



SHIV-VANI OIL & GAS EXPLORATION SERVICES LIMITED

Regd. off.: 5TH FLOOR, TOWER-1, NBCC PLAZA, SECTOR-5, PUSHP VIHAR,
SAKET, NEW DELHI-1100017

CIN : L74899DL1989PLC038542 Phone No.(011) 29564592, Fax no.(011) 29565082.

web site : www.shiv-vani.com, Email ID: investors@shiv-vani.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 and all other provisions with read with rule 22 of Companies (Management and Administration) Rules, 2014, seeking the consent of the members for the proposed resolutions to be appended below to be passed through Postal ballot.

SPECIAL BUISNESS:

1. To approve borrowing limits of the Company.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“RESOLVED THAT subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in suppression of all earlier resolutions passed in this regard in the meeting of Board of Directors held on 30th September, 2010, the members of the Company hereby accord their consent to the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/ or authority/ authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/ or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may deemed appropriate by the Board for any aggregate amount not exceeding Rs.5,000 Crores (Rupees Five Thousand Crore), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

“FURTHER RESOLVED THAT the Board of Directors 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.

2. Creation of charge on assets of the Company.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or re-enactments thereof and in suppression of all earlier resolutions passed in this regard in the meeting of Board of Directors held on 30th September, 2010, the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charges on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more branches, upto an aggregate limit Rs. 5,000 Crores (Rupees Five Thousand Crores) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered /to be entered into between the Company

and the lenders/agents/Investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.”

3. Increase in Authorized Share Capital.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“**RESOLVED THAT**, in accordance with the provisions of Sections 13 and 61 and all other applicable provisions if any, of the Companies Act, 2013 (as may become enforceable/applicable), the existing Authorised Capital of the Company be and is hereby increased from Rs. 75,00,00,000/- (Rupees Seventy five Crores Only) divided into 7,00,00,000 (seven crore) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 (Five Lacs only) 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only) to Rs.1,50,00,00,000/- (Rupees One hundred Fifty Crores Only) consisting of 14,50,00,000 Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only), by creation of additional Rs. 75,00,00,000 (Rupees Seventy Five Crore Only) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT, any of the Directors of the Company be and are hereby authorized to file the necessary forms with the Registrar of Companies, and to do all such acts, things and deeds as may be deemed expedient and necessary to give effect to this resolution.”

4. Alteration of Memorandum of Association.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“**RESOLVED THAT**, the Memorandum of Association of the Company be and is hereby altered by deleting the existing clause V and by substituting the following new clause thereof:

V. The Authorized Share capital of the Company is Rs.1,50,00,00,000/- (Rupees One Fivety Crores) divided into 14,50,00,000 (Rupees Fourteen Crore Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only).”

5. Alteration of Articles of Association.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“**RESOLVED THAT**, the Articles of Association of the Company be and is hereby altered by substituting the new Authorised Share Capital in the existing Article 3, in the following manner : -

3. The Authorized Share capital of the Company is Rs.1,50,00,00,000/- (Rupees One Fivety Crores) divided into 14,50,00,000 (Rupees Fourteen Crore Fifty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only).

6. To approve, ratify and confirm the corporate debt restructuring scheme in relation to the company's debt.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“**RESOLVED THAT** subject to the applicable provisions of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of Shiv-Vani Oil & Gas Exploration Services Limited (the “Company”), listing agreements entered into with stock exchanges on which the equity shares of the Company of face value of Rs. 10 each are listed (the “Equity Shares”), the applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India (“SEBI”), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the “CDR EG”), the Reserve Bank of India (the “RBI”), Government of India, etc.) which may be agreed to by the board of Directors of the Company (hereinafter referred to as the “Board”, which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution) the members hereby approves, ratify and confirms the Corporate Debt Restructuring package by and between the Company and the lenders of the Company whose loans are being restructured (the “CDR Lenders”) 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 EG on **January 24, 2014** and communicated to the Company by the Corporate Debt Restructuring Cell (the “CDR Cell”) vide its letter of approval dated 28th February, 2014 (the “CDR LOA”) and amendment letter dated 7th July, 2014 and set forth under the master restructuring agreement dated 18th March, 2014 between the Company and the CDR Lenders (the “MRA”) and the Board and/or any person authorized by the Board in respect thereof from time to time, be and is hereby authorized on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the

manner as may be approved by and between the Company and the CDR Lenders, amend or make changes to the MRA and enter into other documents in pursuance of the CDR LOA and the MRA, implement the CDR LOA and the MRA, on the basis of the terms set out in the CDR LOA and the MRA as may be agreed between the respective parties, and execute the necessary documents for the same including, inter-alia issuance of Equity Shares to the promoters of the Company and lenders in terms of the CDR LOA and MRA”.

7. Issuance of Equity Shares on Preferential Basis to the Promoters.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment thereto or re-enactment thereof) 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 LOA”) and amendment letter dated 7th July, 2014 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) 1,79,88,092 (One Crore seventy nine lacs eighty eight thousand ninety two) fully paid up equity shares of the Company of face value Rs. 10 each (an “Equity Share”) at a premium of Rs 5.955 per share to promoters & promoters’ group/ entities of the promoters’ group on preferential basis for an aggregate consideration not exceeding Rs 28.70 Crore (Rupees Twenty Eight Crore Seventy lacs only).”

“RESOLVED FURTHER THAT the ‘Relevant Date’ for the preferential issue of the aforesaid Equity Shares is 24th January, 2014 i.e. the date of approval of Corporate Debt Restructuring Scheme by CDR-EG, under the Corporate Debt Restructuring framework of Reserve Bank of India in accordance with Regulation 71 of SEBI (ICDR) Regulations, 2009, as amended from time to time.”

“RESOLVED FURTHER THAT the price of the Equity Shares shall be calculated in accordance with provisions of Chapter VII of the ICDR Regulations, and the “Relevant Date” for the purpose of calculating the price of the Equity Shares is 24th January, 2014, i.e., date of the final approval of Corporate Debt Restructuring Scheme”.

“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 inter-se with the then 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.”

