

Date: September 25, 2019

**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: Intimation of proceedings of 14<sup>th</sup> Annual General Meeting, Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and Consolidated Scrutinizer's Report.**

Dear Sir,

This is in reference to the above mentioned subject; please find enclosed herewith the following documents for your record:

1. Intimation of proceedings of 14<sup>th</sup> Annual General Meeting held on Wednesday, September 25, 2019 and voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.
2. Consolidated Scrutinizer's Report.

Kindly take the above information on your records and oblige.

Thanking you.

Yours truly,

For SHIVAM AUTOTECH LIMITED

  
**Shivani Kakkar**  
Company Secretary  
M. No. 25097



**A. DETAILS OF THE PROCEEDINGS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING**

The 14<sup>th</sup> Annual General Meeting of the Members of Shivam Autotech Limited was held on Wednesday, the 25<sup>th</sup> day of September 2019 at 12:00 Noon at Club Nirvana Patio, Block-K, Nirvana Country, Sector – 50, Gurugram – 122018, Haryana.

S. No.	Particulars		Details	
	Date of AGM		September 25, 2019	
1			Mr. Sunil Kant Munjal	Chairman & Independent Director
2	<b>Director's Present:</b>	Mr. Bhagwan Dass Narang	Chairman of Audit/ Stakeholders Relationship/CSR Committee	
		Mr. Neeraj Munjal	Managing Director	
		Mrs. Charu Munjal	Whole Time Director	
		Dr. Anil Kumar Gupta	Non-Executive Director	
3	<b>In attendance:</b>	Mr. Davendra Ujlayan	Chief Financial Officer	
		Ms. Shivani Kakkar	Company Secretary	
		Mr. Ritesh Shandilya	Authorized representative of NSBP & Co., Statutory Auditor	
		Mr. Satyender Kumar	Secretarial Auditor of the Company	
4	<b>Members present:</b>			
	In person	44		
	(including representatives):			
	In proxy:			
5	<b>Total No. of shareholders on record date</b>		Total no. of shareholders as on Cut-off date i.e. September 18, 2019 are 27146.	

Mr. Sunil Kant Munjal, Chairman welcomed the attendees'. The requisite quorum being present, the meeting was called to order. He stated that the Annual Report 2018-19 along with Notice of AGM has been posted /e-mailed, to all the shareholders of the Company. The Annual Report, the statutory registers and other documents as referred in the AGM Notice were available for inspection by the members at the Annual General Meeting.

He introduced the directors and officers sitting on the dais. The members were informed that Dr. Vinayshil Gautam and Retd. Justice Vikramajit Sen Independent Directors of the Company could not be present at the AGM due to their personal exigencies. The Chairman further informed the members that the Chairman of the Audit Committee, Chairman of Corporate social Responsibility Committee and Chairman of Stakeholders Relationship Committee were present at the AGM. With the permission of the members present, the notice convening the 14<sup>th</sup> Annual General Meeting, Board's Report and related documents were taken as read. The Chairman addressed the Members about the significant developments of the Company. The members were informed that there are no qualifications, observations, comments, disclaimer or other remarks in the Auditor's Report, which have any adverse effect on the functioning of the Company. Thereafter, the Chairman invited queries / clarifications from the shareholders, which were duly answered and the shareholders expressed satisfaction on the performance of the Company.

The Chairman informed that in compliance with the provisions of Companies Act, 2013 read with the rules made thereunder including the statutory modifications or re-enactments thereof and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, every listed Company has to mandatorily provide the remote e-voting facility to its shareholders. Accordingly, the Company had entered into an agreement with Central Depository Systems (India) Limited (CDSL) for availing e-voting facility.



The remote e-voting period was scheduled from September 22, 2019 (9:00 a.m.) to September 24, 2019 (5:00 p.m.) for all the resolutions set forth in the AGM notice. The members present at the AGM and who have not cast their votes electronically were provided an opportunity to cast their vote through polling /ballot paper.

The members were informed that the Board of Directors has appointed Mr. Satyender Kumar, (Membership No. FCS 4087), Satyender Kumar & Associates, Company Secretaries as Scrutinizer to conduct the electronic and physical voting in a fair and transparent manner.

