

# SHIVOM INVESTMENT & CONSULTANCY LIMITED

CIN: L32119MH1990PLC300881

**Reg. Office:** A/104 Common M L Space CTC No.1229, 1229/1 opp. MC DOUN ALDS, TPS-III, D. J. Road, Ville Parle (w), Mumbai-400056, Maharashtra, India

**Corp. Office:** 4th Floor A-402 Privilon, Behind Iscon Temple, Thaltej Road, Ahmadabad City, Gujarat, India, 380054  
Email id: [shivominvestmentslimited@gmail.com](mailto:shivominvestmentslimited@gmail.com) Contact Number: +91 7984474778

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## **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **36<sup>th</sup> Annual General Meeting (“AGM”)** of the Members of **SHIVOM INVESTMENT & CONSULTANCY LIMITED (the “Company”)** will be held on **Tuesday, 07<sup>th</sup> July 2026 at 10:30 A.M.** at the Registered Office of the Company situated at A/104 Common M L Space CTC No.1229, 1229/1, opp. MC DOUN ALDS, TPS-III, D. J. Road, Ville Parle (w), Vileparle (West), Mumbai, Maharashtra, India, 400056, to transact with or without modification(s), as may be permissible, the following business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements**

To receive, consider and adopt the **Audited Standalone Financial Statements** of the Company for the financial year ended **31st March 2026**, together with the Reports of the Board of Directors and the Auditors thereon.

#### **2. Director Retire By Rotation**

To appoint a Director in place of Kuldeep Bharatbhai Khachar (DIN: 09187004), who retires by rotation and being eligible, offers himself for re-appointment, and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kuldeep Bharatbhai Khachar (DIN: 09187004) who retires by rotation at this Annual General Meeting of the Company, being eligible, offered himself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

#### **3. Appointment of Statutory Auditors**

To appoint Messer’s Patel Soni Shah & Co, Chartered Accountants (FRN: 127904W) as Statutory Auditors of the Company for the term of five consecutive financial years from 2026-27 to 2030-31 and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company Messer’s Patel Soni Shah & Co, Chartered Accountants(FRN:127904W), be and is hereby appointed as Statutory Auditor of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 41<sup>st</sup> Annual General Meeting of the Company to be held in the year 2031, at such remuneration as may be decided by the Board of Directors of the Company in consultation with the Statutory Auditors.

**RESOLVED FUTHER THAT** any one Director and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.”

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## **SPECIAL BUSINESS**

### **4. Appointment of M/s. Ronak Jhuthawat & Co., Company Secretaries as the Secretarial Auditors of the Company for the period of 5 years**

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

**“RESOLVED THAT** pursuant to provisions of Section 204 of the Companies Act 2013 read with Companies (Appointment And Remuneration of Managerial Personnel) Rules 2014, as also as per provisions of Regulation 24A and other applicable provisions of the of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force)and SEBI Circulars issued from time to time and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, Messer’s Ronak Jhuthawat & Co., Company Secretaries (COP: 12094), be and are hereby appointed as the Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from financial year 2026- 27 till financial year 2030-31, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.

**RESOLVED FURTHER THAT** that the Board of Directors of the Company be and is hereby authorized to execute necessary documents and to sign and file the necessary forms/documents with the Registrar of Companies and to do all such acts, deeds, matters and things as may be required to give effect to this resolution.”

### **5. Appointment of Ms. Avani Vishnubhai Patel (DIN: 07774901) as an Independent Director, in the category of Non-Executive Director, of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, Ms. Avani Vishnubhai Patel (DIN: 07774901) who was appointed as an Additional Director, in the category of Non-Executive Independent Director of the Company by the Board of Directors with effect from May 21, 2026 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of Two consecutive years.

**RESOLVED FURTHER THAT** any of the directors of the Company or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

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## 6. Appointment of Ms. Kajal Ankitbhai Pambhar (DIN: 11720540) as an Independent Director, in the category of Non-Executive Director, of the Company

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and also provisions of Articles of Association of the Company, Ms. Kajal Ankitbhai Pambhar (DIN: 11720540) who was appointed as an Additional Director, in the category of Non-Executive Independent Director of the Company by the Board of Directors with effect from May 21, 2026 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 up to the date of this Annual General Meeting and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of Two consecutive years.

