

CIN: L34300DL2005PLC139163

Date: September 29, 2017

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 12th 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 12th Annual General Meeting held on Friday, September 29, 2017.
2. Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.
3. Consolidated Scrutinizer's Report.

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



GURGAON WORKS : 58 Km. Stone, Delhi - Jaipur Highway, Village - Binola,
Distt. Gurgaon - 122413, Haryana (India).
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REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TEL.: +91 11 49242100 - 30, +91 11 29564205
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com
CIN No : L34300DL2005PLC139163

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV

CERTIFIED FIRM

A. DETAILS OF THE PROCEEDINGS OF THE 12TH ANNUAL GENERAL MEETING

THE 12TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHIVAM AUTOTECH LIMITED WAS HELD ON FRIDAY, THE 29TH DAY OF SEPTEMBER 2017 AT 11:30 AM AT TIVOLI GARDEN RESORT, NEAR CHATTARPUR MANDIR, CHATTARPUR ROAD, NEW DELHI-110074

S. No.	Particulars	Details
1	Date of AGM	September 29, 2017
2	Director's Present:	Mr. Sunil Kant Munjal (Chairman & Non- Executive Director) Mr. Neeraj Munjal (Managing Director) Dr. Vinayshil Gautam (Chairman of Nomination and Remuneration Committee) Mr. Bhagwan Dass Narang (Chairman of Stakeholders Relationship Committee) Mr. Surrinder Lal Kapur (Chairman of Audit Committee)
	In attendance:	1. Mr. Davendra Ujlayan - Chief Financial Officer 2. Ms. Shivani Kakkar - Company Secretary 3. Mr. Deepak Kumar Gupta - Authorized representative of Statutory Auditor 4. Mr. Satyender Kumar - Secretarial Auditor of the Company
3	Members present: In person (including representatives): In proxy:	122 1
4	Total No. of shareholders on record date	As of Cut-off date i.e. September 22, 2017 19177

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 2016-17 along with Notice of AGM has been posted/ emailed, 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 Mrs. Charu Munjal, Whole Time Director of the Company could not be present at the AGM due to her personal exigencies. The Chairman further informed the members that the Chairman of the Audit Committee, Chairman of Nomination and Remuneration Committee and Chairman of Stakeholders Relationship Committee were present at the AGM. With the permission of the members present, the notice convening the 12th 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 Limited (CDSL) for availing e-voting facility.

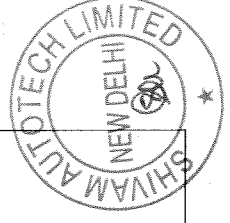
The remote e-voting period was scheduled from September 26, 2017 (9:00 a.m.) to September 28, 2017 (5:00 p.m.) for all the resolutions set forth in the AGM notice. The members present at the AGM and who have not cast their votes electronically were provided an opportunity to cast their vote through polling /ballot paper.

The members were informed that the Board of Directors has appointed Mr. Satyender Kumar, Practicing Company Secretary 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.





B. RESULTS OF THE 32nd 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, 2017 and Profit & Loss Account for the year ended on that date along with the Reports of Board of Directors and Auditors' thereon:</u></p> <p>"RESOLVED THAT the Audited Balance Sheet as at March 31, 2017 and the Profit & Loss Account for the year ended on that date along with the Board's and the Auditors' Report thereon, as circulated to the members and now placed before the meeting be and are hereby approved 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 Dr. Anil Kumar Gupta (DIN 02643623), who retires by rotation and being eligible has offered himself for re-appointment.</u></p> <p>"RESOLVED THAT Dr. Anil Kumar Gupta (DIN 02643623), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company."</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
3	<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 Mrs. Charu Munjal (DIN 03094545), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company."</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
4	<p><u>Appointment of NSBP & Co., Chartered Accountants as the Statutory Auditors of the Company</u></p> <p>"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority

(Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee, NSBP & Co., Chartered Accountants, New Delhi (Firm Registration No. 001075N), who being eligible for appointment have offered themselves for their appointment, be and is hereby appointed as the Statutory Auditors of the Company, in place of S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (Firm Registration No. 000756N), to hold office from the conclusion of this Annual General Meeting until the conclusion of 17th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

Other Information:

Date of cessation of statutory auditor:

S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (Firm Registration No. 000756N) has retired at the 12th Annual General Meeting as per the Companies Act, 2013.