The Chairman then briefed the objectives and implications of the Ordinary and Special businesses set out in the AGM Notice. The businesses considered at the AGM, the type of resolution, the mode of voting and the status of the resolutions are included in part B of this annexure.

The Chairman informed that Mr. Satyender Kumar, the scrutinizer would consolidate the results of remote e-voting and results of polling /ballot paper voting at the meeting and then submit his report. The results along with the consolidated scrutinizer's report would be placed on the Company's website and website of CDSL. The same would be communicated to the stock exchanges within 48 hours of the conclusion of the Annual General Meeting and displayed at the Registered Office and Corporate Office of the Company.

The Chairman expressed his sincere thanks to the attendees for attending the meeting and declared the meeting as closed.





RESULTS OF THE 14 <sup>th</sup> ANNUAL GENERAL MEETING				
S. No.	Agenda	Resolution required (Ordinary/Special)	Mode of Voting	Status of Resolution
1	<p><u>Adoption of Audited Balance Sheet as at March 31, 2019, the Statement of Profit &amp; Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.</u></p> <p>“RESOLVED THAT the Audited Balance Sheet as at March 31, 2019 and the Profit &amp; Loss Account for the year ended on that date along with the reports of the Board of Directors and Auditors thereon, as circulated to the members and now placed before the meeting be and are hereby considered and adopted.”</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
2	<p><u>Appointment of Director in place of Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible has offered herself for re-appointment.</u></p> <p>“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Charu Munjal (DIN 03094545), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
3	<p><u>Re-appointment of Mr. Sunil Kant Munjal (DIN 00003902) as an Independent Director of the Company.</u></p> <p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Sunil Kant Munjal (DIN 00003902), who was appointed as an Independent Director and holds office upto the conclusion of this Annual General Meeting, being eligible and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of the 14<sup>th</sup> Annual General Meeting for a term upto the conclusion of 19<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar year 2024.”</p>	Special	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority

4	<p><b><u>Re-appointment of Mr. Bhagwan Dass Narang, (DIN 00826573) as an Independent Director of the Company.</u></b></p> <p>“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Bhagwan Dass Narang (DIN 00826573), who was appointed as an Independent Director and holds office upto the conclusion of this Annual General Meeting, being eligible and who shall attain the age of 75 years and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of the 14<sup>th</sup> Annual General Meeting for a term upto the conclusion of 19<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar year 2024.”</p>	Special	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
5	<p><b><u>Appointment of Retd. Justice Vikramajit Sen (DIN: 00866743) as an Independent Director of the Company</u></b></p> <p>“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, Retd. Justice Vikramajit Sen (DIN: 00866743) who was appointed as an Additional (Non-Executive and Independent) Director of the Company pursuant to the Section 161 and other applicable provisions with effect from August 8, 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 him under Section 160 of the Companies Act, 2013, proposing his 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.”</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority



6	<p><b><u>Appointment of Dr. Anil Kumar Gupta (DIN: 002643623) as Non-Executive Director of the Company</u></b></p> <p>“RESOLVED THAT pursuant to the provisions of Sections 152 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, Dr. Anil Kumar Gupta (DIN: 002643623) who was appointed as an Additional (Non-Executive) Director of the Company pursuant to the Section 161 and other applicable provisions with effect from August 9, 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 him under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, liable to retire by rotation, to hold office for a term of 5 (five) consecutive years, from the date of appointment.</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
7	<p><b><u>Approval of payment of minimum remuneration to Executive Directors</u></b></p> <p>“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other necessary approvals, consents or permission as may be required, the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration to the Managing Director and Whole-time Director(s) for any financial year commencing from April 01, 2019 till March 31, 2022, in cases where the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”</p>	Special	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority



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

<b>Date of AGM</b>	Wednesday, September 25, 2019
<b>No. of shareholders on record date</b>	27146
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	
- Promoters and Promoter Group:	1
- Public:	43
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	NA
- Promoters and Promoter Group:	
- Public:	

**AGENDA WISE DISCLOSURE**

**Resolution No. 1 - Adoption of Audited Balance Sheet as at March 31, 2019, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.**

**“RESOLVED THAT the Audited Balance Sheet as at March 31, 2019 and the Profit & Loss Account for the year ended on that date along with the reports of the Board of Directors and Auditors thereon, as circulated to the members and now placed before the meeting be and are hereby considered and adopted.”**