8. Conversion of debt into equity.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution :-

“RESOLVED THAT in accordance with the provisions of Section 62 read with Companies (Management and Administration) Rules, 2014

and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013 and subject to the approvals of the Central Government and such modifications as the Central Government may require which the Board of Directors of the Company be and is hereby authorized to accept, the consent of the Company be and is hereby accorded to the Board of the Directors of the Company on terms and conditions contained in the CDR Documents, such terms and conditions to provide, inter alia, for an option to the Lenders to convert the whole or part of the outstanding loan of the Company (whether then due or payable or not), into fully paid up Shares of the Company at a price as determined in accordance with the Applicable Law from the date (which date is hereinafter referred to as the “date of conversion”) and in the manner specified in a notice in writing to be given by the CDR Lenders to the Borrower (which notice is hereinafter referred to as the “conversion notice”) and in accordance with the following conditions:

- (i) The conversion right reserved as aforesaid may be exercised by the CDR Lenders upon the occurrence of a default by the Company as specified under the CDR Documents;
- (ii) Any conversion in terms of Clause 2.4.4. (k) (l) (m) and Clause 6.2.2.2 Master Restructuring Agreement shall be subject to applicable guidelines issued under the Companies Act, 2013 and by SEBI. The Borrower shall take all corporate and other action as may be required for issuance of Equity Shares pursuant to the exercise of conversion right by the CDR Lenders, including but not limited to the passing of required resolutions and intimation to the Stock Exchanges.
- (iii) The Borrower shall, at all times, maintain sufficient un-issued equity shares for the above purpose and obtain all requisite corporate approvals and authorizations as may be required in this regard.
- (iv) The CDR Lenders may exercise the above conversion right on one or more occasions in the manner specified above till the Final Settlement Date.
- (v) On receipt of a conversion notice, the Borrower shall allot and issue the requisite number of fully paid-up equity shares (such shares referred to as the “conversion shares”) to the CDR Lenders and upon such issuance of the conversion shares, the CDR Lenders shall accept the same in satisfaction of the part of the facilities so converted on and from the date of conversion.
- (vi) The part of the facilities so converted shall cease to carry interest as from the date of conversion and the facilities shall stand correspondingly reduced. Upon such conversion, the installments of the facilities payable after the date of conversion as per the Master Restructuring Agreement shall stand reduced proportionately by the amounts of the Facilities so converted.
- (vii) The conversion shares so allotted and issued to the CDR Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Borrower and the said conversion of shares shall rank pari-passu with the existing equity shares of the Borrower in all respects.
- (viii) In the event of the CDR Lenders exercising the conversion right as aforesaid, the Borrower shall at its cost get the conversion shares, issued to the CDR Lenders as a result of the conversion, listed with such Stock Exchanges as may be prescribed by the CDR Lenders as also comply with all statutory requirements and applicable laws in connection with the issue of the conversion shares as stated above.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to issue and allot to the CDR Lenders the number of Shares for conversion of the said portion of the facilities as may be desired by the CDR Lenders.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the CDR Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.”

9. Issuance of equity shares on preferential basis to lenders (ICICI Bank Ltd.)

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 62 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and all other applicable provisions, if any of the Companies Act, 1956/ Companies Act, 2013 and various to date amendments, notifications, relevant circulars thereof (hereinafter referred to as “the Act”) and other applicable laws (including any statutory amendment (s), modification (s) and/ or re-enactment (s) thereof for the time being in force) and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company as amended upto date and subject to the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and the regulations for preferential issue of shares as contained in Chapter VII “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as may be modified or re-enacted from time to time (hereinafter referred as “SEBI (ICDR) Regulations”), the Foreign Exchange Management Act, 2000 (hereinafter referred as “FEMA”) and all other applicable regulations framed there under, other applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities Exchange Board of India (hereinafter referred as “SEBI”), the Reserve Bank of India (hereinafter referred as “RBI”) etc., as may be applicable and as amended till date and in furtherance to the scheme of Corporate Debt Restructuring (“CDR”) approved by the Corporate Debt Restructuring Empowered Group (“CDR EG”) on January 24, 2014 as conveyed by CDR Cell vide its letter of approval dated 28th February, 2014 and subject to such approvals, permissions, sanctions and consent (s) as may be necessary from the regulatory and other applicable authorities (including but not limited to the SEBI, CDR EG, Monitoring Committee, Monitoring Institution, the Reserve Bank of India, the Lenders, the Government of India etc) and subject to such terms, alterations, conditions, changes, variations and/ or modifications as may be prescribed by any of them while granting such approval (s), the approval of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which shall be deemed to include Committee of Directors and

CDR Committee which the Board has constituted, to which all the powers hereby conferred on the Board by this resolution, have been or may hereafter at any time, be delegated) to offer, issue and allot in one or more tranches upto 50,83,046 (Fifty lacs eighty three thousand forty six only) fully paid up Equity Shares of the Company, having face value of Rs. 10/- each at a price per Equity Share of Rs. 15.955 (Rupees Fifteen & paisa ninety five only) (including premium of Rs 5.955/- only) to ICICI Bank Ltd., one of the CDR Lenders (“Proposed Allottees”) whose names is agreed amongst the Board and Monitoring Committee / Monitoring Institution in terms of the CDR LOA dated 28th February, 2014 on a preferential basis against the outstanding Funded Interest Term Loan facilities of Rs 8,11,00,000/- (Rupees eight crore eleven lacs only) availed by the Company as on cut-off date i.e. -1st April, 2013 for an aggregate consideration not exceeding Rs.8.11 Crore (Rupees Eight Crore and Eleven lacs only).”

“**RESOLVED FURTHER THAT** the “Relevant Date” for the preferential issue of the aforesaid Equity Shares is **24th January, 2014** i.e. the date of the Letter of Approval of the Corporate Debt Restructuring Scheme by the CDR EG, under the Corporate Debt Restructuring framework of Reserve Bank of India in accordance with Regulation 71 of SEBI (ICDR) Regulations, 2009 as amended from time to time.”

