

CIN: L34300DL2005PLC139163

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF SHIVAM AUTOTECH LIMITED AT ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 09, 2015 AT 11:30 A.M. AT TIVOLI GARDEN RESORT, NEAR CHATTARPUR MANDIR, CHATTARPUR ROAD, NEW DELHI-110030.

To consider Issuance of Bonus Shares and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution.

“RESOLVED THAT in accordance with the provisions of Sec 63 and other applicable provisions, if any of the Companies Act, 2013, or any amendment or re-enactment thereof and relevant provisions of the Articles of Association of the Company and subject to the regulations issued by the Securities and Exchange Board of India (SEBI) including the provisions of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) in this behalf and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall be deemed to include any Committee thereof) for capitalization of a sum not exceeding Rs.10,00,00,000/- (Rupees Ten Crores Only) from the General Reserves or any other permitted reserves/surplus of the Company for the purpose of issue of Bonus Shares of Rs.2/- (Rupees Two Only) each, credited as fully paid-up to the holders of the Equity Shares of the Company whose names shall appear on the Register of Members on the 'Record Date' determined by the Board or a Committee thereof for the purpose, in the proportion of 1 (One) Bonus Equity Share of Rs.2/- for every 1 (One) fully paid-up Equity Shares of Rs.2/- each held by them and that the Bonus Shares so distributed shall, for all purposes, be treated as an increase in the paid up Capital of the Company held by each such Member, and not as income.

FURTHER RESOLVED THAT the Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid – up equity shares of the Company as existing on the record date determined by the Board or a Committee thereof for the purpose of issue of Bonus Shares save and except that they shall not be entitled to any dividend that may be declared before such Record Date.

RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees for Bonus Shares; to the shareholders who hold their existing Equity Shares in electronic form, as Bonus Shares shall be credited to their respective demat accounts within the period prescribed and for the shareholders who hold their existing Equity Shares in physical form, the share certificate(s) in respect of the Bonus Shares shall be completed and thereafter be dispatched within the period prescribed or that may be prescribed on this behalf, from time to time.

RESOLVED FURTHER THAT the issue and allotment of the said Bonus Shares to the extent that they relate to Non-Resident Indians (NRIs), Persons of Indian Origin (PIO) / Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, will be subject to the approval of the Reserve Bank of India (RBI) and any other regulatory authority, as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such shares on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.



GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 11 49242100
FAX : +91 11 49242116 E-mail : admn@shivamautotech.com

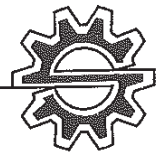
REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TELFAX : +91 11 49242100-30, +91 11 29564205
CIN No.: L34300DL2005PLC139163
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV

CERTIFIED FIRM



CIN: L34300DL2005PLC139163

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient, and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

The Board of Directors of the Company in its meeting held on May 18, 2015, has recommended for approval of the shareholders, issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:1 (i.e. One bonus equity share of Rs.2/- for every One fully paid up equity shares of Rs.2/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 20,00,00,000/- (Rupees Twenty Crores Only) after capitalising a sum not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only) from the General Reserves, as per the Audited Accounts of the Company for the financial year ended March 31, 2015, and the same is proposed to be applied in paying up in full not exceeding Rs.10,00,00,000/- Equity Shares of Rs. 2/-each.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names shall appear on its Register of Members on the Record Date to be determined by the Board of Directors of your Company (which term shall be deemed to include any Committee thereof) for the purpose of issue of Bonus Shares, in the proportion of 1(One) Bonus Share of Rs.2/- for every 1 (One) Equity Shares of Rs. 2/- each held by them on the Record Date.

The Bonus Shares so allotted shall rank pari passu in all respects with the fully paid-up Equity Shares of the Company as existing on the Record Date fixed for the purpose of issue of such Bonus shares, save and except that they shall not participate in any dividend that may be declared before the 'Record Date'.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

The resolution is accordingly recommended for the approval of the Members as a Special Resolution.

For Shivam Autotech Limited

Shivani Kakkar
Shivani Kakkar
Company Secretary
M. No. A25097
303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi-110017



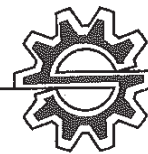
GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 11 49242100
FAX : +91 11 49242116 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TELFAX : +91 11 49242100-30, +91 11 29564205
CIN No.: L34300DL2005PLC139163
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM



CIN: L34300DL2005PLC139163

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF SHIVAM AUTOTECH LIMITED AT ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 09, 2015 AT 11:30 A.M. AT TIVOLI GARDEN RESORT, NEAR CHATTARPUR MANDIR, CHATTARPUR ROAD, NEW DELHI-110030.

To amend Incidental Object Clause of Memorandum of Association of the Company

“RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, and approval from the competent authorities, the Clause III (B) of the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association be and hereby amended by deleting the heading ‘the objects that are incidental or ancillary to the attainment of the main objects of the Memorandum of Association and clauses 1 to 36’ and replacing with the heading ‘(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE’ and new clause 1 to 30, a copy of which is annexed to this notice, be and is hereby approved and adopted as the new Clauses in substitution of the existing Clause III(B).