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Resolution required: (Ordinary/ Special)	
									Whether promoter/ promoter group are interested in the agenda/resolution?	Ordinary No
Promoter and Promoter Group	E-Voting		0	0.0000	0	0	0	0		
	Poll	74795950	74795950	100.0000	74795950	0	100.0000	0.0000		
	Postal Ballot (if applicable)									
	<b>Total</b>		74795950	74795950	100.0000	74795950	0	100.0000	0.0000	
Public-Institutions	E-Voting		0	0.0000	0	0	0	0		
	Poll	29679	0	0.0000	0	0	0	0		
	Postal Ballot (if applicable)									
	<b>Total</b>		29679	0	0.0000	0	0	0.0000	0.0000	



Public- Non Institutions	E-Voting		1931082	7.6708	1930882	200	99.9896	0.0104
	Poll	Postal Ballot (if applicable)						
	25174371	3573	3573	0.0142	3573	0	100.0000	0.0000
<b>Total</b>	25174371	1934655	1934655	7.6850	1934455	200	99.9897	0.0103
<b>Total</b>	100000000	76730605	76730605	76.7306	76730405	200	99.9997	0.0003

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

**Resolution No. 2 – Appointment of director in place of Mrs. Charu Munjal (DIN 03094545), who retires by rotation and being eligible has offered herself for re-appointment**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Charu Munjal (DIN 03094545), 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		No		No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Whether promoter/ promoter group are interested in the agenda/resolution?	Yes	No	No				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	74795950	0	0.0000	0	0	0	0
	Poll		74795950	100.0000	74795950	0	100.0000	0.0000
	Postal Ballot (if applicable)							
<b>Total</b>		74795950	74795950	100.0000	74795950	0	100.0000	0.0000
Public-Institutions	E-Voting	29679	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
<b>Total</b>		29679	0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-Voting	25174371	1931082	7.6708	1930672	410	99.9788	0.0212
	Poll		3573	0.0142	3573	0	100.0000	0.0000
	Postal Ballot (if applicable)							







Public-Non Institutions	E-Voting	1931082	7.6708	1930629	453	99.9765	0.0235
	Poll Postal Ballot (if applicable)	25174371	0.0142	3573	0	100.0000	0.0000
	Total	1934655	7.6850	1934202	453	99.9766	0.0234
	Total	10000000	76.7306	76730152	453	99.9994	0.0006

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

**Resolution No. 4 - Re-appointment of Mr. Bhagwan Dass Narang, (DIN 00826573) as an Independent Director of the Company.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Bhagwan Dass Narang (DIN 00826573), who was appointed as an Independent Director and holds office upto the conclusion of this Annual General Meeting, being eligible and who shall attain the age of 75 years and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years from the date of the 14<sup>th</sup> Annual General Meeting for a term upto the conclusion of 19<sup>th</sup> Annual General Meeting of the Company to be held in the Calendar year 2024.”

Resolution required: (Ordinary/ Special)		Special						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of voting	No. of shares held	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	E-Voting		0	0.0000	0	0	0	0
	Poll	74795950	74795950	100.0000	74795950	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	74795950	74795950	100.0000	74795950	0	100.0000	0.0000
Public-	E-Voting	29679	0	0.0000	0	0	0	0



Institutions	Poll	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	Postal Ballot (if applicable)							
	Total	29679	0	0.0000	0	0	0	0
Public- Non Institutions	E-Voting		1931082	7.6708	1930707	375	99.9806	0.0194
	Poll	25174371	3573	0.0142	3573	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	25174371	1934655	7.6850	1934280	375	99.9806	0.0194
	Total	100000000	76730605	76.7306	76730230	375	99.9995	0.0005

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

**Resolution No. 5 - Appointment of Refd. Justice Vikramajit Sen (DIN: 00866743) as an Independent Director of the Company**

“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, Refd. Justice Vikramajit Sen (DIN: 00866743) who was appointed as an Additional (Non-Executive and Independent) Director of the Company pursuant to the Section 161 and other applicable provisions with effect from August 8, 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 him under Section 160 of the Companies Act, 2013, proposing his 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)	Whether promoter/ promoter group are interested in the agenda/resolution?							
	Ordinary				No			
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	Poll	74795950	74795950	100.0000	0	0	0	0
	Postal Ballot (if applicable)				74795950		100.0000	0.0000



