

CIN: L34300DL2005PLC139163

Date: October 01, 2016

The National Stock Exchange of India
"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: Submission of Scrutinizer's Report for 11th AGM of the Company

Dear Sir,

This is in reference to the above mentioned subject; please find enclosed herewith the Scrutinizer's Report for the Annual General Meeting held on Thursday, September 29, 2016.

Kindly take the above information on your records and oblige.

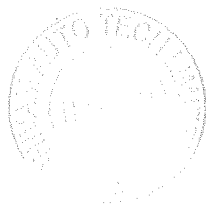
Thanking you.

Yours truly,

For SHIVAM AUTOTECH LIMITED

Shivani Kakkar

Shivani Kakkar
Company Secretary
M. No. 25097



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Distt. Gurgaon - 122413, Haryana (India).
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CIN No : L34300DL2005PLC139163

ISO / ITS 16949
ISO 14001
OHSAS 18001



CERTIFIED FIRM



CONSOLIDATED SCRUTINIZER'S REPORT

**The Chairman of
11th Annual General Meeting
of the Equity Shareholders of
Shivam Autotech Limited (the Company)
held on Thursday, 29th September, 2016 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 13th August, 2016, as the Scrutinizer to conduct the e-voting and poll process in respect of the resolutions contained in the notice of 11th Annual General Meeting of the members of the Company, held on Thursday, the 29th day of September, 2016 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 e-voting and Poll on the resolutions contained in the notice to the 11th Annual General Meeting (AGM) of the members of the Company. Our responsibility as a scrutinizer for the 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 11th Annual General Meeting (AGM), based on the reports generated from e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide 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 e-voting process conducted under my supervision, I hereby report as under:

- i) In accordance with the notice of the 11th 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 3rd September, 2016 in 'The Business Standard' (English) and 'Jansatta' (Hindi), the e-voting period remained open from Monday, 26th September, 2016 (9.00 a.m.) to Wednesday, 28th September, 2016 (5.00 p.m.)
- ii) The members of the Company as on the "cut off" date i.e. 22nd September, 2016 were entitled to vote on the resolutions (Items No. 1 to 9 as set out in the Notice of the 11th Annual General Meeting of the Company).
- iii) The e-voting process was blocked at 5.00 p.m. on Wednesday, 28th September, 2016.
- iv) The votes cast through e-voting process were unblocked on 29th September, 2016 after the adjournment of Annual General Meeting in the presence of two witnesses, Mr. Virender Sharma and Ms Sapna who are not in the employment of the Company and who witnessed 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.co.in>).

At the Annual General meeting held on 29th September, 2016 the Chairman of the Annual General Meeting (AGM) had provided polling papers to enable those shareholders who had not casted their votes by the e-voting facility in respect of resolutions (Items No. 1 to 9 as set out in the Notice of the 11th 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 adjournment of the AGM in presence of Mr. Virender Sharma and Ms Sapna who are not in the employment of the Company. The votes were counted and the results of the poll were prepared in the presence of the aforesaid person and were also countersigned by them as witnesses.

I hereby state that I have recorded details of all the votes by the shareholders through, 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 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, 2016, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Directors and the Auditors thereon

| Particulars | Number of | | | Number of votes cast in | | | Percentage |
|-------------|-----------|-------------|-------|-------------------------|-------------|----------|------------|
| | E-Voting | Poll at AGM | Total | E-Voting | Poll at AGM | Total | |
| Assent | 21 | 57 | 78 | 3600969 | 74796686 | 78397655 | 99.999% |
| Dissent | 3 | 0 | 3 | 360 | 0 | 360 | 0.001% |
| Total | 24 | 57 | 81 | 3601329 | 74796686 | 78398015 | 100.000% |

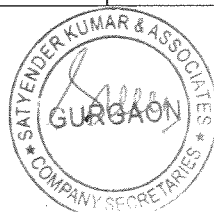
Accordingly, out of total 78398015, E- Votes and Votes Polled at AGM; 78397655 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 360 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.001% of the votes polled on the **Ordinary Resolution**.

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 declare dividend to the equity shareholders for the financial year ended March 31, 2016.

| Particulars | Number of | | | Number of votes cast in | | | Percentage |
|-------------|-----------|-------------|-------|-------------------------|-------------|----------|------------|
| | E-Voting | Poll at AGM | Total | E-Voting | Poll at AGM | Total | |
| Assent | 21 | 57 | 78 | 3600969 | 74796686 | 78397655 | 99.999% |
| Dissent | 3 | 0 | 3 | 360 | 0 | 360 | 0.001% |
| Total | 24 | 57 | 81 | 3601329 | 74796686 | 78398015 | 100.000% |



Accordingly, out of total 78398015, E- Votes and Votes Polled at AGM; 78397655 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 360 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

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-Voting | Poll at AGM | Total | E-Voting | Poll at AGM | Total | |
| Assent | 21 | 57 | 78 | 3600969 | 74796686 | 78397655 | 99.999% |
| Dissent | 3 | 0 | 3 | 360 | 0 | 360 | 0.001% |
| Total | 24 | 57 | 81 | 3601329 | 74796686 | 78398015 | 100.000% |

Accordingly, out of total 78398015, E- Votes and Votes Polled at AGM; 78397655 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 360 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. 3 of Notice of the Annual General Meeting passed with requisite majority.

