

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDER BY WAY OF POSTAL BALLOT OF SHIV-VANI OIL & GAS EXPLORATION SERVICES LTD. ON TUESDAY, THE 30TH JUNE, 2015 AT 05:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT TOWER-1, 5TH FLOOR, NBCC PLAZA, SECTOR-V, PUSHP VIHAR, SAKET, NEW DELHI – 110017.

Issuance of Equity Shares on Preferential Basis to the Promoters' group under section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956

As per the scrutinizer's report the following resolution was passed as a Special Resolution by the requisite majority.

“RESOLVED THAT pursuant to the provisions of Section 42,62 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) read with the relevant rules notified under these sections and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and any other rules/ regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (“SEBI”), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the “CDR EG”), the RBI, Government of India etc.) and all such other approvals which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance to, the scheme of corporate debt restructuring (the “CDR Package”) by and between the Company and the lenders of the Company whose loans are being restructured (the “CDR Lenders”) pursuant to the CDR Package under the Corporate Debt Restructuring scheme issued by the RBI and the Corporate Debt Restructuring guidelines formulated there under, which has been approved by the CDR Empowered Group (the “CDR EG”) on **24th January, 2014** and communicated to the Company by the Corporate Debt Restructuring Cell (the “CDR Cell”) vide its letter of approval dated February 28, 2014 the “CDR and LOA” (the “Corporate Debt Restructuring and Letter of Approval”) and amendment letter dated 7th July, 2014, 15th September, 2014 and 24th February, 2015 and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and the terms of the master restructuring agreement dated 18th March, 2014 by and between the Company and its CDR Lenders (the “MRA”), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot in one or more tranches, up to (a) 3,15,81,146 (Three Crore fifteen lakhs eighty one thousand one hundred forty six) fully paid up equity shares of the Company of face value Rs. 10 each (an “Equity Share”) at a premium of Rs 6.76 per share, which such premium amount could be revised upward if the price worked out on the basis of ICDR guidelines on the Relevant Date is more than Rs 6.76 per equity share or such higher price as may be arrived at in accordance with the ICDR Regulations (‘issue price’), in one or more tranches to following entities

SHIV-VANI OIL & GAS EXPLORATION SERVICES LTD



of promoters & promoters' group/ entities of the promoters' group on preferential basis by conversion of unsecured loan for an aggregate amount not exceeding Rs 52.93 Crore (Rupees Fifty two crore and ninety three lakhs only) : -

S No.	Name & address	No of shares proposed to be allotted
1	PREM SINGHEE	1193317
2	PADAM SINGHEE	596659
3	GAYATRI DEVI SINGHEE	596659
4	VANDANA SINGHEE	1551313
5	SHRI VINAYAKA AGROTECH PVT. LTD.	3251790
6	SUVIDHA MAINTENANCE SERVICES PVT. LTD.	316229
7	CHETAN ARC ELECTRODES PVT. LTD.	119330
8	SHOWLIN NETWORK MARKETING PVT LTD.	119332
9	SIVAM INDIA PVT. LTD.	208831
10	THRIVE HOUSING & CONST. PVT. LTD.	411695
11	DHARTI OIL SERVICES PVT. LTD.	357995
12	KAMAKHYA INFRASTRUCTURE PVT. LTD.	363962
13	MUKESH GUPTA SECURITIES PVT. LTD.	6622912
14	SYNTEL INFOSYSTEMS NAGPUR PVT. LTD.	2983294
15	AMIT LUBRICANTS PVT. LTD.	2147971
16	ECO BAGS PVT. LTD.	1789976
17	PRADEEP DOWNHOLE EQUIPMENTS PVT LTD.	8949881
	Total	3,15,81,146

“RESOLVED FURTHER THAT the Relevant Date for the preferential issue, as per the SEBI (ICDR) Regulations, as amended from time to time, for the determination of price for the issue of the above mentioned equity shares shall be 28th May, 2015, being the date 30 days prior to the last date of receipt of Postal Ballot Form/e-voting (i.e. 27th June, 2015 at 6.00 p.m.)

“RESOLVED FURTHER THAT the Equity Shares to be so issued and allotted as above, shall be subject to the lock in as per the provisions of ICDR Regulations as amended from time to time.”

“RESOLVED FURTHER THAT the Equity Shares to be so issued and allotted as above, shall be listed and traded on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) on which the existing shares of the Company are listed.”

“RESOLVED FURTHER THAT Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari-passu* with the existing equity shares of the Company in all respects”.

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities/ Stock

Exchanges/ SEBI etc. for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company.”

Certified True Copy
Shiv-Vani Oil & Gas Exploration Services Ltd.


VIMAL CHADHA
(COMPANY SECRETARY)

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New Delhi-110009

