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# S V Global Mill Limited

11th ANNUAL REPORT

MARCH - 2018

CIN : L17100TN2007PLC065226

<b>BOARD OF DIRECTORS</b>	M. Ethiraj Chairman  E. Shanmugam Managing Director  S. Valli Women Director  Girija Balabaskar Alternate Director  <b>Independent Directors</b> P.S. Pandyan (IAS Retd) Dr. K.Shivaram Selvakkumar Y. Satyajit Prasad
<b>AUDITORS</b>	M/s. P.B. Vijayaraghavan & Co Chartered Accountants, Chennai
<b>BANKERS</b>	M/s. City Union Bank Limited G.T. Branch, Chennai – 600 001.
<b>COMPANY SECRETARY</b>	K. Murali
<b>CHIEF FINANCIAL OFFICER</b>	R. Sugumaran
<b>REGISTERED OFFICE</b>	New No. 5/1 (Old No. 3/1), 6th Cross Street, CIT Colony, Mylapore, Chennai 600 004.

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## NOTICE OF 11th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 11th Annual General Meeting (AGM) of the members of **S V Global Mill Limited** will be held on Thursday, the 20th September 2018 at 10.30 A.M at the Registered Office of the Company situated at New No. 5/1, (Old No. 3/1), 6th Cross Street, CIT Colony, Mylapore, Chennai 600 004 to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1 - Adoption of Audited Financial Statements.**

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors ('the Board') and Auditors thereon.

#### **Item No. 2 -Re-appointment of a Director liable to retire by rotation.**

To appoint a Director in the place of Ms. S. Valli (DIN 00468218) who retires by rotation and being eligible offers herself for re-appointment.

#### **Item No. 3 -Ratification of Appointment of Statutory Auditors.**

To ratify the appointment of the Auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee and the Board of Directors, and pursuant to the resolution passed by the Members at the AGM held on September 21, 2016, the appointment of M/s. P B Vijayaraghavan & Co Chartered Accountants, Chennai (Firm's Registration No. 004721S) as the Auditors of the Company to hold office till the conclusion of the next AGM, be and is hereby ratified and that the Board of Directors be and are hereby authorized to fix the remuneration payable to them as may be determined by the Audit Committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

### **SPECIAL BUSINESS**

#### **Item No. 4 - Adoption of Memorandum of Association as per the provisions of 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 Section 4, 13 and any other applicable provisions of the Companies Act, 2013 ("the Act"), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company by merging the Objects of the Company mentioned under Clause III (C) - "Other Objects with Clause III (B) - "Objects Incidental or Ancillary to the attainment of the Main Objects and consequently changing the object numbering as may be appropriate".

**RESOLVED FURTHER THAT** in accordance with the Table A of the Schedule I of the Act, the Clause III (A) and III (B) of the Memorandum of Association of the Company, be renamed as under:

**Clause III (A) - The objects to be pursued by the Company on its incorporation are:**

**Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:**

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any Director with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**Item No. 5 - Adoption of Articles of Association as per the provisions of 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 Section 14 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations 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 regulations contained in the existing Articles of Association of the Company".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers conferred herein, to any Director with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order Of The Board  
For S V GLOBAL MILL LIMITED

Place: Chennai  
Date : 06.8.2018

M.ETHIRAJ  
CHAIRMAN  
DIN:00041996

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No: 4**

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging the Objects under Clause III (C) - "Other Objects" with Clause III (B) - "Objects Incidental or Ancillary to the attainment of the Main Objects and also to rename the Clause III (A) and III (B) of the Object Clause. Pursuant to section 13 of the Act, the above said proposal requires consent of the members by way of Special Resolution. The Board at its meeting held on August 06, 2018 has approved alteration of the MOA of the Company and the Board now seek Members' approval for the same.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

**Item No: 5**

The existing Articles of Association ("AOA") are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

With the coming into force of the Act, several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to replace wholly the existing AOA by a new set of Articles. The new AOA to be substituted in place of the existing AOA are based on Table "F" of the Act which sets out the model Articles of Association for a company limited by shares. As per the provisions of section 14 of Companies Act, 2013 alteration of Articles of Association requires approval of shareholders by way of Special Resolution. The Board at its meeting held on August 06, 2018 has approved adoption of the AOA of the Company and the Board now seek Members' approval for the same.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Directors recommend the aforesaid Resolution for the approval by the Members as Special Resolution.

