

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 Issue 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.

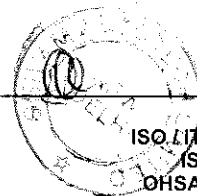
RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

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.

GURGAON WORKS : 58th Km. Stone, Delhi-Jaipur Highway, Village Binola,
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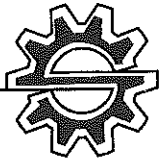
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ISO 14001
OHSAS 18001



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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.

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."

For Shivam Autotech Limited

Shivani Kakkar

Shivani Kakkar
Company Secretary

M. No. A25097

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District Centre, Saket,
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