

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 35TH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHIVAMSHREE BUSINESSES LTD. WILL BE HELD ON FRIDAY, 28TH SEPTEMBER, 2018 AT 12.00 NOON AT 301, 3RD FLOOR, WOODAPPLE RESIDENCY, 3, HARGOBIND ENCLAVE, VIKAS MARG, OPP. METRO PILLAR 114, DELHI- 110092 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2018 and the Statement of Profit & Loss Account for the year ended on that date together with the report of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Shailesh Bhai Parshottambhai Bavishiya (DIN: 01908191), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for *re-appointment*.
3. To appoint of M/s M A A K & Associates, *Chartered Accountants (Firm Registration No. 135024W)* as Statutory Auditors and to fix their remuneration and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an *Ordinary Resolution*:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended from time to time, M/s M A A K & Associates, Chartered Accountants, (Firm Registration No. 135024W) be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting of the Company to be held in the calendar year 2023 on such remuneration as may be decided by the Audit Committee of the Board.”

SPECIAL BUSINESS:

4. **RE-APPOINTMENT OF MR. NILESH HIMATLAL TRIVEDI AS AN INDEPENDENT DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV of the Act (including any other modification(s) or re-enactment thereof for the time being in force) Mr. Nilesh Himatlal Trivedi (DIN: 08141177) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors in their meeting held on 23/05/2018 to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has also received a notice of Intention in writing signifying his intention to propose himself as a

candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of 5 years, not being liable to retire by rotation.

RESOLVED THAT any of the directors of the Company be and is hereby authorized to file necessary form(s) to the ROC, NCT of Delhi and Haryana and to do all such acts, deeds and things as may deem necessary to give effect to above appointment.”

5. **RE-APPOINTMENT OF MR. RAJESH BHAVANBHAI CHAUHAN AS AN INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under read with Schedule IV of the Act (including any other modification(s) or re-enactment thereof for the time being in force) Mr. Rajesh Bhavanbhai Chauhan (DIN: 08141179) who was appointed as an Additional (Independent) Director of the Company by the Board of Directors in their meeting held on 23/05/2018 to hold office up to the date of ensuing Annual General Meeting, and in respect of whom the Company has also received a notice of Intention in writing signifying his intention to propose himself as a candidate for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company for a period of 5 years, not being liable to retire by rotation.

RESOLVED THAT any of the directors of the Company be and is hereby authorized to file necessary form(s) to the ROC, NCT of Delhi and Haryana and to do all such acts, deeds and things as may deem necessary to give effect to above appointment.”

**By order of the Board of Directors
For ShivamShree Businesses Ltd.**

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

Date: 01/09/2018
Place: Ahmedabad

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business(es) to be transacted at the Meeting is annexed hereto.
2. A MEMBER WHO IS ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ONLY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE,

PROXY FORMS DULY COMPLETED IN ALL RESPECTS SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.

3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person(s) or shareholder(s).
4. Corporate Members intending to send their authorized representative to attend the Meeting are requested to send a Certified True Copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Relevant documents as referred to in the accompanying Notice along with the Statements are open for inspection by members at Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.
6. Brief details of Directors seeking re-appointment at the ensuing Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) forms part of the notice.
7. The Register of Members and Share Transfer Books will remain closed from Monday, 24/09/2018 to Thursday, 27/09/2018 (both days inclusive).
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or its Registrar & Share Transfer Agent (RTA), for assistance in this regard.
9.
 - a) The members who are holding shares in physical form are requested to intimate any change in their address with pin code immediately either to the Company or to its Registrar & Share Transfer Agent (RTA) promptly.
 - b) The members who are holding shares in demat form are requested to intimate any change in their address with pin code immediately to their Depository Participants.
10. The Ministry of Corporate Affairs, Government of India (vide its circular nos. 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' by allowing paperless compliances and recognizing delivery of Notices / Documents / Annual Reports, etc., to the shareholders through electronic medium. In view of the above, the Company will send Notices / Documents / Annual Reports, etc., to the shareholders through email, wherever the email addresses are available; and through other modes of service where email addresses have not been registered. Accordingly, members are requested to support this initiative by registering their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, **Skyline Financial Services**

Pvt. Ltd.