By Order Of The Board  
For S V GLOBAL MILL LIMITED

Place: Chennai  
Date : 06.8.2018

M.ETHIRAJ  
CHAIRMAN  
DIN:00041996

**NOTES:**

**THE EXPLANATORY STATEMENT, PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (THE ACT, 2013) IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE ANNUAL GENERAL MEETING (AGM), AS SET OUT IN THE NOTICE IS ANNEXED HERETO.**

**PROXY**

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on a poll instead of himself/herself and the proxy or proxies need not be member or members, as the case may be, of the Company.
2. A Proxy form for the AGM is enclosed. The instrument of Proxy, in order to be effective, must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a Proxy on behalf of members not exceeding fifty and holding in the 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 Proxy and such Proxy shall not act as a Proxy for any other person or shareholder.
3. Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members / Proxies / Authorized Representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. As a measure of economy, copies of the Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their copies of the Annual Report to the Meeting.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Additional information, pursuant to Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, in respect of the Director seeking re-appointment at the AGM is furnished as an annexure to the Notice. The concerned Director has furnished consent/ declaration for her appointment as required under the Companies Act, 2013.
9. Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 12.09.2018 to 20.09.2018 (both days inclusive) for the purpose of 11th AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of 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 account(s). Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar and Share Transfer Agent.
12. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least 7 working days prior to the Annual General Meeting so that the required information can be made available at the Meeting.
13. M/s. Cameo Corporate Services Ltd., 'Subramanian Building', 5th Floor, No: 1, Club House Road, Chennai - 600 002. Phone: 044 - 2846 0390 to 2846 0395 is the Company's Registrar and Share Transfer Agent (RTA) for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in Dematerialized Form, Members may send requests or correspond through their respective Depository Participants.
14. Pursuant to the provisions of Section 72 of the Companies Act, 2013 Members holding shares in physical form can now avail nomination facility for the shares held by them. Members desirous of

availing this facility may send in their nominations in the prescribed Form 2B duly filled and send to the Registrar and Share Transfer Agent (RTA) of the Company.

15. Members are requested to register / update their email ID's and 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 Share Transfer Agent (RTA). Members holding shares in physical form, in their own interest, are requested to dematerialize their shares to avail the benefits of electronic trading/holding.
16. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's Registrar and Share Transfer Agent for consolidation of such folios into one to facilitate better services.
17. Members may also note that the Notice of the 11th AGM and the Annual Report will be available on the Company's Website [www.svgml.com](http://www.svgml.com) for their download and in the web-site of CDSL [www.evoting.com](http://www.evoting.com) or can obtain by writing to the Company's Registrar and Share Transfer Agent (RTA).
18. All documents referred to in the Notice calling the 11th AGM is available for inspection at the Registered office of the Company during business hours between 3.00 PM and 5.00 PM on all working days of the Company up to the date of the AGM.
19. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
20. Electronic copy of the Annual Report and the Notice of the AGM inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent to all Members whose email ids are registered with the Company/Depository Participant(s) 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 above documents are being sent in the permitted mode.

#### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service provided by the Central Depository Services (India) Limited. Once a vote on the resolution is cast, the member shall not be allowed to change it subsequently.

The facility for voting through ballot paper will also be made available at the AGM and Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes once again.

In case of Joint holders attending AGM, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date(record date) of 11.09.2018 and accordingly, Members as on the cut-off date as mentioned above only shall be entitled to avail the facility of remote e-voting or ballot paper.

A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut Off Date i.e.11.09.2018 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through Poll at the AGM by following the instructions mentioned in this part.

#### **The instructions for shareholders voting electronically are as under:**

The voting period begins on 14.09.2018 at 09.00 A.M and ends on 19.09.2018 at 05.00 P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as

on the cut-off date (11.09.2018) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**In case of member receiving e-mail:**

01	Log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a> during the voting period.
02	Click on "Shareholders".
03	Now, select "S V GLOBAL MILL LIMITED" from the drop down menu and click on "SUBMIT".
04	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.	Members holding shares in physical form should enter the Folio Number registered with the Company.
05	Next enter the Image Verification as displayed and Click on Login.
06	If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.

