



## SHIVKAMAL IMPEX LIMITED

Regd. Office: Ground Floor, Block-P-7, Green Park (Extn.) New Delhi-110016

Tel: 011-26192964, e-mail: siv\_kamal@yahoo.com,info@shivkamalimpex.com

CIN: L52110DL1985PLC019893

### NOTICE

Notice is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of Shivkamal Impex Limited (the Company) will be held on Thursday, July 27, 2017 at 10:00 A.M. at the Registered Office of the Company, Ground Floor, Block-P- 7, Green Park (Extn), New Delhi- 110016 to transact the following business:

#### ORDINARY BUSINESS:

##### Item No. 1

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of the Board of Directors and the Auditors thereon.

##### Item No. 2

To appoint a Director in place of Mr. Lavkush Mishra (DIN: 02241380) who retires by rotation, and being eligible, offers himself for re-appointment.

##### Item No. 3

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Jain Arun & Co., Chartered Accountants (Firm Registration No. 011158N) be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s. Multi Associates, Chartered Accountants (Firm Registration No. 509955C), the retiring Statutory Auditor, for a period of five years to hold office until the conclusion of the 37<sup>th</sup> Annual General Meeting (AGM) of the Company, subject to ratification of their appointment by the Members at every AGM held after this AGM.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to fix the remuneration payable to the Statutory Auditors and to reimburse their out of pocket expenses incurred for the purpose of audit.”

#### SPECIAL BUSINESS:

##### Item No. 4

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

**“RESOLVED THAT** Ms. Anu Jain (DIN: 03515530) be and is hereby re-designated as a Non- Executive Director of the Company.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be deemed necessary to give effect to this above resolution.”

Place: New Delhi  
Date: May 23, 2017

By Order of the Board  
For **SHIVKAMAL IMPEX LIMITED**

**Anu Jain**  
**Managing Director**  
**& Company Secretary**

**Registered office:**

Ground Floor, Block P-7  
Green Park (Extn),  
New Delhi- 110016

**NOTES**

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act, 2013) with respect to Item No. 3 and 4 of the Notice is annexed hereto. The relevant details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Item No. 2 and 4 hereinabove are also annexed with this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**  
Proxies in order to be effective must be received by the Company, duly completed and signed, at its registered office not less than 48 hours before the scheduled time of the Annual General Meeting (AGM). A blank proxy form is enclosed.  
**A person can act as Proxy on behalf of the Members, not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total Share Capital of the Company. However, a Member holding more than 10% of the total Share Capital may appoint a single person as the Proxy and such person shall not act as the Proxy of any other person or Shareholder.**
3. The Proxy holder shall prove his/her identity at the time of attending the Meeting.
4. When a Member appoints a Proxy and both the Member and the Proxy attend the meeting, the Proxy stands automatically revoked.
5. Requisition for inspection of Proxies shall be received from the Members entitled to vote on any resolution at least three days before the commencement of the AGM. Proxies shall be made available for inspection during the period beginning twenty four hours before the time fixed for the commencement of the AGM and ending with the conclusion of the Meeting.
6. Corporate Member(s) intending to send their Authorized Representative(s) are requested to send, to the Company, a certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing such representative(s) to attend and vote at the AGM.
7. The Register of Members and Share Transfer Books will remain closed from Friday, July 21, 2017 to Thursday, July 27, 2017 (both days inclusive) for the purpose of AGM.
8. Members, Proxies and Authorized Representatives of the Corporate Member(s) are requested to bring to the Meeting, the Attendance Slip, duly completed and signed.