**RESOLVED FURTHER THAT** any of the directors of the Company or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

## 7. Adoption of New set of Memorandum of Association of the Company in substitution and to the entire exclusion of the existing Memorandum of Association of the Company in conformity with the Companies Act, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies and such other approvals as may be necessary, the consent of the Members be and is hereby accorded for adoption of a new set of Memorandum of Association (MOA) of the Company, aligned with the format prescribed under the Companies Act, 2013, in substitution of and to the complete exclusion of the existing Memorandum of Association.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Company Secretary of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to this resolution, including filing of necessary forms with the Registrar of Companies and making alterations as may be required by any authority.”

## 8. Approve the adoption of new set of Articles of Association in substitution and to the entire exclusion of the existing Articles of Association of the Company

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

**“RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”) read with Companies (Incorporation) Rules, 2014 the draft regulations

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contained in the Articles of Association submitted to this Meeting be and are hereby approved and adopted in substitution and to the entire exclusion of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or the Company Secretary of the Company be and is hereby authorized to file necessary e-form with the Registrar of Companies and to take all such steps and actions as may be necessary proper and expedient.”

## 9. Fixation of Tenure of Appointment and Terms of Remuneration of Mr. Ravi Dhirajlal Vagadiya as Managing Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and subject to such approvals as may be required, consent of the members be and is hereby accorded to the appointment of Mr. Ravi Dhirajlal Vagadiya (DIN: 09187005) as Managing Director of the Company for a period of Five Years commencing from 08.09.2025 on the terms and conditions including remuneration which shall be effective from 30.05.2026 as set out in the Explanatory Statement annexed to this Notice.”

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary, alter, modify or revise the terms and conditions of appointment and remuneration of Mr. Ravi Dhirajlal Vagadiya within the limits prescribed under the Companies Act, 2013 and Schedule V thereto, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”

## 10. To consider and approve the borrowing limits of the Company under section 180(1)(c) of Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to borrow, from time to time, any sum or sums of money, whether secured or unsecured, from banks, financial institutions, bodies corporate or any other lenders, whether in India or abroad, by way of loans, overdraft facilities, credit facilities, issue of convertible/ nonconvertible debentures or other instruments, or otherwise, notwithstanding that the money so borrowed, together with the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed shall not at any time exceed ₹ 500 Crore (Rupees Five Hundred Cores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution, including executing all agreements, documents, deeds, and writings in connection therewith.”

## 11. Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013

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

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**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the “Loan”) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the “Entities”), of an aggregate amount not exceeding Rs. 200 Crores (Rupees 200 Hundred Crores Only) for the financial year 2026-27 & subsequent each financial year , in its absolute discretion deem beneficial and in the best interest of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

## 12. To consider and approve enhancement of limits under Section 186 of the Companies Act, 2013

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall include any Committee thereof) to make loans, give guarantees, provide security or make investments in shares, securities or other instruments of any body corporate or other person, whether in India or outside India, up to an aggregate amount not exceeding ₹200 crores (Rupees Two Hundred Cores only), notwithstanding that such loans / guarantees / security / investments, together with the Company’s existing loans, guarantees, security or investments may exceed the limits prescribed under the said Section.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, finalise and execute all such agreements, deeds, documents and writings as may be necessary, desirable or expedient in this regard and to do all such acts, deeds and things to give effect to this resolution.”

**By Order of the Board of Directors  
FOR SHIVOM INVESTMENT & CONSULTANCY LIMITED**

Place: Ahmedabad  
Date: 30.05.2026

Sd/-  
Runel Saxena  
Company Secretary

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## **NOTES:**

1. The relevant Explanatory Statements, pursuant to provision of Section 102 of the Companies Act, 2013(hereinafter referred to as “the Act”), and Regulations as applicable of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(hereinafter referred to as “the SEBI (LODR) Regulations, 2015”), and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”) {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}{including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, in respect of the Special Business Agenda as set out above are annexed hereto and forms part of this Notice.

2. The notice of the AGM is being sent only through electronic mode to members whose email addresses are registered with the Company/RTA. Members, who have not registered their e-mail addresses so far, are requested to register/update their e-mail address with the Company RTA by e-mailing at [admin@skylinerta.com](mailto:admin@skylinerta.com). for receiving all communication from the Company electronically. Members may note that Notice will also be available on Company’s website and the same also available on the website of CDSL (agency for providing the remote e-Voting facility) at [www.evotingindia.com](http://www.evotingindia.com).

