

FORM NO. MGT 13

REPORT OF SCRUTINIZER

**Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21(2) of the
Companies (Management and Administration) Rules, 2014**

The Chairman of
9th Annual General Meeting of the Equity Shareholders of
Shivam Autotech Limited (the Company) held on 29th September, 2014 at
Tivoli Garden Resort, Near Chattarpur Mandir,
Chattarpur Road,
New Delhi-110030

Dear Sir,

I, Satyender Kumar, Company Secretary in Whole Time Practice, was appointed as Scrutinizer for the purpose of Poll taken on the below mentioned resolutions at 9th Annual General Meeting of members of **Shivam Autotech Limited** held on Monday, 29th September, 2014 at 11.30 a.m. at Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road, New Delhi-110030.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Poll on the resolutions contained in the notice to the 9th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the Poll is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the notice to the 9th Annual General Meeting (AGM), based on the records provided by the Registrar and Transfer Agents M/s MCS Limited, New Delhi.

I submit my report as under:

1. After the time fixed for closing of the Poll by the Chairman, 1 (One) Ballot Box was kept open for polling and was locked in my presence with due identification marked placed by me.
2. The Locked Ballot Box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company M/s MCS Limited, New Delhi and the authorizations/proxies lodged with the Company.
3. The Poll Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

*Satyender
Kumar,*

The result of the Poll is as under:

Item No. 1

Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date along with the Report of the Directors and the Auditors thereon

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Item No. 2

Ordinary Resolution to declare dividend to the equity shareholders for the year ended March 31, 2014.

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Satyender Kumar

Item No. 3

Ordinary Resolution 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.

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Item No. 4

Ordinary Resolution 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.

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Satyender Kumar

Item No. 5

Ordinary Resolution to appoint M/s S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, the retiring auditors to hold office as Statutory Auditors for Financial Year 2014-15 from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Audit Committee to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Item No. 6

Ordinary Resolution for the appointment of Mr. Sunil Kant Munjal (DIN 00003902) as an Independent Director

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Satyender Kumar

Item No. 7

Ordinary Resolution for the appointment of Mr. Bhagwan Dass Narang, (DIN 00038502) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Item No. 8

Ordinary Resolution for the appointment of Mr. Surrinder Lal Kapur, (DIN 00033312) as an Independent Director.

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Satyender Kumar

Item No. 9

Ordinary Resolution for the appointment of Dr. Vinayshil Gautam, (DIN 00037909) as an Independent Director

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes: *

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Item No. 10

Ordinary Resolution for the revision in the remuneration of Mr. Neeraj Munjal (DIN 00037792) Managing Director

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Satyender Kumar

Item No. 11

Special Resolution for the modification in the terms of appointment of Mrs. Charu Munjal (DIN 03094545), Whole-time Director

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Item No. 12

Ordinary Resolution for the revision in the remuneration of Mrs. Charu Munjal (DIN 03094545), Wholetime Director

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Satyender Kumar

Item No. 13

Special Resolution for the modification in the terms of appointment of Dr. Anil Kumar Gupta (DIN 02643623), Whole-time Director

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Item No. 14

Ordinary Resolution for the revision in the remuneration of Dr. Anil Kumar Gupta (DIN 02643623)

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Satyender Kumar

Item No. 15

Ordinary Resolution for the sub-division of shares of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Item No. 16

Special Resolution for the alteration of Memorandum of Association of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Satyender Kumar,

Item No. 17

Special Resolution for the alteration of Articles of Association of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Item No. 18

Ordinary Resolution for the approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
4	39802

Satyender Kumar

Item No. 19

Special Resolution for borrowing in excess of the paid-up capital and free reserves

(i) Voted in favour of the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
50	7745993	100.00

(ii) Voted against the resolution:

Number of members present and voting (In person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members whose votes are declared invalid	Total number of votes cast by them
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4. The list of shareholders (~~a compact disc (CD) containing list of the equity shareholders~~) who voted 'for' or 'against' for each resolution is enclosed.
5. The poll papers and all other relevant documents were sealed and handed over to Company Secretary authorized by the Board of Directors for safe keeping.

Thanking you,
Yours Sincerely

Satyender Kumar
SATYENDER KUMAR
Company Secretary in Practice

FCS 4087
C.P.NO. 5189

Place: New Delhi
Date: September 29, 2014