottee in accordance with the terms thereto.

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RESOLVED FURTHER THAT in connection with the above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or desirable including but not limited to execution of all such deeds, agreements, documents, instruments and writings, and to settle all difficulties, doubts and questions that may arise in connection with any matter referred to or contemplated in the foregoing resolution, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) and/or representatives of the Company or to any other person, as may be necessary, to give effect to this resolution and all actions taken by such persons in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

3. APPROVAL FOR AMENDMENT TO THE ARTICLES OF ASSOCIATION

“RESOLVED THAT pursuant to the provisions of Sections 5, 14, and 15 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, each as amended and in accordance with the relevant provisions of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, as amended from time to time, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies (Share Capital and Debentures) Rules, 2014 (as amended from time to time), and subject to the applicable provisions of any other applicable law, approval of the Members be and is hereby accorded for effecting the following amendments to the existing Articles of Association of the Company, on account of reasons as stated in the explanatory statement annexed to the this Notice, a copy of which is placed for inspection by the members:

The existing Clause 97A of the Articles of Association (AOA) be amended as follows:

- (i) *Whenever the Company enters into a contract or agreement or deed with any lenders, debenture holders or debenture trustee for borrowing any money (including by way of issuance of debentures) or for providing any guarantee or security or assistance or enter into any other arrangement or in terms of the applicable laws, the Board of Directors shall have, subject to the provisions of Section 152 of the Companies Act 2013, the power to agree that such lenders, debenture holders or Investor and / or debenture trustee shall have the right to appoint or nominate (by a notice in writing addressed to the Company) one or more directors and/or one or more observer on the Board of Directors (including committees, if any, constituted by the Company) for such period and upon such conditions as may be mentioned in the loan agreement / facility agreement / debenture trust deed or any other financing document entered into by the Company.*
- (ii) *The nominee director and/or one or more observer representing lenders / debenture trustee / debenture holders or Investor shall not be required to hold qualification shares and not be liable to retire by rotation.*
- (iii) *The Board of Directors may also agree that any such director, or directors and/or observers may be removed from time to time by the lenders / debenture trustee / debenture holders or Investor entitled to appoint or nominate them and such lenders / debenture trustee / debenture holders or Investor may appoint another or other or others in his or their place and also fill in any vacancy which may occur as a result of any such director or directors and/or observers ceasing to hold that office for any reason whatever.*
- (iv) *The nominee director and/or observers shall hold office only so long as any monies remain owed by the Company to such lenders / debenture trustee / debenture holders or Investor.*

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- (v) *The nominee director and/or observers shall have all rights and privileges as set out in the relevant contract or agreement or deed entered into by the Company with any lenders, debenture holders or debenture trustee or Investor.*

The following new clause as Article 97B (immediately following the Article 97A) shall be added:

“The provisions relating to the appointment of the nominee director and the limited affirmative voting rights requiring consent of Alpha Alternative Structured Credit Opportunities Fund (“Investor”), as set out in the OCD Subscription Agreement executed with the Investor, shall be deemed to be incorporated herein.”

RESOLVED FURTHER THAT in connection with the above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or desirable, including signing and filing the necessary e-forms with the Registrar of Companies, and to settle all difficulties, doubts and questions that may arise in connection with any matter referred to or contemplated in the foregoing resolution, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) and/or representatives of the Company or to any other person, as may be necessary, to give effect to this resolution and all actions taken by such persons in connection with any matter referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

4. APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT 2013

“RESOLVED THAT in supersession of all earlier resolutions passed in the matter and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of articles of association of the Company, the consent of the members of the Company be and is hereby accorded to the Board for charging all or any of the immovable and movable properties of the Company, both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and lender(s) or creditors or debenture holders or investors to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital, free reserves and securities premium in the ordinary course of business but not exceeding **INR 600 (Rupees Six Hundred Crore Only)** at any one time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps and do all necessary things in this regard in order to comply with all the formalities and further to authorize any of its Committee(s)/Director(s) or any officer(s) of the Company to do all such acts, deeds or things as may be necessary to give effect to the aforesaid resolution and matters related thereto.”

