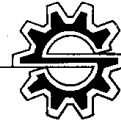


Shivam Autotech Limited



CIN: L34300DL2005PLC139163

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF SHIVAM AUTOTECH LIMITED THROUGH POSTAL BALLOT (INCLUDING E-VOTING) OF THE COMPANY ON MONDAY, DECEMBER 29, 2014 AT 11:00 A.M. AT REGISTERED OFFICE – 303, 3RD FLOOR, SQUARE ONE, DISTRICT CENTRE, SAKET, NEW DELHI – 110017.

Authority under Section 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company.

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the “Act”), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non-resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporates and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or any other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscounting scheme or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or nonconvertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer/assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees/lenders, up to a value of and within the overall limits of INR 300 Crores (Rupees Three Hundred Crores).

GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
Distt. Gurgaon-122 413 Haryana (INDIA) TEL : +91 124 2379442/3/4/5
FAX : +91 124 2379447 E-mail : admn@shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001

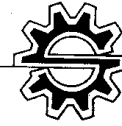


REGISTERED OFFICE : 303, 3rd Floor, Square One, Saket, New Delhi - 110017
TELFAX : +91 11 29564205, +91 11 29564202 E-mail : admn@shivamautotech.com

Website : www.shivamautotech.com

DNV
CERTIFIED FIRM

Shivam Autotech Limited



CIN: L34300DL2005PLC139163

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

For Shivam Autotech Limited

Davendra Ujlayan
Company Secretary
M. No. 8125

**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 : +91 124 2379442/3/4/5
FAX : +91 124 2379447 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One, Saket, New Delhi - 110017
TELFAX : +91 11 29564205. +91 11 29564202 E-mail : admn@shivamautotech.com
Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM



CIN: L34300DL2005PLC139163

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1

The Company already has approval of the shareholders of the Company under Section 293(1) (a) of the erstwhile Companies Act, 1956 thereby authorizing the Board of Directors of the Company for creation of charge / mortgage over the Company's assets inter-alia execution of such deeds and documents that may result into sale of whole or substantially the whole of the undertaking of the Company. Under Section 180 of the Companies Act, 2013 ("the Act"), notified as on September 12, 2013, the powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution, which are akin to the provisions of Section 293 of the erstwhile Companies Act, 1956.

The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolution passed under Sections 293(1) (a) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act i.e. up to September 11, 2014.

Therefore, the Company is required to take a fresh approval from the Members by way of Special Resolution through Postal Ballot process under Section 180(1)(a) of the Companies Act, 2013. Keeping in view the Company's requirement of borrowings of loan, etc. and accordingly creation of mortgages/charges on the properties of the Company, it is proposed to seek approval of members by way of Special Resolution under Section 180(1)(a) of the Act for creation of the mortgages or charges upto INR 300 Crores.

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

None of the Directors / Key Managerial Personnel of the Company and their Relatives are concerned or interested, financially or otherwise, in the passing of the Resolution.

For Shivam Autotech Limited

Davendra Ujjayan
Company Secretary
M. No. 8125

**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 : +91 124 2379442/3/4/5
FAX : +91 124 2379447 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One, Saket, New Delhi - 110017
TELFAX : +91 11 29564205, +91 11 29564202 E-mail : admn@shivamautotech.com

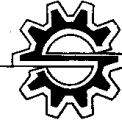
Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM

Shivam Autotech Limited



CIN: L34300DL2005PLC139163

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF SHIVAM AUTOTECH LIMITED THROUGH POSTAL BALLOT (INCLUDING E-VOTING) OF THE COMPANY ON MONDAY, DECEMBER 29, 2014 AT 11:00 A.M. AT REGISTERED OFFICE – 303, 3RD FLOOR, SQUARE ONE, DISTRICT CENTRE, SAKET, NEW DELHI – 110017.

Increase in Sitting Fees/Commission of Independent Directors

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and in modification of the resolution passed by the Company in the Annual General Meeting of members held on September 24, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto for the time being in force), consent of the Company be and is hereby accorded for revision in the payment of sitting fees and commission to the Independent Directors of the Company as mentioned below effective from October 01, 2014:

<u>Particulars</u>	<u>Details</u>
Payment of Sitting Fees	Rs. 30,000/- for each meeting of the Board. Rs. 30,000/- for each Committee meeting of the Board.
Payment of commission	0.30% per annum of the Company's net profit or Rs. 10.00 lacs which ever is minimum

For Shivam Autotech Limited

Davendra Ujlayan
Company Secretary
M. No. 8125

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 : +91 124 2379442/3/4/5
FAX : +91 124 2379447 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One, Saket, New Delhi - 110017
TELFAX : +91 11 29564205, +91 11 29564202 E-mail : admn@shivamautotech.com

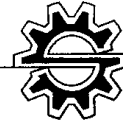
Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM

Shivam Autotech Limited



CIN: L34300DL2005PLC139163

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 2

The Company has been greatly benefiting from the invaluable inputs provided by the Independent directors, who have vast experience, expertise and wisdom in various fields of business. The Independent directors are members of various Committees constituted by the Board and offer expert advice and guidance.

In appreciation of the valuable support and guidance rendered by the Independent Directors, the Board, at its meeting held on September 29, 2014, has revised the payment of sitting fees and commission to Independent Directors w.e.f. October 01, 2014 subject to the approval of members by way of passing a Special Resolution for the payment of sitting fees and commission to Independent directors which would also constitute your approval pursuant to the Clause 49 of the Listing Agreement.

For Shivam Autotech Limited

Davendra Ujlayan
Company Secretary
M. No. 8125

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 : +91 124 2379442/3/4/5
FAX : +91 124 2379447 E-mail : admn@shivamautotech.com

REGISTERED OFFICE : 303, 3rd Floor, Square One, Saket, New Delhi - 110017
TELFAX : +91 11 29564205, +91 11 29564202 E-mail : admn@shivamautotech.com

Website : www.shivamautotech.com

ISO / ITS 16949
ISO 14001
OHSAS 18001



DNV
CERTIFIED FIRM