9. Members who are holding Shares in physical form are requested to notify the change(s), if any, in their addresses or Bank details to the Company's Registrar and Transfer Agent (RTA), **Beetal Financial & Computer Services (P) Limited**. Members holding Shares in dematerialized form are requested to notify any change in their address or Bank details to their respective Depository Participants.
10. In case of joint holders attending the AGM, the Member whose name appears first, in the order of the names as per the Register of Members of the Company, shall only be entitled to vote at the AGM.
11. Members holding Shares in physical form are advised to convert their holding to dematerialize form to eliminate all risk associated with physical shares and to avail the benefits of dematerialization which beside others include easy liquidity, electronic transfer, savings in stamp duty, etc.
12. The Ministry of Corporate Affairs has taken "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 effected through e-mail to its members. To support this green initiative of the Government in full measure, the Company is sending Annual Report electronically to those Members whose e-mail IDs are registered with the Company/Depositories, unless the Member has specifically requested the Company to send such Annual Report in physical form.

The Members who hold shares in dematerialized form and who have not registered/ updated their e-mail addresses so far, are requested to register/update their e-mail addresses with the Depository through their concerned Depository Participant. Members who hold their Shares in physical form shall be sent hard copies of the Annual Report and who are desirous of receiving the communications/ documents in electronic form are requested to promptly register their e-mail addresses with the Company. The registered e-mail address will be used for sending all future communications.
13. The route map to the venue of the 32<sup>nd</sup> AGM is annexed to this Notice.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide to its 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 National Securities Depository Limited (NSDL).
15. The facility for voting through ballot paper or polling 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 or polling paper.
16. 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.
17. The remote e-voting period commences on July 24, 2017 at 9:00 A.M and ends on July 26, 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 i.e. Thursday, July 20, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

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

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

*NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".*

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put your user ID and password (the initial password mentioned in the e-mail sent by NSDL to shareholders whose email addresses are registered with the company/depository participant(s) or mentioned in the postal ballot form) and verification code as displayed. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "**SHIVKAMAL IMPEX LIMITED**".

(viii) Now you are ready for remote 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 you have voted on the resolution, you will not be allowed to modify your vote.

(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 [primekoss@hotmail.com](mailto:primekoss@hotmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM:

<b><u>EVEN (Remote e-voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>
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(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

19. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

20. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

*NOTE: Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*

21. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
22. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 20, 2017.
23. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. July 20, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to RTA at [beetalrta@gmail.com](mailto:beetalrta@gmail.com).  
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
25. Mr. Khalid Omar Siddiqui, Practicing Company Secretary (Membership No. 2229) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
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” or “Poling 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 Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 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.
28. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company <http://www.shivkamalimpex.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Place: New Delhi  
Date: May 23, 2017

By Order of the Board  
For **SHIVKAMAL IMPEX LIMITED**

**Anu Jain**  
**Managing Director**  
**& Company Secretary**

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### Item No. 3

M/s. Multi Associates, Chartered Accountants (FRN: 509955C) holds office as Statutory Auditors of the Company until the conclusion of the 32<sup>nd</sup> AGM of the Company and are not eligible for re-appointment in terms of Section 139 of the Companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the Company, on the recommendation of Audit Committee, in its meeting held on May 23, 2017 has proposed the appointment of M/s. Jain Arun & Co., Chartered Accountants (Firm Registration No. 011158N) as the Statutory Auditors of the Company to hold office for a period of five years until the conclusion of 37<sup>th</sup> AGM of the Company (subject to ratification of their appointment at each AGM held after 32<sup>nd</sup> AGM).

The Board recommends the ordinary resolution set out in Item No. 3 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel (KMP) or their respective relatives is concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the Notice.

### Item No. 4

Ms. Anu Jain has ceased to be the Managing Director of the Company w.e.f June 1, 2017 and will continue to associate with the Company as a Non- Executive Director.

