



SHIV-VANI OIL & GAS EXPLORATION SERVICES LIMITED

(CIN: L74899DL1989PLC038542)

Registered Office: Tower-1, 5th Floor, Sector V, PushpVihar, Saket, New Delhi- 110017

Tel. No. : 011-247182200, 29564592, Fax No. 011-29565082, www.shiv-vani.com

NOTICE OF 24 th ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty Fourth Annual General Meeting (AGM) of the members of Shiv-Vani Oil & Gas Exploration Services Limited will be held on Wednesday, the 30th day of September, 2015 at 12.00 Noon at Community Center, Lado Sarai, Old M B Road, New Delhi-110030 to transact the following business: -

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2015, including Balance Sheet and Statement of Profit & Loss for the financial year ended on that date together with the Reports of the Directors and the Auditors thereon.
- 2 To appoint a Director in place of Mr.Padam Singhee (holding Directors Identification Number 00021995), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offer himself for re-appointment.
- 3 To ratify appointment of Auditors of the Company and to fix their remuneration in this regard.

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Vijay Prakash Gupta & Associates (Firm Registration No. 005570N) Chartered Accountants, be and are hereby ratified as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 25th Annual General Meeting of the Company, subject to ratification by the shareholders annually at such remuneration as shall be fixed by the Board of Directors of the company.”

By order of the Board
Shiv-Vani Oil & Gas exploration Services Limited

August 14, 2015
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 on a poll 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.

A person can act as a proxy on behalf of members not exceeding fifty members/ shareholders and holding in the aggregate not more than ten per cent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder.
- 2 Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
- 3 In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Register of members and Share Transfer Books of the Company will remain closed from Tuesday the 29th day of September, 2015 to Wednesday, the 30th day of September, 2015 (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 Private Limited, at 44 Community Centre, 2nd Floor, Naraina Industrial Area, Phase- I, Near PVR Naraina, New Delhi - 110 028 on or before 30th September, 2015, shall be included in the Register of Members as on the date of the Annual General Meeting.
6. **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.

SHIV-VANI OIL & GAS EXPLORATION SERVICES LIMITED

- (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 dematerialized form, as the Company comes under compulsory demat as per directives issued by the SEBI.
7. 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.
8. 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.
9. 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,
 - 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.
9. 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.
10. The Scrip Code of Equity shares at BSE and NSE are as follows:

Scrip Code at BSE : 522175 Scrip Code at NSE : SHIV-VANI
11. Listing fee for the financial year 2015-16 have been paid to BSE & NSE.
12. Section 72 of the Companies Act, 2013 provides for Nomination by the shareholders of the Company in the prescribed forms which are available on the website of Company www.shiv-vani.com/shiv-vani.co.in. Shareholders are requested to avail this facility.
13. In terms of SEBI Circular dated 20th May, 2009 and 7th January, 2010 pertaining to note that in case of transfers, deletion of name of deceased Shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgment of request for these transactions, is mandatory.
14. Members who have not registered their e-mail addresses so far or who would like to change their email address already registered, are requested to register / update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in electronic form are requested to register their email address/ update the same with their respective Depository Participants.
15. **Voting through electronic means:**

In compliance with the provisions of Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice.

The instructions for members for voting electronically are as under:-

 - A. In case a Member receives an e-mail from NSDL (For Members whose e-mail addresses are registered with the Company/Depositories)
 - (i) Open the e-mail and also open PDF file namely "e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains our user ID and password for e-voting. Please note that the password is an initial password.
 - (ii) Open the internet browser and type the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder-Login.
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing ID and password.
 - (v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.

- (vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum, of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- (vii) Once the e-voting home page opens, click on e-voting>Active voting Cycles.
- (viii) Select “EVEN” (E-Voting Number) – 102750 of Shiv-Vani Oil & Gas Exploration Services Ltd.
Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through e-mail to kapahiasociates@yahoo.com, with a copy marked to evoting@nsdl.co.in.
- (xiii) In case of any queries, you may refer the Frequently Asked Questions(FAQs) – Shareholders and e-voting user manual-shareholders, available at the downloads section of www.evoting.nsdl.com.

B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company/Depositories):

- (i) Initial password is provided in the enclosed ballot form: EVEN (E-Voting Event Number), user ID and password.
- (ii) Please follow all steps from SI. No. (ii) to SI. No. (xiii) Above, to cast vote.