**If you are a first time user follow the steps given below:**

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.  Members who have not updated their PAN with the Company/Depository Participant are requested to enter their name in CAPITAL followed by the last 8 digits of the demat account / folio number in the PAN field.  In case the folio 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. Eg. If your name is Ramesh Kumar with Folio No. 1 then enter RA00000001 in the PAN field.
Date of Birth	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account of folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the date of birth or dividend bank details in order to login. If the details are not recorded with the depository or Company please enter the Member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then reach directly the EVSN(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 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.

For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Click on the Electronic Voting Sequence Number(EVSN)along with"S V Global Mill Limited"from the drop down menu and click on "SUBMIT" on which you choose to vote.

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. Enter the number of shares (which



represents number of votes) under "YES/ NO" or alternatively you may partially enter any number in "YES" and partially in "NO", but the total number in "YES" and "NO" taken together should not exceed your total shareholding.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Notice/Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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.

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**Note for Non - Individual Members (Institutional Shareholders) and Custodians:**

Institutional shareholders (i.e. other than Individuals, HUFs, NRI etc.,) and Custodians are required to log on to <https://www.evotingindia.co.in> 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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

A scan copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy, please follow all steps as above to cast vote.

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). On the alternative, they may also contact CDSL on Toll free Number 1800-200-5533.

**The Company has appointed Mr.R.Kannan, practicing Company Secretary, Chennai (C.P.NO. 3363) to act as scrutinizer for conducting the electronic voting process in a fair and transparent manner.**

The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Annual General Meeting, there after unblock the votes cast through e-voting in the presence of two witnesses not in the employment of the Company and make, not later than three working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any to the Chairman or a person authorized by him in writing who shall counter-sign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

The results declared alongwith the scrutinizer's report will be placed on the Company's web-site [www.svgml.com](http://www.svgml.com) and on the web-site of CDSL immediately after the result is declared by the Chairman/ Authorized person and the results will also be communicated to the Stock Exchange where the shares of the Company are listed.

By Order Of The Board

For S V GLOBAL MILL LIMITED

Place: Chennai  
Date : 06.8.2018

**M.ETHIRAJ**  
CHAIRMAN  
DIN:00041996

**ANNEXURE**

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Ms. S. Valli
Date of Birth	06.12.1963
Date of Appointment	04.03.2015
Expertise in specific functional areas	She has over 2 decades of rich experience in varied industries like Sugar, Textile and Real Estate.
Disclosure of relationship between Directors inter-se	Daughter of Mr. M. Ethiraj (Chairman) and Sister of Mr. E. Shanmugam (Managing Director)
Chairmanship / Directorship of other Companies (excluding Foreign Companies and Section 25 Companies)	Thirumagal Enterprise Limited Solan Minerals and Metals Private Limited
Committee position held in other Companies	Nil
Shareholding in the Company	18,800 Equity Shares of Rs.5 each.

By Order of The Board

For **S V GLOBAL MILL LIMITED**

Place: Chennai  
Date : 06.8.2018

**M.ETHIRAJ**  
CHAIRMAN  
DIN:00041996



## DIRECTORS' REPORT FOR FY - 2017-'18.

To,

The Members,

Your Directors have pleasure in presenting their 11th Annual Report of the Company together with the audited financial statements for the year ended March 31, 2018.

### Financial Highlights

Rs in Lakhs.

Particulars	Standalone		Consolidated
	FY: 2017 - '18.	FY: 2016 - '17.	FY: 2017 - '18.
Revenue from Operations	1064.68	-	1175.72
Other Income	700.46	660.09	657.71
Total Income	1765.14	660.09	1833.43
Profit before exceptional items			
Depreciation & Tax	1096.98	224.56	1150.74
Exceptional items	233.35	-	233.35
Less: Depreciation	31.24	7.31	31.24
:Tax Expense	266.70	71.16	269.79
Profit after Tax	565.69	146.09	616.36

### Consolidated Financial Statements

The consolidated financial statements have been prepared pursuant to the provisions of the Companies Act 2013 as also the listing agreement entered in to with the stock exchange. The statements have been prepared in accordance with the IND AS as prescribed by the ICAI

### Overview of Operations

For the financial year under review, the total income stood at Rs.1833.43 lakhs on a consolidated basis with an increase of about 175% compared to previous year. The PAT has increased by about 318% compared to the previous year. This is due to the increase in revenue from operations compared to previous year.

