

**NOTICE**

NOTICE is hereby given that the **Thirty- Second** Annual General Meeting of the Company will be held on Saturday 15<sup>th</sup> September, 2012 at 1076, Dr E Moses Road, Worli, Mumbai – 400018 at 4.00 P.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the Audited Balance-sheet as at 31<sup>st</sup> March, 2012 and Profit & Loss Accounts for the year ended 31<sup>st</sup> March, 2012 and the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Shri Adarsh Somani who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

**SPECIAL BUSINESS:**

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

4. **“RESOLVED THAT** Mr. Sanjay Jain who has been appointed as a Additional Director of the Company with effect from 1<sup>st</sup> March, 2012 by the Board of Directors and who holds office of directorship up to the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956, and in respect of whom the company has received Notice in writing from a member under section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Sanjay Jain as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the company whose period of office shall be liable to determination by retirement of Director by rotation.”

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

5. **“RESOLVED THAT** Mr. Sharad Toshniwal who has been appointed as a Additional Director of the Company with effect from 1<sup>st</sup> March, 2012 by the Board of Directors and who holds office of directorship upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956, and in respect of whom the company has received Notice in writing from a member under section 257 of the Companies Act, 1956 signifying his intention to propose Mr. Sharad Toshniwal as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the company whose period of office shall be liable to determination by retirement of Director by rotation.”

By Order of the Board

**ADARSH SOMANI**  
Director

Place : Mumbai  
Date : 30<sup>th</sup> May, 2012

**Registered Office:**  
1076, Dr. E. Moses Road  
Worli, Mumbai – 400 018.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 7<sup>th</sup> September, 2012 to 15<sup>th</sup> September, 2012 (both days inclusive).
3. Members are requested to intimate change in their address, if any, to the Company / R & T Agent.

**ANNEXURE TO THE NOTICE**

The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 for the item No. 4 and 5 of the accompanying notice is as under:

**ITEM No. 4:**

Mr. Sanjay Jain was appointed as an additional director of the Company on 1<sup>st</sup> March, 2012.

Mr. Sanjay Jain is a member of The Institute of Company Secretaries of India, New Delhi and had a rich experience in a field of Statutory Compliances, legal, administration. He is also well versed in finance, audit and accounting aspects.

The Board of directors is of the view that services of Mr. Jain to the company will be beneficial to the interest of the company. Therefore the Board recommends the resolution for your approval.

None of the directors other than Mr. Jain is concerned or interested in the resolution.

**ITEM NO. 5.**

Mr. Sharad Toshniwal was appointed as an additional director of the Company on 1<sup>st</sup> March, 2012.

Mr. Sharad Toshniwal by a qualification is B.COM graduate and had 12 years of experience in a field of marketing of Pharma products. He also well versed in finance, accounts.

Therefore the Board recommends the resolution for your approval.

None of the directors other than Mr. Toshniwal is concerned or interested in the resolution.

By Order of the Board

**ADARSH SOMANI**  
Director

Place : Mumbai  
Date : 30<sup>th</sup> May, 2012

**DIRECTORS' REPORT**

To

The Members

Your Directors have pleasure in presenting the **THIRTY SECOND ANNUAL REPORT** together with the Audited Statement of Accounts for the year ended March 31, 2012.

**Financial Highlights :**

	<b>Rs. In Lacs</b>	
	<b>Current Year</b>	<b>Previous Year</b>
Gross Profit / (Loss)	48.64	39.53
Less: Interest	32.10	51.15
Depreciation	0.00	0.00
Provision for Income Tax	0.00	0.00
Leaving a Balance	16.54	(11.62)
Balance brought forward from previous year	(478.48)	(466.86)
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Balance carried to balance sheet	(461.94)	(478.48)
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**DIVIDEND**

Your Directors do not recommend any dividend, for the year, under review.

**FIXED DEPOSITS :**

During the year under review the Company has not accepted any deposit from the public.

**PARTICULARS OF EMPLOYEES :**

None of the employees are drawing salary and allowance exceeding the limits prescribed U/S. 217(2A) of the Companies Act, 1956 hence the information need not to be given.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :**

Since the Company has no manufacturing activities the disclosure of particulars as required under section 217(1)(e) of the Companies Act, 1956 , read with the (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 are not applicable in so far it relates to the conservation of energy and technology absorptions.

There were no foreign exchange earnings and outgo during the year under review :

**DIRECTORS RESPONSIBILITY STATEMENT AS PER SECTION 217(2AA) OF THE COMPANIES ACT, 1956**

The Board of Directors of the Company Confirms:

- (I) that in the preparation of the accounts for the financial year ended 31<sup>st</sup> March 2012, the applicable accounting standards have been followed.
- (II) that the Directors have 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 and of the profit or loss of the Company for the year under review.
- (III) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguard of the assets of the Company and for preventing and detecting fraud and other irregularities;
- (IV) that the directors have prepared the accounts for the financial year ended 31<sup>st</sup> March , 2012 on a 'going concern' basis.

## S. V. TRADING & AGENCIES LIMITED

### **CERTIFICATE OF COMPLIANCE :**

The Certificate of Compliance for all the provisions the Companies Act 1956, by a secretary in whole time practice is attached hereto, as required under section 383A of the said Act.

### **LISTING /TRADING OF SHARES :**

Your Company shares are listed with The Bombay Stock Exchange Limited, P.J Towers, Dalal Street, Mumbai – 400001.

The Scrip code of shares of the company is 503622.

The Listing fee for the current year 2012 -2013 has been paid.

### **DIRECTORS**

During the year Shri Rajendra Somani, Shri Surendra Somani and Shri Suresh Parikh has resigned from directorship of the Company. The Board thank for their services and support rendered by them to the company.

