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SV TRADING & AGENCIES LIMITED

ANNUAL REPORT

2013-14

**Registered office: Shop No. 006, Building No.1,
Vasant Aishwarya CHSL,
Mathuradas Extn. Road,
Kandivali (West),
Mumbai- 400 067**

Regd. Office: Shop No. 006, Building No. 1, Vasant Aishwarya CHSL,
Mathuradas Extn. Road, Kandivali (W), Mumbai-67
CIN: L51900MH1980PLC022309
Email id: svtradingandagencies@gmail.com

NOTICE OF 34th ANNUAL GENERAL MEETING

Notice is hereby given that the 34th Annual General Meeting of the Members of the **SV TRADING & AGENCIES LIMITED** will be held at its Registered office at Registered office at shop No.006, Building No. 1, Vasant Aishwarya C.H.S .Ltd. Mathuradas Ext. Road, Kandivali (West) Mumbai- 400 067 on Friday, 12th September 2014 at 12.30 P.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014 and Profit & Loss Account for the period ended on that date together with Reports of the Directors and Auditors thereon.
2. To appoint M/s S.G. Kabra & Co, retiring Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

3. REGULARISATION OF MR. GOPAL PALIWAL AS DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 150, 151, 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, **Mr. Gopal Lal Paliwal** (holding DIN: 06522898) who was appointed as an Additional Director in the meeting of the Board of Directors held on 27th Feb 2014 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as director of the Company.'

4. REGULARISATION OF MR. MANOHARBHAI P. JOSHI AS DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 150, 151, 160 & 161 of the Companies Act, 2013 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, **Mr. Manoharbhaj P. Joshi** (holding DIN: 02208711) who was appointed as an Additional Director in the meeting of the Board of Directors held on 27th Feb. 2014 and whose term expires at the ensuing Annual General Meeting of the company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of the Director be and is hereby appointed as director of the Company.

5. APPOINTMENT OF MR. RAJEEV SHARMA AS AN INDEPENDENT DIRECTOR

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Rajeev Sharma** (holding DIN 06396701), a Non-executive additional Director of the Company whose term expires at the ensuing Annual General Meeting of the company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from 34th Annual General Meeting to the conclusion of 39th Annual General Meeting i.e. from the date of this Annual General Meeting upto 11th Sept, 2019."

6. APPOINTMENT OF MR. KULBIR SINGH PASCRIKA AS AN INDEPENDENT DIRECTOR

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Kulbir Singh Pascricha** (holding DIN 06767577), a Non-executive additional Director of the Company whose term expires at the ensuing Annual General Meeting of the company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from 34th Annual General Meeting to the conclusion of 39th Annual General Meeting i.e. from the date of this Annual General Meeting upto 11th Sept, 2019."

7. APPOINTMENT OF MR. SUNIL UPADHAYAY AS AN INDEPENDENT DIRECTOR

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. Sunil Upadhayay** (holding DIN 06767593), a Non-executive additional Director of the Company whose term expires at the ensuing Annual General Meeting of the company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years from 34th Annual General Meeting to the conclusion of 39th Annual General Meeting i.e. from the date of this Annual General Meeting upto 11th Sept 2019.”

8. APPOINTMENT OF MRS. JYOTSNA JOSHI AS A DIRECTOR:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Jyotsna Joshi** (DIN 06947640) for the appointment of whom the Company has received a notice in writing proposing her candidature for the office of the Director be and is hereby appointed as director of the Company ".

9. AUTHORISATION FOR LOANS AND INVESTMENTS BY THE COMPANY:

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

“RESOLVED THAT pursuant to Section 186 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make/give, from time to time, any loan(s)/advances/deposits/investments in shares, debentures and/or other securities and to give, on behalf of the company any guarantee(s)/provide any security(ies) in connection with loan(s) made by any other person to, or to any other persons by, any other Person(s)/Companies/Body Corporate(s) which shall be subject to aggregate limit of Rs. 12,000,000 (Rupees Twelve Crores) and which may be individual/aggregate in excess of the limits prescribed i.e. over and above 60% of the Company's paid up share capital and security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more.