	Total	74795950	74795950	100.0000	74795950	0	100.0000	0.0000
Public- Institutions	E-Voting		0	0.0000	0	0	0	0
	Poll	29679	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)							
	Total	29679	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		1931082	7.6708	1930779	303	99.9843	0.0157
	Poll	25174371	3573	0.0142	3573	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	Total	25174371	1934655	7.6850	1934352	303	99.9843	0.0157
	Total	100000000	76730605	76.7306	76730302	303	99.9996	0.0004

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

**Resolution No. 6 - Appointment of Dr. Anil Kumar Gupta (DIN: 002643623) as Non-Executive Director of the Company**

“RESOLVED THAT pursuant to the provisions of Sections 152 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, Dr. Anil Kumar Gupta (DIN: 002643623) who was appointed as an Additional (Non-Executive) Director of the Company pursuant to the Section 161 and other applicable provisions with effect from August 9, 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 him under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Director of the Company, 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	E-Voting	74795950	0	0.0000	0	0	0	0
	Poll		74795950	100.0000	74795950	100.0000	100.0000	0.0000



Group	Postal Ballot (if applicable)								
	Total	74795950	74795950	100.0000	74795950	0	100.0000	0.0000	
	E-Voting		0	0.0000	0	0	0	0	
Public-Institutions	Poll	29679	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)								
	Total	29679	0	0.0000	0	0	0.0000	0.0000	
	E-Voting		1931082	7.6708	1930757	325	99.9832	0.0168	
Public-Non Institutions	Poll	25174371	3573	0.0142	3573	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	Total	25174371	1934655	7.6850	1934330	325	99.9832	0.0168	
	Total	100000000	76730605	76.7306	76730280	325	99.9996	0.0004	

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

**Resolution No. 7 - Approval of payment of minimum remuneration to Executive Directors**

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof for the time being in force) and subject to such other necessary approvals, consents or permission as may be required, the consent of the Members of the Company be and is hereby accorded to pay minimum remuneration to the Managing Director and Whole-time Director(s) for any financial year commencing from April 01, 2019 till March 31, 2022, in cases where the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

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	Special	
							(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100







**CONSOLIDATED SCRUTINIZER'S REPORT**

**The Chairman of  
14<sup>th</sup> Annual General Meeting  
of the Equity Shareholders of  
Shivam Autotech Limited (the Company)  
held on 25<sup>th</sup> September, 2019 at  
Club Nirvana Patio, Block- K,  
Nirvana Country, Sector – 50,  
Gurugram – 122018, Haryana**

Dear Sir,

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 8<sup>th</sup> August, 2019, as the Scrutinizer to conduct the remote e-voting and poll process in respect of the resolutions contained in the notice of 14<sup>th</sup> Annual General Meeting of the members of the Company, held on 25<sup>th</sup> September, 2019 at Club Nirvana Patio, Block- K, Nirvana Country, Sector-50, Gurugram-122018, Haryana

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 14<sup>th</sup> 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 14<sup>th</sup> 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 - MCS Share Transfer Agent Limited, New Delhi at the AGM.

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

- i) In accordance with the notice of the 14<sup>th</sup> 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) Rules, 2015, on



1<sup>st</sup> September, 2019 in 'The Business Standard' (English and Hindi), the remote e-voting period remained open from Sunday, September 22, 2019 (9.00 a.m.) to Tuesday, 24<sup>th</sup> September, 2019 (5.00 p.m.)

- ii) The members of the Company as on the "cut off" date i.e. 18<sup>th</sup> September, 2019 were entitled to vote on the resolutions (Items No. 1 to 7 as set out in the Notice of the 14<sup>th</sup> Annual General Meeting of the Company).
- iii) The remote e-voting process was blocked at 5.00 p.m. on Tuesday, 24<sup>th</sup> September, 2019.
- iv) The votes cast through remote e-voting process were unblocked on 25<sup>th</sup> September, 2019 after the conclusion of Annual General Meeting in the presence of two witnesses, Mr. Mukesh Manchanda and Ms. Geetanjali Sharma who are not in the employment of the Company and who witness to 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.com>) .

