

**SHIVAMSHREE BUSINESSES LIMITED**  
**(Erstwhile known as Siddarth Businesses Limited)**  
Regd Office: A-31, Gali No. 2, Madhu Vihar, Hanuman Mandir Delhi-110092  
Co. office:F-12, 1<sup>st</sup> Floor, Pushpak Appt, Opp. Ratnakar-6, Jodhpur Gam, Satellite, Ahmedabad-380015  
Ph. No. +91 79 40063353, Email: [info@shivamshree.com](mailto:info@shivamshree.com)  
Website: <http://www.shivamshree.com>  
CIN- L01403DL1983PLC015704

## NOTICE OF POSTAL BALLOT / E-VOTING

**Dear Member(s),**

Notice is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, Rules and Regulations, if any, Shivamshree Businesses Limited (the "Company") hereby seeks your approval by way of Special Resolutions through Postal Ballot/e-voting in respect of the following special business(es).

Detailed explanatory statement setting out the material facts concerning the resolutions and instructions for e-voting are annexed to the Notice of Postal Ballot/e-voting (the "Notice").

### **Special Business:**

#### **Item No. 1**

#### **Shifting of Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Gujarat**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**"Resolved that** pursuant to the provisions of Section 12, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or reenactment(s) thereof for the time being in force) and subject to the approval of the Central Government (power delegated to Regional Director) and/or any other authority(ies) as may be prescribed from time to time and subject to such other approvals, permissions and sanctions, as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Gujarat and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

#### **II. The Registered Office of the Company will be situated in the State of Gujarat.**

**Resolved further that** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to make any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent as may be considered necessary and to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders for shifting of Registered Office from the authorities concerned and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

**By order of the Board**  
**ShivamShree Businesses Limited**

**Date-04/04/2019**  
**Place- Ahmedabad**

**PrafulBhai ParshottamBhai Bavishiya**  
**(DIN:01908180)**  
**Managing Director**  
**Add: 30, Sangathan Society, Opp. Sunrise Park.**  
**Vastrapur, Ahmedabad -380015**

**Notes:**

1. Explanatory Statement and reasons for the proposed Special Businesses pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
3. The notice is being sent to all the members by post / courier (and electronically by email to those members who have registered their email IDs with the Company/Registrar), whose names appear in the Register of Members / Record of Depositories as on Friday, 31<sup>st</sup> March 2019 and these will be considered for voting.
4. The dispatch of the Postal Ballot Notices will be completed by Tuesday, 9<sup>th</sup> April, 2019. The voting through Postal Ballot end on, Thursday 9<sup>th</sup> May 2019 at 5.00 P.M. E-voting will commence on Wednesday, 10<sup>th</sup> April 2019 at 9:00 A.M. and end on, Thursday, 9<sup>th</sup> May 2019 at 5.00 P.M.
5. A member who has not received the Postal Ballot Form may request the Company for a duplicate form. The Postal Ballot Form/duplicate Postal Ballot Form duly completed in all respects should reach the Scrutinizer before 5.00 P.M. on Thursday 9<sup>th</sup> May 2019. The Postal Ballot received after the said date will be treated as not having been received.
6. Resolutions passed by the members through Postal Ballots are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution and Ordinary Resolution shall be declared as passed, if the number of votes cast in favor of the Resolution is not less than two times the number of votes cast against the Resolution .
7. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
8. The Board of Directors of the Company has appointed Ms. Neha Arora, Company Secretary in Practice, Delhi as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of the scrutiny, the Scrutinizer will submit her report to the Director of the Company.
9. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Director of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders had assented to the Resolutions. The result of the Postal Ballot will be declared on Saturday, 11<sup>th</sup> May 2019, at the Registered Office of the Company. After declaration, the result of the Postal Ballot will also be posted on the Company's website [www.shivamshree.com](http://www.shivamshree.com) besides communicating the same to the Bombay Stock Exchange Limited where the shares of the Company are listed.
10. The Postal Ballot form and the postage prepaid self-addressed business reply envelope are enclosed for use of members. Members are requested to carefully read the instructions printed on the backside of the Postal Ballot Form before exercising their vote.
11. The Company is extending its offer of e-voting facility as an alternate, for its Members to enable them to cast their vote electronically instead of dispatching Postal Ballot. The members have option to vote either through e-voting or through the physical Postal Ballot form. If a member opts for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote, via physical Postal Ballot and e-voting, then voting through physical Postal Ballot shall prevail and voting done by e-voting shall be treated as invalid.

**The instructions for shareholders voting electronically are as under:**

The Company viz; Shivamshree Businesses Limited of which you are a shareholder has engaged CDSL for providing Remote E-voting services through the e-Voting platform of CDSL. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in voting on resolutions placed by Company on e-Voting system. The process of login to e -Voting website is given below:

- (i) The voting period begins on Wednesday, 10<sup>th</sup> April 2019 at 9:00 A.M. and ends on, Thursday, 9<sup>th</sup> May 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e.05<sup>th</sup> April, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"><li>• 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.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User 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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

The result of voting will be announced at Registered Office at A-31, Gali No. 2, Madhu Vihar, Hanuman Mandir Delhi-110092 by the Chairman of the Meeting on Saturday 11<sup>th</sup> May, 2019. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

Name and Address of the Stock Exchange at which Company’s shares are listed.

**Bombay Stock Exchange**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai-400001**

## Explanatory Statement

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

#### Item No. 1

Presently, the Registered Office of the Company is situated in the National Capital Territory (NCT) of Delhi and the Head Office overseeing the day to day operations of the Company is situated at Ahmedabad in the State of Gujarat. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on April 4<sup>TH</sup>, 2019 has recommended to shift the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Gujarat.

The shifting of Registered Office from the National Capital Territory (NCT) of Delhi to the State of Gujarat is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12, 13, 110 and all other applicable provisions, if any, of the Act read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association (the “MOA”) of the Company requires the approval of the members of the Company by means of a Special Resolution through Postal Ballot and approval of the Central Government (power delegated to Regional Director).

In light of the above facts, the approval of the members is sought through Postal Ballot/e-voting for shifting of the Registered Office of the Company from the National Capital Territory (NCT) of Delhi to the State of Gujarat and consequently for altering Clause II of the MOA.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 1 for approval of the members as a Special Resolution.

By order of the Board  
**ShivamShree Businesses Limited**

Date-04/04/2019  
Place- Ahmedabad

**PrafulBhai ParshottamBhai Bavishiya**  
**(DIN:01908180)**  
**Managing Director**  
**Add: 30, Sangathan Society, Opp. Sunrise Park.**  
**Vastrapur, Ahmedabad -380015**