Keeping the convenience of the Members of the Company positioned in different time zones into consideration, the Annual General Meeting has been scheduled on a working day on Tuesday, 07th September, 2026 at 10:30 P.M. (IST)

3. 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.

4.

As per Section 105 of the Companies Act, 2013 and Rule 19, Sub-Rule (2) of the Companies (Management and Administration) Rules, 2014, 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 carrying voting rights. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney. 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 Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as may be applicable.

5. Corporate members intending to send their authorized representatives to attend the Meeting on their behalf and cast their votes are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the RTA/STA of the Company as on the cut-off date i.e. Friday, 12th June,2026 shall only be entitled to avail the facility of voting either through the remote e-Voting or at the AGM through polling paper.

7. Further the Book Closure Period is from Monday, June 29, 2026 to Tuesday, July 7, 2026(both days inclusive)

8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with relevant rules and Regulation 42 of SEBI (LODR) Regulations, 2015 with the Stock Exchanges; the Register of Members and Share Transfer Books of the Company will remain closed (Book Closure Period) from Monday, June 29, 2026 to Tuesday July 7, 2026 (both days inclusive) for the purpose of the 36th Annual General Meeting of the Company;

(i) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ Registrar and Transfer Agent on or before the cut-off date Monday ,29th July ,2026; and

(ii) Whose names appear as Beneficial Owners in the list of Beneficial Owners on July 29th, 2026 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.

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9. Shareholders holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share transfer agents, Skyline Financial Services Private Limited, 505, A Wing, Dattani Plaza, Andheri Kurla Road, Safeed Pool, Mumbai-400072.
10. The statutory registers of the Company and all such other documents referred to in the accompanying notice and the Explanatory Statement shall be made available for inspection by the members of the Company shall be available for inspection by Members at the Registered Office of the Company on the date of Annual General Meeting of the Company. Members desirous of inspecting the same may send their requests at "shivominvestmentslimited@gmail.com" from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers atleast 10 days before the date of AGM. Also, such necessary documents shall be made available for inspection upon login at CDSL E-Voting system at <https://www.evotingindia.com> during the AGM.
11. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
13. Details under Regulation 17 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Director has furnished the requisite declarations for his appointment/re- appointment.
14. Electronic copy of the Annual Report for 2025 is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2025 is being sent in the permitted mode.
15. Members/Proxies/Authorized Representative are requested to fill their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No and the same will be counted for the purpose of reckoning the quorum of the meeting under Section 103 of the Company Act, 2013.
16. The notice has been accompanied by proxy Form & Attendance Slip.
17. Members may note the procedure and instructions for remote e-Voting with details specification of step by step guidance has been enclosed to this Notice.

## **GREEN INITIATIVE:**

1. The Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Statement of the Profit & Loss, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

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## 2. THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 4<sup>th</sup> July, 2026 (9:00 a.m. IST) and ends on 6<sup>th</sup> July, 2026 (5:00 p.m. IST). 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) of 29<sup>th</sup> June, 2026 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and My Easi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e- Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode login through their</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

# SHIVOM INVESTMENT & CONSULTANCY LIMITED

CIN: L32119MH1990PLC300881

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**Corp. Office:** 4th Floor A-402 Privilon, Behind Iscon Temple, Thaltej Road, Ahmadabad City, Gujarat, India, 380054

Email id: [shivominvestmentslimited@gmail.com](mailto:shivominvestmentslimited@gmail.com)

Contact Number: +91 7984474778

Depository Participants (DP)	
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

## Login method for e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below.

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- 10) Click on the EVSN for the relevant SHIVOM INVESTMENT & CONSULTANCY LIMITED (Company Name) on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the vote cast by clicking on "Click here to print" option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [abhishekvm5@rediffmail.com](mailto:abhishekvm5@rediffmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- 19) 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).

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill

# SHIVOM INVESTMENT & CONSULTANCY LIMITED

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Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- I. The e-Voting period commences on 4th July, 2026 (9.00 a.m. IST) and ends on 6<sup>th</sup> July, 2026 (5.00 P.M.IST). During these period shareholders of the Company, holding shares either in physical form or in the dematerialized form, as on cut-off date of 29<sup>th</sup> June, 2026 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- II. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- III. CS RONAK JHUTHAWAT, Practising Company Secretaries ACS F9738; CP No: 12094 has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- IV. The Scrutinizer shall, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.