Date of appointment of new statutory auditor:

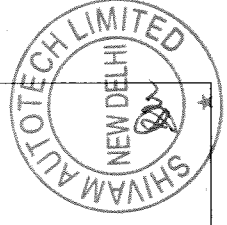
NSBP & Co., Chartered Accountants, New Delhi (Firm Registration No. 001075N) has been appointed at the 12th Annual General Meeting held on September 29, 2017.

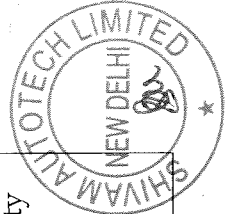
Brief profile NSBP & Co.:

NSBP & Co., Chartered Accountants are in existence from more than 4 decades having well experienced team of 4 Partners, Chartered Accountants, Company Secretaries, MBAs and other experts along with assistants and dedicated administration staff.

They are serving in large and medium size industrial, service sector and NGOs clients. Some of sectors are as follows:

- Steel, Cement, Paper, Polyester, Textile, petrochemicals, Pesticides and Fertilizers, FMCG, Logistic, Multilevel Marketing network, Rubber, Health care, Power, Agriculture, housing Finance and NBFC, Tele communication, Consumer Goods, Electrical and White Goods, real estate & Infrastructure.





	<ul style="list-style-type: none"> Hospitality, education, QSRs, IT/ITeS, NGOs, Section 8 Companies Banking and insurance <p>They are also empanelled with Comptroller & Auditor General & RBI.</p>			
5	<p><u>Revision in the remuneration of Mr. Neeraj Munjal (DIN 00037792), Managing Director of the Company.</u></p> <p>“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions as amended or re-enacted from time to time, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for the revision in remuneration of Mr. Neeraj Munjal, Managing Director (DIN 00037792) of the Company w.e.f. August 1, 2017 for the remainder of his tenure in the manner as set out in the explanatory statement annexed to the Notice convening this meeting.</p> <p>RESOLVED FURTHER THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment shall remain unchanged.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit without further reference to the Company in General Meeting.”</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority
6	<p><u>Revision in the remuneration of Mrs. Charu Munjal (DIN 03094545), Whole-time Director of the Company.</u></p> <p>“RESOLVED THAT in accordance with the provision of Section 196, 197, 198 read with Schedule V and other applicable provisions, as amended or re-enacted from time to time, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for revision in the remuneration of Mrs. Charu Munjal, Whole Time Director (DIN 03094545) designated as “Executive Director” with effect from August 1, 2017 for the remainder of her tenure in the manner as set out in the explanatory statement annexed to</p>	Ordinary	E-voting and polling/ ballot paper at the AGM	Passed with requisite majority

	<p>the Notice convening this Annual General Meeting.</p> <p>RESOLVED FURTHER THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment shall remain unchanged.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit without further reference to the Company in General Meeting."</p>		
7	<p><u>Revision in the remuneration of Dr. Anil Kumar Gupta (DIN 02643623), Whole Time Director of the Company.</u></p> <p>"RESOLVED THAT in accordance with the provision of Section 196, 197, 198 read with Schedule V and other applicable provisions, as amended or re-enacted from time to time, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for the revision in remuneration of Dr. Anil Kumar Gupta (DIN 02643623), Whole Time Director of the Company designated as "Director (Technical)" with effect from December 20, 2016 for the remainder of his tenure in the manner as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.</p> <p>RESOLVED FURTHER THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment shall remain unchanged.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit without further reference to the Company in General Meeting."</p>	Ordinary	<p>E-voting and polling/ ballot paper at the AGM</p> <p>Passed with requisite majority</p>



Disclosure as per Clause 35A of the Listing Agreement to be submitted to Stock Exchanges

Date of AGM	Friday, September 29, 2017
No. of shareholders on record date	19177
No. of Shareholders present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	1
- Public:	122
No. of Shareholders attended the meeting through Video Conferencing	NA
- Promoters and Promoter Group:	
- Public:	

