



NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the Members of *Shaival Realty Limited* will be held at the Registered Office of the Company at *A/1, Maharaja Palace, Near Vijay Cross Road Navrangpura Ahmedabad, 380009, Gujarat*, on *Friday, June 30, 2017 at 11.00 A.M.* to transact, the following:

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without modification, the following Resolutions:

Reso. No. 1.

As a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolutions passed by the Members in their meeting, the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, under Section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company’s bankers in the ordinary course of business, provided however, the total amount so borrowed *shall not exceed ₹100.00 crores (Rupees One Hundred Cores only)* at any point of time.”

“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to take from time to time all decisions and such steps as may be necessary for completing the above resolution including obtaining the necessary approvals whether statutory, contractual or otherwise in this regard and for the purpose and other terms and conditions of such transactions as they may, in their sole and absolute discretion, deem appropriate”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to file necessary forms with the Registrar of Companies, Ahmedabad and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.”

Reso. No. 2.

As a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolutions passed by the Members in their meeting, the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, under Section 186 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification thereof for the time being in force and as may be enacted from time to time), and subject to such other approvals, consents, sanctions and permissions, as may be necessary, to make loan(s) and or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to any person and/or to acquire by way of subscription, purchase or otherwise the securities of any body corporate of such amount as may be decided by the Board notwithstanding the fact that the overall investments, loans granted and securities furnished put together with the existing investments, loans granted and securities furnished *does not exceed the maximum aggregate limit of ₹100 Crores (Rupees One Hundred Crore)* at any point of time.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for completing the above resolution including obtaining the necessary approvals whether statutory, contractual or otherwise in this regard and for the purpose and other terms and conditions of such transactions as they may, in their sole and absolute discretion, deem appropriate”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to file necessary forms with the Registrar of Companies, Ahmedabad and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.”

Reso. No. 3.

As a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolutions passed by the Members in their meeting, the consent of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, under Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 to pledge, mortgage and/or charge by the Board of Directors and/or Committee of Directors of the Company, by way of charge on all the immovable and movable properties of the Company in favour of the Banks, Financial Institutions, any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the Principal together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the maximum extent of the indebtedness secured by the properties of the Company *does not exceed ₹ 100 crores (Rupees One Hundred Crore only)* at any point of time.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for completing the above resolution including obtaining the necessary approvals whether statutory, contractual or otherwise in this regard and for the purpose and other terms and conditions of such transactions as they may, in their sole and absolute discretion, deem appropriate”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to file necessary forms with the Registrar of Companies, Ahmedabad and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or any Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.”

Reso. No. 4.

As a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Article of Association of the Company read with Section 196 of the Companies Act, 2013 and Schedule V to the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof for the time being in force), recommendation of the Nomination and Remuneration and Audit Committee and subject to such other consents, approvals and permissions if any needed, remuneration of Mr. Mayur M. Desai, Managing Director, (DIN: 00143018) be and is hereby revised on the terms and conditions hereinafter mentioned with effect from 1st April 2017:

Consolidated Salary : Upto a Maximum of ₹ 60 lacs p.a. which includes the variable pay and perquisites, with the authority to Board to fix the salary within the said maximum amount from time to time.

Tenure of Remuneration: 3 years w.e.f 1st April, 2017.

Other Terms & Conditions:

- 1) No sitting fees will be paid to for attending meeting of the Board of Directors or any committee thereof.
- 2) However, he shall be entitled for re-imbursement of all the expenses incurred by him for the official work on actual basis.
- 3) His total remuneration in any financial year shall not exceed the limit as mentioned in Section 196 of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013.

“RESOLVED FURTHER THAT the terms and conditions of may be altered and varied from time to time by the Board after the consultation of Nomination & Remuneration Committee and Audit Committee, in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors, be and is hereby authorised to file necessary forms with the Registrar of Companies, Ahmedabad and to do or cause to do such other acts, deeds things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above.”

Reso. No. 5.

As an Ordinary Resolution:

“RESOLVED THAT pursuant to the applicable provisions of Companies Act 2013 (to the extent applicable), applicable Rules, if any, and the applicable provisions of Articles of Association of the Company, the consent of the Members be and is hereby accorded for payment of sitting fees of ₹ 5000/- (Rupees Five Thousand Only) to the Non-Executive Directors of the Company with immediate effect, for every meeting of the Board of Directors attended by them.”

