



## 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 20th Annual General Meeting of the Members of Shiv-Vani Oil & Gas Exploration Services Limited will be held on **Thursday, the 29th September, 2011** at 12.00 Noon at Khasra No. 193, F-6, Pushpanjali Farms, Bijwassa, New Delhi- 110061 for the transaction of the following businesses:-

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the Financial Year ended 31st March, 2011, the Balance Sheet as at that date, and the Reports of the Directors and Auditors thereon.
2. To declare a dividend for the Financial Year ended 31st March, 2011.
3. To appoint a Director in place of Mr. Prateep Kumar Lahiri, who retires by rotation, and being eligible, offer himself for re-appointment.
4. To appoint a Director in place of Mr. Rajneesh Gupta, who retires by rotation, and being eligible, offer himself for re-appointment.
5. 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

##### 6. RE-APPOINTMENT OF MR. PADAM SINGHEE AS JOINT MANAGING DIRECTOR

To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary 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, consent of the Company be and is here by accorded for the re-appointment of Mr. Padam Singhee as Joint Managing Director of the Company (not liable to retire by rotation) for a further period of five (5) years with effective from 1st June 2011 to 31st May 2016 on the terms and conditions and remuneration as mentioned herein below:

- A. **Monthly Basic Salary:** @ ₹ 20,00,000/- in the range of ₹ 20,00,000/- to ₹30,00,000/-

*(With the authority/liberty to the Board of Directors or any Committee thereof in its absolute discretion to decide salary and grant increase in the salary from time to time within the above range)*

- B. **Commission:** 1% of the total Net Profit of the Company

- C. **Perquisites, Allowances & other benefits :** He shall be entitled to 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 driver(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.

- D. **Other Conditions:** Subject to superintendence, control and direction, Mr. Padam Singhee shall perform such duties and functions as would be commensurate with his position as Joint Managing Director of the Company and as may be delegated by the Board from time to time.

## SHIV-VANI OIL & GAS EXPLORATION SERVICES LTD.

E. **Termination:** The Company or Mr. Padam 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.

**RESOLVED FURTHER THAT** the Board of Directors of the Company are hereby authorized to vary, alter or modify the different components of the above stated remuneration as may be agreed to between the Board of the Directors and Mr. Padam Singhee.

**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. Padam Singhee as Joint 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 Limited**

August 31, 2011  
New Delhi

**(Vimal Chadha)**  
Company Secretary

### NOTES:

- (i) An explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of the special business is annexed hereto.
- (ii) **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.**
- (iii) The corporate members are requested send to the Registered Office of the Company at Tower-1, 5th Floor, NBCC Plaza, Sector-V, Pushp Vihar, Saket, New Delhi-110017 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.
- (iv) The Register of members and Share Transfer Books of the Company will remain close from Wednesday, the 28th day of September 2011 to Thursday, the 29th day of September, 2011 (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 (Formerly Intime Spectrum Registry Limited) at A-40, 2nd Floor, Naraina Industrial area, Phase-II, New Delhi-110028 on or before 29th September, 2011 shall be included in the register of Members as on the date of the Annual General Meeting.
- (v) If the dividend on equity shares, as recommended by the Directors, is declared at the meeting, the payment of such dividend will be made to those Members of the Company whose name appear on the Register of Members of the Company as on the date of the Annual General Meeting. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per details furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
- (vi) In order to provide protection against fraudulent encashment of Dividend Warrant(s), shareholders holding shares in physical form are requested to intimate the Company under the signature of the sole/first joint holder, the following information be printed on the dividend warrant(s) : -
  - a. Name of the sole/first joint holder and Folio number;
  - b. Particulars of Bank account viz. name of the bank, Branch address with pin code, Bank account number with account type whether saving or current account.

