

SHIVKAMAL IMPEX LIMITED

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

Tel: 011-26192964, e-mail: siv_kamal@yahoo.com

CIN: L52110DL1985PLC019893

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of the Company will be held on Friday, 26th Sept, 2014 at its Registered Office, P-7, Green Park Extension, New Delhi at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Profit and Loss Account for the Financial Year ended March 31, 2014 and the Audited Balance Sheet as on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint director in place of **Mr. Sugan Chand Jain** who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration 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 M/s. Multi Associates, Chartered Accountants (Firm Registration No. 509955C), be and is hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of 33rd Annual General Meeting and to fix their remuneration subject to ratification in every Annual General Meeting.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

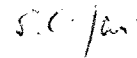
“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Girish Chand Jain (holding DIN 00266932), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years .

5. To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149,150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory Modification or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Surinder Kumar Nagpal (holding DIN 01171148), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years.”

Place: New Delhi
Date: 30.05.2014

For and on behalf of the Board



(Sugan Chand Jain)
Director
DIN: 00242408

NOTES

1. EVERY MEMBER OF THE COMPANY WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING AND SUCH A PROXY MAY OR MAY NOT BE THE MEMBER OF THE COMPANY.
2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item Nos. 4 to 5 mentioned in the above Notice is annexed hereto.
3. The Shareholding of the Independent Directors along with their immediate relatives seeking appointment at this Annual General Meeting is as under:

a) Mr. Girish Chand Jain	:	18000 shares
b) Mr. S.K. Nagpal	:	Nil
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 19th Sept, 2014 to the date of AGM being Friday 26th Sept, 2014 (both days inclusive).
5. Members are requested to notify immediately any change in their address to the company quoting their folio numbers.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provision of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts in respect of Item Nos. 4 to 5 mentioned in the accompanying Notice.

Item No.4

Mr. Girish Chand Jain, age 72 years, is an M.Com. and Fellow Member of the Institute of Chartered Accountants of India. He has worked in various industrial enterprises. He has worked as Finance Personnel at M/S K.G. Khosla Compressors Limited and M/s. Super Parts Limited. He is working as a Director in Himalaya Communication Limited. Mr. G.C. Jain has varied experience in the field of Finance and is presently working as Senior Vice President in SCJ Plastic Ltd.

A notice has been received from a member of the company along with requisite deposit signifying his intension to nominate Mr. Girsh Chand Jain as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Girish Chand Jain fulfils all conditions specified in the Companies Act, 2013 and Rules made thereunder. Having regards to his qualifications, knowledge and experience, his appointment as an Independent Director will be in interest

of the Company. Copy of the draft letter for appointment of Mr. Girish Chand Jain as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day. The board recommends his appointment as an Independent Director in the interest of the Company, to utilize his expertise.

None of the Directors, key managerial personnel and /or their relatives, except Mr. Girish Chand Jain is concerned or interested in the resolution.

Item No.5

Mr. Surinder Kumar Nagpal, age 78 years, holds a Bachelor's degree in Commerce and is a Fellow Member of the Institute of Chartered Accountants of India. He has worked at Asea Brown Boveri Limited at various positions from 1964 to 1998 and delivered as Director of Finance. He is working as Director in Voith Paper Fabrics India Limited.

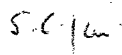
A notice has been received from a member of the company along with requisite deposit signifying his intension to nominate Mr. Surinder Kumar Nagpal as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mr. S.K. Nagpal fulfils all conditions specified in the Companies Act, 2013 and Rules made thereunder. Having regards to his qualifications, knowledge and experience, his appointment as an Independent Director will be in interest of the Company. Copy of the draft letter for appointment of Mr. S.K. Nagpal as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the company during normal business hours on any working day. The board recommends his appointment as an Independent Director in the interest of the Company, to utilize his expertise.

None of the Directors, key managerial personnel and /or their relatives, except Mr. S.K. Nagpal is concerned or interested in the resolution.

Place: New Delhi
Date: 30.05.2014

For and on behalf of the Board


(Sugan Chand Jain)
Director
DIN: 00242408

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 (IV) (G) OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS BEING APPOINTED/ RE- APPOINTED

NAME, AGE, QUALIFICATION(S)	DIN	DATE OF APPOINTMENT	EXPERTISE IN FUNCTIONAL AREA	DIRECTORSHIP AND MEMBERSHIP OF COMMITTEES OF BOARD OF OTHER COMPANIES	RELATIONSHIP BETWEEN DIRECTORS INTER- SE
Mr. Sugan Chand Jain 78 Years M. Com, Ph. D	00242408	15/10/2009	Finance and Management	1. Jain Insurance Brokers Pvt. Ltd. 2. Sidh Leasing Ltd.	None
Mr. Girish Chand Jain 72 Years M. Com, FCA	00266932	--	Finance	1. Himalaya Communications Ltd. 2. Oracle Credit Ltd.	None
Mr. Surinder Kumar Nagpal 78 Years B. Com, FCA	01171148	--	Finance	1. Voith Paper Fabrics India Ltd. 2. Oracle Credit Ltd.	None