The results declared along with the scrutinizer's report shall be placed on the Company's website [www.theshivom.com](http://www.theshivom.com) on the website of CDSL <https://www.evotingindia.com> within two working days of the passing of the resolutions at the AGM of the Company and communicated to the BSE Limited where the shares of the Company are listed.

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## **STATEMENT TO BE ANNEXED TO NOTICE**

(Pursuant to Section 102(1) of the Companies Act, 2013)

The Following statement sets out the material facts relating to the Businesses under item no. 3 to 13 of the accompanying Notice:

**Item No 3:** Appointment of Messer's Patel Soni Shah & Co, Chartered Accountants (FRN: 127904W), as Statutory Auditors for a term of 5 (Five) Financial Years from financial year 2026-27 to 2030-31:

The Board of Directors of the Company recommended at its meeting held on May 30, 2026 that M/s. Patel Soni Shah & Co., Chartered Accountants, [Firm Registration No. 127904W], be appointed as the Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this AGM till the conclusion of 41<sup>st</sup> AGM to be held in the year 2031. M/s. Patel Soni Shah & Co., Chartered Accountants, [Firm Registration No. 127904W] have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Resolution is submitted to the meeting for the consideration and approval of members.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

- The fees proposed to be paid to M/s. Patel Soni Shah & Co., towards statutory audit for the Financial Year 2026-27 to 2030-31 shall not exceed at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors, with the authority to the Board to make revisions as it may deem fit for the Balance term, based on the recommendation of the Audit Committee.
- The fees for services in the nature of statutory certifications and other permissible non-audit services will be in addition to the statutory audit fees as above, and will be decided by the management in consultation with the Statutory Auditor. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee.
- There is no material change in the proposed fee for the audit from that paid to the outgoing auditor.
- The Audit Committee and the Board of Directors, while recommending the appointment of M/s. Patel Soni Shah & Co. as the Statutory Auditor of the Company, have taken into consideration, among other things, the credentials of the firm, proven track record of the firm and eligibility criteria prescribed under the Act.
- M/s. Patel Soni Shah & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI") with Registration No. 127904W).
- The firm is having expertise in Statutory Audit, Income tax practices, with an experience of more than years. He is practicing since 1976 and having 48 years wide experience in a profession with specialization in Audit and Assurance, Advisor to various corporate to Direct and Indirect Taxes and Project Financing. A long-standing relationship with our clients is mainly due to his ability to win confidence of clients by delivering timely and effective, advice/service.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 3 of the Notice.

**Item No 4:** Appointment of Messer's Ronak Jhuthawat & Co., Company Secretaries (COP: 12094), as Secretarial Auditors for a term of 5 (Five) Financial Years from financial year 2026-27 to 2030-31:

# SHIVOM INVESTMENT & CONSULTANCY LIMITED

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In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 30.05.2026, has approved the appointment of M/s. Ronak Jhuthawat & Co., Company Secretaries (COP: 12094), as the Secretarial Auditors of the Company for a period of five years, commencing from FY 2026-27 to FY 2030-31. The appointment is subject to shareholders' approval at the Annual General Meeting.

The fees proposed to be paid shall not exceed at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors, with the authority to the Board to make revisions as it may deem fit for the Balance term, based on the recommendation of the Audit Committee.

None of the Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board of Directors recommends the resolution for approval of the Members of the Company, as set out at Item No. 4 of the Notice

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

**Item No 5:** Appointment of Ms. Avani Vishnubhai Patel (DIN: 07774901) as an Independent Director, in the category of Non-Executive Director, of the Company:

The Board of Directors of the Company ("the Board") at their meeting held on May 30, 2026, and on the recommendation of the Nomination & Remuneration Committee ("the Committee"), recommended for the approval of the Members, the appointment of Ms. Avani Vishnubhai Patel (DIN: 07774901), as an Independent Director of the Company for a period of 2 years w.e.f. May 30, 2026 to May 29, 2028.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier, is eligible to be regularized as an Independent Director for a term up to Two years

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Ms. Avani Vishnubhai Patel (DIN: 07774901) from Additional Independent Director to Independent Director of the Company for a term up to 2 years with effect from conclusion of this AGM.

The Company has also received a declaration from Ms. Avani Vishnubhai Patel declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

Pursuant to regulation 36 of listing regulation a brief of the director's seeking appointment are enclosed as Annexure I forming part of this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested other than Ms. Avani Vishnubhai Patel in the resolution set out at item No. 5 of the Notice.

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The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members.