RESOLVED FURTHER THAT the aforesaid loans/investments will be made by the company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate. Provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1 year, 3 year, 5 year or 10 year Govt. security closest to the tenor of loan;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

For and on behalf of the Board

Place: Mumbai
Date: 20th Aug 2014

S/d
Manoharbhair P. Joshi
Director

Registered Office:
Shop No. 006, Building No. 1,
Vasant Aishwarya CHSL,
Mathuradas Extn. Road,
Kandivali (W), Mumbai-67

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS/HER PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK PROXY FORM IS ATTACHED AND IF INTENDED TO BE USED, IT SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF THE MEETING.**

2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business under Item Nos. 3 to 9 to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 06, 2014 to Friday, September 12, 2014 (both days inclusive)
4. Members, holding Shares in electronic form are requested to notify change in their registered address, if any, to their Depositories Participants ('DP') with whom they are maintaining their demat accounts. Members, holding Shares in physical form are requested to notify change in their registered address, if any, quoting their folio number to the Company and Company's Registrar and Share Transfer Agent., M/s. System Support Services, 209, Shivalik Industrial Estate, 89, Andheri Kurla Road, Near SITEL, Saki Naka, Andheri (E), Mumbai – 400072
5. Members are requested to bring their copy of Annual Report to the Meeting.
6. Electronic copy of the Notice of 34th Annual General Meeting & Annual Report for 2013-14 is being sent to all the shareholders whose email IDs are registered with the STA / Depository Participant(s) for communication purposes unless any shareholder has requested for a hard copy of the same. For shareholders who have not registered their email address, physical copies of the Annual Report for 2013-14 are being sent in the permitted mode, separately.
7. The Annual Report along with formats is being posted on the Company's Website at <http://www.svtrading.co.in>
8. Members who hold shares in dematerialised form are requested to bring their Depository ID and Client ID Numbers for easier identification of attendance at the Annual General Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant's in securities market. Members holding Shares in electronic form (D-MAT) are therefore requested to submit their PAN to their concerned Depository Participants ('DP'). Members holding Shares in physical form can submit their PAN to the Company or its Registrar and Transfer Agents (RTA).

10. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rule, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services India Limited ("CDSL"). The cut-off date for determining the eligibility of shareholders to exercise e-voting is 22nd August 2014.

The procedure and instructions for Members for e-voting are as under:-

- (i) Log on to the e-voting website www.evotingindia.com

- (ii) Click on “Shareholders” tab
- (iii) Now, select the “Electronic Voting Sequence Number (EVSN) – associated with “ SV TRADING & AGNECIES 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 Characters 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 Captcha Code (Image Verification Code) 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 (Applicable for both demat shareholders as well as physical shareholders).
- (viii) Now, fill up the following details in the appropriate boxes

	For members holding shares in Demat form	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for demat shareholders). Physical shareholders who have not registered PAN no with the company will enter PAN NO as SYSSS1234G	
DOB	Enter the Date of Birth as recorded in your demat account maintained with the DP registered with CDSL. Physical shareholders and demat shareholders with NSDL DP will enter date of Birth as 01/01/1990.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or with the company, otherwise enter account no as SYSSUP123	

#Please enter any one of the details in order to login.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen.
- (xi) 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.
- (xii) You can also update your mobile number and E-mail ID in the user profile details of the folio, which may be used for future Communication(s).
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this AGM Notice.
- (xiv) Click on the EVSN (Electronic Voting Sequence Number) of “SV TRADING & AGENCIES LIMITED” to vote.

- (xv) 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.
- (xvi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions.
- (xvii) 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.
- (xviii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xx) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code (Image Verification Code) and click on Forgot Password & enter the details as prompted by the system.
- (xxi) 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 Corporate
- (xxii) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
- (xxiii) After receiving the login details they have to create a User ID to able to link the account(s) which they wish to vote and then cast their vote on
- (xxiv) 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
- (xxv) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xxvi) The voting period begins on ***Monday, 1st Sept 2014 (9:00 A.M.) and ends on Wednesday 3rd Sept 2014 (6:00 P.M.)*** During the e-voting period 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.
- (xxvii) Once the vote on the Resolution is cast by the Shareholders, they shall not be allowed to change it subsequently.
- (xxviii) 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.
- (xxix) The voting rights of the Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on the cut-off (Record Date) on 22nd August 2014.

II. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote (including through e-mail) to the Scrutinizer at its e-mail siddhisjain@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before the closing hours on 1st Sept 2014 without which the vote shall not be treated as valid.

III. Ms. Siddhi Jain, Practising Company Secretary (Membership No. ACS-24614, Certificate of Practice No. 11779), Mumbai has been appointed as the Scrutinizer for conducting the e-voting process (including Physical Assent/Dissent Form received from Members who do not have access to e-voting process) in a fair and transparent manner.

- IV. The Scrutinizer shall within a period of 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) witnesses 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/Director of the Company.
- V. The Results on Resolutions shall be declared on or after the AGM of the Company by the Chairman of the Company or by any other persons duly authorized in this regard. The Resolutions will be deemed to be passed on the date of Annual General Meeting subject to receipt of the requisite number of votes. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.svtrading.co.in> and on the website of CDSL within two (2) days of passing of the resolutions at the 34th AGM of the Company on 12th Sept 2014 and communicated to the Bombay Stock Exchange Limited (BSE Limited).
11. In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form sent herewith or can be downloaded from our website www.somatextiles.com and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the form in a sealed cover or envelop to reach Ms. Siddhi Jain, Scrutinizer appointed by the Company at the Registered Office of the Company on or before 3rd Sept 2014 (6:00 P.M.).
12. Members can choose only one of the two options, namely e-voting or voting through physical assent/dissent form. In case the votes are casted through both the formats, then votes casted through e-voting shall prevail over those vote casted through physical assent/dissent form and the vote cast through Assent/Dissent form shall be treated as invalid and cancelled.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

Item No. 3:

Mr. Gopal Lal Paliwal, who was appointed as Additional Director of the Company on 27th Feb 2014, vacates his office at the ensuing Annual General Meeting of the Company, has offered himself for re-appointment.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from him signifying his intention to act as a Director of the Company along with a deposit of Rs. 1 Lac /- as required under the aforesaid Section.

Except Mr. Gopal Lal Paliwal, none of the other Directors of the Company is in any way concerned or interested in the resolution

Your Directors recommend the resolution for your approval.

Item No. 4:

Mr. Manoharbhai P. Joshi who was appointed as Additional Director of the Company on 27th Feb 2014, vacates his office at the ensuing Annual General Meeting of the Company, has offered himself for re-appointment.

Under Section 160 of the Companies Act 2013, a notice in writing has been received from him signifying his intention to act as a Director of the Company along with a deposit of Rs. 1 Lac /- as required under the aforesaid Section.

Except Mr. Manoharbhai P. Joshi, none of the other Directors of the Company is in any way concerned or interested in the resolution

Your Directors recommend the resolution for your approval.

Item No. 5:

Mr. Rajeev Sharma ('Mr. Rajeev') has been an Additional Director in Independent capacity pursuant to Clause 49 of the Listing Agreement on the Board of the Company. With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon every listed company to appoint 'Independent Directors' as defined in Section 149(6) of the Act and ensure that at least 1/3rd of the total number of directors are Independent Directors. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Rajeev Sharma fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act.

The Board of Directors of your Company is also of the opinion that Mr. Rajeev Sharma is independent of the management of the Company.

Mr. Rajeev was appointed as additional director of the Company by the board at their meeting held on 5th May 2014. He holds directorship in Svaraj Trading & Agencies Limited. He is a Chairman of the Audit Committee & member of Shareholder's Committee of Svaraj Trading & Agencies Limited.

The Company has received a Notice in writing from a Member, along with the requisite deposit of money proposing, his candidature for the office of Director of the Company under Section 160 of the Companies Act, 2013. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajeev as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Rajeev Sharma as an Independent Director pursuant to the provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company. In terms of provisions of Section 149(13) of the Act, Mr. Rajeev Sharma shall not be liable to retire by rotation.

Except Mr. Rajeev, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of 34th Annual General Meeting of the Company.