The Board of Directors of the Company has appointed Mr. Sanjay Jain and Mr. Sharad Toshniwal as additional directors of the Company.

Necessary resolutions for their appointment as director liable to retire by rotation are incorporated in the Notice convening 32<sup>nd</sup> Annual General Meeting of the Company.

Mr. Adarsh Somani retires by rotation and being eligible offers themselves for reappointment.

### **QUALIFICATION BY AUDITORS**

The explanation for qualification by Auditors are as below :

- a) Although confirmation of balances of sundry debtors, sundry creditors, deposits, loans & advances and unsecured loan is not received, there is no difference in the account balance.
- b) The Board is hopeful that the quoted shares will give return as and when the share market is improved hence no diminution is required and with the improved share market accumulated losses will be wiped off.

### **AUDITORS**

The Auditors, M/s. S G Kabra & Co. Chartered Accountants, hold office until the conclusion of the Annual General Meeting and are recommended for re appointment Certificate from the Auditors has been received to the effect that their reappointment, if made, would be within the limits prescribed under section 224(1B) of the Companies Act 1956.

### **FOR AND ON BEHALF OF THE BOARD**

Place : Mumbai  
Date : 30<sup>th</sup> May, 2012

Adarsh Somani  
(Director)

Sanjay Jain  
(Director)

Sharad Toshniwal  
(Director)

## S. V. TRADING & AGENCIES LIMITED

### COMPLIANCE CERTIFICATE

(Under Proviso to Sub-Section (1) of Section 383A of the Companies Act, 1956)

Registration No. : 11-022309 of 1980  
Nominal Capital : Rs. 50,00,000/-  
Paid-up Capital : Rs. 10,00,000/-

To  
The Members,

#### **SVTRADING & AGENCIES LIMITED**

We have examined the registers, records, books and papers of **S V TRADING & AGENCIES LIMITED** having its registered office at 1076, Dr E Moses Road, Worli, Mumbai – 400 018 as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on 31<sup>st</sup> March, 2012. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

01. the company has kept and maintained all registers as stated in Annexure “A” to this certificate as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
02. the company has duly filed the forms and returns as stated in Annexure “B” to this certificate with the Ministry of Corporate Affairs within the time prescribed under the Act and the rules made thereunder.
03. the company is a public limited company and hence comments are not required .
04. the Board of Directors duly met 6 times on 13<sup>th</sup> May, 2011, 13<sup>th</sup> August, 2011, 23<sup>rd</sup> August, 2011, 14<sup>th</sup> November, 2011, 13<sup>th</sup> February, 2012 and 1<sup>st</sup> March, 2012 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Books maintained for the purpose.
05. the company has closed its Register of Members during the year from 23<sup>rd</sup> September, 2011 to 30<sup>th</sup> September, 2011 and has complied with the provisions of the Act.
06. the Annual General Meeting for the financial year ended on 31<sup>st</sup> March, 2011 was held on 30<sup>th</sup> September, 2011 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
07. no extra ordinary general meeting was held during the financial year under scrutiny.
08. the company has not advanced any loan to its directors and/or persons or firms or companies referred in the Section 295 of the Act.
09. the company has entered into contract falling within the purview of section 297 of the Act, during the year under review.
10. the company has made necessary entries in the register maintained under Section 301 of the Act.
11. as there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. the company has not issued any duplicate share certificates during the financial year under scrutiny.
13. the company has :
  - i. delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
  - ii. not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
  - iii. not posted warrants to any member of the company as no dividend was declared during the financial year.
  - iv. no amounts unpaid in dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years and hence transferring of the same to the Investor Education and Protection Fund does not arise.
  - v. duly complied with the requirements of Section 217 of the Act.

## S. V. TRADING & AGENCIES LIMITED

14. the Board of Directors of the company is duly constituted and the appointment of a directors have been duly made in accordance with the provisions of the Act during the financial year under scrutiny.
15. the company has not appointed any Managing Director or Whole-time Director during the financial year under scrutiny.
16. the company has not appointed any sole-selling agents during the financial year under scrutiny.
17. the company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such other authorities prescribed under the various provisions of the Act
18. the Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. the company has not issued any shares/debentures/other securities during the financial year under scrutiny.
20. the company has not bought back any shares during the financial year under scrutiny.
21. the company has not issued any preference shares/debentures and hence there is no question of redemption of the same.
22. during the year there was no need for the company to keep in abeyance right to dividend, rights shares and bonus shares.
23. the company has not invited/accepted any deposits falling within the purview of Section 58A during the financial year under scrutiny.
24. the amounts borrowed by the company from banks and bodies corporate are within the borrowing limits of the company and that necessary resolution as per Section 293(1)(d) of the Act has been passed in earlier years.
25. the company has made investments in other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. the company has not altered the provisions of the Memorandum of Association with respect to situation of the company's registered office from one state to another during the year under scrutiny.
27. the company has not altered the provisions of the Memorandum of Association with respect to the objects of the company during the year under scrutiny.
28. the company has not altered the provisions of the Memorandum of Association with respect to name of the company during the year under scrutiny.
29. the company has not altered the provisions of the Memorandum of Association with respect to share capital of the company during the year under scrutiny.
30. the company has not altered its Articles of Association during the year under scrutiny.
31. there was no prosecution initiated against or show cause notice received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year, for the offences under the Act.
32. the company has not received any sum as security from its employees during the year under scrutiny.
33. the provisions of Section 418 of the Act are not applicable to the company during the year under scrutiny.

For **GMJ & ASSOCIATES**  
COMPANY SECRETARIES

Sd/-  
**(ALKA MODI)**  
PARTNER  
C.P. NO. 5419

PLACE : MUMBAI  
DATE : 30<sup>th</sup> MAY, 2012