



CONSOLIDATED SCRUTINIZER'S REPORT

**The Chairman of
10th Annual General Meeting
of the Equity Shareholders of
Shivam Autotech Limited (the Company)
held on Wednesday, 9th September, 2015 at
Tivoli Garden Resort, Near Chattarpur Mandir,
Chattarpur Road, New Delhi-110030**

Dear Sir,

I Satyender Kumar of M/s Satyender Kumar & Associates, Practicing Company Secretaries, Gurgaon was appointed by the Board of Directors of M/s **Shivam Autotech Limited** ('the Company') vide Board resolution dated 4th August, 2015, as the Scrutinizer to conduct the remote e-voting and poll process in respect of the resolutions contained in the notice of 10th Annual General Meeting of the members of the Company, held on Wednesday, the 9th day of September, 2015 at 11:30 A.M. at Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road, New Delhi-110030.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and Poll on the resolutions contained in the notice to the 10th Annual General Meeting (AGM) of the members of the Company. Our responsibility as a scrutinizer for the remote e-voting process and for 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 10th Annual General Meeting (AGM), based on the reports generated from remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facilities, engaged by the Company and also at the time of Poll based on the records provided by the Registrar and Transfer Agents M/s MCS Share Transfer Agent Limited, New Delhi at the AGM.

In respect of remote e-voting process conducted under my supervision, I hereby report as under:

- i) In accordance with the notice of the 10th Annual General Meeting sent to members and in terms of "Advertisement" published as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, on 15th August, 2015 in 'The Economic Times' (English) and 'Navbharat Times' (Hindi) the remote e-voting period remained opened from Saturday, 5th September, 2015 (9.00 a.m.) to Tuesday, 8th September, 2015 (5.00 p.m.).



- ii) The members of the Company as on the "cut off" date i.e. 2nd September, 2015 were entitled to vote on the resolutions (Items No. 1 to 14 as set out in the Notice of the 10th Annual General Meeting of the Company).
- iii) The remote e-voting process was blocked at 5.00 p.m. on Tuesday, 8th September, 2015.
- iv) The votes cast through remote e-voting process were unblocked on 9th September, 2015 after the conclusion of Annual General Meeting in the presence of two witnesses, Mr. Sanjay Chugh and Mr. Vijay Kumar Maurya, who are not in the employment of the Company and who witnessed the unblocking of votes.
- v) Thereafter, the detail containing *inter-alia*, list of equity Shareholders who voted "for", "against" the each resolutions that were put to vote, was generated from e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.co.in>).

At the Annual General meeting held on Wednesday, 9th September, 2015, the Chairman of the Annual General Meeting (AGM) had provided polling papers to enable those shareholders who had not casted their votes by the remote e-voting facility in respect of resolutions (Items No. 1 to 14 as set out in the Notice of the 10th Annual General Meeting of the Company), to cast their vote at the said AGM. I was appointed as the Scrutinizer to conduct the poll procedure at the said AGM.

In respect of the poll process conducted under my supervision, I hereby report that:

The poll box containing the poll papers was unblocked after the conclusion of the AGM in presence of Mr. Sanjay Chugh and Mr. Vijay Kumar Maurya, who are not employees of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid persons and were also countersigned by them as witnesses.

I hereby state that I have recorded details of all the votes by the shareholders through, remote e-voting and by poll and have also checked and verified the same. I have also carried out full count of the votes.

I hereby report the consolidated results of the votes cast by the shareholders through remote e-voting and by poll, as under:



Item No. 1

Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 and Profit & Loss Account for the year ended on that date along with the Report of the Directors and the Auditors thereon

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	59	74	2357733	37398788	39756521	100%
Dissent	0	0	0	0	0	0	NIL
Total	15	59	74	2357733	37398788	39756521	100%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756521 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice of the Annual General Meeting passed unanimously.

Item No. 2

Ordinary Resolution to declare dividend to the equity shareholders for the year ended March 31, 2015.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	59	74	2357733	37398788	39756521	100%
Dissent	0	0	0	0	0	0	NIL
Total	15	59	74	2357733	37398788	39756521	100%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756521 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% of the votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice of the Annual General Meeting passed unanimously.

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.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	14	56	70	2247033	37398785	39645818	99.72%
Dissent	1	3	4	110700	3	110703	0.28%
Total	15	59	74	2357733	37398788	39756521	100.00%



Accordingly, out of 39756521, E-Votes and Poll Polled; 39645818 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.72% of the votes polled on the **Ordinary Resolution** and 110703 votes were cast **DISSENTING** to the Ordinary resolution constituting 0.28 % of votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of Notice of the Annual General Meeting passed with requisite majority.