**Item No 6:** Appointment of Ms. Kajal Ankitbhai Pambhar (DIN: 11720540) as an Independent Director, in the category of Non-Executive Director, of the Company:

The Board of Directors of the Company ('the Board') at their meeting held on May 30, 2026, and on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Ms. Kajal Ankitbhai Pambhar (DIN: 11720540), as an Independent Director of the Company for a period of 2 years w.e.f. May 30, 2026 to May 29, 2028.

Further, as per section 161 of Companies Act, 2013, the term of additional director shall cease on the date of Annual General Meeting or the last date on which Annual General Meeting should have been held, whichever is earlier, is eligible to be regularized as an Independent Director for a term up to Two years

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013, approval of the members of the Company is required for regularization of Ms. Kajal Ankitbhai Pambhar (DIN: 11720540) from Additional Independent Director to Independent Director of the Company for a term up to 2 years with effect from conclusion of this AGM.

The Company has also received a declaration from Ms. Kajal Ankitbhai Pambhar declaring that she meets the criteria of independence as provided under Section 146(9) of the Companies Act, 2013.

Pursuant to regulation 36 of listing regulation a brief of the director's seeking appointment are enclosed as Annexure I forming part of this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in anyway, concerned or interested other than Ms. Kajal Ankitbhai Pambhar in the resolution set out at item No. 6 of the Notice.

The Board recommends the Special Resolution as set out at item no. 6 for approval by the Members.

**Item No 7:** Adoption of New set of Memorandum of Association of the Company in substitution and to the entire exclusion of the existing Memorandum of Association of the Company in conformity with the Companies Act, 2013:

The existing Memorandum of Association ("MOA") of the Company was originally adopted in accordance with the provisions of the Companies Act, 1956. With the enactment of the Companies Act, 2013, a revised format and structure of the MOA has been prescribed.

The Ministry of Corporate Affairs has mandated that companies align their charter documents—particularly the Object Clause—with the requirements and terminology of the Companies Act, 2013, which classifies objects into main objects and matters necessary for furtherance of the objects, instead of earlier main, ancillary, and other objects.

To bring the MOA in line with the current regulatory framework and to reflect the Company's updated business activities and future plans, the Board of Directors at its meeting held on February 27, 2026 approved the adoption of a new set of Memorandum of Association, subject to approval of the Members.

The proposed new MOA is drafted in accordance with Table A of Schedule I of the Companies Act, 2013 and replaces the existing MOA entirely.

A copy of the draft new MOA is available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the AGM and is also available on the Company's website

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The Board recommends the resolution for approval of the Members as a Special Resolution as set out at Item No. 7 of the Notice.

None of the Directors, Key Managerial Personnel, or their relatives are concerned or interested in this resolution except to the extent of their shareholding, if any.

**Item No 8:** Adoption of New set of Article of Association of the Company in substitution and to the entire exclusion of the existing Article of Association of the Company in conformity with the Companies Act, 2013:

The Company's existing Articles of Association ("AOA") were adopted in accordance with the provisions of the Companies Act, 1956. Since the enactment of the Companies Act, 2013 and subsequent amendments thereto, several provisions relating to share capital, management, governance, shareholder rights, voting, meetings, and various compliance requirements have undergone significant changes.

Further, in view of the evolving regulatory framework and the need to align the governance structure of the Company with current best corporate practices, it has become necessary to adopt a revised set of Articles of Association consistent with the provisions of the Companies Act, 2013 and applicable rules made thereunder.

The adoption of the new AOA will also help the Company operate with greater clarity, flexibility, and efficiency in accordance with the modern corporate legal framework.

A copy of the draft Articles of Association proposed to be adopted is available for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the meeting and is also available on the Company's website Pursuant to the provisions of Section 14 of the Companies Act, 2013, alteration of the Articles of Association requires approval of members by way of a Special Resolution.

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

The Board of Directors recommends the resolution set out at Item No. 8 for approval of the members as a Special Resolution.

**Item No 9:** Fixation of Tenure of Appointment and Terms of Remuneration of Mr. Ravi Dhirajlal Vagadiya as Managing Director

The Hon'ble National Company Law Tribunal ("NCLT"), vide its Order dated 18.08.2025, had appointed Mr. Ravi Dhirajlal Vagadiya (DIN: 09187005) as the Managing Director of the Company, and he has been functioning in this capacity with effect from September 8, 2025. The necessary statutory filing in Form DIR-12 was duly completed with the Registrar of Companies, and the Stock Exchange was intimated accordingly.

