SATYENDER KUMAR
Company Secretary in Practice

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SCRUTINIZER'S REPORT-COMBINED

The Chairman of
9th Annual General Meeting of the Equity Shareholders of
Shivam Autotech Limited (the Company) held on 29th September, 2014 at
Tivoli Garden Resort, Near Chattarpur Mandir,
Chattarpur Road,
New Delhi-110030

Dear Sir,

1. I, Satyender Kumar, Company Secretary in Whole Time Practice, was appointed as Scrutinizer by

a) the Board of Directors of M/s **Shivam Autotech Limited** for the purpose of scrutinizing the e-voting process in fair and transparent manner as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

b) the Chairman of the Annual General Meeting (AGM) on the poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice of 9th Annual General Meeting of the members of the Company, held on 29th September, 2014 at Tivoli Garden Resort, Near Chattarpur Mandir, Chattarpur Road, New Delhi-110030

2. 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 9th Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the evoting 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 9th 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 Limited, New Delhi at the AGM.

3. I have issued separate Scrutinizer's Report dated September 25, 2014 on e-voting and on Poll dated September 29, 2014 on the resolutions contained in the notice to the AGM. As requested by the management submit herewith my combined report on the results of e-voting together with that of Poll as under:

Satyender Kumar

Item No. 1

Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and Profit & Loss Account for the year ended on that date along with the Report of the Directors and the Auditors thereon

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of Notice to the Annual General Meeting passed unanimously.

Item No. 2

Ordinary Resolution to declare dividend to the equity shareholders for the year ended March 31, 2014.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of Notice to the Annual General Meeting passed unanimously.

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-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	4	50	54	81	7745993	7746074	99.998%
Dissent	1	0	1	100	0	100	0.002%
Total	5	50	55	181	7745993	7746174	100.000%

Satyender Kumar,

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746074 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% of the votes polled; 100 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002% of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of Notice to the Annual General Meeting 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-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	4	50	54	81	7745993	7746074	99.998%
Dissent	1	0	1	100	0	100	0.002%
Total	5	50	55	181	7745993	7746174	100.000%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746074 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% of the votes polled; 100 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002% of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of Notice to 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 2014-15 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-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	4	50	54	81	7745993	7746074	99.998%
Dissent	1	0	1	100	0	100	0.002%
Total	5	50	55	181	7745993	7746174	100.000%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746074 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% of the votes polled; 100 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002% of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 5 of Notice to the Annual General Meeting passed with requisite majority.

Satyender Kumar

Item No. 6

Ordinary Resolution for the appointment of Mr. Sunil Kant Munjal (DIN 00003902) as an Independent Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of Notice to the Annual General Meeting passed unanimously.

Item No. 7

Ordinary Resolution for the appointment of Mr. Bhagwan Dass Narang, (DIN 00038502) as an Independent Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 7 of Notice to the Annual General Meeting passed unanimously.

Item No. 8

Ordinary Resolution for the appointment of Mr. Surrinder Lal Kapur, (DIN 00033312) as an Independent Director.

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

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Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 8 of Notice to the Annual General Meeting passed unanimously.

Item No. 9

Ordinary Resolution for the appointment of Dr. Vinayshil Gautam, (DIN 00037909) as an Independent Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 9 of Notice to the Annual General Meeting passed unanimously.

Item No. 10

Ordinary Resolution for the revision in the remuneration of Mr. Neeraj Munjal (DIN 00037792) Managing Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 10 of Notice to the Annual General Meeting passed unanimously.

Satyender Kumar

Item No. 11

Special Resolution for the modification in the terms of appointment of Mrs. Charu Munjal (DIN 03094545), Whole-time Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	4	50	54	81	7745993	7746074	99.998%
Dissent	1	0	1	100	0	100	0.002%
Total	5	50	55	181	7745993	7746174	100.000%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746074 Votes were cast **ASSENTING** to the Special Resolution constituting 99.998% of the votes polled; 100 votes were cast **DISSENTING** to the Special Resolution constituting 0.002% of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 11 of Notice to the Annual General Meeting passed with requisite majority.

Item No. 12

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-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	4	50	54	81	7745993	7746074	99.998%
Dissent	1	0	1	100	0	100	0.002%
Total	5	50	55	181	7745993	7746174	100.000%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746074 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% of the votes polled; 100 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002% of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 12 of Notice to the Annual General Meeting passed with requisite majority.

Item No. 13

Special Resolution for the modification in the terms of appointment of Dr. Anil Kumar Gupta (DIN 02643623), Whole-time Director

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	4	50	54	81	7745993	7746074	99.998%
Dissent	1	0	1	100	0	100	0.002%
Total	5	50	55	181	7745993	7746174	100.000%

Satyender Kumar

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746074 Votes were cast **ASSENTING** to the Special Resolution constituting 99.998% of the votes polled; 100 votes were cast **DISSENTING** to the Special Resolution constituting 0.002% of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 13 of Notice to the Annual General Meeting passed with requisite majority.

Item No. 14

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

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	4	50	54	81	7745993	7746074	99.998%
Dissent	1	0	1	100	0	100	0.002%
Total	5	50	55	181	7745993	7746174	100.000%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746074 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.998% of the votes polled; 100 votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.002% of the votes polled.

Thus, the **Ordinary Resolution** as contained in Item No. 14 of Notice to the Annual General Meeting passed with requisite majority.

Item No. 15

Ordinary Resolution for the sub-division of shares of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 15 of Notice to the Annual General Meeting passed unanimously.

Satyender Kumar

Item No. 16

Special Resolution for the alteration of Memorandum of Association of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Special Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Special Resolution.

Thus, the **Special Resolution** as contained in Item No. 16 of Notice to the Annual General Meeting passed unanimously.

Item No. 17

Special Resolution for the alteration of Articles of Association of the Company

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Special Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Special Resolution.

Thus, the **Special Resolution** as contained in Item No. 17 of Notice to the Annual General Meeting passed unanimously.

Item No. 18

Ordinary Resolution for the approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	5	50	55	181	7745993	7746174	100.00%
Dissent	0	0	0	0	0	0	NIL
Total	5	50	55	181	7745993	7746174	100.00%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746174 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00% of the votes polled; Nil votes were cast **DISSENTING** to the Ordinary Resolution.

Satyender Kumar

Thus, the **Ordinary Resolution** as contained in Item No. 18 of Notice to the Annual General Meeting passed unanimously.

Item No. 19

Special Resolution for borrowing in excess of the paid-up capital and free reserves

Particulars	Number of			Number of votes cast in			Percentage
	E-Votes	Poll	Total	E-Votes	Poll	Total	
Assent	3	50	53	79	7745993	7746072	99.997%
Dissent	2	0	2	102	0	102	0.003%
Total	5	50	55	181	7745993	7746174	100.000%

Accordingly, out of 7746174 E- Votes and Poll Polled; 7746072 Votes were cast **ASSENTING** to the Special Resolution constituting 99.997% of the votes polled; 102 votes were cast **DISSENTING** to the Special Resolution constituting 0.003% of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 19 of Notice to the Annual General Meeting passed with requisite majority.

Thanking you,
Yours Sincerely

Satyender Kumar

SATYENDER KUMAR
Company Secretary in Practice

FCS 4087
C.P.NO. 5189

Place: New Delhi
Date: September 29, 2014