

NOTICE

NOTICE is hereby given that Twenty Third (23rd) Annual General Meeting of the members of **SHAIVAL REALITY LIMITED** will be held on Monday, 30th September, 2019 at 3:00 p.m. at the Registered Office of the Company at A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad – 380009, Gujarat to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone & Consolidated Financial Statements for the financial year ended 31st March, 2019 and the Reports of Board of Directors and Auditors' thereon and in this regard to pass with or without modification the following resolution as **Ordinary Resolution:**

"RESOLVED THAT audited standalone and consolidated financial statements of the company for the financial year ended on March 31, 2019 and the reports of the board of directors and auditors' thereon laid before this meeting, be and are hereby considered and adopted."

2. To appoint a Director in place of Mrs. Sonal Mayur Desai (DIN: 00125704), who retires by rotation and being eligible, offers herself for re-appointment.

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Sonal Mayur Desai (DIN: 00125704), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

Registered Office:

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

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

Date: May 24, 2019

Place: Ahmedabad

**Sd/-
Sonali Panchal
Company Secretary
Membership No.: ACS-23824**

NOTES:

1. **PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, A MEMBER ENTITLED TO ATTEND AND VOTE AT 23rd ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten (10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.

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 i.e. by 3.00 p.m. on Saturday, 28th September 2019. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.

Every shareholder entitled to vote at a meeting of the company or any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours prior the time fixed for the commencement of meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided that the notice regarding the same should be submitted in writing three days before the meeting date, mentioning the intention to inspect the proxies of the Company.

2. Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company or the Registrar and Share Transfer Agent *M/s. Bigshare Services Private Limited*, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of joint holding, the joint holder whose name stands first as per the Company's record, shall alone be entitled to vote.
5. In terms of Section 152 of the Companies Act, 2013, Mrs. Sonal Mayur Desai (DIN: 00125704), Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. The Board of Directors of the Company recommends her re-appointment.
6. Relevant disclosure pursuant to Regulation 36(3) Of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India, relating to directors seeking appointment/re-appointment at the Annual General Meeting of the Company:

Mrs. Sonal Mayur Desai (Director seeking re-appointment):

Mrs. Sonal Mayur Desai, aged 53 years, is Director of our Company. She is MBBS, MD (Gynecology) from B.J. Medical College, Ahmedabad, Gujarat University. She did regular gynecology & obstetric practice from 1991 to 2004. She started NGO namely, "Sahaj Care" in 2013. Presently, she is running a

guidance clinic for teenage girls along with running Sahaj Care.

She holds 12,00,000 shares in the Company. Apart from Shaival Reality Limited, she holds directorship in the following entities:

- i) Shaival Petroproducts Private Limited
- ii) Shaival Investment Consultancy Private Limited
- iii) Insync Education Private Limited
- iv) Embrion IVF Private Limited

None of the Directors other than Mr. Mayur M Desai & Mr. Shaival M Desai, who are related to Mrs. Sonal M. Desai as Husband and Son, is interested in the matter.

7. The Notice of AGM along with the Annual Report 2018-2019, and other annexure thereto are physically/by e-mail sent to all members at the address registered with the Company/ Depositories. Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website www.shaivalgroup.ooo.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 23rd September, 2019 to Monday, 30th September, 2019 (both day inclusive).
9. The relevant documents referred to in the accompanying Notice and in the Explanatory Statements, if any, are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under section 189 of the Companies Act, 2013 are available for inspection by the members at the AGM.
11. In accordance with the amendments to Regulation 40 of the Securities and Exchange Board of India (SEBI) has revised the provisions relating to transfer of listed and has decided that transfer of listed securities shall not be processed unless the securities are held in dematerialized form with a Depository (National Securities Depository Limited and Central Depository Services (India) Limited). This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Transfer of securities only in Demat form will improve ease; facilitate convenience and safety of transactions for investors.
12. SEBI has mandated the submission of PAN by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their concerned Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar and Share Transfer Agent, *Bigshare Services Private Limited* (RTA).
13. Shareholders are informed that voting shall be done by the means of polling paper. The Company will make the arrangements of polling papers in this regard at the Meeting's Venue.
14. The Board of Directors of the Company has appointed Mr. Ronak D Doshi, Proprietor of M/s. Ronak Doshi & Associates, Practicing Company Secretary, Ahmedabad as scrutinizer, for conducting the poll paper voting process in a fair and transparent manner.
15. The resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the poll paper voting indicates that the requisite majority of the Shareholders had assented to the resolution. However, Unsigned or incomplete and improperly or

