



SHIV-VANI OIL & GAS EXPLORATION SERVICES LIMITED

Registered Office : Tower 1, 5th Floor, NBCC Plaza,
Sector V, Pushp Vihar, Saket, New Delhi – 110017

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the members of Shiv-Vani Oil & Gas Exploration Services Limited will be held on Monday, the 30th day of September, 2013 at 12.00 Noon at Khasra No 193, F-6, Pushpanjali Farms, Bijwassa, New Delhi – 110 061 for the transaction of the following business :-

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, the Statement of Profit & Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mr. Dwarka Das Daga, who retires by rotation and, being eligible, offer himself for re-appointment.
- 3 To re-appoint Auditors and to fix their remuneration. The retiring Auditors, M/s Vijay Prakash Gupta & Associates, Chartered Accountants, are eligible for re-appointment.

SPECIAL BUSINESS:

- 4 To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:-

Mr. Prateep Kumar Lahiri, a Director due to retire by rotation at this Annual General Meeting, is not seeking re-election and accordingly, it is “RESOLVED THAT the vacancy thereby caused be not filled up at this meeting or at any adjournment thereof.”

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 (the Act) read with Schedule XIII of the said Act, including any statutory modification and re-enactment thereof for the time being in force and subject to such approvals of the Central Government, as may be required, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Prem Singhee as Chairman & Managing Director of the Company (not liable to retire by rotation) for a further period of five (5) years effective from 1st November, 2012 to 31st October, 2017, on the same remuneration and other terms & conditions as that of existing tenure as provided in the explanatory statement annexed with this notice.

RESOLVED FURTHER THAT above remuneration will be subject to the overall limits as provided under Section 198, 269, 309, 310, 311 and in terms of Section I of Part II of Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in the event of loss or inadequacy of profits in any financial year during the currency of the tenure of Mr. Prem Singhee as Chairman & Managing Director of the Company, the above mentioned remuneration will be paid to him as minimum remuneration subject to the provisions of Schedule XIII to the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time in this regard.

By Order of the Board
Shiv-Vani Oil & Gas Exploration Services Ltd.

August 14, 2013
New Delhi

(Vimal Chadha)
Company Secretary

NOTES:

- 1 A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited/ received at the Registered Office of the Company, duly completed and signed not less than 48 hours before the commencement of the AGM.
- 2 Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 relating to item 4 & 5 Special Business to be transacted at this AGM is annexed.

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- 3 The corporate members are requested to send to the Registered Office of the Company at Tower 1, 5th Floor, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi – 110 017, a duly certified copy of the Board resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the AGM.

The Register of members and Share Transfer Books of the Company will remain closed from Saturday the 28th day of September, 2013 to Monday, the 30th day of September, 2013 (both days inclusive). The names of the shareholders whose share transfer request received in order either at the Registered Office or at the office of Registrar and Share Transfer Agent of the Company i.e. Link Intime India Pvt Limited, at 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase- I, Near Pvr Naraina, New Delhi - 110 028 on or before 30th September, 2013, shall be included in the register of Members as on the date of the Annual General Meeting.

