

**Date: October 02, 2020**

**The National Stock Exchange of India Ltd.**  
"Exchange Plaza" Bandra Kurla Complex,  
Bandra East,  
Mumbai - 400 051

**The BSE Limited**  
Phiroje Jeejeebhoy Towers  
Dalal Street Fort  
Mumbai - 400 001

(Scrip Code - SHIVAMAUTO)

(Scrip Code - 532776)

**Subject: Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Consolidated Scrutinizer's Report.**

We wish to inform you that the 15<sup>th</sup> Annual General Meeting (AGM) of the Company was held on Wednesday, the 30<sup>th</sup> day of September, 2020 at 11:30 A.M. for which the Company had provided the remote e-voting facility to its shareholders. The shareholders have also e-voted during the meeting.

In this regard, please find enclosed herewith the following:

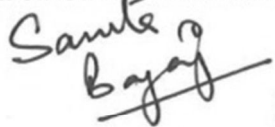
1. Voting Results of the Annual General Meeting in compliance with Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Consolidated Scrutinizer's Report on remote e-voting and e-voting during the Annual General Meeting in compliance with Rule 20 of Companies (Management and Administration) Rules, 2014.

Kindly take the above information on your records and oblige.

Thanking you.

Yours truly,

**For Shivam Autotech Limited**



**Samta Bajaj**  
Company Secretary and Compliance Officer  
M. No. 50269



**SHIVAM AUTOTECH LIMITED [www.shivamautotech.com](http://www.shivamautotech.com)**  
CIN: L34300HR2005PLC081531

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

**Tel:** 0124-4698700  
**Fax:** 0124-4698798

**Disclosure as per Regulation 44(3) of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015**

Date of AGM	Wednesday, September 30, 2020
No. of shareholders on cut-off date	30028
No. of Shareholders attended the meeting through Video Conferencing (VC)/Other Audio-Visual Means (OAVM):	
- Promoters and Promoter Group:	1
- Public:	43

**AGENDA WISE DISCLOSURE**

1. **Resolution No. 1 - To receive, consider and adopt the Audited Financial Statements including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors' and Auditor's thereon.**

“RESOLVED THAT the Audited Financial Statements including Balance Sheet as at March 31, 2020 and the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date along with the reports of the Board of Directors' and Auditor's thereon, as circulated to the members and now placed before the meeting be and are hereby considered and adopted.”

Resolution required: (Ordinary/ Special)					Ordinary			
Whether promoter/ promoter group are interested in the agenda/resolution?					No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	74795950	74795950	100.0000	74795950	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		74795950	74795950	100.0000	74795950	0	100.0000



Public- Institutions	Remote E-Voting	21984	0	0.0000	0	0	0	0.0000
	E-Voting at AGM		10	0.0455	10	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		21984	10	0.0455	10	0	100.0000
Public- Non Institutions	Remote E-Voting	25182066	21466	0.0852	20956	510	97.6241	2.3759
	E-Voting at AGM		387	0.0015	387	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		25182066	21853	0.0868	21343	510	97.6662
<b>Total</b>		100000000	74817813	74.8178	74817303	510	99.9993	0.0007

Based on above, the Ordinary Resolution has been passed by requisite majority.

2. Resolution No. 2 - 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.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Dr. Anil Kumar Gupta (DIN: 02643623), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Resolution required: (Ordinary/ Special)						Ordinary		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and	Remote E-Voting	74795950	74795950	100.0000	74795950	0	100.0000	0.0000



Promoter Group	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	74795950	74795950	100.0000	74795950	0	100.0000	0.0000
Public-Institutions	Remote E-Voting	21984	0	0.0000	0	0	0	0
	E-Voting at AGM		10	0.0455	10	0	100.0000	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	21984	10	0.0454	10	0	100.0000	0.0000
Public- Non Institutions	Remote E-Voting	25182066	21466	0.0852	16092	5374	74.9651	25.0349
	E-Voting at AGM		387	0.0015	387	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>	25182066	21853	0.0868	16479	5374	75.4084	24.5916
	<b>Total</b>	100000000	74817813	74.8178	74812439	5374	99.9928	0.0072

Based on above, the Ordinary Resolution has been passed by requisite majority.

3. **Resolution No. 3 – Appointment of Ms. Jyothi Prasad (DIN: 06947488) as an Independent Director of the Company and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee of the Company, Ms. Jyothi Prasad (DIN: 06947488) who was appointed as an Additional (Non-Executive and Independent) Director of the Company pursuant to Section 161 and other applicable provisions with effect from November 13, 2019 to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from her under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director, be and is hereby



appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years, from the date of appointment.”