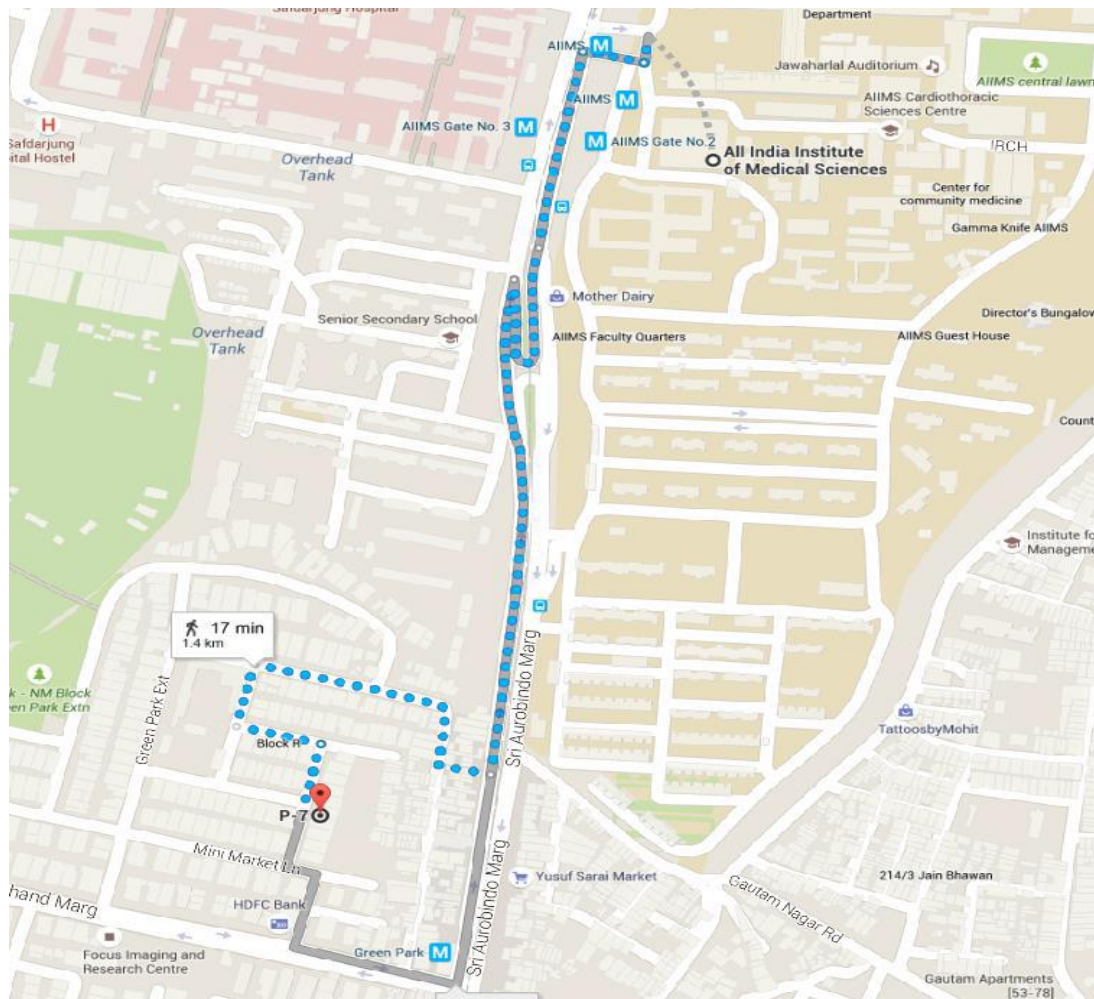
Except Mr. Manu Jain who was appointed as Chief Financial Officer of the Company w.e.f May 23, 2017, no other Director or Key Managerial Personnel of the Company or their respective relatives is interested/ concerned, financially or otherwise in this Resolution.

### Particulars of the Directors seeking appointment/ re- appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

NAME	Lavkush Mishra	Anu Jain
Age	33 years	28 years
Date of Appointment/ Re- appointment	20/06/2008	02/05/2011
Nature of Expertise in specific functional areas	Mr. Lavkush Mishra has been serving the Company since 2008 as a Director. He is the Non-executive Director of the Company. His determination, dedication, Knowledge and Maturity, has helped the Board to take difficult and important decisions.	Ms Anu Jain started her career with Shivkamal Impex Limited as a Director of the Company. She is Young and energetic and is serving the Company for last six years. Her determination, dedication and hard work led her to the position of the Managing Director of the Company.
Brief Resume	M.Com	B.A (Eng) Hons and an Associate Member of ICSI