5. APPROVAL UNDER SECTION 180(1)(C) OF THE COMPANIES ACT 2013

“RESOLVED THAT in supersession of all earlier resolutions passed in the matter and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force, the consent of the members of the Company be and is hereby accorded to the Board for borrowing from time to time as they may think fit, any sum or sums of money not exceeding **INR 600 (Rupees Six Hundred Crore Only)** including the money

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already borrowed by the Company on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company, free reserves and securities premium."

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps and do all necessary things in this regard in order to comply with all the formalities and further to authorize any of its Committee(s)/Director(s) or any officer(s) of the Company to do all such acts, deeds or things as may be necessary to give effect to the aforesaid resolution and matters related thereto."

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102, 110 of the Act, read with Rule 22 of the Rules each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, November 28, 2025 ("**Cut-Off Date**") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.shivamautotech.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of MCS Share Transfer Agent Limited admin@mcsregistrars.com.
4. All the material documents referred to in the Notice and Explanatory Statement, are available for inspection by the members at the Registered office / Corporate Office of the Company on all working days between 09:00 A.M. (IST) and 05:30 P.M. (IST) from the date of dispatch of the Notice up to the last date of e-voting
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. It is however, clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolutions in accordance with the process specified in this Notice.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), and SS-2 and any amendments thereto, the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.

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7. **The remote e-voting shall commence on Tuesday, 02nd December, 2025 at 9:00 a.m. (IST) and shall end on Wednesday, 31st December, 2025 at 5:00 p.m. (IST)**

During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

8. The Resolutions, if passed with requisite majority through Postal Ballot, will be deemed to be passed on the last date specified for remote e-voting i.e., 31st December, 2025.
9. The Board of Directors has appointed Ms. Yogesh Kumar (Membership No. ACS 60866 CP No. 23576), Proprietor of M/s Yogesh K & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the postal ballot process in fair and transparent manner.
10. The Scrutinizer will submit her report after scrutiny of the votes cast, on the result of the Postal Ballot on or before 01st January, 2026. The Scrutinizer's decision on the validity of votes cast will be final.
11. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.shivamautotech.com, and on the website of NSDL at www.evoting.nsdl.com and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
12. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
13. Members may download the Notice from the Company's website at www.shivamautotech.com, or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com.
14. The vote in this Postal Ballot cannot be exercised through proxy.
15. Mr. Shakti kant Mahana, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this Postal ballot e-voting. His details are as follows:
- Name: Mr. Shakti Kant Mahana
 - Designation: Company Secretary and Compliance Officer
 - Registered office: 10, 1st Floor, Emaar Digital Greens, Tower A, Sector 61, Golf Course Extension Road, Gurugram, Haryana-122102
 - Email id: cs@shivamautotech.com ; Phone No.: 0124-4698700
16. Members are requested to intimate about change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to the Company's Registrar and Share Transfer Agent, M/s MCS Share Transfer Agent Ltd., 179-180, DSIDC Shed, 3rd Floor, Okhla Industrial Area, Phase-1 New Delhi-110020 through email at admin@mcsregistrars.com, in case the shares are held in physical form and to the Depository Participant (DP) in case the shares are held in electronic form.
17. **How do I vote electronically using NSDL e-Voting system?**

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The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ypaandcompany@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@shivamautotech.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@shivamautotech.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013
READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES,
2014**

**Item No. 1: APPROVAL FOR THE ISSUANCE OF UNLISTED, SECURED, REDEEMABLE,
OPTIONALLY CONVERTIBLE DEBENTURES ON A PREFERENTIAL BASIS**