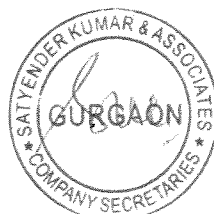
Item No. 4

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-Voting | Poll at AGM | Total | E-Voting | Poll at AGM | Total | |
| Assent | 20 | 57 | 77 | 3600897 | 74796686 | 78397583 | 99.999% |
| Dissent | 4 | 0 | 4 | 432 | 0 | 432 | 0.001% |
| Total | 24 | 57 | 81 | 3601329 | 74796686 | 78398015 | 100.000% |

Accordingly, out of total 78398015, E- Votes and Votes Polled at AGM; 78397583 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 432 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. 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 2016-17 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-Voting | Poll at AGM | Total | E-Voting | Poll at AGM | Total | |
| Assent | 20 | 57 | 77 | 3363861 | 74796686 | 78160547 | 99.697% |
| Dissent | 4 | 0 | 4 | 237468 | 0 | 237468 | 0.303% |
| Total | 24 | 57 | 81 | 3601329 | 74796686 | 78398015 | 100.000% |

Accordingly, out of total 78398015, E- Votes and Votes Polled at AGM; 78160547 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.697% and 237468 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.303% 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 re-appointment of Mr. Neeraj Munjal (DIN 00037792) Managing Director

| Particulars | Number of | | | Number of votes cast in | | | Percentage |
|----------------|-----------|-------------|-------|-------------------------|-------------|----------|------------|
| | E-Voting | Poll at AGM | Total | E-Voting | Poll at AGM | Total | |
| Assent | 20 | 57 | 77 | 3600897 | 74796686 | 78397583 | 99.999% |
| Dissent | 4 | 0 | 4 | 432 | 0 | 432 | 0.001% |
| Total | 24 | 57 | 81 | 3601329 | 74796686 | 78398015 | 100.000% |

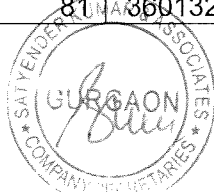
Accordingly, out of total 78398015, E- Votes and Votes Polled at AGM; 78397583 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.999% and 432 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.001% of the votes polled on the **Ordinary Resolution**.

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

Item No. 7

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-Voting | Poll at AGM | Total | E-Voting | Poll at AGM | Total | |
| Assent | 19 | 57 | 76 | 3591768 | 74796686 | 78388454 | 99.988% |
| Dissent | 5 | 0 | 5 | 9561 | 0 | 9561 | 0.012% |
| Total | 24 | 57 | 81 | 3601329 | 74796686 | 78398015 | 100.000% |



Accordingly, out of total 78398015, E-Votes and Votes Polled at AGM; 78388454 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.988% and 9561 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.7 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 8

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

| Particulars | Number of | | | Number of votes cast in | | | Percentage |
|----------------|-----------|-------------|-------|-------------------------|-------------|----------|------------|
| | E-Voting | Poll at AGM | Total | E-Voting | Poll at AGM | Total | |
| Assent | 18 | 57 | 75 | 3591643 | 74796686 | 78388329 | 99.988% |
| Dissent | 6 | 0 | 6 | 9686 | 0 | 9686 | 0.012% |
| Total | 24 | 57 | 81 | 3601329 | 74796686 | 78398015 | 100.000% |

Accordingly, out of total 78398015, E- Votes and Votes Polled at AGM; 78388329 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.988% and 9686 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.8 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 9

Special Resolution to consider and approve 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 | 20 | 57 | 77 | 3591840 | 74796686 | 78388526 | 99.988% |
| Dissent | 4 | 0 | 4 | 9489 | 0 | 9489 | 0.012% |
| Total | 24 | 57 | 81 | 3601329 | 74796686 | 78398015 | 100.000% |

Accordingly, out of total 78398015, E- Votes and Votes Polled at AGM; 78388526 Votes were cast **ASSENTING** to the Special Resolution constituting 99.988% and 9489 Votes were cast **DISSENTING** to the Special Resolution constituting 0.012% of the 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.

Besides above there were 6 (Six) invalid votes (One of E-voting and Five Poll papers).

Results of above may accordingly be declared by the Chairman/person duly authorized by the 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 11th 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

Shivani Khatkar



Chairman of the Meeting/
Official duly Authorised by
the Chairman

Witness 1
VIRENDER SHARMA
H.No. 627
Ghitorni
New Delhi - 110030
IN 30513 / 140 69878
Khatkar

Witness 2
Sapna
H.No. C/98
Ashok Vihar
Phase II, Gurgaon
Sapna

Place: New Delhi
Date: September 30, 2016