
SV Global Mill Limited

**ANNUAL REPORT
MARCH - 2014**

DIRECTORS	M. Ethiraj Chairman E. Shanmugam Managing Director R. Narayanan S. Natarajan Y. Satyajit Prasad Dr.K.Shivaram Selvakkumar
AUDITORS	Messers M. Kuppuswamy PSG & Co., LLP Chartered Accountants, Vellore – 632 601.
BANKERS	M/S. City Union Bank Limited G.T. Branch, Chennai – 600 001.
COMPANY SECRETARY	K. Venkatesan
REGISTERED OFFICE	106, Armenian Street Chennai 600 001 Tamilnadu

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S V GLOBAL MILL LIMITED

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the SEVENTH ANNUAL GENERAL MEETING of the Company will be held on Friday, the 26th September, 2014, at 10:00 A.M. at 106, Armenian Street, Chennai 600001 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the Financial Year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Sri.M.Ethiraj, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Sri.S.Natarajan, who retires by rotation and being eligible offers himself for reappointment.
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of fourth consecutive AGM and to fix their remuneration:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made there under and pursuant to the recommendations of the Audit Committee of the Board of Directors, Messrs M.Kuppuswamy PSG & Co. LLP (Firm Regn. No.:001616S) Chartered Accountants, be and are hereby reappointed as Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the fourth consecutive AGM to be held in September 2018 (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as may be determined by the Board."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the Companies Act, 2013, Dr. K. Shivaram Selvakkumar, who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 6, 2014 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Dr. K. Shivaram Selvakkumar, as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of three consecutive years, not liable to retire by rotation."

On Behalf of the Board

Registered Office:

106, Armenian Street,
Chennai – 600 001
4th August, 2014

M. ETHIRAJ
CHAIRMAN
DIN: 00041996

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxy Form, 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.

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3. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2014 to 26th September, 2014 (both days inclusive).
4. Members / Proxies are requested to bring the attendance slip sent herewith, duly filled in, for attending the meeting and their copy of the Annual Report to the meeting.
5. Members who hold shares in dematerialised 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.
6. 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.
7. Members desiring to seek any information on the annual accounts or operations of the company are requested to send their queries to the Company, at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
8. 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 Form 2B duly filled in and signed to the Registrar and Share Transfer Agent of the Company viz., Cameo Corporate Services Ltd., 'Subramanian Building', 5th Floor, No: 1, Club House Road, Chennai – 600 002. Phone: 044 – 2846 0390 to 2846 0394.
9. M/s. Cameo Corporate Services Ltd., 'Subramanian Building', 5th Floor, No: 1, Club House Road, Chennai – 600 002. Phone: 044 – 2846 0390 to 2846 0394 is the Company's Registrar and Share Transfer Agent for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in Demat form, members may send requests or correspond through their respective Depository Participants.
10. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board resolution authorising their representatives to attend and vote at the Annual General Meeting.
11. 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.
12. Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members in respect of the business to be transacted at the AGM scheduled to be held on Friday, September 26, 2014 at 10.00 a.m. with a request to follow the instructions for voting electronically as under:-

The voting period begins on 20th September 2014 at 9. a.m. and ends on 22nd September 2014 at 6.00 p.m. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date (record date of 22nd August 2014) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of member receiving email

 - i. Log on to the e-voting website www.evotingindia.com during the voting period.
 - ii. Click on "Shareholders"
 - iii. Now, select "S V GLOBAL MILL LIMITED" from the drop down menu and click on "SUBMIT"
 - iv. 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 Folio Number registered with the Company.
 - v. Next enter the image Verification as displayed and Click on Login.
 - vi. 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.
 - vii. If you are a first time user follow the steps given below:

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	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric "PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)" Members who have not updated their PAN with the Company Depository Participant enter their name and 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 number 100 then enter RA00000100 in the PAN field.
DOB#	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 DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio number held by you as on the cut off date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the EVSN 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.
- x. For members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN of "S V GLOBAL MILL LIMITED" on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on "click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Note for institutional Shareholders
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a Corporate user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts 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.

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In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions ("FAQ") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

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.

In case of members receiving the physical copy, please follow all steps as above to cast 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 22nd August 2014.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

ANNEXURE TO THE NOTICE

Explanatory Statement pursuant to Section 102 of the Companies Act.,2013

Item No.5

Dr.K.Shivaram Selvakkumar is appointed as an Independent Director in the Board Meeting held on 06-03-2014 who in the opinion of the Board is a person of integrity and possesses relevant expertise and experience. His appointment needs to be approved by the Members in the General Meeting. Hence, the Board of Directors recommends this resolution for approval of the members.

None of the Directors of the Company is concerned or interested in this resolution.

DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING REAPPOINTMENT:

Name of Director	Date of Birth	Date of Appointment	Qualification	Expertise in functional area
M.Ethiraj	21.01.1934	30.10.2007	Industrialist	Textiles, Sugar & Chemicals
S. Natarajan	01-11-1947	29-04-2010	A.C.A.	Chartered Accountant

Item No. 2

Sri. M.Ethiraj is the Chairman of S V Global Mill Limited. He is also on the Board of several other companies. The details of his directorship in other companies are as follows:

Name of the Company

Position Held

- | | |
|--|------------------------------|
| 1. The Thirumagal Mills Limited | Chairman & Managing Director |
| 2. Binny Lorze Limited | Chairman |
| 3. Thirumagal Engineering Limited
(Formerly Binny Engineering Limited) | Chairman & Managing Director |
| 4. Tiger Farms Private Limited | Chairman |
| 5. Sriraj Mills Private Limited | Chairman |
| 6. Srinidhi Finance Private Limited | Chairman |
| 7. Ethiraj Foundation | Chairman |
| 8. S.V. Technology Solutions Private Limited | Chairman |

Sri. M. Ethiraj is the Chairman of Shareholder's / Investor's grievance committee and Remuneration Committee of the Company.

Item No. 3

Sri. S. Natarajan is the Director of S V Global Mill Limited. He is also on the Board of several other companies. The details of his directorship in other companies are as follows:

Name of the Company

Position Held

- | | |
|---------------------------|----------|
| Binny Limited | Director |
| Binny Mills Limited | Director |
| UCAL Fuel Systems Limited | Director |
| Shriram Ventures Limited | Director |

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Calcom Credit & Holdings Pvt. Limited	Director
Rajatchakra Credit & Holdings Pvt. Limited	Director
Satluj Credit & Holdings Pvt. Limited	Director
Saranga Investments & Consultancy Pvt. Ltd.	Director
Sipping Spirits Pvt. Limited	Director
Shriram Properties and Infrastructure Pvt. Ltd.	Director
Shriram Properties Pvt. Limited	Director
Shriram Properties Holdings Pvt. Limited	Director
Shriram Financial Ventures (Chennai) Pvt. Limited	Director
Shriram Business Solutions Limited	Director
Novus Cloud Solutions Pvt. Limited	Director
Sheetala Credit & Holdings Pvt. Limited	Director
Shriram Ownership Trust	Trustee
Shriram Enterprises Trust	Trustee

Sri. S. Natarajan is the Chairman of Audit Committee of M/s. Ucal fuel Systems Limited and Member of the Audit Committee of M/s. Shriram Properties Pvt. Limited.

ON BEHALF OF THE BOARD

Registered Office:
106, Armenian Street
Chennai 600 001
4th August, 2014

M. ETHIRAJ
CHAIRMAN
DIN: 00041996

S V GLOBAL MILL LIMITED

DIRECTORS' REPORT

Your Directors present the Seventh Annual Report and Audited Accounts of the Company for the financial year ended 31st March 2014.

Financial Results

	2013 - 2014 Rs.	2012 - 2013 Rs.
Loss before Depreciation & Tax	80,37,429	27,47,092
Depreciation	5,72,358	6,67,336
Loss for the year	86,09,787	34,14,428

OPERATIONS

The management is hopeful that with the reconstitution of the Board the company would focus on progress of business of property development projects during the current year.

DIRECTORS

Sri. M.Ethiraj, & Sri. S. Natarajan, Directors, retire by rotation and being eligible offer themselves for reappointment.

Statutory Requirements

Energy conservation, technology absorption and foreign exchange earnings and outgo

As per the requirements of section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rule 1988, the information regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are not applicable.

Statement of Employees particulars

The particulars required under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975 are not applicable as none of the employees is coming under the purview of this section.

Directors' Responsibility Statement

As required under section 217 (2AA) of the Companies Act, 1956, the Directors state as follows:

- that in the preparation of annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2014 and of the profit or loss of the Company for the said period under review.
- that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- that the Directors had prepared the accounts for the financial year ended 31st March 2014 on a "going concern" basis.

CORPORATE GOVERNANCE

The report on Corporate Governance forms part of Annexure to Directors' report.

Secretarial Audit

In terms of the provisions of listing agreement necessary secretarial Audit Report with regard to reconciliation of share capital of the Company and compliance certificate under clause 47C are being carried out at the specified period by a Practising Company Secretary. Further, Mr. R. Kannan, Practising Company Secretary is appointed as Secretarial Auditor for the year 2014 - 2015.

Auditors

M/s. M. Kuppuswamy PSG & Co., LLP (Firm Registration No: 001616S) Chartered Accountants, Vellore, retire at the conclusion of this Annual General Meeting and are eligible for reappointment.

Acknowledgement

Your Directors acknowledge the cooperation and assistance extended by the Government of India, Government of Tamil Nadu and Government of Karnataka, and place on record their appreciation and gratitude to them. The Directors also thank the shareholders and employees for their continued cooperation.

By Order of the Board

Regd. Office
106, Armenian Street,
Chennai - 600 001
4th August, 2014

M. ETHIRAJ
Chairman

E. SHANMUGAM
Managing Director