The Special Resolution contained in Item No. 1 of this notice, is being proposed pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, to create, offer, issue and allot, from time to time in one or more tranches, on a preferential basis by way of private placement, up to 12,000/- unlisted, secured, redeemable, optionally convertible debentures of face value ₹1,00,000 (Rupees one lakh) each ("**OCDs**"), at a price of 1,00,000 per OCD ("**OCD Issue Price**"), which is at a price higher than the price as determined in accordance with the provisions of Chapter V of the ICDR Regulations, payable in cash, aggregating up to ₹1,20,00,00,000 (Rupees One Hundred twenty Crores)], with each OCD convertible into Equity Shares of the Company at a conversion ratio of 12,000 OCDs into 4,16,52,204 Equity Shares (having a face value of INR 2 each) at a conversion price of INR 28.81 ("**Conversion Price**"), being the minimum price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations, which may be exercised in one or more tranches within a period of 18 (eighteen) months from the date of allotment of OCDs to the Alpha Alternative Structured Credit Opportunities Fund ("**Proposed Allottee**"), subject to the completion of the conditions precedent or waiver under and in accordance with such other terms and conditions as set out under the OCD debenture subscription agreement between Company, Proposed Allottee (*defined below*), Neeraj Munjal, Yogesh Chander Munjal and Dayanand Munjal Investments Private Limited ("**DMIPL**") ("**OCD Subscription Agreement**") and OCD debenture trust deed between Company, Neeraj Munjal, DMIPL and Vistra ITCL (India) Limited (collectively referred to as "**Transaction Documents**"), subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act to ("**Preferential Issue**").

The proposed Preferential Issue is to be made to Proposed Allottee, who is a Non-Promoter of the Company, in accordance with the details set out in the resolution. The preferential issue shall be undertaken in compliance with Chapter V of the ICDR Regulations, and the applicable provisions of the Act along with the rules framed thereunder and shall be subject to the approval of the shareholders of the Company. The Board of Directors, at its meeting held on 29th November, 2025 has considered and approved the said Preferential Issue.

Accordingly, the approval of the shareholders of the Company is being sought by way of a special resolution pursuant to Sections 23(1), 42, 62(1)(c), and 71, and other applicable provisions of the Act, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, and Regulation 160 of the ICDR Regulations, for Item no. 1 of the notice, seeking approval for the proposed Preferential Issue of OCDs.

The details of the Preferential Issue and other particulars required to be disclosed in accordance with Regulation 163 of the ICDR Regulations, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and as mandated under NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and BSE Circular No. 20221213-47 dated December 13, 2022 with respect to additional disclosures for objects of the issue, are set out below:

1. Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of Securities to be issued, manner of issue of shares, class or classes of persons to whom allotment is proposed to be made and the Issue Price:

The Board of Directors at its meeting held on 29th November, 2025 subject to the approval of the shareholders of the Company and such other approvals as may be required, has approved the issuance and allotment of up to 4,16,52,204/- unlisted, secured, redeemable, optionally convertible debentures of face value ₹ 1,00,000 (Rupees one lakh) each at an issue price of 1,00,000, payable

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in cash for an aggregate amount of up to ₹1,20,00,00,000 (Rupees One Hundred Twenty Crores), by way of a preferential issue to Proposed Allottee.

2. Basis on which the price has been arrived at and justification for the price / conversion (including premium, if any):

The Issue Price of OCDs is Rs. 1,00,000 per OCD. The Proposed Allottee shall be entitled to require the Company to convert the OCDs into Equity Shares of the Company (which shall rank pari-passu in all respects with the existing equity shares of the Company). The conversion ratio for conversion of OCDs into Equity Shares shall be: 12,000 OCDs shall convert into 4,16,52,204 equity shares (having a face value of INR 2 each) at a conversion price of INR 28.81, being the minimum price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations. Further details in this regard are set out in #10 below.

3. Method of determination of price as per the Articles of Association of the Company is not applicable as the Articles of Association of the Company are silent on the determination of a Floor Price/ Minimum Price of the shares issued on preferential basis.

4. Amount which the Company intends to raise by way of such securities:

Up to ₹1,20,00,00,000 (Rupees One Hundred Twenty Crores).