### Subsidiary

The Company had acquired 100% controlling stake in PSB Lending Tree Private Limited, Chennai, a Non-Banking Financial Company (Non-deposit) undertaking after completing all procedural formalities including change in the name of the subsidiary company to SV Global Finance Private Limited (SVGFPPL) and the Reserve Bank of India, Chennai accorded its Certificate of Registration on 30.01.2017. During the year the Company has made further investments in its Subsidiary SVGFPPL by subscribing to the Equity Share Capital by way of Rights issue of 1,09,50,000 shares at Rs. 10/- each totaling to Rs. 10,95,00,000.

SVGFPPL in their meeting held on 9th April 2018 declared an interim dividend of Rs. 0.25 per share (2.5%) for the financial year 2017-18 thereby absorbing a sum of Rs.39,11,734 including dividend distribution tax. The same was paid to the holding company on 13th April 2018. There was no declaration of any further dividend by the subsidiary company for the year under consideration.

The consolidated financial statements of the Company are prepared in accordance with the provisions of Section 129 of the Act, 2013 read with the Companies (Accounts) Rules, 2014 and Regulation 33 of SEBI (LODR) Regulations alongwith a separate statement containing the salient features of the financial performance of subsidiaries / associate in the prescribed form. The audited consolidated financial statements

together with Auditors' Report form part of the Annual Report. The audited financial statements of the subsidiary company will be made available to the shareholders, on receipt of a request from any shareholder and it has also been placed on the website of the Company [www.svgml.com](http://www.svgml.com). This will also be available for inspection by the shareholders at the registered office during the business hours.

The separate statement containing the salient features of the financial statements of the above named subsidiary in Form AOC -1 as Annexure "B" forms part of consolidated financial statements in compliance with Section 129(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014.

#### **Dividend**

In order to conserve the funds for future operations, no dividend is being proposed for the financial year 2017-'18.

#### **Transfer to Reserves**

Appropriation to general reserves for the financial year ended March 31, 2018 as per standalone and consolidated financial statements are as under:

(Rs. in Lakhs)

<b>Particulars</b>	<b>Standalone</b>	<b>Consolidated</b>
Balance of General Reserve at the beginning of the year	16,104.23	16,105.49
Add: Net Profit for the year	565.69	616.36
Balance of General Reserve at the end of the year	16,669.92	16,721.85

#### **Company's Working /State of Affairs**

The Company operates in one segment i.e., Real Estate business and as an NBFC (non-deposit) undertaking acquired through its wholly owned subsidiary. During the Financial Year 2017-'18, the revenue of the Company on standalone basis was Rs 1765.14 lakhs (P.Y. Rs. 660.09 lakhs) earned towards revenue from operations and other income. The revenue of the subsidiary during the Financial Year 2017-'18 was Rs. 134.00 lakhs (P.Y. Rs. 14.79 lakhs) earned towards revenue from operations and other income.

There are no material changes or commitments affecting the financial position of the company which have occurred between the end of the financial year and the date of this report.

#### **Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.**

There are no significant and material orders passed by the Regulators / Courts or tribunals that would impact the going concern status of the Company and its future operations.

#### **Internal Financial Control**

The Company has an established Internal Financial Control framework including internal controls over financial reporting, operating controls and anti-fraud framework. The framework is reviewed regularly by the Management and tested by internal audit team and presented to the Audit Committee. Based on periodical testing, the framework is strengthened from time to time, to ensure adequacy and effectiveness of Internal Financial Control.

The established controls are constantly assessed and strengthened with new / revised standard operating procedures. The Company has adopted policies and procedures for ensuring adherence to the Company's policies, safe guarding of its assets, the prevention and detection of frauds and errors, the accuracy and reliability of accounting records and timely preparation of reliable financial disclosures.