- (vii) Members holding shares in electronic form may kindly note that their Bank details as furnished by the respective depositories to the Company will be printed on their dividend warrant(s), and that the company will not entertain any direct request from such member for deletion of/ change in such bank details. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to dividend paid on shares in electronic form. Members may, therefore, give instructions regarding bank account in which they wish to receive dividend, directly to their depository participants.
- (viii) Shareholders holding shares in physical form and wish to avail of the ECS facility may authorize the Company with their ECS mandate in the prescribed form, available at the registered office of the Company or at the Registrar i.e. Link Intime India Pvt. Limited (Formerly Intime Spectrum Registry Limited) at A-40, 2nd Floor, Naraina Industrial area, Phase-II, New Delhi-110028.
- (ix) The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with concerned Depository Participants. Members who hold shares in physical form are requested to register the same with the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd., New Delhi.
- (x) Members are requested to:
- 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.
  - 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.
  - 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.
  - 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.
- (xi) 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.
- (xii) 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.
- (xiii) 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:-
- any change in their address / mandate / bank details.
  - particulars of their bank account, in case the same have not been furnished earlier, and
  - 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.
- (xiv) The equity shares of the Company are listed at the Bombay Stock Exchange Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and National Stock Exchange of India Limited (NSE), Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Mumbai - 400 051.
- (xv) The Scrip Code of Equity shares at BSE and NSE are as follows:
- Scrip Code at BSE : 522175
- Scrip Code at NSE : SHIV-VANI

## SHIV-VANI OIL & GAS EXPLORATION SERVICES LTD.

(xvi) Listing fee for the financial year 2010-11 have been paid to BSE & NSE.

(xvii) Mr. Prateep Kumar Lahiri and Mr. Rajneesh Gupta, Directors of the Company are due to retire by rotation and being eligible offers themselves for re-appointment 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(s) seeking appointment / re-appointment at the Annual General Meeting, as required under Clause 49(IV) of the Listing Agreement with Stock Exchanges are given below:

Name	Mr. Prateep Kumar Lahiri	Mr. Rajneesh Gupta
Age	74 years	63 years
Qualification	Masters of Arts (Allahabad University) and, Diploma in Development Studies from Cambridge University, UK	B.Sc. from Allahabad University and B.E. (Elec) Honours.
Experience in specific functional area	<p>Mr. Prateep Kumar Lahiri is retired IAS of 1959 batch. He has more than 35 years experience of administration in the Indian Government and has held many prestigious positions in the administration. He has also held the position of Executive Director in the Asian Development Bank during 1991 to 1995. He has also been Secretary Revenue to the Government of India, Ministry of Finance, Department of Revenue and also Office on special duty in the rank of Secretary, Ministry of Finance, Department of Economic Affairs, Secretary to the Government of India, Ministry of Mines, Principal Secretary to the Government of Madhya Pradesh, Public Health and family Welfare Department, Joint Secretary to the Govt. of India, Ministry of Coal, Chairman of the Gwalior Development Authority and also served as Collector and District Magistrate in various district of Madhya Pradesh.</p> <p>During his association as with Govt. of India as Secretary and Additional Secretary he has also acted as Govt. nominee Director on the Board of Coal India limited, Neyvell Lignite Corporation, Eastern Coal Fields Limited, Mineral Exploration Corporation Ltd, Hindustan Zinc Ltd, Bharat Gold Mines Ltd, Bharat earth Movers Ltd, British India Corporation and Elgin Mills Ltd.</p>	<p>Mr. Rajneesh Gupta joined Indian telecom Services in 1972 in the Department of Telecommunication, Govt. of India. He has rich experience of more than 35 years. In his various positions he has worked as Chairman &amp; Managing Director of Mineral Exploration Corporation Ltd, under Ministry of Mines, Govt. of India and Managing Director, Bharat Gold Mines Limited. He has also been Director (network) in Videsh Sanchar Nigam Limited, under Department of Telecommunication, Govt. of India. Mr. Rajneesh Gupta was also the Director Technical Education, Department of Education, Ministry of Human resource development, Govt. of India. During his above tenure in various positions his major responsibilities were general administration and implementation of policies.</p>
Date of appointment on the Board of the Company	30th March 1996	30th January 2009
Chairman/ Member of the Committee of the Board of Directors of the Company.	None	Member - Audit Committee