“**RESOLVED FURTHER THAT** the Equity Shares to be so issued and allotted pursuant to this resolution shall rank pari passu in all respects with the existing equity shares of the Company as well as with the shares to be issued to Promoters/Promoters Group/Entities of the Promoters Group in accordance with and subject to passing of Resolution by member as mentioned at item no.7 hereinabove.”

“**RESOLVED FURTHER THAT** the number of Equity Shares to be so issued and allotted pursuant to this resolution shall be subject to reconciliation between Monitoring Institution/Monitoring Committee/Proposed Allottees and Company.”

“**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 all the stock exchanges on which the existing Shares of the Company are listed.”

“**RESOLVED FURTHER THAT** the Board/Committee be and is hereby authorized to accept any modification (s) to or to modify the terms of issue of the said Equity Shares on preferential basis, including revision in Relevant Date, offer price of Shares, names of the allottees or any other terms and conditions of offer, issue and allotment of the aforesaid shares as may be required by any authority involved in the issue or necessitated due to any technical or incidental issue arising thereto or due to interchanging amongst lenders inter se without being required to seek any further consent or approval of the Company in the general meeting.”

“**RESOLVED FURTHER THAT** the Board/Committee be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds, and things necessary or incidental that it may in its absolute discretion, deem necessary or desirable in regard to the offer, issue, allotment of the Equity Shares, to resolve and settle any questions, difficulties or doubts that may arise in regard to such offer, issue and allotment of equity shares.”

10. Creation of charge.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“**RESOLVED THAT** the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 to the Board of Directors (including any Committee(s) thereof) to mortgage and/or charge, pledge, assign any immovable and movable properties of the Company in addition to the existing mortgage, charges and hypothecations created by the Company on the assets of the Company, both present and future and wheresoever situated, (including intellectual property rights, licenses, project documents, contracts, insurance policies and/or for conferring the power to enter upon and take possession of any such asset and to take over the business and management of any of the undertakings of the company in certain events as may be deemed fit by the Board of Directors (including any Committee(s) thereof) from time to time in favour of banks, financial institutions, other lending agencies and trustees for the holders of securities to secure the credit facilities including term loan, working capital loan or loan in any other form etc provided that the total amount of credit facilities shall not, at any time exceed Rs. 5000 Crore (Rupees Five Thousand Crore Only) and the Board of Directors (including any Committee(s) thereof) be and are hereby authorized to execute such deeds and documents, instruments or writings containing such conditions and covenants as the Board of Directors may deem fit.”

11. To adopt new Article of Association of the Company as per Companies Act, 2013.

To consider and, if though fit, to give ASSENT/ DISSENT to the following resolution as a Special Resolution:-

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Rules framed there under, as may be amended from time to time, consent of the members of the Company be and is hereby accorded to amend the Articles of Association of the Company, by deleting the existing ‘Articles of Association’ and substituting with following new ‘Articles of Association’ : -

“**Article 1** : The regulations contained in Table F of Schedule I shall apply to the Company except in so far as they are embodied in the following Articles, which shall be the regulations for the management of the Company, so however that the Articles shall to the extent to which they are repugnant to any/ or at variance with the provisions of the Companies Act 2013, various Schedules thereto and the Rules made there under (collectively referred to as “Act), be deemed to have been replaced by the relevant provisions/rules in the Act so as to be in consonance and harmony therewith.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and is hereby authorized to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this Resolution.”

By Order of the Board

July 17, 2014
New Delhi

(Vimal Chadha)
Company Secretary

NOTES:-

1. An Explanatory Statement pursuant to Section 102(2) of the Companies Act, 2013 in respect of matters specified above is annexed hereto.
2. The Notice is being sent to all the members, whose names appear in the Register of Members and Record of Depositories as on Friday, the 8th August, 2014. The shareholders who have provided their e-mail ID. shall receive the notice by mail and those who do not have their e-mail id shall receive the notice by post.
3. The Company has appointed Mr. S K Kapahi as “Scrutinizer” for conducting the entire postal ballot process in accordance with the law and in a fair and transparent manner.
4. **PROCEDURE/INSTRUCTIONS FOR E-VOTING:** In compliance with the provisions of Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e- voting facility (as an alternative mode of voting for its Members) which will enable them to cast their votes electronically. Kindly note e-voting is optional. Member(s) shall opt for only one mode of voting i.e. either by physical Ballot or by e-voting. If a Member has opted for e-voting then he should not vote by physical Ballot and vice versa. However, if Member(s) cast their vote through physical ballot as well as by e- voting, then the voting done by such member (s) through physical Ballot shall prevail. The instructions for Members for e-voting are as under:-

A. In case a Member receives an e-mail from Link Intime Pvt. Ltd.

- i) Launch internet browser by typing the URL: <https://evoting.delhi@linkintime.co.in>
- ii) Enter the login credentials (i.e. user ID and password mentioned in your email/Postal Ballot Form). Your Folio No./DP ID Client ID will be your user ID. However, if you are already registered with Link Intime for e-voting, you can use your existing User ID and Password for casting your vote.

User ID:	<p>For Members holding shares in Demat form:</p> <p>a. For NSDL: 8 character DP ID followed by 8 digits Client ID</p> <p>b. For CDSL: 16 digits Beneficiary ID/Client ID</p> <p>For Members holding shares in Demat form:</p>
Password:	<p>Event no. (EVEN) followed by Folio No. registered with the Company.</p> <p>Your Unique Password is printed on the Postal Ballot Form/provided in the email forwarding the electronic notice.</p>
PAN*	<p>Enter your 10 digit alpha- numeric PAN issued by Income Tax Department when prompted by the system while E-voting.</p>

After entering these details appropriately, Click on “LOGIN”

- iii) You will now reach Password Change Menu wherein you are required to mandatory change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile#, email ID etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv) You need to login again with the new credentials.
- v) On successful login, the system will prompt you to select the “EVENT” i.e. Shiv-Vani Oil & Gas Exploration Services Limited.