11. The shares of the Company are at presently listed on **BSE Ltd. (Bombay Stock Exchange)**.
12. Pursuant to the provisions under Section 108 of Companies Act, 2013 to be read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time along with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to exercise their right to vote at the ensuing Annual General Meeting by Electronic Means. The business(s) proposed to be transacted as mentioned in the Annual General Meeting Notice may be transacted through voting by Electronic Means (Remote e-voting) as well. For this, Company is availing the services provided by Central Depository Services (India) Limited (“CDSL”). The facility for voting through Ballot Paper will also be made available at the meeting venue, for the members who have not cast their votes by remote e-voting. They shall also be able to exercise their voting rights at the AGM by voting through ballot paper. Members who have already cast their vote by remote e-voting process prior to the date of meeting shall be eligible to attend the Annual General Meeting but shall not be entitled to cast their votes again through ballot process.

The instructions for e-voting by members are annexed to the Notice.

13. The Board of Directors of the company has appointed **CS Neha Arora**, Practicing Company Secretary (C. P. No. 15531), as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
14. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll and through remote e-voting, shall, not later than three days of conclusion of the Meeting, make a “**Consolidated Scrutinizer’s Report**” and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on website of the Company at **www.shivamshree.com** and on the website of Stock Exchange at **www.bseindia.com**. The Report shall simultaneously be placed on Notice Board of the Company at premises of the Registered Office.
15. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the General Meeting, i.e. 28th September, 2018.
16. The login ID and password for remote e-voting along with Process, Manner and Instructions for remote e-voting is being sent to Members who have not registered their E-mail ID(s) with the Company / their respective Depository Participants along with physical copy of the Notice. Those Members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with Process, Manner and Instructions through E-mail.
17. Voting rights shall be reckoned on the Paid-up value of shares registered in the name of Member / Beneficial Owner (in case of shares in Dematerialized form) as on the cut-off date i.e. 22/09/2018.
18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial

Owners maintained by the depositories as on the cut-off date, i.e. 22/09/2018 only shall be entitled to avail the facility of e-voting / Poll.

Note: A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

19. No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the General Meeting.

20. The **Instructions for shareholders voting electronically are as under:**

Date and Time of commencement of e-voting 25/09/2018 (Tuesday); 9.00 AM

Date and Time of Conclusion of e-voting 27/09/2018 (Thursday); 5.00 PM

- i. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22/09/2018 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date through remote E-voting would not be entitled to vote at the meeting venue through Poll.
- iii. The shareholders should log on to the e-voting website of CDSL "www.evotingindia.com."
- iv. Click on Shareholders.
- v. Now Enter your User ID
 - a) For Shareholders holding Demat Account with CDSL: **16 digits beneficiary ID,**
 - b) For Shareholders holding Demat Account with NSDL: **8 Character DP ID followed by 8 Digits Client ID,**
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- i. Next enter the Image Verification as displayed and Click on Login.
- ii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- iii. If you are a first time user then follow the steps given below:

	For Members holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA000 00001 in the PAN field.

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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- iv. After entering these details appropriately, click on “SUBMIT” tab.
- v. Members holding shares in physical form will then directly reach the Company Selection Screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by 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.
Note: It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. For Members holding shares in physical form, the details can be used for remote e-voting on the resolutions contained in this Notice only.
- vii. Click on the EVSN for the relevant resolution on which you choose to vote.
- viii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same you will find an 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”.
- ix. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution’s details.
- x. 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.
- xi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xiii. 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.
- xiv. **Note for Non – Individual Shareholders and Custodians:-**
 - ✓ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ✓ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- ✓ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - ✓ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ✓ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xv. 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- xvi. To address issues/grievances of shareholders relating to the ensuing AGM, including e-voting, the following official has been designated:

Name of Official	Prafulbhai Parshottambhai Bavishiya
Designation	Managing Director
Address	1st Floor, 12 Pushpak Apartment, Opp. Ratnakar 6, Prernatirth Derasar Road, Satellite, Ahmedabad-380015
Contact	011-41063104
E-mail	siddarth.businesses@gmail.com

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014)

Item No. 4: Appointment of Mr. Nilesh Himatlal Trivedi as an Independent Director

Mr. Nilesh Himatlal Trivedi (DIN: 08141177) was inducted as an Additional (Independent) Director of the Company by Board on 23/05/2018 pursuant to the provisions as specified u/s 161(1) of the Companies Act, 2013. Mr. Nilesh Himatlal Trivedi holds office up to the date of the ensuing Annual General Meeting and is eligible for the appointment as an Independent Director.

Further, Mr. Nilesh Himatlal Trivedi has furnished a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. He has experience in general management. Board considers that his association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

None of the following persons are interested in the aforesaid resolution, financially or otherwise:-

- (i) Any Director(s) or Manager,
- (ii) Any Other Key Managerial Personnel(s),

(iii) Relatives of the persons mentioned in sub clauses (i) and (ii) above.

The Board recommends passing of the resolution set out at Item No. 5 as an Ordinary Resolution.

Item No. 5: Appointment of Mr. Rajesh Bhavanbhai Chauhan as an Independent Director

Mr. Rajesh Bhavanbhai Chauhan (DIN: 08141179) was inducted as an Additional (Independent) Director of the Company by Board on 23/05/2018 pursuant to the provisions as specified u/s 161(1) of the Companies Act, 2013. Mr. Rajesh Bhavanbhai Chauhan holds office up to the date of the ensuing Annual General Meeting and is eligible for the appointment as an Independent Director.

Further, Mr. Nilesh Himatlal Trivedi has furnished a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. He has experience in general management. Board considers that his association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director.

None of the following persons are interested in the aforesaid resolution, financially or otherwise:-

- (i) Any Director(s) or Manager,
- (ii) Any Other Key Managerial Personnel(s),
- (iii) Relatives of the persons mentioned in sub clauses (i) and (ii) above.

The Board recommends passing of the resolution set out at Item No. 6 as an Ordinary Resolution.

PROFILE OF PROPOSED DIRECTOR

Mr. Shailesh Bhai Parshottambhai Bavishiya

Director Identification Number (DIN)	01908191
Date of Birth	01.06.1973
Qualification	B.Sc.
Expertise in specific area	Experience in the field of Real Estate and Development
Date of First appointment on the Board of the Company	17/03/2016
Shareholding in the Company (Only In case the Director to be appointed is a Non Executive Director)	NA
List of Directorship held in other companies	1. Lucent Cleanenergy Private Limited 2. Lucent Mines And Mineral Private Limited 3. Shivam Photovoltaics Private Limited 4. Shivam Developers Pvt Ltd
Names of Listed Entities in which the person holds membership of Committees of the Board	NA
Relationship between Directors Inter-se	NIL

Mr. Nilesh Himatlal Trivedi

Director Identification Number (DIN)	08141177
Date of Birth	15/01/1969
Qualification	Graduate
Expertise in specific area	Experience in the field of Civil Engineering
Date of First appointment on the Board of the Company	23/05/2018
Shareholding in the Company (Only In case the Director to be appointed is a Non Executive Director)	NIL
List of Directorship held in other companies	NIL
Names of Listed Entities in which the person holds membership of Committees of the Board	NA
Relationship between Directors Inter-se	NIL

Mr. Rajesh Bhavanbhai Chauhan

Director Identification Number (DIN)	08141179
Date of Birth	23/11/1976
Qualification	Graduate along with Diploma in Computer Application and NCFM in Derivatives Markets.
Expertise in specific area	Experience in the field of ITI-Mechanist
Date of First appointment on the Board of the Company	23/05/2018
Shareholding in the Company (Only In case the Director to be appointed is a Non Executive Director)	NIL
List of Directorship held in other companies	NIL
Names of Listed Entities in which the person holds membership of Committees of the Board	NA
Relationship between Directors Inter-se	NIL

