

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the shareholders of Shivom Investment & Consultancy Limited will be held on Monday the 18th September, 2017 at 10:00 a.m. at the registered office of the Company at 91, N.S Road, 3rd Floor, Vilayati Kothi, Kolkata-700001, West Bengal to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, including the Audited Balance Sheet as at 31st March, 2017, the Statement of Profit & loss for the year ended on that date and the reports of Directors and Auditors thereon.
2. To consider and if thought fit pass, with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Bipin & Co., Chartered Accountants (FRN:101509W) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Surana Singh Rathi & Co, Chartered Accountants, (FRN: 317119E) who shall hold office for a period of 5 years (Five years), from the conclusion of this Annual general meeting until the conclusion of the Thirty Two Annual General Meeting of the Company subject to ratification by shareholders at each annual general meeting to be held hereafter at such remuneration as may be decided by the Board of Director in consultation with the Auditor’s.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

SPECIAL BUSINESS:

3. Re-designation and re-appointment of Mr. Varun Pravinchandra Aghara (DIN: 03046013) as a Managing Director.
To consider and if thought fit, to pass with or without modification, the following Resolution as **Special Resolution:**

“RESOLVED THAT in partial modification of the resolution passed by the Board of Director in its meeting held on 28th June, 2017, Mr. Varun Pravinchandra Aghara (DIN: 03046013) who was earlier designated as Non Executive Director to hold office till the conclusion of the Annual General Meeting be and is hereby re-designated as Executive cum Managing Director of the Company.

"RESOLVED FURTHER THAT the Company hereby accords its approval and consent under Sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 read with

Schedule V thereto, to the re-appointment of Mr. Varun Pravinchandra Aghara (DIN: 03046013) as Managing Director of the Company for a period of five years with effect from 18th September, 2017 and to receiving remuneration, benefits and amenities as Managing Director of the Company as set out in the Explanatory Statement annexed to the Notice of this Meeting and upon the terms and conditions and stipulations contained in an Agreement to be entered into between the Company and Mr. Varun Pravinchandra Aghara, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialled by the Chairman of the Meeting.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites as set out in the said draft Agreement shall nevertheless be paid and allowed to Mr. Varun Pravinchandra Aghara as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

4. To appoint Mr. Sharad Yashwant Harekar (DIN: 07875350) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following Resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the SEBI (LODR) Regulations, Mr. Sharad Yashwant Harekar (DIN: 07875350) who was appointed as an Additional Director pursuant to the provisions of Section 149 and 161(1) of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years."

Registered office:

91, N.S. Road, 3rd Floor
Vilayati Kothi
Kolkata-700001,
West Bengal

Place: Kolkata

Date: 14.08.2017

By order of the Board of Directors

For Shivom Investment & Consultancy Limited

Sd/-

(Ashish Murarka)

Company Secretary

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent 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 proxy for any other person or shareholders.
2. The Register of Member and Transfer Books will remain closed from Tuesday, the 12th day of September, 2017 to Monday, the 18th day of September, 2017 (both days inclusive) for the purpose of Annual General Meeting.
3. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the AGM as per **Item No-3 and 4** of aforesaid notice, is furnished as Annexure to the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided not less than 3 days of notice in writing is given to the company.
5. The notice is being sent to all members, whose names appear on the Register of Members/List of Beneficial Owners.
6. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his/her absence, by the next named member.
7. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
8. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days , except holidays between **11.00 A.M to 2.00 P.M** upto the date of declaration of the results of e-voting.
9. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
10. Members are requested to intimate change in their address if any immediately to Niche Technologies Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at D-511, Bagree Market, 5th Floor, 71, B.R.B. Basu Road, Kolkata 700 001, Phone - 033 2235-7270/ 7271, 2234-3576.
11. Members holding shares in physical form in the same set of names under different folios are requested

to apply for consolidation of such folios along with relevant Share Certificates to M/s. Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.