5. Relevant Date:

The "Relevant Date" for the purpose of determination of floor price of the OCDs proposed to be allotted to the Proposed Allottee shall be 01st December, 2025, being the date which is 30 (thirty) days prior to the last date for remote E-voting for postal ballot (on which date the Resolution set forth at Item No. 1, if approved by the requisite majority of the Members of the Company through postal ballot, will be deemed to be passed) i.e. 31st December, 2025.

6. Objects of the Preferential Issue:

The Company intends to utilize the proceeds raised through the Preferential Issue ("Issue Proceeds") towards the following objects ("Objects"):

- a. repayment of the non-convertible debentures issued to Proposed Allottee, to such extent as mutually agreed between the Company and the Investor; and
- b. utilisation of a portion of funds towards the long term working capital requirements of the Company, subject of Proposed Allottee's prior written approval.

7. Utilization of Issue Proceeds:

The Issue Proceeds shall be used for the purposes as set out below:

- a. repayment of the non-convertible debentures issued to Proposed Allottee, to such extent as mutually agreed between the Company and the Investor; and
- b. utilisation of a portion of funds towards the long term working capital requirements of the Company, subject of Proposed Allottee's prior written approval.

Given that the Preferential Issue is for OCDs, the Issue Proceeds shall be received by the Company at the time of subscription to the OCDs in terms of Chapter V of the ICDR Regulations and as estimated by our management, the entire Issue Proceeds would be utilized for the aforementioned objects, as per the Company's business requirements.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned objects may deviate +/- 10% (ten percent) depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the

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same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and which may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

8. Interim Use of Issue Proceeds:

Same as point 7, above.

9. Monitoring of Utilization of Funds:

Since the proceeds from the Preferential Issue will result in an amount exceeding ₹100 Crores (Rupees One Hundred Crores), the Company shall appoint a SEBI-registered credit rating agency as the Monitoring Agency to oversee the utilisation of the proceeds of this Preferential Issue in accordance with Regulation 162A of Chapter V of the ICDR Regulations.

10. Report of registered valuer

The price for the Preferential Issue of OCDs has been determined taking into account the valuation report dated 01st December, 2025 issued by Mr. Chandan Bhatia, independent registered valuer (registration no. IBBI/RV/06/2019/11431 ICAI RVO) ("**Valuer**") in accordance with Regulation 164(4) of the ICDR Regulations, that was duly approved by the Board on 29th November, 2025 ("**Valuation Report**"). The Valuation Report shall be available for inspection by the Members at the meeting and is also available on the Company's website and will be accessible at www.shivamautotech.com.

11. Name and address of valuer who performed valuation:

The price for the Preferential Issue of OCDs has been determined taking into account the valuation report dated 01st December, 2025 issued by Mr. Chandan Bhatia, independent registered valuer (registration no. IBBI/RV/06/2019/11431 ICAI RVO) ("**Valuer**") in accordance with Regulation 164(4) of the ICDR Regulations, that was duly approved by the Board on 29th November, 2025 ("**Valuation Report**"). The Valuation Report shall be available for inspection by the Members at the meeting and is also available on the Company's website and will be accessible at www.shivamautotech.com.

12. Principal terms of Assets charged as securities:

[The obligations of the Company in respect of the OCDs shall be secured by creation of such security interests over such assets of the Company as specified under the OCD Subscription Agreement and OCD debenture trust deed between Company, Neeraj Munjal, DMIPL and Vistra ITCL (India) Limited (collectively referred to as "**Transaction Documents**") including:

- a) a first ranking charge by way of pledge (on a pari-passu basis with the non-convertible debentures aggregating to INR 277,00,00,000 (Indian Rupees Two Hundred Seventy Seven Crores) by Yogesh Chander Munjal of the securities of certain companies (details of which are set out in the unattested share pledge agreement executed between Yogesh Chander Munjal and Vistra ITCL (India) Limited) ("**Debenture Trustee**");
- b) an exclusive mortgage by the Company over the immoveable properties in relation to the Rohtak plant located at Haryana, Kolar plant located at Karnataka and Haridwar plant located at Uttarakhand respectively, and as more particularly described in the Transaction Documents;
- c) an exclusive charge over the interest service reserve amounts as detailed in the Transaction Documents;
- d) cheques in favour of the Debenture Trustee;
- e) corporate guarantee by Dayanand Munjal Investments Private Limited ("**DMIPL**") in favour of Debenture Trustee;