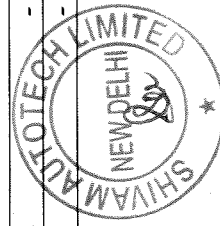
AGENDA WISE DISCLOSURE

Resolution No. 1 - Adoption of Audited Balance Sheet as at March 31, 2017 and Profit & Loss Account for the year ended on that date along with the Reports of Board of Directors and Auditors' thereon:

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2017 and the Profit & Loss Account for the year ended on that date along with the Board's and the Auditors' Report thereon, as circulated to the members and now placed before the meeting be and are hereby approved 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 (E-Voting & Poll)	% of votes polled on outstanding shares (E-Voting & Poll)	No. of votes in favor	No of votes against	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
		(1)	(2)	(3) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-voting Poll Total	74795950	74795950 74795950	100.0000 100.0000	74795950 74795950	0 0	100.000 100.000	- -
Public - Institutions	E-voting Poll Total	122905	0 0 0	- - -	0 0 0	0 0 0	- - -	- - -
Public - Non Institutions	E-voting Poll Total	25081145	2206179 1104 2207283	8.7962 0.0044 8.8006	2206179 1104 2207283	0 0 0	100.000 100.000 100.000	- - -
Total		100000000	77003233	-	77003233	0	-	-

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



Resolution No. 2 - Appointment of 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 Dr. Anil Kumar Gupta (DIN 02643623), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company."

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 (E-Voting & Poll)	No of votes & (E-Voting & Poll)	% of votes on outstanding shares (E-Voting & Poll)	% of votes polled (E-Voting & Poll)	No. of votes favor	No. of votes against	% of votes favor polled (E-Voting & Poll)	% of votes in votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)
		-1	-2	(3) = $\frac{(2)}{(1)} \times 100$	-4	-5	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$			
Promoter and Promoter Group	E-voting Poll Total	74795950	74795950 74795950	100.0000 100.0000	74795950 74795950	0 0	0 0	0 0	100.0000 100.0000	-	-
Public Institutions	E-voting Poll Total	122905	0 0 0	- - -	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	0 0 0	- - -
Public Non Institutions	E-voting Poll Total	25081145	2206179 1104 2207283	8.7962 0.0044 8.8006	2204711 1104 2205815	1468 0 1468	99.9335 100.0000 99.9335	0.0665 - 0.0665	99.9335 100.0000 99.9335	0.0665 - 0.0665	0.0019
Total		100000000	77003233	-	77001765	1468	99.9981	0.0019			

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



Resolution No. 3 - 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 Mrs. Charu Munjal (DIN 03094545), who retires by rotation at this Annual General Meeting, be and is hereby re-appointed as a Director of the Company."

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 (E-Voting & Poll)	% of votes on outstanding shares (E-Voting & Poll)	No. of votes favor	No of votes against	% of votes favor polled (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)		
		-1	-2	(3) = $\{(2)/(1)\} * 100$	-4	-5	(6) = $\{(4)/(2)\} * 100$	(7) = $\{(5)/(2)\} * 100$			
Promoter and Promoter Group	E-voting		0	-	0	0					
	Poll	74795950	74795950	100.0000	74795950	0	100.0000				
	Total		74795950	100.0000	74795950	0	100.0000				
Public - Institutions	E-voting		0	-	0	0					
	Poll	122905	0	-	0	0					
	Total		0	-	0	0					
Public - Non Institutions	E-voting		2206179	8.7962	2204780	1399	99.9366			0.0634	
	Poll	25081145	1104	0.0044	1104	0	100.0000				
	Total		2207283	8.8006	2205884	1399	99.9366			0.0634	
Total		100000000	77003233	-	77001834	1399	99.9982			0.0018	

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



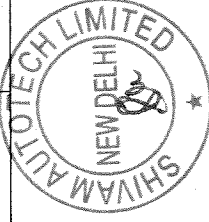
Resolution No. 4 – Appointment of NSBP & Co., Chartered Accountants as the Statutory Auditors of the Company

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendations of the Audit Committee, NSBP & Co., Chartered Accountants, New Delhi (Firm Registration No. 001075N), who being eligible for appointment have offered themselves for their appointment, be and is hereby appointed as the Statutory Auditors of the Company, in place of S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (Firm Registration No. 000756N), to hold office from the conclusion of this Annual General Meeting until the conclusion of 17th Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such necessary acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