- 4 Members are requested to :
- i. Immediately notify any change of address to their depository participants (DPs) in respect of their holding in electronic form and to the Company in respect of their holding in physical form.
 - ii. Send their queries, if any, at least 15 days in advance of the meeting at the Company's Registered Office at Tower-1, 5th Floor, NBCC Plaza, Sector-V, Pushp Vihar, Saket, New Delhi-110017 so that the information can be made available at the meeting.
 - iii. Fill the attendance slip for attending the meeting and those who have shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
 - iv. Send shares for dematerialization to the Company's Registrar and Share Transfer Agents, if so far, are not held in dematerialised form, as the Company comes under compulsory demat as per directives issued by the SEBI.
- 5 Members who hold shares in the physical form and wish to make / change nomination in respect of their shareholding in the Company may submit to RTA in the prescribed Form 2B. The Form can be furnished by RTA on request.
- 6 All documents referred to in the notice are open for inspection at the registered office of the Company between 11.00 a.m. to 1.30 p.m. on any working day prior to the date of the meeting and also at the meeting.
- 7 Members holding shares in the physical form are requested to notify / send the following to the office of Registrar and Share Transfer Agent (RTA) to facilitate better servicing:-
- a. any change in their address / mandate / bank details.
 - b. particulars of their bank account, in case the same have not been furnished earlier, and
 - c. share certificates, held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.
- 8 The shares of the Company are listed at the Bombay Stock Exchange Ltd. (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 and National Stock Exchange of India Ltd. (NSE), Exchange Plaza, Bandra Kurla Complex, Mumbai – 400 005.
- 9 The Scrip Code of Equity shares at BSE and NSE are as follows:
- Scrip Code at BSE : 522175
- Scrip Code at NSE : SHIV-VANI
- 10 Listing fee for the financial year 2012-13 have been paid to BSE & NSE.
- 11 Mr. Dwarka Das Daga Director of the Company is due to retire by rotation and being eligible offers himself for reappointment at the Annual General Meeting.

Information regarding the directors proposed to be appointed/re appointment:

Brief resume and other information with respect to the director seeking appointment / re appointment at the Annual General Meeting, as

required under Clause 49(IV) of the Listing Agreement with Stock Exchanges is given below:

Name	Mr. Dwarka Das Daga
Age	72 Years
Qualification	B. Com, LLB
Experience in specific functional area	Varied experience of cargo, shipping, Marketing and general administration.
Date of appointment on the Board of the Company	10 th July, 1990
Chairman/ Member of the Committee of the Board of Directors of the Company.	(i) Share Transfer Committee (ii) Committee for Routine Transactions (iii) Committee for Implementation of CDR Scheme
Name of the other companies in which Directorship held (as per Section 275 and 278 of the Companies Act, 1956).	(i) Daga Shipping Agents Pvt. Ltd. (ii) Quantum Vinimay Pvt. Ltd.
Name of Committees of other companies in which he holds Membership/ Chairmanship(s) (as per Clause 49 of the Listing Agreement with the Stock Exchanges).	Nil

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By Order of the Board
Shiv-Vani Oil & Gas Exploration Services Ltd.

August 14, 2013
New Delhi

(Vimal Chadha)
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956:

Item No 4

Pursuant to provisions of the Section 256 of the Companies Act, 1956, Mr. Prateep Kumar Lahiri, who was appointed as Independent Director of the Company on 30th March 1996 is liable to retire by rotation at the ensuing Annual General Meeting. However, Mr. Prateep Kumar Lahiri has expressed his intention not to be re-elected at the ensuing AGM and accordingly intimated the Company for not offering himself for re appointment.

The Company appreciates his contribution and support extended during his tenure as Director on the Board of the Company.

After vacating the Office of Director by Mr. Prateep Kumar Lahiri, the composition of the Board of Directors of the Company will continue to remain in compliance with the requirement of Clause 49 of Listing Agreement, as it will still have seven directors with an optimum mix of executive and non executive independent directors, it is therefore, for the time being, proposed not to fill the vacancy so arising.

Item No 5

The term of appointment of Mr Prem Singhee, Chairman & Managing Director has been completed on 31st October 2012 and he was re-appointed for another term of five years from 1st November, 2012 to 31st October 2017 by the Remuneration Committee and Board of Directors in their meetings held on 29th October 2012 subject to approval of the members of the Company in the ensuing Annual General Meeting to be held on 30th September, 2013. The re appointment of Mr. Prem Singhee was made on the same remuneration

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and other terms & conditions as that of the existing tenure, which are summarized herein in below:

Monthly Basic Salary:	Same as that of existing i.e Rs.25,00,000/- per month.
Commission :	1% of the net profit
Other benefits & Perquisites :	Furnished accommodation or house rent allowance in lieu thereof, maintenance of such accommodation, expenditure on gas, electricity, water and furnishing for the accommodation including maintenance and repairs thereof, personal allowance (which will include servant allowance), education allowance for children, utility allowance, leave travel concession for self and family (national & international), medical reimbursement and medical insurance for self and family, personal accident insurance for self and family, club fees, security at residence and such other perquisites and allowance in accordance with rules of the company or as may be agreed to by the Board of Directors, Contribution to provided fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, Gratuity at rate not exceeding half a month's salary for each completed year of service, and Encashment of leave at the end of the tenure. In addition to the above he will also be entitle to Company maintained car(s) with drivers(s) and telephone(s) and Faxes at residence as per the policy / rules of the Company in force or as may be approved by the board of directors from time to time.
Effective from	From 1 st November, 2012 to 31 st October, 2017
Other Conditions:	Subject to superintendence, control and direction, Mr. Prem Singhee shall perform such duties and functions as would be commensurate with his position as Chairman & Managing Director of the Company and as may be delegated by the Board from time to time.
Termination:	The Company or Mr. Prem Singhee shall be entitled to terminate this appointment by giving six months notice in writing or in lieu of notice payment, by the Company or by him to the Company, equivalent of six months last drawn monthly basic salary.

Mr. Prem Singhee hold 9,47,220 Equity shares of the Company.

Mr. Prem Singhee aged about 55 Years holds a bachelors degree in commerce from Osmania University, Hyderabad. He has vast experience of 27 years of oil & gas industry and has been managing the affairs of the Company since incorporation. Mr. Singhee is actively involved in policy making & closely working with various government & nongovernmental groups in the oil & gas E&P sector.

The Directorship of Mr. Prem Singhee (other than Shiv-Vani Oil & Gas Exploration Services Ltd) is as follows:

- (i) Tiger System (India) P Ltd. - Director
- (ii) TNG Shiv Geo Services Ltd. - Director
- (iii) Shiv-Vani Infra Ltd. - Director
- (iv) Sparrow Electronics Ltd. - Director

He is not holding membership of any sub-committee of Board of Directors any company other than Shiv-Vani Oil & Gas Exploration Services Ltd.

As per the provisions of the Companies Act 1956 read with Schedule XIII the approval of the shareholders is required for re-appointment of Mr. Prem Singhee as Chairman & Managing Director of the Company.

None of the Directors except Mr. Prem Singhee, Mr. Padam Singhee and Mr. Dwarka Das Daga is in any way interested in the resolution.

Your Directors recommend the resolution for approval by the members of the Company.

By Order of the Board
Shiv-Vani Oil & Gas Exploration Services Ltd.

August 14, 2013
New Delhi

(Vimal Chadha)
Company Secretary



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PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE. Joint shareholders may obtain additional Attendance Slip on request.

ATTENDANCE SLIP

DPId *	
Client. Id. *	

Regd. Folio No.	
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NAME AND ADDRESS OF THE SHAREHOLDER

No. of share(s) held :

I hereby record my presence at the 22nd Annual General Meeting of the Company held on Monday, September 30, 2013 at 12:00 noon at Khasra No. 193, F-6, Pushpanjali Farms, Bijwassan, New Delhi – 110 061 .

Signature of the Shareholder or proxy holder

* Applicable for investors holding shares in electronic form.

.....TEAR HERE.....



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PROXY SLIP

DPId *	
Client. Id. *	

Regd. Folio No.	
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I/We.....of
..... being a member/members of Shiv-Vani Oil & Gas Exploration Services Ltd.
hereby appoint.....of.....or failing him
.....ofas
my/our proxy to vote for me/us and on my/our behalf at the 22nd Annual General Meeting to be held on Monday, September 30, 2013 at 12.00 Noon or at any adjournment thereof.

Signed day of 2013.

* Applicable for investors holding shares in electronic form.



Note :-

1. The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
2. No gift etc. will be distributed at the A. G. M.