C. Other Instructions:

- (i) The e-voting period commences on Sunday, 27th September, 2015 (09:00 a.m. IST) and ends on Tuesday, 29th September, 2015 (05:00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 23rd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- (ii) A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- (iii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on 23rd September, 2015.
- (iv) Mr. Surrinder Kishore Kapahi, Practicing Company Secretary (Membership No. FCS 1407, CP No 1118), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- (v) After all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of e-voting will be announced by the Company on its website: www.shiv-vani.com within two days from the date of AGM of the Company and also informed to the stock exchanges where the securities of the Company are listed within two days of the AGM.
- (vi) The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forth with to the Chairman of the Company.
- (vii) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.shiv-vani.com and on the website of NSDL www.evoting.nsdl.com within three days of the passing of the resolutions at the 24th AGM of the Company on 30th September, 2015 and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

16. In terms of the applicable provisions of the Companies Act, 1956/ Companies Act, 2013, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the

SHIV-VANI OIL & GAS EXPLORATION SERVICES LIMITED

Investors Education and Protection Fund of the Central Government on the respective dates mentioned below. Kindly note that after such dates, the members will have to claim such dividend from such Investors Education and Protection Fund in accordance with the rules prescribed by the Central Government under the Companies Act, 2013.

Financial Year ended	Due date of transfer
31.03.2009	14.10.2016
31.03.2010	06.11.2017
31.03.2011	05.11.2018
31.03.2012	04.11.2019

17. We have been advised by National Stock Exchange of India Ltd. to give additional disclosure in respect of Item No 2 of Postal Ballot Notice dated 27th April, 2015 in the explanatory statement, the desired additional disclosure in the relevant explanatory statement and in compliance with the SEBI (ICDR) Regulations is as under :-

The disclosure in compliance with Regulation 73 of the SEBI (ICDR) Regulations are as follows :-

- (i) Object of the Issue - In order to implement the CDR package as approved by CDR-EG dated 24th January, 2014, the CDR lenders wanted to convert their outstanding credit facilities of Rs 74,74,93,171/- as on 31st March, 2015, into 4,65,43,784 equity shares of Rs 10/- each at a premium of Rs 6.06 per share pursuant to CDR Scheme.
- (ii) Pre and Post shareholding pattern of the CDR lenders before and after allotment of proposed shares is as under:-

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	NO. OF EQUITY SHARES
1	ICICI Bank Ltd	5083046	9.88	1,39,78,749	1,90,61,795	14.71
2	State Bank of Hyderabad	0	0	4,25,015	4,25,015	0.33
3	State Bank of Travancore	0	0	19,19,486	19,19,486	1.48
4	L&T Infra Finance Company Ltd	0	0	14,96,658	14,96,658	1.16
5	Bank of India	0	0	30,44,831	30,44,831	2.35
6	Bank of Maharashtra	0	0	79,62,594	79,62,594	6.15
7	Oriental Bank of Commerce	0	0	54,69,960	54,69,960	4.22
8	State Bank Of Patiala	0	0	3,94,367	3,94,367	0.30
9	Punjab National Bank	0	0	37,35,719	37,35,719	2.88
10	Indian Overseas Bank	0	0	31,94,271	31,94,271	2.47
11	Central Bank of India	0	0	18,02,583	18,02,583	1.39
12	Andhra Bank	0	0	31,19,551	31,19,551	2.41
	GRAND TOTAL	5083046	9.88	4,65,43,784	5,16,26,830	39.84

- (iii) Proposed time limit within which the allotment is complete :-

The allotment of Equity Shares pursuant to this resolution passed by the shareholders shall be completed within the period as mentioned in Regulation 74(1) of SEBI (ICDR) Regulations, 2009. The issue & allotment of shares is pursuant to CDR Scheme approved by CDR-EG.

- (iv) Identity of Natural Person who is the ultimate beneficial owner/ ultimate control :-

In case of allottees being Banks, no disclosure of beneficial owner/ ultimate control is required. However, in the case of L&T Infra Finance Company Ltd., as its debt securities are listed, ultimate beneficial owner/ ultimate control is L&T Infra Finance Ltd.