At the Annual General meeting held on 25<sup>th</sup> September, 2019 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 7 as set out in the Notice of the 14<sup>th</sup> 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. Mukesh Manchanda and Ms. Geetanjali Sharma 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 shareholders 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, 2019, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	31	17	48	1930882	74799523	76730405	99.999
Dissent	3	0	3	200	0	200	0.001
Total	34	17	51	1931082	74799523	76730605	100.000

Accordingly, out of total 76730605, E-Votes and Votes Polled at AGM; 76730405 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 200 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.

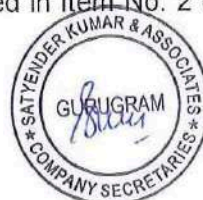
**Item No. 2**

Ordinary Resolution for the appointment of 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-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	28	17	45	1930672	74799523	76730195	99.999
Dissent	6	0	6	410	0	410	0.001
Total	34	17	51	1931082	74799523	76730605	100.000

Accordingly, out of total 76730605, E-Votes and Votes Polled at AGM; 76730195 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 410 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. 2 of Notice of the Annual General Meeting passed with requisite majority.



**Item No. 3**

Special Resolution for the re-appointment of Mr. Sunil Kant Munjal (DIN 00003902) as an Independent Director of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	27	17	44	1930629	74799523	76730152	99.999
Dissent	7	0	7	453	0	453	0.001
Total	34	17	51	1931082	74799523	76730605	100.000

Accordingly, out of total 76730605, E-Votes and Votes Polled at AGM; 76730152 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% and 453 Votes were cast **DISSENTING** to the Special Resolution constituting 0.001% of the votes polled on the **Special Resolution**.

Thus, the **Special 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 re-appointment of Mr. Bhagwan Dass Narang, (DIN 00826573) as an Independent Director of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	27	17	44	1930707	74799523	76730230	99.999
Dissent	7	0	7	375	0	375	0.001
Total	34	17	51	1931082	74799523	76730605	100.000

Accordingly, out of total 76730605, E- Votes and Votes Polled at AGM; 76730230 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% and 375 Votes were cast **DISSENTING** to the Special Resolution constituting 0.001% 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.

**Item No. 5**

Ordinary Resolution for the appointment of Retd. Justice Vikramajit Sen (DIN: 00866743) as an Independent Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	30	17	47	1930779	74799523	76730302	99.999
Dissent	4	0	4	303	0	303	0.001
Total	34	17	51	1931082	74799523	76730605	100.000



SATYENDER KUMAR & ASSOCIATES

Accordingly, out of total 76730605, E- Votes and Votes Polled at AGM; 76730302 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 303 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. 5 of Notice of the Annual General Meeting passed with requisite majority.

**Item No. 6**

Ordinary Resolution for the appointment of Dr. Anil Kumar Gupta (DIN: 002643623) as Non-Executive Director of the Company.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	28	17	45	1930757	74799523	76730280	99.999
Dissent	6	0	6	325	0	325	0.001
Total	34	17	51	1931082	74799523	76730605	100.000

Accordingly, out of total 76730605, E-Votes and Votes Polled at AGM; 76730280 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 325 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. 6 of Notice of the Annual General Meeting passed with requisite majority.

**Item No. 7**

Special Resolution for the payment of minimum remuneration to Executive Directors.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	29	17	46	1930739	74799523	76730262	99.999
Dissent	5	0	5	343	0	343	0.001
Total	34	17	51	1931082	74799523	76730605	100.000

Accordingly, out of total 76730605, E- Votes and Votes Polled at AGM; 76730262 Votes were cast **ASSENTING** to the Special Resolution constituting 99.999% and 343 Votes were cast **DISSENTING** to the Special Resolution constituting 0.001% of the votes polled on the **Special Resolution**.

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



SATYENDER KUMAR & ASSOCIATES

All the relevant records of remote e-voting and poll papers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 14<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 4087  
C.P.NO. 5189  
UDIN:F004087A000015001



For Shivam Autotech Limited  
*Shivani Kataria*  
Company Secretary

Place: Gurugram  
Date: September 25, 2019