



S V GLOBAL MILL LIMITED

CIN NO.: L17100TN2007PLC065226

16TH ANNUAL REPORT AND ACCOUNTS
MARCH 2023

S V GLOBAL MILL LIMITED**16TH ANNUAL REPORT****31ST MARCH 2023**

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| BOARD OF DIRECTORS | Sri. E. Shanmugam | Chairman & Managing Director |
| | Sri. N. Bala Baskar, IAS (Retd) | Independent Director |
| | Dr.K. Shivaram Selvakumar | Independent Director (till 26/09/2022) |
| | Sri. S. Muthuselvam | Independent Director (w.e.f.13/05/2022) |
| | Sri. Y. Satyajit Prasad | Independent Director |
| | Smt. S. Valli | Non-Independent and Non-Executive Director |
| | Sri. D. Kuppan | Non-Independent and Non-Executive Director |
| COMPANY SECRETARY | Sri. D. Krishnamoorthy | |
| CHIEF FINANCIAL OFFICER | Sri. S. Sundar | |
| STATUTORY AUDITORS | M/s. P.B. Vijayaraghavan & Co., Chartered Accountants, Chennai. | |
| INTERNAL AUDITORS | M/s. Kalyanasundaram & Associates, Chartered Accountants, Chennai. | |
| SECRETARIAL AUDITORS | M/s. M K Madhavan & Associates, Practising Company Secretaries, Chennai. | |
| REGISTRAR AND TRANSFER AGENTS | M/s. Cameo Corporate Services Limited, Chennai. | |
| REGISTERED OFFICE | New No.5/1, (Old No. 3/1), 6 th Cross Street, CIT Colony, Mylapore, Chennai 600 004. Ph.: +91 44 2499 7751; e mail: secretarial@svgml.com | |

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NOTICE OF 16TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th Annual General Meeting (AGM) of the members of **S V Global Mill Limited** will be held on Wednesday, the 19th July, 2023 at 10.30 A.M **through Video Conferencing** or **Other Audio Video Means** to transact the following business:

ORDINARY BUSINESS:**Item No. 1 - Adoption of Audited Financial Statements.**

To receive, consider and adopt the audited Standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.

Item No. 2 - Appointment of a Director liable to retire by rotation.

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

"RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act 2013, the Rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. S. Valli (DIN 00468218), Director, who retires by rotation, and being eligible, offers herself for re-appointment, be and is hereby appointed as a non-executive Director of the Company."

SPECIAL BUSINESS:**Item No.3 – Approval, to continue the Directorship of Sri D. Kuppan (DIN: 06966946) beyond the age of 75 years**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

"RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee, and the Board the continuation of Directorship of Sri D. Kuppan as Non –Executive and Non-Independent Director of the Company, liable to retire by rotation, beyond the age of 75 years is approved.

"RESOLVED FURTHER THAT Sri. E. Shanmugam, Managing Director of the Company or Sri. D. Krishnamoorthy, Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds and things as necessary or expedient to give effect to this resolution."

Place: Chennai
Date: 22.05.2023

By order of the Board
For S V GLOBAL MILL LIMITED

Sd./-
E. SHANMUGAM
Chairman
DIN: 00041968

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 AND EXPLANATORY STATEMENT AS REQUIRED UNDER REGULATION 17(1A) FOR JUSTIFICATION FOR CONTINUING THE DIRECTORSHIP OF SRI. D. KUPPAN – NON-EXECUTIVE AND NON INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS:

Item No:3

Sri. D. Kuppan (DIN: 06966946) is a Non-Executive and Non-Independent Director of the Company. He joined the Board of the Company in March 12, 2021.

As per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for continuing the directorship of any person as a non-executive director who has attained the age of 75 years, a special resolution need to be passed by the members at General Body Meeting.

Sri D. Kuppan will cross 75 years in May 2023 and based on the performance evaluation of Independent Directors and on the recommendation of Nomination and Remuneration Committee and considering the experience and contribution made by Sri. D. Kuppan during his tenure, the Board considers that the continued association of Mr. D. Kuppan would be beneficial to the company.

In view of the above facts, the Board recommends and seeks approval from the shareholders for continuing the directorship of Sri. D. Kuppan beyond the age of 75 years.

Brief profile of Sri. D. Kuppan is given below for reference:

Sri. D. Kuppan is the commerce graduate with more than 40 years rich experience in accounts, costing and allied matters in textile and other industries. He serves as a director in nearly seven companies including The Thirumagal Mills limited, Thirumagal Enterprise Limited, Artha Farms Limited, Srinidhi Finance Private Limited, Artha Trading Private Limited, Tiger Farms and Enterprise Private Limited and S V Technology Solutions Private Limited.

Except Sri. D. Kuppan, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the above item.

Place: Chennai
Date: 22.05.2023

By order of the Board
For S V GLOBAL MILL LIMITED

Sd./-
E. SHANMUGAM
Chairman
DIN: 00041968

NOTES:

1. Post Covid-19, situations and the current scenario, the general meetings of the companies shall be conducted as per the various guidelines issued by the Ministry of Corporate Affairs (MCA) from time to time the last being, Circular No.10/2022 dated 28.12.2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.svgml.com. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the remote e-Voting facility and e-voting system during the AGM) i.e., www.evotingindia.com.
7. In continuation of Ministry's various circulars, the last being Circular No.10/2022 dated 28.12.2022, MCA has clarified that AGMS for the year ended 31st March 2023 can be held using VC/OAVM until September 30,2023.
8. As per various MCA General Circulars the last being Circular No.10/2022 dated 28.12.2022 read with various SEBI Circulars, the last being Circular No. SEBI/HO/CFD/PoD-

2/P/CIR/2023/4 dated 05.01.2023 the Notice of 16th AGM along with Annual Report has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Those Shareholders whose email IDs are not registered, are requested to register their email ID with Registrar & Share Transfer Agent (RTA) by submitting form ISR-1 to the Company's Registrars and Transfer Agents, M/s. Cameo Corporate Services Limited "Subramanian Building" 1, Club House Road, Chennai – 600002, Phone: + 91-44-28460390.

9. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Secretarial Standard-2 on General Meetings, 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 his appointment as required under the Companies Act, 2013.
10. 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 12.07.2023 to 19.07.2023 (both days inclusive) for the purpose of 16th AGM.
11. 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 Registered Office.
12. Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period **begins on 16.07.2023 at 9.00 A.M and ends on 18.07.2023 at 5.00 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 (record date) of **11.07.2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi /Easiest, option to register is available at CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then click on registration option 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e- |

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|---|---|
| | Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL Depository | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

| | For Physical Shareholders and other than individual shareholders holding shares in Demat. |
|-----------------------|---|
| PAN | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/RTA or contact RTA |
| Dividend Bank Details | 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. |

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| OR Date of Birth (DOB) | <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). |
|-------------------------------|--|

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for S V Global Mill Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**