<b>Names of the Listed Companies in which he/she holds Directorships/ Committee Membership</b>	<b>Director in:</b> 1. Shiv Kamal Impex Limited  <b>Chairperson/ Committees:</b> Nil	<b>Director in:</b> 1. Shiv Kamal Impex Limited  <b>Chairperson/ Committees:</b> In Shiv Kamal Impex Limited Stakeholder Relationship Committee: Member
<b>Relationships between Directors <i>inter- se</i></b>	Not Applicable	Not Applicable
<b>No. of Shares held</b>	Nil	Nil

**ROUTE MAP TO THE VENUE OF 32ND ANNUAL GENERAL MEETING TO BE HELD ON THURSDAY, JULY 27, 2017 AT GROUND FLOOR, BLOCK- P-7, GREEN PARK (EXTN), NEW DELHI-110016**



**PROXY FORM**  
**FORM NO. 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: **L52110DL1985PLC019893**

Name of the Company: **SHIVKAMAL IMPEX LIMITED**

Registered Office: **Ground Floor, Block P- 7, Green Park (Extn), New Delhi- 110016**

<b>Name of the Member(s):</b> _____
<b>Registered Address:</b> _____
<b>E- Mail ID:</b> _____
<b>Folio No./ Client ID:</b> _____
<b>DP ID:</b> _____

I/ We, being the Member(s) holding .....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: .....

as my/our proxy to attend and vote for me/ us and my/ our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company, to be held on Thursday, July 27, 2017 at 10: 00 A.M. at Ground Floor, Block- P-7, Green Park (Extn), New Delhi- 110016 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No (s)**

1. Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of the Board of Directors and the Auditors thereon.
2. Appointment of a Director in place of Mr. Lavkush Mishra (holding DIN: 02241380) who retires by rotation, and being eligible, offers himself for re- appointment.
3. Appointment of M/s. Jain Arun & Co., Chartered Accountants (Firm Registration No. 011158N) as Statutory Auditors of the Company for a period of five years and to fix their remuneration.
4. Approval for change in designation of Ms. Anu Jain

Affix Revenue Stamp
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Signed this..... day of ..... 2017

Signature of Shareholder.....

Signature of Proxy holder(s) .....

Note: 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. For the Resolutions and Notes, please refer to the Notice of the 32<sup>nd</sup> Annual General Meeting.

<p style="text-align: center;"><b>32<sup>ND</sup> ANNUAL GENERAL MEETING</b>  <b>ATTENDANCE SLIP</b></p> <p>Attendance by  (Please tick the appropriate box)</p> <p><input type="checkbox"/> Member</p> <p><input type="checkbox"/> Proxy</p> <p><input type="checkbox"/> Authorised Representative</p>
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**Name(s) of the Member(s) (including joint holders, if any):** \_\_\_\_\_

**Registered Address:** \_\_\_\_\_

**No. of Shares held:** \_\_\_\_\_

**Folio No. / Client ID & DP ID:** \_\_\_\_\_

I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company being held on Thursday, July 27, 2017 at 10: 00 A.M. at its Registered Office at Ground Floor, Block- P-7, Green Park (Extn), New Delhi- 110016

.....  
Name of Shareholder/ Proxy (in BLOCK LETTERS)

.....  
Shareholder's/ Proxy's Signature

**Note: Please cut here and bring the above Attendance Slip to the Meeting.**

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#### ELECTRONIC VOTING PARTICULARS

EVSN	USER ID	SEQUENCE NUMBER
	For shareholders holding shares in Demat Form: <ul style="list-style-type: none"> <li>For NSDL: 8 Character DP ID followed by 8 Digits Client ID</li> <li>For CDSL: 16 digits beneficiary ID</li> </ul> For Shareholders holding shares in Physical Form: <ul style="list-style-type: none"> <li>Folio Number registered with the Company</li> </ul>	

Note: The remote e- Voting period commences on Monday, July 24, 2017 at 09:00 AM and ends on Wednesday, July 26, 2017 at 05: 00 PM.