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 (E-Voting & Poll)	% of votes on outstanding shares (E-Voting & Poll)	No. of votes favor	No. of votes against	% of votes favor polled (E-Voting & Poll)	% of votes in votes against polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)		
		-1	-2	(3) = {(2)/(1)}*100	-4	-5	(6) = {(4)/(2)}*100	(7) = {(5)/(2)}*100			
Promoter and	E-voting		0	-	0	0	-	-			
	Poll	74795950	74795950	100.0000	74795950	0	100.0000	0			
Promoter Group	Total		74795950	100.0000	74795950	0	100.0000	0			
Public -	E-voting		0	-	0	0	0	0			
Institutions	Poll	122905	0	-	0	0	0	0			
	Total		0	-	0	0	0	0			
Public -	E-voting		2206179	8.7962	2204711	1468	99.9335	1468			0.0665
Non	Poll	25081145	1104	0.0044	1104	0	100.0000	0			-
Institutions	Total		2207283	8.8006	2205815	1468	99.9335	1468			0.0665
Total		100000000	77003233	-	77001765	1468	99.9981	1468			0.0019

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



Resolution No. 5 - Revision in the remuneration of Mr. Neeraj Munjal (DIN 00037792), Managing Director of the Company.

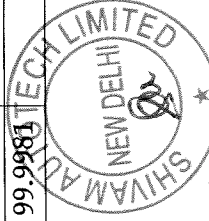
“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198 read with Schedule V and other applicable provisions as amended or re-enacted from time to time, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for the revision in remuneration of Mr. Neeraj Munjal, Managing Director (DIN 00037792) of the Company w.e.f. August 1, 2017 for the remainder of his tenure in the manner as set out in the explanatory statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit without further reference to the Company in General Meeting.”

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 Polled (E-Voting & Poll)	No of votes & (E-Voting & Poll)	% of votes on outstanding shares (E-Voting & Poll)	No. of votes favor	No of votes against	% of votes favor polled (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)	(7)={ (5) / (2) } * 100
		-1	-2	0	(3) = {(2)/(1)}*100	-4	-5	(6) = {(4)/(2)}*100	(7) = {(5)/(2)}*100		
Promoter and Promoter Group	E-voting Poll Total	74795950	74795950	0	100.0000	74795950	0	100.0000	0	-	-
Public - Institutions	E-voting Poll Total	122905	0	0	-	0	0	0	0	0	-
Public - Non Institutions	E-voting Poll Total	25081145	2206179	1104	8.7962	2204711	1468	99.9335	0	0.0665	
Total		100000000	2207283	77003233	8.8006	2205815	1468	99.9335	0	0.0665	
						77001765	1468	99.9981	0	0.0019	

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



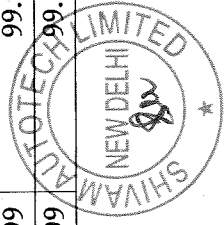
Resolution No. 6 - Revision in the remuneration of Mrs. Charu Munjal (DIN 03094545), Whole-time Director of the Company.

“RESOLVED THAT in accordance with the provision of Section 196, 197, 198 read with Schedule V and other applicable provisions, as amended or re-enacted from time to time, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for revision in the remuneration of Mrs. Charu Munjal, Whole Time Director (DIN 03094545) designated as “Executive Director” with effect from August 1, 2017 for the remainder of her tenure in the manner as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit without further reference to the Company in General Meeting.”

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 Polled (E-Voting & Poll)	No of votes & (E-Voting & Poll)	% of votes on outstanding shares (E-Voting & Poll)	No. of votes favor	No of votes against	% of votes favor polled (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)	(7) = {(5)/(2)}*100
		-1	-2	0	(3) = {(2)/(1)}*100	-4	-5		(6) = {(4)/(2)}*100		
Promoter and Promoter Group	E-voting			0	-	0	0				-
	Poll	74795950	74795950	74795950	100.0000	74795950	0	100.0000	100.0000		-
	Total		74795950	74795950	100.0000	74795950	0	100.0000	100.0000		-
Public - Institutions	E-voting			0	-	0	0				-
	Poll	122905		0	-	0	0				-
	Total			0	-	0	0				-
Public - Non Institutions	E-voting		2206179	2206179	8.7962	2204780	1399	99.9366	99.9366		0.0634
	Poll	25081145	1104	1104	0.0044	1104	0	100.0000	100.0000		-
	Total		2207283	2207283	8.8006	2205884	1399	99.9366	99.9366		0.0634
Total		100000000	77003233	77003233	-	77001834	1399	99.9982	99.9982		0.0018



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

Resolution No. 7 - Revision in the remuneration of Dr. Anil Kumar Gupta (DIN 02643623), Whole Time Director of the Company.