12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
13. Members/Proxies are requested to bring their Attendance Slip for attending the meeting and bring their copy of Annual Report in the meeting.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting. 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.
15. For members who have not registered their e-mail address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of Annual General Meeting and Annual report for 2016-2017 will be available on Company's website www.aryasthancorporation.in for their download.
16. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.
17. At present the Company's equity shares are listed on the stock exchange at Bombay Stock Exchange, Metropolitan Stock Exchange, Calcutta Stock Exchange Kolkata and listing fees for the current financial year 2017-2018 have been paid to the aforesaid Stock Exchange. Members are informed that the scripts of the Company have been activated both in Central Depositories Services Limited (CDSL) and National Securities & Depository Limited (NSDL) and may be dematerialized under the ISIN- INE074G01014. The custodian fees for the current financial year 2017- 2018 have been paid to all the aforesaid Depositories.
18. For any assistance or information about shares etc. members may contact the Company.

19. **VOTING THROUGH ELECTRONIC MEANS**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. The process and manner for remote e-voting are as under:

- (i) The remote e-voting period commences on Friday the 15th September, 2017 at 9:00 a.m. and ends on Sunday 17th September, 2017 at 5:00 p.m. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e- voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant Company Name i.e. **SHIVOM INVESTMENT AND CONSULTANCY LIMITED** on which you choose to vote on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cDSLindia.com.
- xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 15th September 2017, 9.00 a.m to 17th September, 2017, 5.00 p.m. Please follow the instructions as prompted by the mobile app while voting on your mobile.
18. Institutional Members / Bodies Corporate (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 through e- mail at sachinpilani22@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com on or before 17th September, 2017 upto 5:00 pm without which the vote shall not be treated as valid.
19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 11th September, 2017. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of 11th September, 2017. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 11th September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
23. Investors, who became members of the Company subsequent to the dispatch of the Notice/Email and hold the shares as on the cut-off date i.e. 11th September, 2017 are requested to send the written/ email communication to the Company at shivomicl@gmail.com by mentioning their Folio No. /DP ID and Client ID to obtain the Login-ID and Password for e-voting.
24. Mr. Sachin Kumar, Practicing Company Secretary, (C.P No. 14154) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses not in the employment of the company and shall make, not later than 48 hours of the conclusion of AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.



SHIVOM INVESTMENT & CONSULTANCY LIMITED

91, N. S. Road, 3rd Floor, Vilayati Kothi, Kolkata - 700001

Phone No. : 8232038374, Email ID: shivomicl@gmail.com

Website: www.shivominvestmentconsultancyLtd.com

CIN: L74140WB1990PLC049044

25. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
26. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
27. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.shivominvestmentconsultancyLtd.com> and on the website of CDSL. The same will be communicated to the stock exchanges where the company shares are listed.

Registered office:

91, N.S. Road, 3rd Floor
Vilayati Kothi
Kolkata-700001,
West Bengal

Place: Kolkata

Date: 14.08.2017

By order of the Board of Directors

For Shivom Investment & Consultancy Limited

Sd/-

(Ashish Murarka)

Company Secretary

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 3 of the Notice

Mr. Varun Pravinchandra Aghara (DIN: 03046013) was appointed as an Additional Director cum Non Executive Independent Director by the Board of Directors of the Company at its Meeting held on 28th June, 2017 and he shall hold office upto the date of the forthcoming Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013.

The Board of Director of the company decided to re-design or re-appoint Mr. Varun Pravinchandra Aghara (DIN: 03046013) as Executive cum Managing Director in the upcoming Annual General Meeting for shareholders approval.

The Company has received a notice from a Member signifying his intention to propose Mr. Varun Pravinchandra Aghara, as a candidate for the office of Director of the Company at the ensuing Annual General Meeting as a Managing Director of the Company. Mr. Varun Pravinchandra Aghara, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a director.

Mr. Varun Pravinchandra Aghara is not disqualified from being appointed as director in terms of section 164 of the Act.