- vi) On the voting page, enter the number of shares as on the cut-off date (which represents the number of votes) under “FOR/ AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed the total shareholding. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- vii) Cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the resolutions.
- viii) Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF Format) of the relevant Board Resolution/Authority Letter, etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer at e-mail: kapahiassociates@yahoo.com with a copy marked to evoting@nsdl.co.in. The scanned image of the abovementioned documents should be in the naming format “Corporate Name_EVEN NO.”

B. In case a Member receives Postal Ballot Form by Post but desires to exercise option of e-voting:

- i) Initial password is provided at the bottom of the Postal Ballot Form.
 - ii) Please follow all steps from SI. No. (i) to SI. No. (viii) as mentioned in (A) above, to caste e-vote.
- C. In case of any queries, you may refer the Frequently Asked Question (FAQs) for shareholders and e-voting User Manual for shareholders, available at the download section of <https://evoting@nsdl.co.in> or contact Link Intime India Pvt. Ltd. at Tel No. 011-41410592, 93, 94.

Eligible Shareholders who have not received /received the Postal Ballot notice by email and who wish to vote through physical Ballot can download the Form from the link <https://evoting@nsdl.co.in> or from the website of the Company www.shiv-vani.com.

Members can cast their vote online from 10.00 a.m. on Thursday, 21st August, 2014 till 6.00 p.m. on Friday, 19th September, 2014 as the e-voting module shall be disabled for voting thereafter.

5. Procedure/Instructions for voting through postal ballot form (i.e. physical ballot)

A member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot form and send the self-addressed Business Reply Letter to the Scrutinizer. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot(s), if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes containing the postal Ballot should reach the Company not later than the close of business hours on 18th September, 2014. If the ballots are received thereafter they shall be deemed to be not received.

- 6. After completion of scrutiny of the Postal Ballot forms the Scrutinizer/s will submit the report to Mr. Vimal Chadha, Company Secretary.
- 7. The result of the Postal Ballot will be announced by Mr. Vimal Chadha, Company Secretary or by Mr. Rajan Gupta, Chief Finance Officer authorised by the Board vide its resolution dated 17th July, 2014 at the Registered Office of the Company situated at Tower 1, 5th Floor, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi - 110017 on 27th September, 2014 at 5:00p.m. and the Resolutions will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the Shareholders had assented to the Resolution (s). The result of the Postal Ballot shall also be intimated to stock exchanges where the shares of the Company are listed and displayed on the Company’s website www.shiv-vani.com along with publication in the newspapers.
- 8. A copy each of the documents referred to in the accompanying explanatory statement is open for inspection at the Registered Office of the Company on all the working days between 10:00 am to 05.00 pm up to the date of the declaration of the result of Postal Ballot.
- 9. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.

EXPLANATORY STATEMENT

(In Compliance of Section 102(2) Read with Section 192A of the Companies Act, 2013)

Item No 1

The members of the Company in their 19th Annual General Meeting held on 30th September, 2010, approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowing over and above the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs 5,000 Crore (Rupees Five Thousand Crore).

The Ministry of Corporate Affairs vide its General Circular No. 04/2014 dated 25th March, 2014 (“Circular”), clarified that the resolutions passed under section 293 of Companies Act 1956 with reference to Borrowings and/or creation of security on the assets of the Company prior to 12th September, 2013 (“Notified Date”) will be valid for a period of one year from the said Notified Date.

And to comply with the Circular, it is, therefore, necessary that the members pass a Special Resolution under Section 180(1)(c) of the Companies Act, 2013, as set out at item No 1 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of the members is being sought to borrow money upto Rs 5,000 Crore (Rupees Five Thousand Crore) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No 1.

Item No 2

The members of the Company in their 19th Annual General Meeting held on 30th September, 2010, approved by way of an Ordinary Resolution under Section 293(1)(a) of the Companies Act, 1956, the Company accorded consent to the Board of Directors for creating mortgage or charge on its movable or immovable properties, for an amount not exceeding Rs 5,000 Crore (Rupees Five Thousand Crore).

The Ministry of Corporate Affairs vide its General Circular No. 04/2014 dated 25th March, 2014 (“Circular”), clarified that the resolutions passed under section 293 of Companies Act 1956 with reference to Borrowings and/or creation of security on the assets of the Company prior to 12th September, 2013 (“Notified Date”) will be valid for a period of one year from the said Notified Date. And to comply with the Circular, it is, therefore, necessary for the members to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, as set out at item No 2 of the notice, to enable the Board of Directors to create mortgage or charge on its movable or immovable properties, approval of the members is being sought.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No 2.

Item No 3, 4 & 5

As the Company has gone for Corporate Debt Restructuring and in accordance with the scheme of Corporate Debt Restructuring approved by CDR – EG on 24th January, 2014 vide their letter dated 28th February, 2014 (the `CDR LOA`) issued by the CDR Cell and Master Restructuring Agreement (MRA) between the Company and CDR lenders dated 18th March, 2014 the promoter are required to bring contribution and there is an option with the lenders also to convert their Funded Interest term loan (FITL) & Term loan (TL) into equity share capital. Therefore, it has become essential to increase the Authorised Share Capital from Rs. 75,00,00,000/- (Rupees Seventy five Crores Only) divided into 7,00,00,000 (seven crore) Equity Shares of Rs.10/- (Rupees Ten Only) each and 5,00,000 (Rupees five Lacs only) 11% Redeemable Non Convertible . Preference share of Rs.100/- (Rupees Hundred Only) to Rs.1,50,00,00,000/- (Rupees One hundred Fifty Crores Only) divided into 14,50,00,000 (Rupees One hundred forty five crore) consisting of 14,50,00,000 Equity Shares of Rs.10/- (Rupees

Ten Only) each and 5,00,000 11% Redeemable Non Convertible Preference share of Rs.100/- (Rupees Hundred Only), by creation of additional Rs. 75,00,00,000 (Rupees Seventy Five Crore Only) Equity Shares of Rs.10/- (Rupees Ten Only) each ranking pari passu with the existing Equity Shares of the Company.