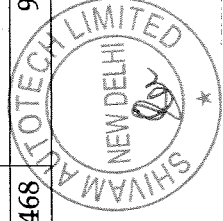
“RESOLVED THAT in accordance with the provision of Section 196, 197, 198 read with Schedule V and other applicable provisions, as amended or re-enacted from time to time, if any, of the Companies Act, 2013 and rules made there under and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded for the revision in remuneration of Dr. Anil Kumar Gupta (DIN 02643623), Whole Time Director of the Company designated as “Director (Technical)” with effect from December 20, 2016 for the remainder of his tenure in the manner as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT except as stated in the explanatory statement annexed below, other terms and conditions of re-appointment shall remain unchanged.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable or to settle any question or difficulty that may arise, in such manner as it may deem fit without further reference to the Company in General Meeting.”

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 (E-Voting & Poll)	% of votes on outstanding shares (E-Voting & Poll)	No of votes favor	No of votes against	% of votes favor polled (E-Voting & Poll)	% of votes in favor on votes polled (E-Voting & Poll)	% of votes against on votes polled (E-Voting & Poll)		
		-1	-2	(3) = {(2)/(1)}*100	-4	-5	(6) = {(4)/(2)}*100	(7) = {(5)/(2)}*100			
Promoter and Promoter Group	E-voting		0	-	0	0	-	-	-		
	Poll	74795950	74795950	100.0000	74795950	0	100.0000	100.0000	-		
	Total		74795950	100.0000	74795950	0	100.0000	100.0000	-		
Public - Institutions	E-voting		0	-	0	0	0	0	0		
	Poll	122905	0	-	0	0	0	0	0		
	Total		0	-	0	0	0	0	0		
Public - Non Institutions	E-voting		2206179	8.7962	2204711	1468	99.9335	99.9335	0.0665		
	Poll	25081145	1104	0.0044	1104	0	100.0000	100.0000	-		
	Total		2207283	8.8006	2205815	1468	99.9335	99.9335	0.0665		
Total		100000000	77003233	-	77001765	1468	99.9981	99.9981	0.0019		

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





SCRUTINIZER'S REPORT

**The Chairman of
12th Annual General Meeting
of the Equity Shareholders of
Shivam Autotech Limited (the Company)
held on 29th September, 2017 at
Tivoli Garden Resort, Near Chattarpur Mandir,
Chattarpur Road, New Delhi-110074**

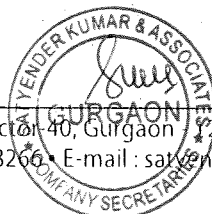
Dear Sir,

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 10th August, 2017, as the Scrutinizer to conduct the remote e-voting and poll process in respect of the resolutions contained in the notice of 12th Annual General Meeting of the members of the Company, held on 29th September, 2017 at Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road, New Delhi-110074.

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 12th Annual General Meeting (AGM) of the members of the Company. My 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 12th 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 conducted under my supervision, I hereby report as under:

- i) In accordance with the notice of the 12th 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



2nd September, 2017 in 'The Business Standard' (English) and 'Jansatta' (Hindi), the remote e-voting period remained open from Tuesday, 26th September, 2017 (9.00 a.m.) to Thursday, 28th September, 2017 (5.00 p.m.)