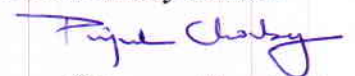
“FURTHER RESOLVED THAT the Board of Directors of the Company, with the approval of the Nomination and Remuneration Committee, be and is hereby authorised to vary or increase the sitting fees to the extent the Board of Directors may consider appropriate, as may be permitted or authorised in accordance with the provisions of the Companies Act, 2013 or re-enactment thereof and/or Rules or Regulations framed there under to do all such acts, deeds, things as may be required to give effect to this resolution”

Date: 26th May, 2017

Place:

A/1, Maharaja Palace,
Near Vijay Cross Road Navrangpura,
Ahmedabad, 380009, Gujarat

**By Order of the Board
Shaival Reality Limited**



(Company Secretary)

Membership No: A29454

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE MEETING. PROXIES SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY APPROPRIATE RESOLUTIONS/AUTHORITY, AS APPLICABLE.**
2. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Notice of the EGM along with the explanatory statement is sent to all members via email at the email address registered with the RTA.
4. 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 at the Meeting.
5. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. All Members are requested to
 - ✓ intimate immediately any change in their address to Company's Registrar and Share Transfer Agent
 - ✓ Send all correspondence relating to transfer and transmission of shares to Registrar of shares to Registrar and Transfer Agent and not to the Company. Quote their Folio No. / Client ID No. in their correspondence with the Registrar and Share Transfer Agent.
 - ✓ Send their queries related to accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
 - ✓ Intimate Registrar and Share Transfer Agent *M/s Bigshare Services Private Limited* for consolidation of folios, in case having more than one folio .
 - ✓ Bring their copies of annual report and attendance slip with them at the meeting.
 - ✓ Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank detail, mandates, nominations, power of

- ✓ attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in Company's records which will help the Company and its Registrars and Transfer Agents, M/s Bigshare Services Private Limited, to provide efficient and better service to the Members. Members holding share in physical form are requested to advice such changes to the Company's Registrar and transfer agents, M/s Bigshare Services Private Limited. Members still holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares. Members can contact the Company's Registrar & Transfer Agent, M/s Bigshare Services Private Limited.
8. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as part of its green initiatives in corporate governance. To support the green initiative of the Ministry of Corporate Affairs, the Notice convening the EGM along with explanatory etc. is being sent by electronic mode to those Members whose email addresses are registered with the RTA / Depositories, unless any Member has requested form a physical copy of the same.
9. Members may note that this Notice along with necessary annexure will also be available on the Company's website www.shaivalgroup.ooo.

Date: 26th May, 2017

Place:

A/1, Maharaja Palace,
Near Vijay Cross Road Navrangpura,
Ahmedabad, 380009, Gujarat

**By Order of the Board
Shaival Reality Limited**



**(Company Secretary)
Membership No: A29454**

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

Item No. 1

As per the provisions of Section 180 (1) (c) of the Companies Act, 2013, the Company can borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business. These limits can be exceeded provided the shareholders by way of a Special Resolution permit the Board for such purposes.

Members are informed that the existing limits laid down by the Shareholders of the Company pursuant to Section 180 (1) (c) of the Companies Act, 2013 is ₹ 50 Crores (Rupees Fifty Crores), which was approved by the shareholders vide their meeting dated January 16, 2015. The Board of Directors have approved the proposal for making further investment in their transportation and other allied divisions, which when aggregated with the existing borrowing may exceed the earlier limit as sanctioned by the shareholders. Consequentially, the Company is approaching its shareholders for seeking permission to enhance the limits to ₹ 100 (Rupees One Hundred Crores) from the existing limit of ₹ 50 Crores (Rupees Fifty Crores) by passing a Special Resolution at the Extra-ordinary General Meeting.

In view of the above, the Board recommends the Resolution for being passed by the Shareholders.

No Director or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the aforesaid Resolution.

Item No. 2

As per the provisions of section 186 of the Companies Act, 2013, the Board of Directors of a Company can advance any loan, furnish any guarantee and security made to any person in connection with a loan advanced to such person by any other person, including employees, and make investment in securities of any other body corporate, within the limits of 60% (Sixty percent) of the Paid up Capital and Free Reserves inclusive of Securities Premium Account or 100% (Hundred Percent) of the free reserves inclusive of Securities Premium Account, whichever is higher. These limits can be exceeded provided the shareholders by way of a Special Resolution permit the Board for such purposes.

Members are informed that the existing limits laid down by the Shareholders of the Company pursuant to Section 186 of the Companies Act, 2013 is ₹ 50 Crores (Rupees Fifty Crores), which was approved by the shareholders vide their meeting dated January 16, 2015. The Board of Directors have approved the proposal for making further investment in their transportation and other allied divisions, which when aggregated with the existing investments may exceed the earlier limit as sanctioned by the shareholders. Consequentially, the Company is approaching its shareholders for seeking permission to enhance the limits to ₹ 100 (Rupees One Hundred crores) from the existing limit of ₹ 50 Crores (Rupees Fifty Crores) by passing a Special Resolution at the Extra-ordinary General Meeting.

In view of the above, the Board recommends the Resolution for being passed by the Shareholders.