Consequent upon the increase in Authorised Share Capital of the Company, the provisions of Capital Clause as contained in the Memorandum and Articles of Association of the Company are proposed to be altered by way of Special resolutions at Item No 4 & 5.

In terms of Section 102 of the Companies Act, 2013 the statement setting out the following material facts concerning the item of special business to be transacted as annexed to the notice calling such meeting, is detailed hereunder:

The nature of concern or interest, financial or otherwise, if any:

- (i) None of the Directors/Managers except Mr. Prem Singhee, Mr. Padam Singhee and Mr. D.D. Daga are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel are concerned or interested, financial or otherwise, in this resolution.

(In terms of Section 203 of the Companies Act, 2013 the key managerial personnel are namely - Managing Director or Chief Executive Officer or Manager and in their absence, a Whole-Time Director; Company Secretary and Chief Financial Officer, if any).

- (iii) None of the relatives of the persons mentioned in sub-clauses (i) and (ii), if any, are concerned or interested, financial or otherwise, in this resolution.

Item No 6

The Special Resolution as provided in item no. 6, proposed to be passed by the members of Shiv-Vani Oil & Gas Exploration Services Limited (the "Company") by way of a Special Resolution by postal ballot, shall be deemed to be an authorization, confirmation and ratification by the members of the Company, in terms of Regulation 10 (2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to the scheme of Corporate Debt Restructuring approved by CDR-EG on 24th January, 2014 vide their letter of approval dated February 28, 2014 (the "CDR LOA"), issued by the Corporate Debt Restructuring Cell and the master restructuring agreement dated March 18, 2014 between the Company and the CDR Lenders (the "MRA").

Major problems faced by the Company are :-

- (a) Mismatch in tenor of Assets and Liabilities**
 - (i) The Company could get term loans of maturity ranging from 3-7 years mainly to finance the rigs and other equipment.
 - (ii) The contracts are usually for a period of 2-3 years while the average gap of such equipment/ rigs is much higher at about 30 years.
 - (iii) The assets liability mismatch has resulted in bunching up of the repayments in next 3 years
- (b) High Leverage and Increasing Finance cost**
 - (i) The Company has invested significantly towards acquisition of rigs/ drilling and seismic equipment (Rs 2,239 Crore in FY 08 – FY 13). This CAPEX was largely funded by debt and resulted in increase in term borrowings (including FCCBs) from Rs 629 Crore in FY 08 to Rs 2413 Crore in FY 13.
 - (ii) In addition, as a result of increasing operations (revenue increase from Rs 410 Crore in FY08 to Rs 1,074 Crore in FY 13), the working capital borrowings have increased from Rs 32 Crore to Rs 276 Crore during the same period.
 - (iii) The high leverage is reflected in increased TOL/TNW ratio of 3.49 as on March 31, 2013 compared to

TOL/ TNW of 1.36 as on March 31, 2008. The increased leverage has added to the interest burden on the Company, thereby, further straining its cash flows.

- (iv) The resultant high interest cost has led to low net profit margin of 3.51% in FY 13 AS AGAINST 13% IN FY 08 despite EBIDTA margins of 42% at levels similar to that in FY 08.
- (v) High rate of interest of 13.5% - 14% p.a. has also impacted the financials.
- (c) Rig redeployment time and cost**
 - (i) As per the contract requirements, the rigs have to be transferred to various locations as the need arises.
 - (ii) The de-hiring and re-hiring of rig entails cost including towards additional equipments as per requirement of new contract.
 - (iii) In addition, the time taken to redeploy rig to a new location (as per terms of new contract) leads to a loss in revenue for the period which may extend over 4-6 months.
- (d) Inventory largely being financed through internal accruals**
 - (i) The working capital limits were sanctioned only against debtors with a cover period of 150 days. These limits do not cover the inventory maintained by the Company.
 - (ii) The inventory mainly comprises of chemicals and spares which is of significant cost and is contract specific. Total inventory is around Rs 284 Crores as on March 31, 2013.
- (e) High level of debtors and delay in debtor realisation**
 - (i) Debtors have increased from around Rs 210 Crore as on March 31, 2008 to around Rs 622 Crore as on March 31, 2013 with increase in debtors holding period from around 90 days to 211 days.
 - (ii) Debtors outstanding for over 6 months have increased from Rs 38 Crore in FY 08 to Rs 217 Crore in FY 13 indicating delay in debtor realization.
- (f) Market scenario**

Further due to the market imbalances and global economic slowdown in the past, the Company has been facing liquidity constraints, and has been working on various alternatives to align its debt obligations with the cash flows of the Company. The Company had applied to the Corporate Debt Restructuring (“CDR”) cell during June 2013 for restructuring their rupee denominated debts through CDR mechanism envisaged under the guidelines issued by the Reserve Bank of India (the “RBI”). The CDR-EG has approved the debt restructuring scheme of the Company on 24th January, 2014, vide letter dated February 28, 2014 (the “LOA”).

CDR Scheme

The Company has also executed a Master Restructuring Agreement (“MRA”) dated March 18, 2014 with the CDR Lenders in furtherance to the CDR package of the Company, besides various other related documents as envisaged under the MRA. The broad terms of the Company’s CDR scheme includes inter alia:

- (a) Restructuring the existing debt facilities availed by the Company from the CDR Lenders by :-**
 - (i) Existing Term Loans shall be repaid in 28 structured quarterly installments from June 30, 2016 after a moratorium of 36 months with ROI at 11% p.a.
 - (ii) Term Loan from L&T of Rs 55 Crore will be repaid in 24 structured quarterly installments commencing from June 30, 2015 after a moratorium of 24 months. Moratorium of Interest for 18 Months.
 - (iii) Fresh Term Loan of Rs 200 Crore to be repaid in 20 structured quarterly installments commencing from June 30, 2015 after a moratorium of 24 months with ROI at 12% p.a.