In order to align, regularize, and formalize the terms of his governance in strict compliance with Sections 196, 197, 203, and Schedule V of the Companies Act, 2013, read alongside Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors, at its meeting held on 30.05.2026, approved the terms and conditions of his appointment and remuneration for a period of 5 (Five) years with effect from May 30, 2025, subject to the approval of the shareholders.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc., decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended his appointment as the Managing Director, of the Company with effect from for term of Five years.

Since the Company currently faces an inadequacy of profits, the payment of his remuneration shall be governed by the absolute monetary ceilings prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

# SHIVOM INVESTMENT & CONSULTANCY LIMITED

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Accordingly, the material terms and conditions of his appointment are embodied in the agreement to be made between the company and the Managing Director and the required statutory disclosures of his appointment and particulars of remuneration proposed to be paid during his term of Office are detailed below:

## **(1) Appointment**

NAME & DESIGNATION : Mr. Ravi Dhirajlal Vagadiya  
(Managing Director)

TENURE : For term of Five Years

## **Remuneration**

(a)BASIC SALARY : Rs 120000/- (Rupees one lakh Twenty Thousand) per Month in the scale of Rs. 125000 - Rs. 350000/- per month.

The annual increment which will be effective from 1st April of every year and will be merit based considered the Company's performance. Based on performance, the Board of Directors may also revise the basic salary at any time during the financial year in addition to the annual increment.

(b) PERQUISITE : NIL

In the event of loss or absence or inadequacy of profits in any financial year, the Mr. Ravi Dhirajlal Vagadiya will be entitled to the remuneration specified herein above.

Any revision in the remuneration, however, will not exceed the limit provided under section -III of part II of Schedule V to the Companies Act 2013.

The agreement may be terminated at any time by either party giving a three month notice in writing.

This may be treated as an abstract of the draft agreement between the Company and Mr. Ravi Dhirajlal Vagadiya pursuant to section 190 of the Companies Act, 2013.

The terms and conditions set out for the appointment and payment of remuneration specified herein may be altered and varied from time to time by the Board of Directors ( " the Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board of the Company ), as it may, at its discretion deem fit.

The Board is also entitled to revise the salary, perquisites and allowances, payables to the said Managing Director of the Company at any time, such that the overall yearly remuneration payable to the said Managing Director shall not exceed the limits specified under section 197 read with Schedule V to the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof for the time being in force) or any amendment made thereto. Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to the Resolutions.

## **I. GENERAL INFORMATION:**

1. Nature of Industry: Manufacture of metal & metal based products with new
2. Date or expected date of commencement of commercial production: Expected to be in upcoming new Fiscal year.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

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4. Financial performance based on given indicators In the reporting financial year, the Company not turnover from operation.

5. Export performance and net foreign exchange collaborations: NIL

6. Foreign investments or collaborators, if any: NIL

## II. INFORMATION ABOUT THE APPOINTEE

1. Back ground details : He has more than 20 years of experience in managing and operating manufacturing companies, with strong expertise in production processes, business operations, and organizational management.

2. Past Remuneration : NIL

3. Recognition or awards: N.A

4. Job profile and suitability : Mr. Ravi Dhirajlal Vagadiya is entrusted with substantial powers of the management and is responsible for the general conduct and management of the Business Operations of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. Mr. Ravi Dhirajlal Vagadiya has extensive experience in manufacturing & industry Sector and that have global and cross business impact which includes sustainability, diversity, business policies, effective operations and business development, marketing, brand equity and talent development.

5. Remuneration proposed: As stated above in Clause (1) of Item No. -9.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin):  
Remuneration as proposed has been benchmarked with the remuneration being drawn by similar positions in the similar industry and is commensurate with the size of the Company and diverse nature of its businesses.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Mr. Ravi Dhirajlal Vagadiya, is having 3.73 % of shareholding in the company.

## III. OTHER INFORMATION

1. Reasons of loss or inadequate profits: Not yet commence operation activities Post CIRP order

2. Steps taken or proposed to be taken for improvement: The Company has taken significant steps Post CIRP for Business & for management of the affairs of the Company.

3. Expected increase in productivity and profits in measurable terms: N.A.

## IV. DISCLOSURES

1. The shareholders of the Company shall be informed of the remuneration package of the managerial person: Fully described in the respective explanatory statement as stated above.