No Director or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the aforesaid Resolution.

Item No. 3

As per the provisions of Section 180 (1) (a) of the Companies Act, 2013, the Company can lease, mortgage, hypothecate, pledge, create charge on Company's assets only with the consent of Members of the Company by way of a Special Resolution.

Therefore, with an intention to support the Company to enhance Capital Requirements for expansion of its business, it is proposed to pass this enabling resolution to authorize the Company to create a charge or mortgage on the assets or properties of the Company for an amount not exceeding ₹ 100 (Rupees One Hundred Crores) thereof, in excess of the aggregate of the paid-up capital of the Company and its free reserves

In view of the above, the Board recommends the Resolution for being passed by the Shareholders.

No Director or Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the aforesaid Resolution.

Item No. 4

Mr. Mayur M. Desai (DIN: 00143018) as appointed as Managing Director of the Company vide a special resolution passed by the members on 16th January, 2015.

In view of the experience and invaluable contribution by Mr. Mayur M. Desai, towards the growth of the company since inception, the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, subject to necessary statutory approvals, have approved the fixation of remuneration given to him as stated above.

This requires the approval of members of the Company by way of Ordinary Resolution.

The above resolutions are in the interest of the Company and the Board recommends the resolution as set out in item no.4 for members' approval by way of Ordinary Resolution.

Mr. Mayur M. Desai, the Managing of the company and holding more than 2% shares in the company is interested in the resolutions set out at Item No. 4 of the notice. The relatives of Mr. Mayur M. Desai, Mrs. Sonal M Desai & Mr. Shaival M Desai, may also be deemed to be interested in this resolution, to the extent of their shareholding interest, if any, in the company. Save and except the above, none of the Directors / Key Managerial Personnel of the company /their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution

Item No. 5

In view of the experience and invaluable contribution by the Directors of the Company towards the growth and expansion of the company the Nomination and Remuneration Committee, the Audit Committee and the Board of Directors of the Company, subject to necessary statutory approvals, have approved the

payment of Sitting Fees to the Non Executive Directors of the Company of ₹ 5000/- (Rupees Five Thousands Only).

In view of the above, the Board recommends the Resolution for being passed by the Shareholders.

The Non Executive Directors, in personal capacity, may be deemed to be concerned or interested in the proposed resolution.

Date: 26th May, 2017

Place:

*A/1, Maharaja Palace,
Near Vijay Cross Road Navrangpura,
Ahmedabad, 380009, Gujarat*

*By Order of the Board
Shaival Reality Limited*

T. J. Chodiy

*(Company Secretary)
Membership No: A29454*

SHAIVAL REALITY LIMITED
CIN: U45201GJ1996PLC029311
A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad – 380009
Telephone/fax – 026407802, 26404097(F) 26400224
e-mail: shaivalgroup@gmail.com

PROXY FORM

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

Name of the Member(s) :	
Registered Address :	
E- mail Id :	
Folio No :	
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

2. Name : _____
Address : _____
E-mail ID : _____
Signature: _____, or failing him

3. Name : _____
Address : _____
E-mail ID : _____
Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Friday, 30th June, 2017 at 11:00 a.m. at A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad – 380009 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No.	Resolution Proposed	Optional*	
		For	Against
1	Special Business To increase the limits for the Borrowing of the Company from Rs. 50 crores to Rs 100 crores		
2	To increase the limits for the Inter-corporate Loans etc., of the Company from Rs. 50 crores to Rs 100 crores		
3	To authorize Board of Directors to create mortgage/ charges on all or any of immovable/movable assets of the Company upto the limit not exceeding Rs. 100 crores.		
4	To approve the fixation of Remuneration to the Managing Director under the applicable provisions of the Companies Act, 2013.		
5	To approve sitting fees to the Non Executive Directors under the applicable provisions of the Companies Act, 2013.		

Signed this _____ day of _____ 2017

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

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.

SHAIVAL REALITY LIMITED
CIN: U45201GJ1996PLC029311
A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad – 380009
Telephone/fax – 026407802, 26404097(F) 26400224
e-mail: shaivalgroup@gmail.com

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Hall)

Name of the Member(s) :	
Registered Address :	
E- mail Id :	
Folio No :	
DP Id :	

I hereby record my presence at the _____ Extra ordinary General Meeting of the Company
on _____, the _____
_____, and 2017 at _____ A.M.
at _____.

*Signature of the Shareholder/Proxy/Representative**

*Strike out whichever is not applicable

Note:

- 1. Please hand over the Attendance Slip duly completed and signed at the REGISTRATION COUNTERS**
- 2. Copy of the Notice of the Extra Ordinary General Meeting (EGM) along with Attendance Slip and Proxy Form is sent to all the members at their respective address registered with the company.**

Route Map for the Venue