Name of the other companies in which Directorship held (as per Section 275 and 278 of the Companies Act, 1956).	<ol style="list-style-type: none"> <li>1. Bharat Seats Limited</li> <li>2. Vishwakriya Housing Finance Ltd.</li> <li>3. ISM University, Dhanbad</li> </ol>	<ol style="list-style-type: none"> <li>1. Shiv-Vani Oil Services Ltd</li> <li>2. Shiv-Vani Energy Ltd.</li> <li>3. Godawari Green Energy Ltd.</li> <li>4. Shiv-Vani Infra Ltd.</li> </ol>
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).	<ol style="list-style-type: none"> <li>(i) Bharat Seats Limited Remuneration Committee - Chairman Audit Committee - Member Investors Grievance Committee- Member</li> <li>(ii) ISM University, Dhanbad Chairman, General Council &amp; Executive Board</li> </ol>	Nil

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

### Item No 6

Mr. Padam Singhee, Joint Managing Director of the Company is the promoter director and has been re-appointed by the shareholders in its meeting held on 29th May 2006 for a period of five years, which has been expired on 31st May 2011. The Board of directors of the Company in its meeting held on 13th May 2011 has approved the re-appointment of Mr. Padam Singhee for a further period of five years effective from 1st June 2011 on the terms and conditions and remuneration as set out in the proposed resolution no. 7 accompanying notice.

Mr. Padam Singhee holds 7,97,448 Equity Shares of the Company.

Companies (other than Shiv-Vani Oil & Gas Exploration Services Ltd) in which Mr. Padam Singhee holds directorships in terms of Section 275 of the Companies Act, 1956 and Committee membership are as follows:

#### Directorships:

1. Shiv-Vani Oil Services Ltd.
2. TNG Shiv Geo Services Ltd
3. Godawari Green Energy Ltd.
4. Shiv-Vani Infra Ltd.

**Chairmanships of the Board Committees** : Nil

**Member of Board Committees** : Nil

As per the provisions of the Companies Act, 1956 read with Schedule XIII the approval of the shareholders is required for re-appointment Mr. Padam Singhee as Joint Managing Director.

None of the Directors of the Company except Mr. Prem Singhee & Mr. Padam Singhee is in any way concerned or 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 Limited**

August 31, 2011  
New Delhi

**(Vimal Chadha)**  
Company Secretary





## SHIV-VANI OIL & GAS EXPLORATION SERVICES LIMITED

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### ATTENDANCE SLIP

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.

Name & address of the Shareholder/Proxy	DP ID*		Regd. Folio No.	
	Client ID*		No. of shares held	

I hereby record my presence at the 20th **ANNUAL GENERAL MEETING** of the Company held on Thursday, the 29th day of September, 2011 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.

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### PROXY FORM

DP ID*		Regd. Folio No.	
Client ID*		No. of shares held	

I/We ..... of .....  
in the district of .....being a member/members of Shiv-Vani Oil & Gas Exploration Services Ltd.  
hereby appoint.....of..... in the district  
of .....or failing him .....of.....in the district  
of..... as my/our proxy to vote for me/us and on  
my/our behalf at the 20th **ANNUAL GENERAL MEETING** to be held on Thursday, the 29th day of September, 2011  
at 12.00 Noon at **Khasra No. 193, F-6, Pushpanjali Farms, Bijwassan, New Delhi - 110 061** or at any adjournment  
thereof.

Signed at.....the..... day of ..... 2011.

\*Applicable for investors holding shares in electronic form.

Affix a  
Rs. 1  
Revenue  
Stamp

#### 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.