It is proposed to seek the members' approval for the appointment of and remuneration payable to Mr. Varun Pravinchandra Aghara as Managing Director, in terms of the applicable provisions of the Act.

The requisite information stipulated under Schedule V is furnished hereunder:

1. Tenure of Agreement For a period of 5 years w.e.f 18th August, 2017.
2. Salary, Allowances and Commission (hereinafter referred to as "Remuneration"):
 - a) Basic Salary : Rs. 25,000/- per month
 - b) Perquisites/Allowances:
 - i) Medical Expenses: Reimbursement of actual medical expenses incurred in India including hospitalization, nursing homes and surgical charges for himself & family including premium on medical insurance.
 - ii) Travel Concession/Assistance: Travel Concession/Assistance (domestic) in respect of himself and his family.
 - iii) Personal Accident Insurance: Personal Accident Insurance policy as per rules of the Company.
 - iv) Leave: Leave with full pay or encashment thereof, as per the rules of the Company.
 - v) Communication Facilities: Telephone, Tele-fax & other communication facilities at residence.

Other Perquisites: Subject to overall ceiling on remuneration, Mr. Varun Pravinchandra Aghara may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company.

3. **Minimum Remuneration:**

Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, pay Mr. Varun Pravinchandra Aghara remuneration by way of salary, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Varun Pravinchandra Aghara.

4. **Nature of Duties:**

- a. The Managing Director shall devote his whole time attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company including performing duties as assigned by the Board from time to time.
- b. The Managing Director shall not exceed the powers so delegated by the Board.
- c. The Managing Director undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

5. **Other Terms & condition:**

- a. The employment of the Managing Director may be terminated by the Company without notice or payment in lieu of notice:
- b. if the Managing Director is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company or any subsidiary or associated Company to which he is required by the Agreement to render services; or
- c. in the event of any serious or repeated or continuing breach (after prior warning) or non-observance by the Managing Director of any of the stipulations contained in the Agreement to be executed between the Company and the Managing Director; or
- d. In the event the Board expresses its loss of confidence in the Managing Director.
- e. In the event the Managing Director is not in a position to discharge his official duties due to any physical or mental incapacity, the Board shall be entitled to terminate his contract on such terms as the Board may consider appropriate in the circumstances.
- f. If and when the Agreement expires or is terminated for any reason whatsoever, Mr. Varun Pravinchandra Aghara will cease to be the Managing Director/CFO and also cease to be a Director. If at any time, Mr. Varun Pravinchandra Aghara, ceases to be a Director of the Company for any reason whatsoever, he shall cease to be the Managing Director and the Agreement shall forthwith terminate.

None of the directors or key managerial personnel or their relatives, except Mr. Varun Pravinchandra Aghara, is concerned or interested in the said resolution.

The Boards commends the special resolution set out in item No. 3 of the Notice for approval by the Shareholders.

Item No. 4 of the Notice

Mr. Sharad Yashwant Harekar (DIN: 07875350) was appointed as an Additional Director cum Non Executive Independent Director by the Board of Directors of the Company at its Meeting held on 5th August, 2017 and he shall hold office up to the date of the forthcoming Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013.

The Company has received a notice from a Member signifying his intention to propose Mr. Sharad Yashwant Harekar (DIN: 07875350), as a candidate for the office of Director of the Company at the ensuing Annual General Meeting as Non Executive Independent Director of the Company. Mr. Sharad Yashwant Harekar, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Sharad Yashwant Harekar that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI (LODR) Regulation, 2015.

In the opinion of the Board, Mr. Sharad Yashwant Harekar, fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI (LODR) Regulation 2015, Mr. Sharad Yashwant Harekar, is independent of the management.

He does not hold any shares in the Company.

Mr. Mr. Sharad Yashwant Harekar is not disqualified from being appointed as director in terms of section 164 of the Act.

None of the directors or key managerial personnel or their relatives, except Mr. Sharad Yashwant Harekar, is concerned or interested in the said resolution.

The Boards commends the ordinary resolution set out in item No. 4 of the Notice for approval by the Shareholders.