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- f) personal guarantee to be provided by Mr. Neeraj Munjal in favour of Debenture Trustee;
- g) demand promissory note and letter of continuity;
- h) lien over certain units of mutual funds as set out in the letter of confirmation to the lien letter executed by Yogesh Chander Munjal in favour of Vistra ITCL (India) Limited;
- i) escrow account, debt service reserve amount and all monies, securities, instruments, investments, and other properties deposited in, credited to and/or required to be deposited in or credited to or lying to the credit of the escrow account, present and future; and
- j) other such security interests, as may be agreed by and between the Company, the Proposed Allottee and/or the Debenture Trustee.

13. Material terms of raising such securities:

The Preferential Issue of the OCDs shall be subject to the terms and conditions prescribed under applicable laws, including but not limited to:

- i. The OCDs shall be issued and allotted by the Company within a period of 15 (fifteen) days from the date of passing the Special Resolution by the Members of the Company by way of postal ballot, or such other extended period as may be permitted in accordance with the SEBI ICDR Regulations, provided that where any approval or permission by any regulatory authority or the Central Government or the Stock Exchanges is pending, the allotment of OCDs shall be completed within a period of 15 (fifteen) days from the date of such approval or permission.
- ii. Subject to the SEBI ICDR Regulations and applicable laws, the Proposed Allottees shall, at their sole option, have the right to convert the OCDs, in full or in part, in one or more tranches, within 18 (eighteen) months from the date of allotment of the OCDs, but no later than 15 days prior to the expiry of 18 (eighteen) months from the date of allotment of the OCDs.
- iii. The conversion ratio for conversion of the OCDs into Equity Shares shall be: 12,000 OCDs into 4,16,52,204 Equity Shares (having face value of INR 2 each) at a conversion price of INR 28.81 which is equal to the minimum price determined in accordance with Regulation 164(4) of the SEBI ICDR Regulations.
- iv. The tenure of OCDs shall not exceed 18 (eighteen) months from the date of allotment. OCDs that remain unconverted upon expiry of 18 (eighteen) months from the date of allotment of the OCDs shall, without any further act or deed, stand mandatorily redeemable by the Company immediately upon such expiry, in accordance with the terms of issue and applicable law.
- v. 100% of the OCD Issue Price shall be paid at the time of subscription of the relevant OCDs. The Proposed Allottee shall not be required to make any further payments at the time of exercise of the right attached to the OCDs to convert to Equity Shares of the Company of face value ₹2 each.
- vi. The OCDs and the Equity Shares allotted pursuant to the exercise and conversion of such OCDs shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations.
- vii. The conversion right attached to OCDs may be exercised by the Proposed Allottee, at any time during the term thereof as agreed, by issuing a written notice to the Company specifying the number of OCDs proposed to be converted. Upon exercise by the Proposed Allottee of such conversion right, the Company shall, without any further approval from the Members, issue and allot the corresponding number of Equity Shares in dematerialized form and perform all such actions as are required to give effect to such issuance and allotment.

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- viii. The equity shares to be allotted on conversion of the OCDs shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights.
- ix. The pre-preferential allotment shareholding of the Proposed Allottee, if any shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- x. The equity shares allotted upon conversion of the OCDs shall be listed on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be.
- xi. All other terms / conditions as set out in the OCD Subscription Agreement.

14. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable, as the proposed allotment shall be made for cash consideration.

15. Class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential allotment of OCDs shall be made to the Non-Promoter Category.