- (iv) Fund Based Working Capital limit of Rs 300 Crore. ROI for FBWC will be 11% p.a.
- (v) Non Fund Based limit of Rs 314 Crore with zero margin and existing commission to continue.
- (vi) Working Capital Term Loan to be repaid in 28 structured quarterly installments commencing from June 30, 2016 after a moratorium of 26 months with ROI at 11% p.a.
- (vii) Promoters to bring Rs 480 Crore by sale of assets not yielding any income by March, 2015.
- (viii) Pledge of unencumbered shares of promoters & promoters group.
- (b) Creating certain additional security for the facilities covered under the MRA by pledging the promoters' shareholding in the Company, personal guarantee, negative lien on certain properties held by the Company (SHIV-VANI), and corporate guarantees by two promoters group companies, namely, Dharti Oil Services Private Ltd. and T R S Technology Private Limited. Personal Guarantees of promoters, Mr. Prem Singhee and Mr. Padam Singhee. Pledge of investment by Shiv-Vani Energy Ltd. made in Godawari Green Energy Ltd. in the form of Optionally Convertible Cumulative Preference shares.
- (c) Pledge of shares of Borrower already pledged to CDR lenders along with entire unencumbered shareholding of the promoters' group.
- (d) The promoters are also required to contribute/ infuse funds into the Company to the extent of 29.33% of the sacrifice being made by the CDR Lenders (amounting to Rs. 100 crore).
- (e) Lenders shall have the right to convert defaulted amount into equity, at a price as determined in accordance with SEBI guidelines from the date, which date is hereinafter referred to as the 'Date of Conversion'.

The above proposal is in the interest of the Company and your Directors recommend the resolution in Item No. 6 as special resolution for your approval by way of postal ballot.

The nature of concern or interest, financial or otherwise, if any:

- (i) None of the Directors/Managers are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel are concerned or interested, financial or otherwise, in this resolution.
- (iii) None of the relatives of the persons mentioned in sub-clauses (i) and (ii), if any, are concerned or interested, financial or otherwise, in this resolution.

ITEM No. 7

As mentioned in item no. 6 above, in terms of the LOA and the MRA, under CDR package approved by CDR-EG on 24th January, 2014, the promoters of the Company are required to contribute / infuse funds into the Company to the extent of Rs 100 Crores. Out of Rs 100 Crores of promoters' contribution, now Rs 28.70 Crore unsecured loan brought in by the promoters is being converted by issue and allotment of 1,79,88,092 Equity Shares of Rs 10/- each at a premium of Rs 5.955 per shares by way of preferential allotment.

Hence this resolution.

Other terms applicable to the proposed issue are as follows :

- (a) Consideration for subscription to the Equity Shares shall be brought by the Promoters Group/ Promoter group's entities in cash and / or kind or by conversion of unsecured loans lying in their name.
- (b) The equity shares shall be subject to lock in for a period in accordance with the provisions of the SEBI (ICDR) Regulations.
- (c) The equity shares now to be issued shall rank pari passu with the existing equity shares of the Company in all respects.

- (d) The equity shares now to be issued and allotted pursuant to this resolution shall be subject to reconciliation between Monitoring Institution/ Monitoring Committee/ Proposed Allottees and Company.
- (e) The disclosure in compliance with Regulation 73 of the SEBI (ICDR) Regulations are as follows : -
- (i) Object of the Issue
- (a) In order to implement the CDR package as approved by CDR EG on 24th January, 2014, the Promoters/ Promoters Group/ Promoter Group's entities is required to contribute Rs 100 Crore (being 29.33%) of the sacrifice for which shares will be issued The said allotment will be made at a price as mentioned in the proposed resolution and on preferential basis pursuant to SEBI regulations as the company is a listed company.
- (b) Proposal of the Promoters/ Promoters Group/ Promoter Group's entities to subscribe to the offer :
- The Promoter/ Promoters/ Promoters Group/ Promoter Group's entities of the company intends to fully subscribe to the present issue of equity shares to the extent they are entitled to. Except this, there is no intention of any other Director or Key Managerial Personnel of the Company to subscribe to the present issue.
- (c) The shareholding pattern before and after the proposed preferential issue (as on 30th June, 2014)

S No	Particulars	Pre-allotment		Post allotment	
		No of Equity Shares	% age	No of Equity Shares	% age
A	PROMOTER GROUP				
1	INDIAN				
(a)	INDIVIDUAL / HUF	4130795	8.910	8267429	11.91
(b)	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0		0	
(c)	BODIES CORPORATE	14288731	30.821	28140189	40.53
(d)	FINANCIAL INSTITUTIONS / BANKS	0		0	
(e)	OTHERS	0			
	Sub-Total (A)(1)	18419526	39.731	36407618	52.44
2	FOREIGN				
(a)	INDIVIDUAL (NRIs/ FOREIGN INDIVIDUALS)	0		0	
(b)	BODIES CORPORATE	1793400	3.868	1793400	2.58
(c)	INSTITUTIONS	0		0	
(d)	QUALIFIED FOREIGN INVESTOR	0		0	
(e)	OTHERS	0		0	
	Sub-Total (A)(2)	1793400	3.868	1793400	2.58
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	20212926	43.599	38201018	55.02
(B)	PUBLIC SHAREHOLDING				
1	INSTITUTIONS	0		0	

(a)	MUTUAL FUNDS /UTI	61589	0.133	61589	0.09
(b)	FINANCIAL INSTITUTIONS / BANK	0		5083046	7.32
(c)	CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0		0	
(d)	VENTURE CAPITAL FUNDS	0		0	
(e)	INSURANCE COMPANIES	0		0	
(f)	FOREIGN INSTITUTIONAL INVESTORS	1610000	3.473	1610000	2.32
(g)	FOREIGN VENTURE CAPITAL INVESTORS	0		0	
(h)	QUALIFIED FOREIGN INVESTOR	0		0	
(i)	OTHERS	0		0	
	Sub-Total (B)(1)	1671589	3.606	6754635	9.73
2	NON-INSTITUTIONS				
(a)	BODIES CORPORATE	10666683	23.008	10666683	15.36
(b)	INDIVIDUALS				
(i)	INDIVIDUALS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 1 LAKH	6161586	13.291	6161586	8.87
(ii)	INDIVIDUALS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	1492495	3.219	1492495	2.15
(C)	OTHERS NON RESIDENT INDIANS	536165	1.157	536165	0.77
	DIRECTOR'S RELATIVES	200	0.000	200	0.00
	OVERSEAS CORPORATE BODIES	5176829	11.166	5176829	7.46
	CLEARING MEMBERS	136467	0.294	136467	0.20
	HINDU UNDIVIDED FAMILIES	305262	0.658	305262	0.44
	TRUST	299	0.001	299	0.00
(d)	QUALIFIED FOREIGN INVESTORS	0		0	
	Sub-Total (B)(2)	24475986	52.795	24475986	35.25
	Total Public Shareholding (B)= (B)(1)+(B)(2)	26147575	56.401	31230621	44.98
	TOTAL (A)+(B)	46360501	100.000	69431639	100.00

(d) The time limit within which the preferential issue shall be completed.