SHIVAMSHREE BUSSINESSES LIMITED
(Erstwhile known as Siddarth Businesses Limited)
Regd. off: A-35, Shop No.29 Kh-92, Gali No.2, Madhu Vihar, Delhi-110092
Corp. Off: 1 st Floor, 12 Pushpak Apartment, Opp. Ratnakar 6, Prernatirth Derasar Road,
Satellite, Ahmedabad-380015
Tel: 011-41063104, Email: Siddarth.businesses@gmail.com Website: www.shivamshree.com
CIN: L01403DL1983PLC015704

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]

Name of the Member(s)
Registered address
E-mail I. d.
Folio no./Client Id*
DP ID

I/We, being the member(s) of ShivamShree Businesses Ltd. holding _____ shares hereby appoint:

1	Name	
	Address	
	E-Mail I.D.	
	Signature	<u>or failing him</u>
2	Name	
	Address	
	E-Mail I.D.	
	Signature	<u>or failing him</u>
3	Name	
	Address	
	E-Mail I.D.	
	Signature	

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on _____ at _____ A.M./P.M. at Hotel Majestic at D-52, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	For	Against
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 together with the reports of the Auditor's and Directors' thereon		
2.	Appointment of Director in place of Mr. Shailesh Bhai Parshottambhai Bavishiya (DIN: 01908191), who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for Re-appointment		

3.	Appointment of M/s M A A K & Associates, Chartered Accountants (Firm Registration No. 135024W) as Statutory Auditors for the period of five years and to fix their remuneration		
4.	Re-appointment of Mr. Nilesh Himatlal Trivedi (DIN: 08141177) as an Independent Director		
5.	Re-appointment of Mr. Rajesh Bhavanbhai Chauhan (DIN: 08141179) as an Independent Director		

Signed this _____ day of _____ 2017.

Affix Revenue
Stamp of Rs. 1/-

Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- (1) *This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.*
- (2) *For the resolutions, statement setting out material facts, notes and instructions please refer to the notice of Annual General Meeting.*
- (3) *Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.*
- (4) *In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.*

Please complete all details including details of member(s) and proxy(ies) in the above box before submission.

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Satellite, Ahmedabad-380015
Tel: 011-41063104, Email: Siddarth.businesses@gmail.com Website: www.shivamshree.com
CIN: L01403DL1983PLC015704

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

35th Annual General Meeting, on Friday, 28th September, 2018 at 12:00 P.M. at Hotel Majestic at D-52, East of Kailash, New Delhi-110065

Name of the Member (In Block Letters)
Address	
Folio No./DP ID & Client ID
No. of Shares held
Name of Proxy (To be filled in, if the proxy attends instead of the member)

I, hereby certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the 35th Annual General Meeting of the Company on Friday, 28th September, 2018 at 12:00 P.M. at Hotel Majestic at D-52, East of Kailash, New Delhi-110065.

Member's /Proxy's Signature

Note:

- 1) *Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and handover at the entrance of the premise*
- 2) *Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be distributed at the meeting venue.*

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GREEN INITIATIVE IN CORPORATE GOVERNANCE

E-COMMUNICATION REGISTRATION FORM

(In terms of Section 20 of the Companies Act, 2013)

Folio No. / DP ID & Client ID :

Name of 1st Registered Holder :

Name(s) of Joint Holder(s) :

Registered Address :

Email ID (to be registered) :

I/We shareholder(s) of ShivamShree Businesses Ltd. agree to receive communication from the Company in electronic mode under relevant provisions of the Companies Act, 2013. Please register my above e-mail in your records for sending communication through mail.

Signature:- _____
(First Holder)

Date: _____

****Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.***

Route Map to the Venue of 35th Annual General Meeting of the Company