RESOLVED FURTHER THAT Mr. Neeraj Munjal, Managing Director and Ms. Shivani Kakkar, Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution.”

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the title of Clause III (B) i.e. “*The objects incidental or ancillary to the attainment of the main objects*” and delete the Other Objects Clause from the Memorandum of Association (MOA).

The heading of “*The objects incidental or ancillary to the attainment of the main objects*” of the Memorandum of Association and Clause 1 to 36’ are proposed to be deleted and replaced with the heading ‘(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are’ and new clause 1 to 30 accordingly.

The existing Part C viz. “Other Objects” is proposed to be deleted in line with the requirements of the Companies Act, 2013 and . Consent of the shareholders by passing a Special Resolution is required in this regard. The revised draft of MOA is enclosed with this Notice.

A copy of the proposed Memorandum of Association to be altered is available for inspection at the Registered Office of the Company on all working days during business hours up to the date of this General meeting.



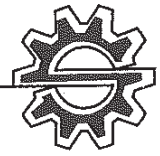
GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 11 49242100
FAX : +91 11 49242116 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TELFAX : +91 11 49242100-30, +91 11 29564205
CIN No.: L34300DL2005PLC139163
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM



CIN: L34300DL2005PLC139163

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

The resolution is accordingly recommended for the approval of the Members as Special Resolution.

For Shivam Autotech Limited

Shivani Kakkar

Shivani Kakkar
Company Secretary

M. No. A25097
303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi-110017



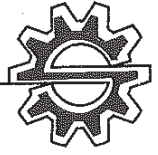
GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 11 49242100
FAX : +91 11 49242116 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TELFAX : +91 11 49242100-30, +91 11 29564205
CIN No.: L34300DL2005PLC139163
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM



CIN: L34300DL2005PLC139163

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF SHIVAM AUTOTECH LIMITED AT ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 09, 2015 AT 11:30 A.M. AT TIVOLI GARDEN RESORT, NEAR CHATTARPUR MANDIR, CHATTARPUR ROAD, NEW DELHI-110030.

To delete other object clause of Memorandum of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, and approval from the competent authorities, the Other Objects Clause of the Memorandum of Association of the Company be removed by completely deleting the clause III(C)(1) to III(C)(76).

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the title of Clause III (B) i.e. “*The objects incidental or ancillary to the attainment of the main objects*” and delete the Other Objects Clause from the Memorandum of Association (MOA).

The heading of “*The objects incidental or ancillary to the attainment of the main objects*” of the Memorandum of Association and Clause 1 to 36’ are proposed to be deleted and replaced with the heading ‘(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are’ and new clause 1 to 30 accordingly.

The existing Part C viz. “Other Objects” is proposed to be deleted in line with the requirements of the Companies Act, 2013 and . Consent of the shareholders by passing a Special Resolution is required in this regard. The revised draft of MOA is enclosed with this Notice.

A copy of the proposed Memorandum of Association to be altered is available for inspection at the Registered Office of the Company on all working days during business hours up to the date of this General meeting.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

The resolution is accordingly recommended for the approval of the Members as Special Resolution.

For Shivam Autotech Limited

Shivani Kakkar

Shivani Kakkar
Company Secretary
M. No. A25097
303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi-110017



GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 11 49242100
FAX : +91 11 49242116 E-mail : admn@shivamautotech.com

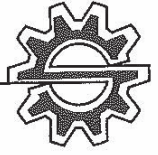
REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TELFAX : +91 11 49242100-30, +91 11 29564205
CIN No.: L34300DL2005PLC139163
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV

CERTIFIED FIRM



CIN: L34300DL2005PLC139163

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF SHIVAM AUTOTECH LIMITED AT ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 09, 2015 AT 11:30 A.M. AT TIVOLI GARDEN RESORT, NEAR CHATTARPUR MANDIR, CHATTARPUR ROAD, NEW DELHI-110030.

To amend Liability Clause of Memorandum of Association of the Company

“RESOLVED THAT pursuant to Sections 4, 13 and other applicable provisions of the Companies Act, 2013 if any, and approval from the competent authorities, the Clause IV of the Memorandum of Association be and hereby amended by to substitute the following in place of existing clause:

“The Liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

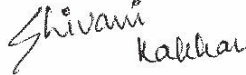
In order to comply with the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to amend the Liability Clause IV of the Memorandum of Association “The Liability of members is Limited” and replacing it with “The Liability of members is Limited and the liability is limited to the amount unpaid, if any, on the shares held by them.”

A copy of the proposed Memorandum of Association to be altered is available for inspection at the Registered Office of the Company on all working days during business hours up to the date of this General meeting.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

The resolution is accordingly recommended for the approval of the Members as a Special Resolution.