The allotment of Equity Shares will be completed within the time limit specified under SEBI (ICDR) Regulations.

(e) The identity of the proposed allottees, the percentage of post preferential issue capital: that may be held by them (subject to interchangeability within the promoters & promoters group aggregating not more than 1,79,88,092 equity shares) and change in control, if any in the issuer consequent to the preferential issue

S No	Name of Proposed Allottee	Present Holding		Proposed Allotment	After allotment of Shares	
		No of Equity Shares	% of Share Holding		No of Equity Shares	% of Share Holding
1	MR. PREM SINGHEE	947220	2.04	1253526	2200746	3.17
2	MR. PADAM SINGHEE	797448	1.72	626763	1424211	2.05
3	MR. GAYATRI SINGHEE	742876	1.60	626763	1369639	1.97
4	MRS. VANDANA SINGHEE	381531	0.82	1629583	2011114	2.90
5	SHRI VINAYAK AGRO TECH (P) LTD.	355000	0.77	282043	637043	0.92
6	CHETAN ARC ELECTRODES PVT. LTD.	375000	0.81	125353	500353	0.72
7	SIVAM INDIA PVT. LTD.	118800	0.26	219367	338167	0.49
8	THRIVE HOUSING & CONST. PVT. LTD.	379280	0.82	432466	811746	1.17
9	DHARTI OIL SERVICES PVT. LTD.	680000	1.47	376058	1056058	1.52
10	KAMAKHYA INFRASTRUCTURE PVT. LTD.	12310	0.03	382325	394635	0.57
11	MUKESH GUPTA SECURITIES PVT. LTD.	118140	0.25	4763397	4881537	7.03
12	SYNTEL INFOSYSTEMS NAGPUR PVT. LTD.	116380	0.25	3133814	3250194	4.68
13	AMIT LUBRICANTS PVT. LTD.	420000	0.91	2256346	2676346	3.85
14	ECO BAGS PVT. LTD.	500000	1.08	1880288	2380288	3.43
	Total	5943985	12.82	17988092	23932077	34.47
	Public Lender					
1	ICICI Bank Ltd.	0	0	5083046	5083046	7.321
	GRAND TOTAL			23071138		

(f) Change in Management

The aforesaid preferential allotment of equity shares would not result in any change in control over the management of the affairs of the Company and the existing Promoters/ Promoters Group of the Company and continue to be in control of the Company.

(g) Exemption from making a public announcement

The aforesaid preferential allotment of equity shares which are being issued in pursuance of approved CDR Scheme authorized by the shareholders by way of a Postal Ballot, shall be exempted from making a public announcement for an open offer under regulation 10(2) of the SEBI Takeover Regulations.

(h) Undertaking by the Company.

The Company undertakes that it shall recompute the price of equity shares in terms of the provisions of SEBI Regulations where it is required to do so. The Company further undertakes that if the amount payable on account of re-computation of price as aforesaid is not paid within the time stipulated in the SEBI Regulations, the equity shares shall continue to be locked till the time such amount is paid by the Promoters/ Promoter Group/ Promoter Group's entities.

(i) Certificate from Statutory Auditor

A copy of the certificate issued by M/s Vijay Prakash Gupta & Associates, Statutory Auditors of the Company, certifying that the issue of the Equity Shares is being made in compliance of provisions of SEBI Regulations, is open for inspection by the shareholders of the Company at the Registered Office of the Company on all working days between 10.00 a.m. to 5.00 p.m. upto 18th September, 2014 being the last date fixed for the receipt of postal ballot from the shareholders of the Company.

(j) Relevant Date

The price at which the Equity Shares proposed to be issued to the promoters and lenders has been determined in accordance with chapter VII of the ICDR Regulations, based on the higher of; (a) the average of the weekly high and low of the closing prices of the Equity Shares quoted on a recognized stock exchange during the twenty six weeks preceding the relevant date or (b) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the two weeks preceding the Relevant date.

The "Relevant Date" for the Purpose of calculating the prices of the Equity Shares is 24th January, 2014 i.e. date of the final approval of the Company's Corporate Debt Restructuring Scheme.

(k) Lock-in

The Equity Shares allotted to the promoters shall be locked-in as per SEBI (ICDR) Regulations.

The Equity Shares shall be listed at BSE Limited (the "BSE") and the National Stock Exchange of India Limited (the "NSE").

Section 62 of the Companies Act, 2013, as amended from time to time, and the relevant clause of the listing agreement entered into with the Indian Stock Exchanges where the equity shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62 of the Companies Act, 2013 unless the shareholders decide otherwise. Since the Special Resolution proposed in the business of the Notice results in the issue of Equity Shares of the Company otherwise than to the members of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 and the listing agreement entered into with the Indian Stock Exchanges.

Since the resolution under consideration is in the wider interest of the Company, the Board recommends passing of the same.

The nature of concern or interest, financial or otherwise, if any:

- (i) None of the Directors/Managers except Mr. Prem Singhee, Mr. Padam Singhee and Mr. D D Daga, Directors are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel are concerned or interested, financial or otherwise, in this resolution.
- (iii) None of the relatives of the persons mentioned in sub-clauses (i) and (ii), if any, are concerned or interested, financial or otherwise, in this resolution.