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.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% of the votes polled on the **Ordinary Resolution** and 03 votes were cast **DISSENTING** to the Ordinary resolution constituting 0.001 % of votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice of the Annual General Meeting passed with requisite majority.

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.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% of the votes polled on the **Ordinary Resolution** and 03 votes were cast **DISSENTING** to the Ordinary resolution constituting 0.001 % of votes polled on the **Ordinary Resolution**.



Thus, the **Ordinary Resolution** as contained in Item No. 5 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 6

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

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% of the votes polled on the **Ordinary Resolution** and 03 votes were cast **DISSENTING** to the Ordinary resolution constituting 0.001 % of votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 7

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

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% of the votes polled on the **Ordinary Resolution** and 03 votes were cast **DISSENTING** to the Ordinary resolution constituting 0.001 % of votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 7 of Notice of the Annual General Meeting passed with requisite majority.



Item No. 8

Ordinary Resolution for the reappointment of Dr. Anil Kumar Gupta (DIN 02643623) as Whole Time Director and revision in the remuneration

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% of the votes polled on the **Ordinary Resolution** and 03 votes were cast **DISSENTING** to the Ordinary resolution constituting 0.001 % of votes polled on the **Ordinary Resolution**.

Thus, the **Ordinary Resolution** as contained in Item No. 8 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 9

Special Resolution for the amendment of incidental object clause of Memorandum of Association of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% of the votes polled on the **Special Resolution** and 03 votes were cast **DISSENTING** to the Special Resolution constituting 0.001 % of votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 9 of Notice of the Annual General Meeting passed with requisite majority.



Item No. 10

Special Resolution for the deletion of other object clause of Memorandum of Association of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% of the votes polled on the **Special Resolution** and 03 votes were cast **DISSENTING** to the Special Resolution constituting 0.001 % of votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 10 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 11

Special Resolution for the amendment of liability Clause IV of Memorandum of Association of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%

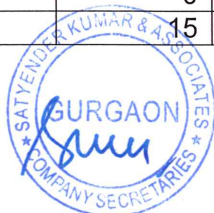
Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% of the votes polled on the **Special Resolution** and 03 votes were cast **DISSENTING** to the Special Resolution constituting 0.001 % of votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 11 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 12

Special Resolution for the Increase in Authorised Share Capital and Alteration of Memorandum of Association of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%



Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% of the votes polled on the **Special Resolution** and 03 votes were cast **DISSENTING** to the Special Resolution constituting 0.001 % of votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 12 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 13

Special Resolution for the adoption of new set of Articles of Association of the Company in accordance with the provisions of the Companies Act 2013.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	56	71	2357733	37398785	39756518	99.999%
Dissent	0	3	3	0	3	3	0.001%
Total	15	59	74	2357733	37398788	39756521	100.000%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756518 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% of the votes polled on the **Special Resolution** and 03 votes were cast **DISSENTING** to the Special Resolution constituting 0.001 % of votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 13 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 14

Special Resolution for the Issuance of Bonus Shares.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	15	59	74	2357733	37398788	39756521	100%
Dissent	0	0	0	0	0	0	NIL
Total	15	59	74	2357733	37398788	39756521	100%

Accordingly, out of 39756521, E-Votes and Poll Polled; 39756521 Votes were cast **ASSENTING** to the Special Resolution constituting 100% of the votes polled on the **Special Resolution**.

Thus, the **Special Resolution** as contained in Item No. 14 of Notice of the Annual General Meeting passed unanimously.

Besides above there were 9 invalid Ballot papers.

Results of above may accordingly be declared by the Chairman of the Company/person duly authorized by Chairman in writing.



All the relevant records of e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 10th Annual General Meeting and same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours Sincerely

For SATYENDER KUMAR & ASSOCIATES

Satyender Kumar
SATYENDER KUMAR
Proprietor
FCS 4087
C.P.NO. 5189



Countersigned by
For Shivam Autotech Limited

Shivam Kohli
Company Secretary



~~Chairman of the Meeting~~
Official duly Authorised by
the Chairman

Witness 1 :

Name: *SANJAY CHUGH*
Address: *317 Vardhman Plaza I,
J Block Con. Complex,
Rajouri Garden,
New Delhi - 110027*

Signatures: *S Chugh*

Place: New Delhi
Date: September 10, 2015

Witness 2 :

Name: *Vijay Kr. Maurya*
Address: *317, Vardhman Plaza-I,
J-Block, comm. complex,
Rajouri Gardens,
New Delhi - 110027.*

Signatures: *Vijay*