This corrigendum shall be read with the notice of Postal Ballot dated 27th April, 2015.

By order of the Board
Shiv-Vani Oil & Gas exploration Services Limited

August 14, 2015
New Delhi

(Vimal Chadha)
Company Secretary



SHIV-VANI OIL & GAS EXPLORATION SERVICES LIMITED

(CIN: L74899DL1989PLC038542)

Registered Office: Tower-1, 5th Floor, Sector V, PushpVihar, Saket, New Delhi- 110017

Tel. No. : 011-247182200, 29564592, Fax No. 011-29565082, www.shiv-vani.com

ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING

Wednesday, the 30th Day of September, 2015 at 12.00 noon

Folio No/DP ID & Client ID

Name

Address

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Twenty Fourth Annual General Meeting of the Company at Community Center, Lado Sarai, Old M B Road, New Delhi-110030 on Wednesday, the 30th day of September, 2015 at 12.00 noon.

First/Sole Holder/Proxy

Second Holder/Proxy

Third Holder/Proxy

Notes :-

- 1 Registration will start at 11.30 a.m. and close at 12.00 Noon on the day of Annual General Meeting.
- 2 There will be separate entrance at the Community Center, Lado Sarai, Old M B Road, New Delhi-110030. The members are, therefore, requested to cooperate and use only the AGM entrance.
- 3 The Members are requested to produce their duly signed attendance slip and get their coupon from the registration counter.
- 4 The Members are informed that in case of joint holders attending the meeting, only such joint holder whose name appear in the chronological order in the Demat Account/Folio will be entitled to vote.
- 5 The attendance slip is valid only in case shares are held on the date of AGM.
- 6 The Members who have received Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit duly filled in Attendance Slip at the registration counter to attend the AGM.
- 7 ELECTRONIC VOTING (e-voting) - The Company is pleased to offer the option of e-Voting facility to the members. The Members shall have the option to vote either through e-Voting or in person at the Annual General Meeting. The voting period will commence at 9.00 a.m. on Sunday, the 27th September, 2015 and will end 5.00 p.m. on Tuesday, the 29th day of September, 2015. The Members desiring to exercise e-Voting option may refer to the detailed procedure on electronic voting provided in the Notice of the AGM.hh



SHIV-VANI OIL & GAS EXPLORATION SERVICES LIMITED

(CIN: L74899DL1989PLC038542)

Registered Office: Tower-1, 5th Floor, Sector V, PushpVihar, Saket, New Delhi- 110017

Tel. No. : 011-247182200, 29564592, Fax No. 011-29565082, www.shiv-vani.com

Proxy Form Form MGT - 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L74899DL1989PLC038542
Name of the Company	Shiv-Vani Oil & Gas Exploration Services Ltd.
Registered Office	Tower 1, 5th Floor, NBCC Plaza, Sector V, Pushp Vihar, Saket, New Delhi – 110 017.
Name of the Member(s)	
Registered address	
Email Id	
Folio No/ Client Id/DP Id	

I/We, being the member(s) of Shares of the above named Company, hereby appoint :

- (i) Name Address
E-mail Id Signatureor failing him/ her
- (ii) Name Address
E-mail Id Signatureor failing him/ her
- (iii) Name Address
E-mail Id Signatureor failing him/ her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the members of the Company, to be held on Wednesday, the 30th day of September, 2015 at 12.00 noon at Community Center, Lado Sarai, Old M B Road, New Delhi-110030. and at any adjournment thereof in respect of such resolutions as are indicated below :

ORDINARY BUSINESS	
1.	Adoption of the Financial Statements for the year ended 31st March, 2015 together with the Reports of Directors' and Auditors' thereon.
2.	Re-appointment of Mr. PadamSinghee (DIN: 00021995) as Director.
3.	Re-appointment of M/s Vijay Prakash Gupta & Associates (Firm Registration No. 005570N), Chartered Accountants as Statutory Auditors of the Company and fixing their remunerations Director.

Signed this day of 2015

Signature of the Shareholder.....Signature of Proxyholder(s).....

Affix ₹ 1/-
Revenue
Stamp

Notes :-

- (i) This form of proxy in order to be effective should be duly filled up, stamped and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (ii) A proxy need not be a member of the Company.
- (iii) A person can act a proxy on behalf of the member not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (iv) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (v) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