Item No. 8

As stated in the Explanatory Statement of Item No. 6 above, the final restructuring package was approved by CDR Empowered Group on 24th January, 2014, which was communicated to the Company by the CDR Cell vide its Letter of Approval dated 28th February, 2014. Consequent upon the said approval a detailed Master Restructuring Agreement was executed on 18th March, 2014 amongst the Company and various CDR Lenders. Clause 6.2.2.2 of the said Master Restructuring Agreement not only defines "Event of Default" but also contains various provisions which shall get triggered in the eventuality of any such default occurring on the part of the Company at any stage. As one of the remedies spelt out in Clause 6.2.2.2(i) provides for "Conversion Rights" which will accord a right to the Lenders on their options to convert whole or part of the outstanding into fully paid up equity shares at a price as determined in accordance with SEBI guidelines, applicable law, an enabling resolution is deemed necessary from the shareholders of the company to provide for such Event of Default if and when the same happens.

Hence the resolution at item No. 8.

The nature of concern or interest, financial or otherwise, if any:

- (i) None of the Directors/Managers are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel are concerned or interested, financial or otherwise, in this resolution.
- (iii) None of the relatives of the persons mentioned in sub-clauses (i) and (ii), if any, are concerned or interested, financial or otherwise, in this resolution.

Since the resolution under consideration will be necessary in an unforeseen eventuality of "Event of Default", the Board recommends passing of the same.

ITEM NO 9

As per Section 62 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 Securities and Exchange Board of India (issue of Capital and Disclosure Requirements) Regulations, 2009, hereinafter referred to as SEBI (ICDR) Regulations and other relevant provisions of the applicable law, approval of shareholders is required for issuance and allotment of 50,83,046 equity shares of Rs 10/- each at a premium of Rs 5.955 per shares to ICICI Bank Ltd. one of the CDR lenders, by conversion of the outstanding Funded Interest Term Loan facility of Rs 8,11,00,000/- availed by the Company as on cut off date i.e. 1st April, 2013, on preferential basis (refer

item no 6) pursuant to the provisions of Chapter VII of SEBI (ICDR) Regulations. Hence this resolution as mentioned in Item no. 6 above, in terms of the Letter of Approval, under CDR package.

Consequent upon the approval of a detailed Master Restructuring Agreement executed on 18th March, 2014, amongst the Company and various CDR lenders, Clause 6.2.2.2 of the said Master Restructuring Agreement not only defines 'Event of Default' but also contains various provisions which shall get triggered in the eventuality of any such default occurring on the part of the Company at any stage. As one of the remedies spell out in Clause 6.2.2.2.(i) provides for conversion rights which will accord a right to the Lenders on their options to convert whole or part of the outstanding into fully paid up equity shares at a price as determined in accordance with applicable law, an enabling resolution is deemed necessary from the shareholders of the Company to provide for such Event of Default if and when it happens.

ICICI Bank Ltd. offered to convert its Funded Interest Term Loan of Rs 8,11,00,000/- into equity shares of Rs 10/- each at a premium of Rs 5.955, the price is as per Regulation 76 of SEBI (ICDR) Regulations.

Hence the resolution at item No 9.

The nature of concern or interest, financial or otherwise, if any:

- (i) None of the Directors/Managers are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel are concerned or interested, financial or otherwise, in this resolution.
- (iii) None of the relatives of the persons mentioned in sub-clauses (i) and (ii), if any, are concerned or interested, financial or otherwise, in this resolution.

Since the resolution under consideration will be necessary in an unforeseen eventuality of 'Event of Default', the Board recommends passing of the same.

Item No. 10

As detailed in Item no. 6 above, in term of the Letter of Approval, under CDR package, the existing debt facilities availed by the Company would be restructured in the manner favorable to the Company i.e. by way of revised downward interest, postponement of principal payments etc. Along with the restructuring of the existing debts, the Company would also be granted an additional priority loan from its CDR Lenders in the manner & up to an amount by specified in the CDR Package approved by CDR –EG on 24th January, 2014 In order to avail the said priority loan, the Company would be required to secure the borrowings from time to time either by way of mortgage over an immovable property and/ or by way of charge over the assets of the Company.

In view of this the shareholders are requested to accord their approval as per provisions of Section 180(1)(a) of the Companies Act, 2013 authorizing the Board of Directors for mortgaging and/or charging the properties of the Company upto a maximum ceiling of Rs. 5000 Crore. Hence Resolution at Item No. 10 permitting the Board to create charge up to the said amount of Rs 5000 Crore.

The nature of concern or interest, financial or otherwise, if any:

- (i) None of the Directors/Managers are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel are concerned or interested, financial or otherwise, in this resolution.
- (iii) None of the relatives of the persons mentioned in sub-clauses (i) and (ii), if any, are concerned or interested, financial or otherwise, in this resolution.

Since Resolution under consideration is in the interest of the Company, the Board recommends passing of the same.

Item No. 11

With the promulgation of the Companies Act 2013, together with various Schedule thereto and the Rules made there under (collectively referred to as "Act"), in replacement of the Companies Act 1956, it has become necessary to modify the existing Articles of Association, so as to have the effect of bringing various existing Articles, in consonance with the provisions of the Act, to the extent they are repugnant to and/ or at variance with the provisions thereof, with reference to the various sections of the Companies Act, 1956 being deemed to be and read as reference to corresponding Sections of the Act, wherever appearing.

The nature of concern or interest, financial or otherwise, if any:

- (i) None of the Directors/Managers are concerned or interested, either financial or otherwise, in this resolution.
- (ii) None of the other key managerial personnel are concerned or interested, financial or otherwise, in this resolution.
- (iii) None of the relatives of the persons mentioned in sub-clauses (i) and (ii), if any, are concerned or interested, financial or otherwise, in this resolution.

The Directors recommend the Resolution placed below for the approval of the Members of the company as a Special Resolution, in terms of Section 14 of the Companies Act, 2013.

By Order of the Board

**New Delhi
July 17, 2014**

**(Vimal Chadha)
Company Secretary**