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# S V TRADING AND AGENCIES LIMITED

## ANNUAL REPORT

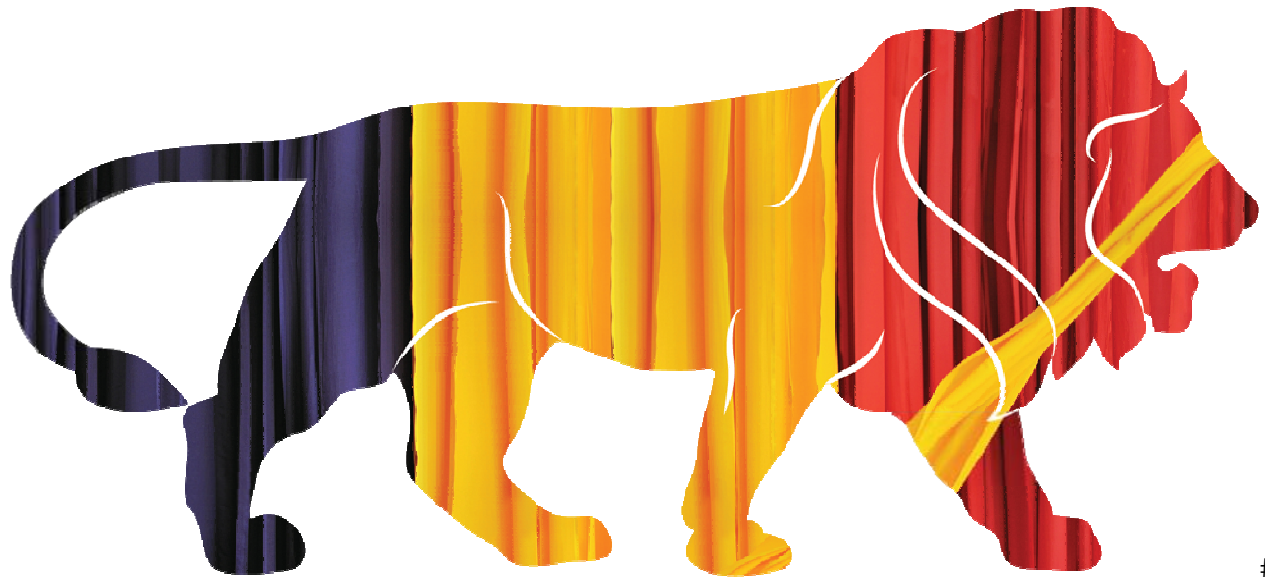
### 2014-15

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REGISTERED OFFICE :- SHOP NO. 006, BUILDING .1, VASANT AISHWARYA CHSL,  
MATHURADAS EXTN. ROAD, KANDIVALI (WEST),  
MUMBAI- 400 067

# SV Trading and Agencies Limited

## Annual Report: 2014-15

<b>CIN</b>	:	L51900MH1980PLC022309
<b>Registered office</b>	:	Shop No.006, Building No. 1, Vasant Aishwarya C.H.S .Ltd. Mathuradas Ext. Road, Kandivali (West), Mumbai- 400
<b>Board of Directors</b>	:	Mr. Manoharbhai P. Joshi - Director Mr.GopalPaliwal - Managing Director Mr.Rajeev Sharma - Independent Director Mr.Kulbir Singh Pasricha - Independent Director Mr. Sunil Upadhayay - Independent Director Ms.Jyotsana Joshi - Director
<b>Chief Financial officer</b>	:	Mr. Prakash Chandra
<b>Bankers</b>	:	Axis Bank Limited
<b>Statutory Auditors</b>	:	S.G. Kabra& Co, Chartered Accounts
<b>Share Registrar &amp; Transfer Agent</b>	:	System Support Services 209, Shivalik Industrial Estate 89, Andheri Kurla Road Andheri (East), Mumbai - 400 072
<b>Website</b>	:	<a href="http://www.svtrading.co.in/">http://www.svtrading.co.in/</a>