For Shivam Autotech Limited


Shivani Kakkar
Company Secretary
M. No. A25097
303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi-110017



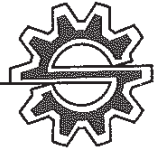
GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 11 49242100
FAX : +91 11 49242116 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TELFAX : +91 11 49242100-30, +91 11 29564205
CIN No.: L34300DL2005PLC139163
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM



CIN: L34300DL2005PLC139163

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF SHIVAM AUTOTECH LIMITED AT ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 09, 2015 AT 11:30 A.M. AT TIVOLI GARDEN RESORT, NEAR CHATTARPUR MANDIR, CHATTARPUR ROAD, NEW DELHI-110030.

To consider Increase in Authorised Share Capital and alteration of Memorandum of Association of the Company

“RESOLVED THAT pursuant to provisions of section 13, 61, 64 and all other applicable provisions of Companies Act, 2013 including all other statutory amendment(s) or re-enactment(s) as may be in force for the time being and all other provisions applicable, if any, consent of the members be and is hereby granted to increase the Authorised Share Capital of the Company from Rs.12,60,00,000/- (Rupees Twelve Crores and Sixty Lacs only) divided into 6,30,00,000 (Six Crore Thirty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lacs Only) Equity Shares of Rs. 2/- (Rupees Two) each ranking pari passu with the existing shares of the Company.

RESOLVED FURTHER THAT Clause V i.e. Capital Clause of Memorandum of Association of the Company be and is hereby amended to substitute the following in place of existing clause:

“The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lacs Only) Equity Shares of Rs. 2/- (Rupees Two) each.”

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorised to do all acts, deeds and things as are necessary to give effect to increase in authorised share capital and necessary alterations in memorandum of association”

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

The present Authorised Share Capital of the Company is Rs.12,60,00,000/- (Rupees Twelve Crores and Sixty Lacs only) divided into 6,30,00,000 (Six Crore Thirty Lacs) Equity Shares of Rs. 2/- (Rupees Two) each. It is proposed to increase the Authorised Share Capital to Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore and Fifty Lacs Only) Equity Shares of Rs. 2/- (Rupees Two) each.

The increase in the Authorised Share Capital will enable the Company to issue further shares by Bonus Issue, as recommended by the Board of Directors of the Company in its meeting held on August 4, 2015, subject to approval of Shareholders in general meeting. Also this will help the company in achieving its growth targets.

The Company is also required to alter its Memorandum of Association by altering the existing clause V to enable to accommodate the increase in Authorized Share Capital of the Company.

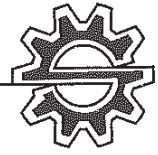
GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 11 49242100
FAX : +91 11 49242116 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TELFAX : +91 11 49242100-30, +91 11 29564205
CIN No.: L34300DL2005PLC139163
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM



CIN: L34300DL2005PLC139163

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

The resolution is accordingly recommended for the approval of the Members as a Special Resolution.

For Shivam Autotech Limited

Shivani Kakkar

Shivani Kakkar
Company Secretary

M. No. A25097

303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi-110017



GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 11 49242100
FAX : +91 11 49242116 E-mail : admn@shivamautotech.com

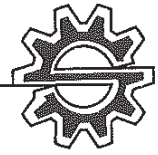
REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TELFAX : +91 11 49242100-30, +91 11 29564205
CIN No.: L34300DL2005PLC139163
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV

CERTIFIED FIRM



CIN: L34300DL2005PLC139163

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF SHIVAM AUTOTECH LIMITED AT ANNUAL GENERAL MEETING HELD ON WEDNESDAY, SEPTEMBER 09, 2015 AT 11:30 A.M. AT TIVOLI GARDEN RESORT, NEAR CHATTARPUR MANDIR, CHATTARPUR ROAD, NEW DELHI-110030.

To consider adoption of new set of Articles of Association of the Company in accordance with the provisions of the Companies Act 2013

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, as may be amended, from time to time, the draft set of Articles of Association of the Company, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new Articles of Association of the Company, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

The existing Articles of Association (AOA) of the Company is based on Companies Act, 1956 and several regulations in the existing AOA contains specific reference of the Companies Act, 1956 and some of the regulations are not in conformity with the Companies Act, 2013.

Pursuant to the notification of the substantive sections of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. It is, therefore, proposed to replace the existing AOA with the new set of AOA. The revised set of AOA shall be placed at the meeting and also available for the inspection at the Registered Office of the Company during business hours on all working days except Sundays.

None of the Directors/Key Managerial Personnel and their relatives is in any way, interested or concerned in the passing of the resolution.

The resolution is accordingly recommended for the approval of the Members as a Special Resolution.

For Shivam Autotech Limited

Shivani Kakkar

Shivani Kakkar
Company Secretary
M. No. A25097

303, 3rd Floor, Square One,
District Centre, Saket,
New Delhi-110017



GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 11 49242100
FAX : +91 11 49242116 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One Mall, Saket, New Delhi - 110017
TELFAX : +91 11 49242100-30, +91 11 29564205
CIN No.: L34300DL2005PLC139163
E-mail : admn@shivamautotech.com Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV

CERTIFIED FIRM