ANNEXURE TO THE NOTICE

Brief Resume of the Directors seeking Re-Appointment at the Annual General Meeting pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015

Item No. 3 & 4 of the Notice

As regards re-designation and appointment of Varun Pravinchandra Aghara (DIN: 03046013) and appointment of Mr. Sharad Yashwant Harekar referred to in Item No. 3 and 4 of the Notice, the following necessary disclosures are made for the information of the shareholders:

Name of Director	Mr. Varun Pravinchandra Aghara (DIN: 03046013)	Mr. Sharad Yashwant Harekar (DIN: 07875350)
Date of Birth	31/05/1984	27/03/1969
Date of Appointment	28/06/2017	05/08/2017
Nationality	Indian	Indian
Designation	Managing Director	Non-Executive
Qualification	B.Com	B.Com
Expertise in specific functional areas	He is expertise in Finance	He is expertise in Finance
Present Status of Directorship in this Company	Executive Director	Non-Executive Independent Director
Shares held in the Company	Nil	Nil
Directorship in other Companies	Shree Ganesh Bio-Tech (India) Limited Accited Bizvisors Private Limited	Nil
Seeking Appointment/re-appointment	Seeking re-appointment	Seeking re-appointment
Rotational Status	Liable to retire by rotation.	Not retire by rotation



SHIVOM INVESTMENT & CONSULTANCY LIMITED

91, N. S. Road, 3rd Floor, Vilayati Kothi, Kolkata - 700001

Phone No. : 8232038374, Email ID: shivomicl@gmail.com

Website: www.shivominvestmentconsultancyLtd.com

CIN: L74140WB1990PLC049044

ATTENDANCE SLIP

(TO BE SIGNED AND HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy/ Authorised Representative, if any	

I/We hereby record my/ our presence at the 27th Annual General Meeting to be held on Monday, 18th September, 2017 at 10:00 a.m. at 91, N. S. Road, 3rd Floor, Vilayati Kothi, Kolkata - 700001

Member's / Proxy's Name in Block Letter

Member's / Proxy's Signature

Note: The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and handover the same at the venue entrance.



SHIVOM INVESTMENT & CONSULTANCY LIMITED

91, N. S. Road, 3rd Floor, Vilayati Kothi, Kolkata - 700001

Phone No. : 8232038374, Email ID: shivomicl@gmail.com

Website: www.shivominvestmentconsultancy.com

CIN: L74140WB1990PLC049044

Form No. MGT-11 PROXY FORM

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

CIN: L74140WB1990PLC049044

Name of the Company: Shivom Investment & Consultancy Limited

Registered Office: 91, N. S. Road, 3rd Floor, Vilayati Kothi, Kolkata - 700001

Name of the member(s)	
Registered address:	
E-mail Id:	
Folio No. / Client Id	
DP ID:	

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

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

3. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Monday, 18th September, 2017 at 10:00 a.m. at 91, N. S. Road, 3rd Floor, Vilayati Kothi, Kolkata - 700001, West Bengal, and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Description of Resolutions:
1.	To receive consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2017 and the Report of the Board of Directors and the Auditors thereon.
2.	To appoint new Statutory Auditors M/s. Bipin & Co.
3.	To appoint Mr. Varun Pravinchandra Aghara (DIN: 03046013) as a Managing Director of the Company.
4.	To appoint Mr. Sharad Yashwant Harekar (DIN: 07875350) as an Independent Director of the Company



SHIVOM INVESTMENT & CONSULTANCY LIMITED

91, N. S. Road, 3rd Floor, Vilayati Kothi, Kolkata - 700001

Phone No. : 8232038374, Email ID: shivomicl@gmail.com

Website: www.shivominvestmentconsultancyLtd.com

CIN: L74140WB1990PLC049044

Signed this day of 2017

Affix Revenue Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

2. Any alteration or correction made to this Proxy form must be initialled by the signatory / signatories.

Route Map to the AGM Venue