incorrectly ticked Voting Poll Papers shall be rejected

16. The Scrutinizer shall after the completion of the voting, count the votes cast in favour or against and mention them in his report to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith. After declaration, the voting result will be declared on the Company's website: www.shaivalgroup.ooo. besides communicating the same to CDSL and Bigshare Services Private Limited, Registrar and Share Transfer Agents on the said date and also to National Stock Exchange, SME Emerge Platform where the shares of the Company are listed.
17. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
18. Members are requested to contact Registrar and Transfer Agent (RTA) namely, Bigshare Services Private Limited having its office at E4/8, Block E 4, First Floor, Jhandewalan Extension, Jhandewalan, New Delhi-110055 for recording any change of address, bank mandate, ECS or nominations, for updation of email address and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
19. Members are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
20. All Members are requested to Intimate Registrar and Share Transfer Agent *M/s Bigshare Services Private Limited* for consolidation of folios, in case having more than one folio.
21. The Company is having agreements with NSDL and CDSL to enable members to have the option of dealing and holding shares of the Company in electronic form. The ISIN for the equity shares of the Company is INE262S01010.
22. A Route Map showing the directions to reach venue of the Annual General Meeting as per the requirement of the Secretarial Standards-2 on General Meetings.

Registered Office:

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

Date: May 24, 2019

Place: Ahmedabad

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

**Sd/-
Sonali Panchal
Company Secretary
Membership No.: ACS-23824**

SHAIVAL REALITY LIMITED
CIN: L45201GJ1996PLC029311
REG. OFFICE: A/1, MAHARAJA PALACE, NEAR VIJAY CROSS ROAD,
NAVRANGPURA, AHMEDABAD-380009, GUJARAT
E-mail: shaivalgroup@gmail.com/cs.shaival@gmail.com
Website: www.shaivalgroup.ooo

FORM NO. MGT-11

PROXY FORM

TWENTY THIRD ANNUAL GENERAL MEETING

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19 of Companies (Management and Administration) Rules, 2014]

Name of Shareholder(s):

Registered Address:

E-mail ID (IF ANY):

Folio No. /DP ID Client No.

I/We, being the shareholder(s) of **SHAIVAL REALITY LIMITED** holding _____ (No. of shares),
hereby appoint:

1. Name: _____

Address: _____

E-mail ID: _____, or failing him: _____

Signature

2. Name: _____

Address: _____

E-mail ID: _____, or failing him: _____

Signature

As my/our proxy to attend and vote (on a Poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 3.00 P.M. at A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad-380009, Gujarat and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTIONS	OPTIONAL	
		For	Against
	Ordinary Resolutions		
1.	To Consider and adopt the Audited Financial Statements of the company for the Financial Year ended on 31 st March, 2019 and the Reports of Board of Directors and the Auditors' thereon		
2.	To appoint a Director Mrs. Sonal Mayur Desai (DIN: 00125704) who retires by rotation and being eligible, offers herself for reappointment		

Affix Revenue
Stamp of One
Rupee

Signed this ____ day of ____ 2019

Signature of Shareholder _____

Signature of First Proxy Holder

Signature of Second Proxy Holder

Notes:

1. This form in order to be effective must be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the meeting.
2. Please put a (X) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. The proxy need not to be the member of the Company.
4. All alterations made in the form of proxy should be initialed.

SHAIVAL REALITY LIMITED
CIN: L45201GJ1996PLC029311
REG. OFFICE: A/1, MAHARAJA PALACE, NEAR VIJAY CROSS ROAD,
NAVRANGPURA, AHMEDABAD – 380009
E-mail: shaivalgroup@gmail.com
Website: www.shaivalgroup.ooo

ATTENDANCE SLIP

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

Reg. Folio/ DP ID & Client ID	
Name & Address of the Member	
Name(s) of Joint holder(s)	
No. of Share(s) held	
Name of Proxy holder	

I/We hereby record my/our presence at the 23rd Annual General Meeting of the members of the Company to be held on Monday, 30th September, 2019 at 3:00 p.m. at the registered office of the Company situated at A/1, Maharaja Palace, Near Vijay Cross Road, Navrangpura, Ahmedabad – 380009, Gujarat.

Signature of the Shareholder/Proxy/Representative*

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*Strike out whichever is not applicable

Note:

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

ROUTE MAP

FOR THE VENUE OF 23rd ANNUAL GENERAL MEETING TO BE HELD ON

Monday, 30th September, 2019 AT 3.00 P.M. AT

A/1, MAHARAJA PALACE, NEAR VIJAY CROSS ROAD, NAVRANGPURA,

AHMEDABAD-380009, GUJARAT