2. The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any attached to the Annual Report: N.A

Although your Company has shown growth and profit from its operations in the previous financial year and is expected to earn profits in the future years also, it is proposed to approve the above in order to enable the Company to pay the remuneration to its Managing Director in the eventuality of loss/inadequacy of profits.

Pursuant to regulation 36 of listing regulation a brief of the director's seeking appointment are enclosed as Annexure I forming part of this Notice.

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None of the Directors of the Company except Mr. Ravi Dhirajlal Vagadiya, Managing Director and their relatives of the Company are in any way concerned or interested in the proposed resolution.

The Board of Directors recommends the resolution set out at Item No. 9 for approval of the members as a Special Resolution.

**Item No 10:** To consider and approve the borrowing limits of the Company under section 180 (1) (c) of Companies Act, 2013

The Company's operations and expansion plans require substantial financial resources on an ongoing basis. To support these requirements and ensure adequate flexibility in accessing funds, the Board of Directors has reviewed the Company's current borrowing limits and is of the view that the existing limits may not be sufficient to meet future funding needs relating to working capital, capital expenditure, long-term projects, business expansion, and other corporate purposes.

Section 180(1) (c) of the Companies Act, 2013 mandates that the Board of Directors cannot borrow monies (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up share capital, free reserves and securities premium of the Company without the approval of members by way of a Special Resolution.

In view of the Company's future growth plans, rising business scale, and need for financial flexibility, the Board has proposed to enhance the borrowing limits up to ₹ 5,00 crores over and above the paid up share capital and free reserves and securities premium of the Company. The proposed limit is considered adequate to meet all current and anticipated funding requirements

None of the Directors, Key Managerial Personnel ("KMP") or their relatives are concerned or interested in this Resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution set out at Item No. 10 for approval of the members as a Special Resolution.

**Item No 11:** Approval to advance any loan/give guarantee/provide security u/s 185 of the Companies Act, 2013:

Pursuant to Section 185 of the Companies Act, 2013 ("the Act"), a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a Special Resolution in the general meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for the purpose of capital expenditure of the projects and/or working capital requirements including purchase of fixed assets as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 12 of the notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, and the proposed loan shall be at such rate of interest as agreed by the parties in the best interest of the Company and shall be used by the borrowing company for its principal business activities only.

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The Board of Directors recommend the resolution set forth in Item no. 11 of the notice for your approval as a Special Resolution.

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

**Item No 12:** To consider and approve enhancement of limits under Section 186 of the Companies Act, 2013:

The Company, in the ordinary course of its business, may be required to make investments, grant loans, provide guarantees or offer security to various bodies corporate, associates, subsidiaries, joint ventures, or other entities for strategic, business, or treasury management purposes. Such financial support may also be necessary to optimise returns, pursue new opportunities, or support entities with strategic importance to the Company.

Under Section 186 of the Companies Act, 2013, a company cannot give loans, guarantees, provide security, or make investments beyond the prescribed limits without obtaining prior approval of members by way of a Special Resolution.

Considering the Company's long-term plans, potential investment opportunities, and possible financial support to group entities or strategic ventures, the Board considers it prudent to seek members' approval to authorise aggregate loans/guarantees/security/investments up to ₹ 200 crores, notwithstanding that such amounts may exceed the limits specified under Section 186 of the Companies Act, 2013. The proposed limit will ensure financial and strategic flexibility to pursue business objectives as and when opportunities arise.

The Board of Directors recommend the resolution set forth in Item no. 12 of the notice for your approval as a Special Resolution.

None of the Directors, KMP or their relatives are concerned or interested in this Resolution, except to The extent of their shareholding, if any.

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## Annexure I

Brief profiles of the director's seeking appointment as per explanatory statement accompanying to this Notice:

S N.	Particulars	Information			
1	Name of the Director	Ms. Kajal Ankitbhai Pambhar	Ms. Avani Vishnubhai Patel	Mr. Ravi Dhirajlal Vagadiya	Mr. Kuldeep Bharatbhai Khachar
2	DIN	11720540	07774901	09187005	09187004
3	Nature of Appointment	Appointment as an Independent Director	Appointment as an Independent Director	Managing Director	Being Re-appointed
4	Father's Name	Vallabhbbhai Chovatia	Vishnubhai Khodidas Patel	Dhirajlal Bachubhai Vagadiya	Bharatbhai Ravatbhai Khachar
5	Relationship with other Directors	NIL	NIL	NIL	NIL
6	Nationality	INDIAN	INDIAN	INDIAN	INDIAN
7	Date of Birth	03/02/1985	19/12/1988	15/07/1978	29/05/1998
8	Brief Resume of the Director	A forward-thinking professional combining a strong foundational background in (BCA) Computer Applications with a sharp aptitude for organizational administration and business management. Strategically positioned to bridge the gap between corporate leadership and the digital landscape, offering corporate board's critical oversight in corporate administration , digital transformation frameworks	Highly accomplished corporate professional, Certified Registered Valuer (SFA), with over 12 years of experience bridging financial valuation, regulatory compliance, Strong track record in enforcing board accountability, statutory transparency, and robust risk management frameworks and strategic insight into investment assessments, financial methodologies. Having an experience as a Trademark Agent, advising on brand protection and intangible asset risk management.	He has more than 20 years of experience in managing and operating manufacturing companies, with strong expertise in production processes, business operations, and organizational management.	He is looking after the administration with strong background of management & leadership quality.
9	Qualifications	BCA	B.COM, L.L.B,CS,SFA	Graduate	Graduate
10	Expertise	Business administration, corporate leadership, digital transformation	Financial Valuation, Trademark Law & Intellectual Property Rights Risk Management, Business Advisory	More than 20 years of industrial management, operation & administration field.	Having profile of Governance & administration.
11	Date of First Appointment	21.05.2026	21.05.2026	08.09.2025	30.08.2025

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12	Number of meetings of the Board attended	1	1	5	5.
13	List of Outside Directorships Held <b>(Public Limited Co.)</b>	NIL	<ul style="list-style-type: none"><li>• Gujarat Terce Laboratories Limited</li><li>• Dynemic Products Limited</li><li>• Majestic Research Services &amp; Solutions Limited</li></ul>	• NIL	NIL
14	Listed entities from which the person has resigned in the past 3 years	NIL	NIL	NIL	NIL
15	Member of the Committees in Other Companies India	NIL	<ul style="list-style-type: none"><li>• Gujarat Terce Laboratories Limited</li><li>• Dynemic Products Limited</li></ul>	NA	NA
16	Shareholding in the Company	NIL	NIL	3.73	5.59
17	Disclosure of Relationship of Director inter-se	None	None	None	None

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## **ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the entrance of the hall, Joint shareholders may obtain additional Slip at the venue of the meeting

Name of Shareholder:

Dp Id :

Folio No :

Client Id:

No. of shares:

I hereby record my presence at this ANNUAL GENERAL MEETING of the company held on Tuesday, 07<sup>th</sup> July, 2026 at 10:30 AM at the registered office A/104 Common M L Space CTC No.1229, 1229/1, Opp. Mc Doun Alds, Tps-iii, D. J. Road, Ville Parle (W), Vileparle(West), Mumbai, Mumbai, Maharashtra, India, 400056.

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Signature of the Shareholder or Proxy

### **Notes:**

Only Shareholder of the company or their Proxies will be allowed to attend the Meeting.

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## 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: L32119MH1990PLC300881  
Name of the company: **SHIVOM INVESTMENT & CONSULTANCY LIMITED**  
Registered office: A/104 Common M L Space Ctc No.1229, 1229/1, Opp. Mc Donald's, Tps-Iii, D. J. Road, Ville Parle (W), Vileparle (West), Mumbai, Maharashtra, India, 400056

Name of the member (s) :
Registered Address :
E-mail id :
Folio no / Client I :
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.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the Tuesday, 07<sup>th</sup> July, 2026 at 10:30 AM at the registered office A/104 Common M L Space Ctc No.1229, 1229/1, Opp. Mc Donald's, Tps-Iii, D. J. Road, Ville Parle (W), Vileparle(West), Mumbai, Mumbai, Maharashtra, India, 400056 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr No.	Business as mentioned in the Notice	Assent/ In favour	Dissent/ Not in favour

Signed this \_\_\_ day of \_\_\_\_\_ 2026.

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix a Re.1/-  
Revenue  
Stamp Here

**Note:** 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.

# SHIVOM INVESTMENT & CONSULTANCY LIMITED

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## Route Map for the venue of AGM

**Common M L Space CTC No.1229, 1229/1, opp. MC DOUN ALDS, TPS-III, D. J. Road, Ville Parle (w), Vileparle(West), Mumbai**