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## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 35<sup>th</sup>Annual General Meeting of the Members of SV Trading and Agencies Limited will be held on Friday, September 11, 2015 at the registered office of the Company at Shop No.006, Building No. 1, Vasant Aishwarya C.H.S .Ltd. Mathuradas Ext. Road, Kandivali (West) Mumbai 400067 at 11.30 a.m. to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the financial statements of the Company for the year ended on 31<sup>st</sup>March 2015 including the audited Balance Sheet as on 31<sup>st</sup> March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Manoharbhai P. Joshi(DIN: 02208711), who retires by rotation and being eligible, offers himself for re-appointment
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"RESOLVED that M/s. S G Kabra& Co., Chartered Accountants (Firm Registration No.104507W), the retiring Auditors be re-appointed as Auditors of the Company pursuant to Section 139 of the Companies Act, 2013, (the "Act"), the Companies (Audit and Auditors) Rules, 2014 and such other applicable provisions, if any, of the Act or Rules framed there-under from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to fix the remuneration payable and the reimbursement of out-of-pocket expenses, if any, to the said Auditors."

### Special Business

4. *To consider and, if thought fit, to pass, with or without modification, the following resolution as a special resolution;*

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, approval of

the Company be and is hereby accorded to the appointment and remuneration of Gopal LalPaliwal (DIN 06522898) as the Managing Director of the Company under the Companies Act, 2013 to be designated as Managing Director & Chief Executive Officer (MD & CEO) for a period of five years with effect from August 01, 2015 to July 31, 2020 (both days inclusive), on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors ( hereinafter referred to the “Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Gopal LalPaliwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the MD & CEO the above remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the explanatory statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution.”

**By Order of the Board of Directors of  
S V Trading and Agencies Limited**

s/d  
(Manoharbhair P. Joshi)  
Director  
DIN: 02208711

**Registered Office:**  
Shop No.006, Building No. 1,  
Vasant Aishwarya C.H.S.Ltd.  
Mathuradas Ext. Road,  
Kandivali (West) Mumbai - 400067  
Place: Mumbai,  
Dated: August 17, 2015

## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.
2. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder.
3. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business listed in item no. 4 of the Notice is annexed hereto and forms part of this Notice.
5. The Register of Members of the Company shall remain closed from Saturday, September 05, 2015 to Friday, September 11, 2015 (both days inclusive).
6. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
7. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to offer e-voting facility which will enable the Members to cast their votes electronically on all the resolutions set out in the Notice. The Board of Directors has appointed ManojMimani, aPractising Company Secretary (ACS 17083, CP 11601) as Scrutinizer for conducting the electronic voting process in a fair and transparent manner. The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any, within a period of three working days from the date of conclusion of the e-voting period.
8. E-voting Facility: (i)The e-voting period commences on Tuesday, September 08, 2015 (9 a.m.) and ends on Thursday, September 10, 2015 (5 p.m.). The e-voting module shall be disabled for voting thereafter. (ii) The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer e-voting facility to all its Members to enable them to cast their vote electronically. This notice is being sent to all the Members, whose names appear in the Register of Members/ Records of Depositories as on the close of working hours on August 17, 2015 i.e. the cut-off date. Voting rights will be reckoned on the paid-up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for Members.
9. The Notice of the Annual General Meeting is sent electronically to all the shareholders who have registered their email addresses with the Company / Depositories and to the other shareholders by Speed Post / Registered Post / Courier.
10. Members desiring to exercise their vote by using e-voting facility should carefully follow the instructions given below.
  - a. The shareholders should log on to the e-voting website: [www.evotingindia.com](http://www.evotingindia.com)
  - b. Click on Shareholders Tab.
  - c. Enter your User ID:

- i. For CDSL: [16 digits beneficiary ID];
  - ii. For NSDL: [8 Character DP ID followed by 8 Digits Client ID];
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Enter the Image Verification as displayed and Click on Login If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and have cast your vote earlier for EVSN of any company, then your existing password is to be used.
- e. If you are a first time user, follow the steps given below and fill the appropriate boxes: For Members holding shares in Demat Form and Physical Form: PAN\* Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (in capital) (Applicable for both demat shareholders as well as physical shareholders)
- f. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on the Attendance Slip.
- g. In case the sequence 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 sequence number 1 then enter RA00000001 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 or 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 member id / folio number in the Dividend Bank details field as mentioned in instruction
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach 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.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the relevant EVSN for SV Trading & Agencies Limited on which you choose to vote.
- l. 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.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire 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.

- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - p. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - q. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate. A scanned copy of the Registration Form bearing the stamp and signature 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 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 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.
11. Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and poll will be conducted in lieu thereof.
12. PROFILE OF DIRECTORS BEING APPOINTED  
As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed or re-appointed are given below.

## **EXPLANATORY STATEMENT**

The following Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 sets out all material facts relating to the business mentioned in item no. 4 of the accompanying Notice of the Annual General Meeting.

### **Item No. 4**

The members at the 34<sup>th</sup> Annual General Meeting held had regularized the appointment of Mr. Gopal LalPaliwalas Director of the Company

Considering the growth achieved by the Company and to compliance with the provision of section 203 of the Companies Act, 2013 the Board of Directors of the Company at its Meeting held on August 17, 2015 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved appointment and remuneration of Mr. Gopal LalPaliwal, as the Managing Director under the Companies Act, 2013 to be designated as Managing Director & Chief Executive Officer (MD & CEO) for a term of 5 years w.e.f. August 01, 2015 to July 31, 2020 (both days inclusive). The Managing Director shall also be a Key Managerial Personnel under Section 203 of the Companies Act, 2013. The other terms of remuneration payable to Mr. Gopal LalPaliwal, Managing Director & Chief Executive Officer are set out below:



1. Salary (including perquisites) Rs. 240,000/- (Rupees Two lacs forty thousand only) per annum with annual or mid-term increments as approved by the Board/Committee of the Board within a limit so that the total remuneration is within 5% (five) per cent of the net profits of the Company.

Annual performance incentive as may be decided by the Board/Committee of the Board, subject to a ceiling of one hundred (100) per cent of salary

Other key conditions:

- a. The Company shall provide Mr. Gopal Lal Paliwal reimbursement of medical expenses for himself and his family as per the Company's policy.
- b. Leave as per the Company's policy, subject to maximum thirty (30) days leave each year with encashment of un-availed leave at the end of his tenure.
- c. He will not be entitled to sitting fees for meetings of the Board/Committees of the Board attended by him.
- d. The salary will be subject to all applicable provisions of the Income Tax Act, 1961.
- e. The tenure will be subject to termination by six months' notice in writing on either side.

Pursuant to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act"), including Schedule V to the Act, the appointment and remuneration payable to the Managing Director & Chief Executive Officer is now being placed before the members in the 35<sup>th</sup> Annual General Meeting for their approval by way of a Special Resolution.

Your Directors recommend Resolution at Item No.4 as a Special Resolution for approval of the members. Apart from Mr. Gopal Lal Paliwal, MD & CEO who would be interested in his appointment and remuneration, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is, in any way, deemed to be concerned or interested in this item of business.

**By Order of the Board of Directors of  
S V Trading and Agencies Limited**

s/d  
(Manoharbhairao P. Joshi)  
Director  
DIN: 02208711

**Registered Office:**

Shop No.006, Building No. 1,  
Vasant Aishwarya C.H.S. Ltd.  
Mathuradas Ext. Road,  
Kandivali (West) Mumbai - 400067

Place: Mumbai,  
Dated: August 17, 2015

**Details of Directors seeking appointment and re-appointment as required under clause 49 of the listing agreement;**

<b>Particulars</b>	<b>Director</b>	<b>Managing Director &amp; CEO</b>
Name of the Director	Mr. Manoharbhai P. Joshi	Mr. Gopal LalPaliwal
Date of Birth	05-06-1969	12-09-1975
Date of appointment on the Board	22-02-2014	22-02-2014
Qualification	Under Graduation	B.A.
Expertise	More than 20 year experience in trading activities	More than 15 year experience in trading and investment activities
Directorship held in other Public Companies	NIL	NIL
Committee position held in other Companies	NIL	NIL
Shareholding of the Director	4,32,430	4,26,570