Resolution required: (Ordinary/ Special)						Ordinary		
Whether promoter/ promoter group are interested in the agenda/resolution?						No		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Remote E-Voting	74795950	74795950	100.0000	74795950	0	100.0000	0.0000
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		74795950	74795950	100.0000	74795950	0	100.0000
Public-Institutions	Remote E-Voting	21984	0	0.0000	0	0	0	0
	E-Voting at AGM		10	0.0455	10	0	100.000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		21984	10	0.0455	10	0	100.0000
Public-Non Institutions	Remote E-Voting	25182066	21466	0.0852	12902	8564	60.1044	39.8956
	E-Voting at AGM		387	0.0015	387	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0	0	0	0	0
	<b>Total</b>		25182066	21853	0.0868	13289	8564	60.8109
	<b>Total</b>	100000000	74817813	74.8178	74809249	8564	99.9886	0.0114

Based on above, the Ordinary Resolution has been passed by requisite majority.



4. **Resolution No. 4 - Conversion of unsecured Loans into equity Shares of the Company and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded to create, offer, issue and allot equity shares of Rs.2/- each against conversion of the unsecured loan up to the extent of **Rs. 30 crores (Rupees Thirty Crores only)** availed from Dayanand Munjal Investments Private Limited, Promoters of the Company towards adjustment of its entitlement for the proposed Rights Issue including subscription to additional equity shares and equity shares which may be renounced in its favour, if any, subject to necessary approvals.

**RESOLVED FURTHER THAT** allotment of equity shares to Promoters against conversion of unsecured loan shall be at the same terms and conditions as per the proposed Rights Issue approved by the Board of Directors, subject to necessary approvals.

**RESOLVED FURTHER THAT** the Equity Shares so issued shall rank *paripassu* with the existing equity shares of the company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors and Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt in regard to terms of issue and / or mode of allotment that may arise in regard to offer / issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as it may deem fit”.

Resolution required: (Ordinary/ Special)						Special		
Whether promoter/ promoter group are interested in the agenda/resolution?						Yes, being a Related Party		
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter	Remote E-Voting	74795950	NA	NA	NA	NA	NA	NA
	E-Voting at AGM		0	0.0000	0	0	0.0000	0.0000



<b>Group</b>	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	74795950	0	0.0000	0	0	0.0000	0.0000
<b>Public- Institutions</b>	<b>Remote E-Voting</b>	21984	0	0.0000	0	0	0	0
	<b>E-Voting at AGM</b>		10	0.0455	10	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	21984	0	0.0455	10	0	100.0000	0.0000
<b>Public- Non Institutions</b>	<b>Remote E-Voting</b>	25182066	21466	0.0852	16625	4841	77.4481	22.5519
	<b>E-Voting at AGM</b>		387	0.0015	387	0	100.0000	0.0000
	<b>Postal Ballot (if applicable)</b>		0	0	0	0	0	0
	<b>Total</b>	25182066	21853	0.0868	17012	4841	77.8474	22.1526
	<b>Total</b>	100000000	21863	0.0219	17022	4841	77.8576	22.1424

Being a Related Party, the Promoter (Holding) Company was not required to vote in favour of this resolution, in terms of the applicable provisions of Listing Regulations, 2015. Hence, only the votes cast by the 'Public Institutions' and 'Public Non-institutions' shareholders have been considered to determine the status of passing of this resolution.

**Based on above, the Special Resolution has been passed by requisite majority.**





**CONSOLIDATED SCRUTINIZER'S REPORT ON VOTING THROUGH E-VOTING  
SYSTEM AND THROUGH REMOTE E-VOTING**

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time and as per Ministry of Corporate Affairs ("MCA") General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and 20/2020 dated May 5, 2020, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars")

**The Chairman of 15<sup>th</sup> Annual General Meeting of the Equity Shareholders of Shivam Autotech Limited (the Company) held on 30<sup>th</sup> September, 2020 at Deemed Venue at 10, 1st Floor, Tower A, Emaar Digital Greens, Sector-61, Golf Course Extension Road, Gurugram, Haryana-122102 at 11:30 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") concluded at 12.01 P.M.**

Dear Sir,

1. I Satyender Kumar of Satyender Kumar & Associates, Practicing Company Secretaries, Gurugram was appointed by the Board of Directors of Shivam Autotech Limited ("the Company") vide Board resolution dated 31<sup>st</sup> August, 2020, as the Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("remote e-voting") held prior to 15<sup>th</sup> Annual General Meeting (AGM) and process of e-voting at the AGM ("e-voting") and ascertain the requisite majority on remote e-voting and e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015 as amended from time to time (Rules), in respect of the resolutions contained in the Notice of 15<sup>th</sup> Annual General Meeting issued by the Company to its member in terms of aforesaid Circulars, through Video Conferencing (VC)/Other Audio Visual Means (OAVM) held on **30<sup>th</sup> September, 2020 at 11.30 A.M.**
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules and the Circulars relating to conducting of AGM through VC/OAVM and voting by electronic means on the resolutions contained in the notice to the 15<sup>th</sup> Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and for e-voting is restricted to make a Scrutinizer's Report of the votes





cast "in favour" or "against" the resolutions contained in the Notice to the 15<sup>th</sup> Annual General Meeting (AGM), based on the reports generated from remote e-voting/e-voting process during the AGM, provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting/e-voting facilities.

