



SCRUTINIZER'S REPORT

The Chairman
Shivam Autotech Limited
303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi-110017

Dear Sir,

1. The Board of Directors of the Company at its meeting held on 29th September, 2014 have appointed us as Scrutinizer for conducting the Postal Ballot Voting Process (Physical and E-Voting).
2. We submit our report as under:
 - 2.1 The Company has completed on 24th November, 2014 the dispatch of postal ballot forms alongwith prepaid postage envelopes to its members whose name appeared on the Register of Members/List of Beneficiaries as on 31st October, 2014.
 - 2.2 The e-voting process commenced from 26th November, 2014 at 9.00 a.m. and ended on 25th December, 2014 at 5.30 p.m.
 - 2.3 Particulars of all the Postal Ballot Forms received from the Members have been entered in the register maintained for the purpose.
 - 2.4 I have downloaded the data of e-voting after the e-voting module was disabled by Central Depository Services India Limited (CDSL) on 25th December, 2014.
 - 2.5 The Postal Ballot Forms were kept under the custody of the Company before commencing the scrutiny of such postal ballot forms.
 - 2.6 The Postal Ballot Forms were duly opened and scrutinized and the shareholding was matched/confirmed with the Register of Members/List of Beneficiaries as on 31st October, 2014.
 - 2.7 The e-voting data was scrutinized by me for verification of votes in favour and against the resolution(s).
 - 2.8 All the Postal Ballot Forms received upto the close of working hours on 25th December, 2014, the last date fixed by the Company for the receipt of the forms were considered for our scrutiny.



2.9 Envelopes containing Postal Ballot Forms received after 25th December, 2014 were not considered for our scrutiny.

3. The combined result (e-voting & physical) of postal ballot is as under:

Item No. 1

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

| Particulars | Number of Valid Postal Ballot | | | Number of Valid votes cast in | | | Percentage |
|----------------|-------------------------------|----------|-------|-------------------------------|----------|---------|------------|
| | E-Votes | Physical | Total | E-Votes | Physical | Total | |
| Assent | 8 | 65 | 73 | 244426 | 7486300 | 7730726 | 99.994% |
| Dissent | 3 | 4 | 7 | 162 | 312 | 474 | 00.006% |
| Total | 11 | 69 | 80 | 244588 | 7486612 | 7731200 | 100.00% |

Accordingly, out of 7731200 E- Votes and Poll Polled through postal ballot; 7730726 Votes were cast **ASSENTING** to the Special Resolution constituting 99.994% of the votes polled; 474 votes were cast **DISSENTING** to the Special Resolution constituting 0.006% of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 1 of the Postal Ballot Notice passed with requisite majority.

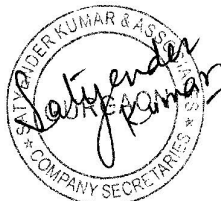
Item No. 2

Special Resolution to consider the revision in the Sitting fees and Commission of Independent Directors of the Company

| Particulars | Number of Valid Postal Ballot | | | Number of Valid votes cast in | | | Percentage |
|----------------|-------------------------------|----------|-------|-------------------------------|----------|---------|------------|
| | E-Votes | Physical | Total | E-Votes | Physical | Total | |
| Assent | 7 | 60 | 67 | 244326 | 7485190 | 7729516 | 99.985% |
| Dissent | 4 | 6 | 10 | 262 | 862 | 1124 | 00.015% |
| Total | 11 | 66 | 77 | 244588 | 7486052 | 7730640 | 100.000% |

Accordingly, out of 7730640 E- Votes and Poll Polled through postal ballot; 7729516 Votes were cast **ASSENTING** to the Special Resolution constituting 99.985% of the votes polled; 1124 votes were cast **DISSENTING** to the Special Resolution constituting 0.015% of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 2 of the Postal Ballot Notice passed with requisite majority.



4. We have handed over the postal ballot forms and other related papers/Register and records for safe custody to Mr. Davendra Ujlayan, Company Secretary of the Company who is authorized by the Board to supervise the Postal Ballot Process.
5. You may accordingly declare the result of voting by Postal Ballot and E-voting.

Thanking you,
Yours Sincerely

For **SATYENDER KUMAR & ASSOCIATES**
Company Secretaries



Satyender Kumar
SATYENDER KUMAR
Proprietor
(C.P. No. 5189)

Place : New Delhi
Date : 27th December, 2014