16. Intent of the Promoters, Directors or Key Management Personnels (KMPs) or Senior Management Personnels (SMPs) of the issuer to subscribe to the offer:

Nil

17. Shareholding Pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-Preferential Issue		Post-Preferential Issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual				
	Bodies corporate	91417272	69.52	91417272	52.80
	Sub-total (A)	91417272	69.52	91417272	52.80
B	Non-promoters' holding				
1	Institutional investors	9353273	07.11	51005477	29.46
2	Non-institution	30724674	23.37	30724674	17.74
	Sub-total (B)	40077947	30.48	81730151	47.20
	Grand Total	131495219	100.00	173147423	100.00

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18. Proposed time limit within which the allotment shall be completed / Proposed time schedule:

Pursuant to the provisions of the ICDR Regulations, the OCDs shall be issued and allotted by the Company within 15 (fifteen) days from the date of passing the special resolution by the shareholders of the Company through postal ballot to be conducted on 31st December, 2025, or within such extended period as may be permitted under the ICDR Regulations. However, where the allotment of OCDs is subject to receipt of any approval or permission from any regulatory authority, the Central Government, or the relevant stock exchanges, the allotment shall be completed within 15 (fifteen) days from the date of receipt of such approval or permission.

19. Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

[Nil]

20. Lock-in Period:

- a) The OCDs to be allotted shall be subject to lock-in in accordance with Chapter V of the ICDR Regulations.
- b) The resulting Equity Shares pursuant to conversion of the OCDs shall be locked in as per the applicable provisions of the ICDR Regulations.
- c) The entire pre-preferential allotment shareholding, of the Proposed Allottee, if any, shall be locked-in as per Chapter V of the ICDR Regulations.

21. Payment of Consideration:

100% of the OCD Issue Price shall be paid at the time of subscription of the relevant OCDs.

22. Undertakings:

- i. Neither the Proposed Allottee, the beneficial owners of Proposed Allottee, nor the Company, its directors and promoters are fugitive economic offender as defined under ICDR Regulations, including disclosures specified in Schedule VI;
- ii. The Company agrees and undertakes that it shall re-compute the price of the OCDs in terms of the provision of Chapter V of the ICDR Regulations, where it is required to do so;
- iii. The Company agrees and undertakes if the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the relevant securities to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees;
- iv. The Company undertakes that the price at which the OCDs are proposed to be allotted is not lower than the minimum price calculated as per the ICDR Regulations; and
- v. The Company is in compliance and post preferential issue will also be in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the stock exchanges, where the Equity Shares of the issuer are listed and SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended or any circular or notification as may be issued by SEBI, from time to time.

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23. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

It is hereby declared that neither the Proposed Allottee, the beneficial owners of Proposed Allottee, nor the Company, its directors or promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India. Consequently, the disclosure required under Regulation 163(1)(i) is not applicable.

24. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the Proposed Allottee	Current Status of Proposed Allottee namely Promoter or Non-Promoter	Proposed Status of Allottee (Post the Preferential Issue namely Promoter or Non-Promoter)
1.	Alpha Alternative Structured Credit Opportunities Fund	Non-Promoter	Non-Promoter

25. Practicing Company Secretary's Certificate:

[The certificate from MANJU BALA & ASSOCIATES, Practicing Company Secretary (Membership No: 7880 & COP: 8813), certifying that the Preferential Issue of OCDs is being made in accordance with the requirements of the ICDR Regulations shall be placed before the shareholders by way of the proposed postal ballot. The said certificate is available to the shareholders of the Company for inspection physically at the registered office of the Company during official hours on all working days from the date of circulation of this notice up to the date of the Postal Ballot and is also available on the website of the Company at the following www.shivamautotech.com

26. Dues toward SEBI, Stock Exchange(s) or Depositories:

There are no outstanding dues of the Company payable to SEBI, the relevant stock exchanges or depositories as on date.

27. Change in control, if any, upon preferential issue:

Consequent to the proposed Preferential Issue of OCDs/ resulting Equity Shares, there shall not be any change in control or change in management of the Company. The Preferential Issue shall not attract an obligation to make an open offer for shares of the Company under the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 (as amended).

28. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

- corporate guarantee by Dayanand Munjal Investments Private Limited ("DM IPL") in favour of Debenture Trustee; and
- personal guarantee to be provided by Mr. Neeraj Munjal in favour of Debenture Trustee

29. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by the allottee and change in control, if any, in the issuer consequent to the preferential issue under Regulation 163 (1) (f) of the ICDR Regulations.

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Sr. No.	Proposed Allottee	Ultimate beneficial owner	Pre Preferential Issue		No. of OCDs proposed to be allotted	Post Preferential Issue	
	Category-[Non-Promoter]		No of shares held ¹	% of share holding ¹		No of shares held ²	% of share holding ²
1.	Alpha Alternative Structured Credit Opportunities Fund	Naresh Lakshman Kothari	Nil	Nil	12,000/-	4,16,52,204	24.06

¹ As on 01st December, 2025.

² Assuming full conversion of 12000/- OCDs into equivalent number of Equity Shares under present Preferential Issue. In the event the Proposed Allottees do not exercise the right to convert the OCDs into Equity Shares within a period of 18 (eighteen) months from date of allotment of the OCDs, the OCDs will be mandatorily redeemable by the Company. Accordingly, there will not be a change to the post-Preferential Issue shareholding of the Proposed Allottees.

30. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors, Key Managerial Persons or their relatives are in any way concerned or interested in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors accordingly recommends the Special Resolution as set out in item no. 01 of this notice for your approval.

Item No. 2: APPROVAL FOR GRANT OF SPECIAL RIGHTS TO ALPHA ALTERNATIVE STRUCTURED CREDIT OPPORTUNITIES FUND

Alpha Alternative Structured Credit Opportunities Fund has agreed to subscribe up to 12000/- unlisted, secured, redeemable, optionally convertible debentures of face value ₹1,00,000 (One Lakh) each (“OCDs”), pursuant to OCD Subscription Agreement, a draft of which was approved by the Board of Directors of the Company at their meeting held on 29th November, 2025. The OCD Subscription Agreement grants certain rights to Proposed Allottee which may qualify as special rights under Regulation 31B of SEBI LODR Regulations. Briefly, these include: (a) to nominate up to 1 director on the Board as nominee director; and (b) limited matters as detailed under the OCD Subscription Agreement, which will require the affirmative vote of the Proposed Allottee in accordance with the terms thereto:

Pursuant to Regulation 31B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), any grant of special rights to shareholders requires approval of the shareholders’ by way of a special resolution valid for a period of five years starting from the date of grant of such special rights. In view of the same, approval of the Members of the Company is sought for grant of special rights as specified above and in the OCD Subscription Agreement. A draft of the OCD Subscription Agreement is made available for inspection by the Members at the registered office of the Company during normal business hours on all working days until the last date for remote E-voting for postal ballot, i.e. 31st December, 2025 and the same is also uploaded on the website of the Company at www.shivamautotech.com

Accordingly, the Board recommends the passing of the special resolution, set out in Item No. 2 of the Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives is in any way interested in the resolution, except to the extent of their shareholding, if any, in the Company.

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Item No. 3: APPROVAL FOR AMENDMENT TO THE ARTICLES OF ASSOCIATION

With a view to facilitate the Company's proposal to raise funds through *inter alia* issuance of non-convertible debentures ("NCDs") and OCDs (which can be exercised and converted into the equity shares of the Company) on a private placement basis, it is proposed to alter the Articles of Association of the Company to insert an enabling / empowering clause in the Articles of Association of the Company.

Accordingly, the Board of Directors of the Company, at its meeting held on 29 November 2025, has approved the proposal to amend the Articles of Association of the Company by amending the existing Article 97 and inserting a new Article 97B (immediately following the existing Article 97A) in the Articles of Association of the Company (as more particularly set out in Item No. 3 of the resolution).

Pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, read with the rules and regulations framed thereunder, including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force, these amendments require the approval of the shareholders by way of a special resolution. In view of the same, approval of the Members of the Company is sought for amendment to the Articles of Association of the Company as specified above. A draft of the Articles of Association incorporating the proposed amendments is made available for inspection by the Members at the registered office of the Company during normal business hours on all working days until the last date for remote E-voting for postal ballot, i.e. 31st December, 2025 and the same is also uploaded on the website of the Company at www.shivamautotech.com

A draft copy of the altered Articles of Association shall also be made available for inspection at the registered office of the Company during normal business hours on all working days of the Company (except Saturdays and Sundays).

Accordingly, the Board recommends the passing of the special resolution, set out in Item No. 3 of the Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives is in any way interested in the resolution, except to the extent of their shareholding, if any, in the Company.

Item No. 4 and Item No. 5: APPROVAL FOR INCREASE IN BORROWING AND SECURITY CREATION LIMITS

In accordance with Section 180(1)(a) of the Companies Act, 2013 ('Act'), the Board of the Company would require prior approval of the Members at the General Meeting by way of Special Resolution to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking.

Further, as per Section 180(1)(c) of the Act, the Board of Directors of the Company requires the prior approval of the Members at the General Meeting by way of Special Resolution for borrowing money for the purpose of the Company's business from any bank(s), financial institution(s) or any other lending institution(s), firm(s), body corporate(s) or person(s) where the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) exceeds the aggregate of the paid-up capital of the Company and its free reserves and securities premium.

The Members of the Company had vide Special Resolutions passed at an Extra-Ordinary General Meeting held on 11th February, 2017, authorized the Board of Directors to borrow monies from time to time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of the business) for the purpose of the Company's business in excess of the aggregate of the paid up capital of the Company and its free reserves (that is to say reserves not set apart for any specific purpose), provided that the total amount so borrowed would not at any time exceed Rs. 500 (Rupees

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five Hundred Crores only) over and above the aggregate of the paid up capital of the Company and its free reserves from time to time and also authorized the Board to mortgage, pledge, charge, hypothecate or encumber in any other way, all or any of the present and future properties of the Company, whether movable or immovable, in accordance with the provisions of Section 180(1)(a) of the Act provided that the total amount so encumbered shall not at any time exceed Rs. 500 (Rupees Five Hundred Crores only).

The Company is proposing to raise funds considering the business requirements and therefore, it is now proposed to increase this limits on borrowings, such that the amount of monies to be borrowed along with the monies already borrowed from any bank(s), financial institution(s) or any other lending institution(s), firm(s), body corporate(s) or person(s), (apart from the temporary loans obtained from the Company's bankers in the ordinary course of the business) does not at any time exceed an overall limit of Rs. 600 (Rupees Six Hundred Crores only) over and above the aggregate of the paid-up capital of the Company and its free reserves and securities premium.

Since, the aforesaid borrowing(s) may be secured by way of creating charge over the property(s) of the Company or for securing the borrowing(s) made by third party(s), it is also proposed to increase this limit and authorise the Board to mortgage, pledge, charge, hypothecate or encumber in any other way ('encumbrance'), all or any of the present and future properties of the Company, whether movable or immovable, in accordance with the provisions of Section 180(1)(a) of the Act provided that the total amount of aforesaid encumbrance shall not at any time exceed Rs. 600 (Rupees Six Hundred Crores only).

The Board solicits approval from the Members for the resolutions stated in Item Nos. 4 & 5 by way of Special Resolutions.

None of the Directors, Promoters and relatives of Directors are interested or concerned financially or otherwise in the proposed resolutions.

Place: Gurugram
Date: 01st December , 2025

By Order of the Board of Directors
For Shivam Autotech Limited

Registered Office:
10, 1st Floor, Tower A, Emaar Digital Greens,
Sector – 61, Golf Course Extension Road,
Gurugram, Haryana - 122102
CIN: L34300HR2005PLC081531
e-mail: cs@shivamautotech.com
website: www.shivamautotech.com
Tel: +91 124 4698700 Fax: +91 124 4698798

Sd/-
Shakti Kant Mahana
Company Secretary
Membership No. A69273

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