3. Pursuant to Circulars referred above and as per Rule 20 (4)(v) of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Rules, 2015, as amended from time to time, an "Advertisement" was published on 9<sup>th</sup> September, 2020 in 'The Business Standard' (English) and (Hindi), specifying the mode of (VC/OAVM), date and time of the AGM, availability of the Notice on the Company's website and website of stock exchanges, manner of registration of email-ids by the members (both physical and demat) who are yet to register their email-ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.

The Company hosted the notice of AGM on its website, for remote e-voting during the AGM and also intimated the same to the BSE Limited and National Stock Exchange of India Limited on 8.9.2020. As informed by the Company the Notice of the AGM was also hosted at website of CDSL.

The Company informed that on the basis of Register of Members and the list of Beneficial Owners made available by MCS Share Transfer Agent Limited the Registrar and Share Transfer Agent (RTA) and the depository viz. CDSL the Company completed the dispatch of notice on 8.9.2020 by E-mail to 24735 members who had already registered their email ids with the Company/Depositories.

- 4.1 The members of the Company as on the "cut off" date i.e. 23<sup>rd</sup> September, 2020 were entitled to vote on the resolutions (Items No. 1 to 4 as set out in the Notice of the 15<sup>th</sup> Annual General Meeting of the Company).
- 4.2 The remote e-voting period remained open from Sunday, 27<sup>th</sup> September, 2020 (9.00 a.m.) to Tuesday, 29<sup>th</sup> September, 2020 (5.00 p.m.)
- 4.3 The remote e-voting process was blocked at 5.00 p.m. on Tuesday, 29<sup>th</sup> September, 2020.



- 4.4. After the conclusion of Annual General Meeting the votes cast through remote e-voting process and e-voting at the AGM held through VC/OAVM were unblocked on 30<sup>th</sup> September, 2020 around 12.41 p.m. in the presence of two witnesses, Mr. Sandeep Mehta and Mrs. Alka Narang who are not in the employment of the Company and who witness to the unblocking of votes.
- 4.5 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>).

I hereby state that I have recorded details of all the votes by the shareholders through remote e-voting and e-voting at the AGM and have also checked and verified the same. I have also carried out full count of the votes. I hereby submit the consolidated report on the results of the votes cast by the shareholders through remote e-voting and e-voting at the AGM as under:

**Item No. 1**

Ordinary Resolution to receive, consider and adopt the Audited Financial Statements including Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors' and Auditor's thereon.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	132	10	142	74816906	397	74817303	99.999
Dissent	13	0	13	510	0	510	0.001
Total	145	10	155	74817416	397	74817813	100.000

Accordingly, out of total 74817813, Remote e-votes and e-votes; 74817303 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 510 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.001% 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 with requisite majority.

**Item No. 2**

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
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	125	10	135	74812042	397	74812439	99.992
Dissent	20	0	20	5374	0	5374	0.008
Total	145	10	155	74817416	397	74817813	100.000



Accordingly, out of total 74817813, Remote e-votes and e-votes; 74812439 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.992% and 5374 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.008% 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 with requisite majority.

### **Item No. 3**

Ordinary Resolution for the appointment of Ms. Jyothi Prasad (DIN: 06947488) as an Independent Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	122	10	132	74808852	397	74809249	99.988
Dissent	23	0	23	8564	0	8564	0.012
Total	145	10	155	74817416	397	74817813	100.000

Accordingly, out of total 74817813, Remote e-votes and e-votes; 74809249 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.988% and 8564 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.012% of the 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**

Special Resolution for the Conversion of unsecured Loans into equity Shares of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	Remote E-Voting	E-Voting at AGM	Total	Remote E-Voting	E-Voting at AGM	Total	
Assent	128	10	138	16625	397	17022	77.857
Dissent	16	0	16	4841	0	4841	22.143
Total	144	10	154	21466	397	21863	100.000

Accordingly, out of total 21863, Remote e-votes and e-votes; 17022 Votes were cast **ASSENTING** to the Special Resolution constituting 77.857% and 4841 Votes were cast **DISSENTING** to the Special Resolution constituting 22.143% of the votes polled on the **Special Resolution**.

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

A list of Equity Shareholders who voted "For" and "Against" the resolution (both through e-voting at the AGM) has been provided to the Company Secretary.



SATYENDER KUMAR & ASSOCIATES

The electronic data and all other relevant records relating to remote e-voting and e-voting shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the 15<sup>th</sup> 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

Countersigned by

*Satyender Kumar*  
SATYENDER KUMAR  
Proprietor  
FCS NO. 4087  
C.P.NO. 5189  
UDIN- F004087B000832695



*Santa Bejj*  
For Shivam Autotech Limited

Place: Gurugram  
Date : October 1, 2020

Company Secretary