- ii) The members of the Company as on the "cut off" date i.e. 22nd September, 2017 were entitled to vote on the resolutions (Items No. 1 to 7 as set out in the Notice of the 12th Annual General Meeting of the Company).
- iii) The remote e-voting process was blocked at 5.00 p.m. on Thursday, 28th September, 2017.
- iv) The votes cast through remote e-voting process were unblocked on 29th September, 2017 after the conclusion of Annual General Meeting in the presence of two witnesses, Mr. Rajender Kumar Grover and Mr. Virender 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 29th September, 2017 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 12th 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. Rajender Kumar Grover and Mr. Virender 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, 2017, 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	20	31	51	2206179	74797054	77003233	100.00
Dissent	0	0	0	0	0	0	0
Total	20	31	51	2206179	74797054	77003233	100.00

Accordingly, out of total 77003233, E- Votes and Votes Polled at AGM; 77003233 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100% and Nil Vote was cast **DISSENTING** to the Ordinary Resolution constituting 0% 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.

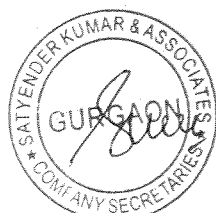
Item No. 2

Ordinary Resolution for the appointment of director in place of 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	15	31	46	2204711	74797054	77001765	99.998
Dissent	5	0	5	1468	0	1468	00.002
Total	20	31	51	2206179	74797054	77003233	100.000

Accordingly, out of total 77003233, E- Votes and Votes Polled at AGM; 77001765 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% and 1468 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002 % 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 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	16	31	47	2204780	74797054	77001834	99.998
Dissent	4	0	4	1399	0	1399	00.002
Total	20	31	51	2206179	74797054	77003233	100.000

Accordingly, out of total 77003233, E- Votes and Votes Polled at AGM; 77001834 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% and 1399 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002% 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 for the appointment of NSBP & Co., Chartered Accountants, New Delhi (Firm Registration No. 001075N), as Statutory Auditors of the Company in place of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (Firm Registration No. 000756N), from the conclusion of the 12th Annual General Meeting till the conclusion of 17th Annual General Meeting subject to the ratification of their appointment by members at every annual general meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

Particulars	Number of			Number of votes cast in			Percentage
	E-Voting	Poll at AGM	Total	E-Voting	Poll at AGM	Total	
Assent	15	31	46	2204711	74797054	77001765	99.998
Dissent	5	0	5	1468	0	1468	00.002
Total	20	31	51	2206179	74797054	77003233	100.000

Accordingly, out of total 77003233, E- Votes and Votes Polled at AGM; 77001765 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% and 1468 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002 % 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 for the revision in remuneration of Mr. Neeraj Munjal, (DIN 00037792) Managing 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	15	31	46	2204711	74797054	77001765	99.998
Dissent	5	0	5	1468	0	1468	00.002
Total	20	31	51	2206179	74797054	77003233	100.000

Accordingly, out of total 77003233, E-Votes and Votes Polled at AGM; 77001765 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% and 1468 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002 % 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 revision in the remuneration of Mrs. Charu Munjal (DIN 03094545), Whole Time 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	16	31	47	2204780	74797054	77001834	99.998
Dissent	4	0	4	1399	0	1399	00.002
Total	20	31	51	2206179	74797054	77003233	100.000

Accordingly, out of total 77003233, E- Votes and Votes Polled at AGM; 77001834 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% and 1399 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002% of the votes polled on the **Ordinary Resolution**.

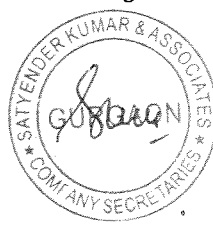
Thus, the **Ordinary Resolution** as contained in Item No. 6 of Notice of the Annual General Meeting passed with requisite majority.

Item No. 7

Ordinary Resolution for the revision in the remuneration of Dr. Anil Kumar Gupta (DIN 02643623), Whole Time 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	15	31	46	2204711	74797054	77001765	99.998
Dissent	5	0	5	1468	0	1468	00.002
Total	20	31	51	2206179	74797054	77003233	100.000

Accordingly, out of total 77003233, E- Votes and Votes Polled at AGM; 77001765 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% and 1468 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002 % 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.

Besides above, there were 5 (Five) invalid votes (Two of E-Voting and Three of Poll Papers)

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 12th 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**

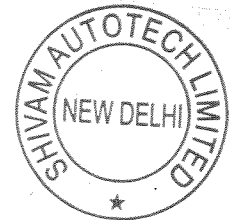
Satyender Kumar

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



Countersigned by

Shivani Kaul



Place: New Delhi

Date: September 29, 2017