

S V TRADING AND AGENCIES LIMITED

ANNUAL REPORT

2017-2018

**REGISTERED OFFICE:- SHOP NO.006, BUILDING NO.1, VASANT
AISHWARYA C.H.S. LTD., MATHURADAS EXTN. ROAD,
KANDIVALI (WEST) MUMBAI-400067.**

S V TRADING AND AGENCIES LIMITED

Annual Report: 2017-18

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|----------------------------------|---|---|--|
| CIN | : | L51900MH1980PLC022309 | |
| Registered office | : | Shop No.006, Building No. 1, Vasant Aishwarya C.H.S.Ltd. Mathuradas Ext. Road, Kandivali (West), Mumbai- 400067 | |
| Board of Directors | : | Mr. Manoharbhaj P. Joshi Mr. Gopal Lal Paliwal Mr. Rajeev Sharma Mr. Kulbir Singh Pasricha Mr. Sunil Upadhayay Ms. Koshalya Joshi | Director Managing Director Independent Director Independent Director Independent Director Non-Executive - Non Independent Director |
| Chief Financial officer | : | Mr. Prakash Chandra | |
| Bankers | : | Axis Bank Limited | |
| Statutory Auditors | : | R. Soni& Co., Chartered Accountant | |
| Share Registrar & Transfer Agent | : | Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai-400083 Mumbai: 022-49186270, Fax: 022-49186060 Email: rnt.helpdesk@linkintime.co.in Website: www.linkintime.co.in | |
| Website | : | http://www.svtrading.co.in/ | |

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 38th Annual General Meeting of the Members of **S V Trading and Agencies Limited** will be held on Saturday, September 15, 2018 at Acme Plaza Bldg. No. -2 Fifth Floor, Andheri Kurla Road, Andheri (East), Mumbai- 400059 at 12.00 noon to transact the following business;

Ordinary Business:

1. To receive, consider and adopt the financial statements of the Company for the financial year ended on March 31, 2018 including the audited Balance Sheet as at March 31, 2018 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. Manoharbhaj P. Joshi (DIN: 02208711), who retires by rotation and being eligible, offered 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 pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Board of Directors, appointment of R Soni & Co., Chartered Accountants (Firm Registration No. (FRN No. 130349W), as the Statutory Auditor of the Company, be and is hereby ratified to hold office from conclusion of this meeting till the conclusion of the AGM of the Company to be held in the year 2022 on a remuneration to be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

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

"Resolved THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under and the including any statutory modifications or re-enactment(s) thereof and any rules made there under, for the time being in force, Ms. Koshalya Joshi (DIN 07999303), who was appointed as an Additional Director of the Company with effect from February 12, 2018 and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Non-Executive Director be and is hereby appointed as a Non-Executive Director of the Company whose office is liable to retire by rotation."

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**

Sd/-

**Gopal Lal Paliwal
Managing Director
DIN: 06522898**

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 11, 2018

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 Register of Members of the Company shall remain closed from Saturday, September 8, 2018 to Saturday, September 15, 2018 (both days inclusive).
5. 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, 2018.
6. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
7. The Notice of the Annual General Meeting is being 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.
8. 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.
9. 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 Remote 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 Mr. Manoj Mimani, partner R M Mimani & Associates LLP, Company Secretaries (ACS 17083, CP 11601) as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
10. E-voting Facility: (i) the e-voting period commences on Wednesday, September 12, 2018 (9.00 a.m.) and ends on Friday, September 14, 2018 (5.00 p.m.). The Remote e-voting module shall be disabled for voting thereafter. (ii) The Company has engaged Central Depository Services (India) Limited ("CDSL") to offer Remote e-voting facility to all its members to enable them to cast their vote electronically.
11. 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 i.e. September 8, 2018. The Scrutinizer, after scrutinizing the votes cast at the 38th Annual General Meeting, and through remote e-voting will, not later than three days of the conclusion of the 38th Annual General Meeting, make a consolidated report and submit the same to the Chairman/Managing Director. The results alongwith the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL.

within three days from the conclusion of the 38th Annual General Meeting. The results shall simultaneously be communicated to the Stock Exchange.

12. The Voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
13. The equity shares of the Company are mandated for trading in the compulsory demat mode. The ISIN No. allotted for the Company's shares is INE404N01019.
14. Members / Proxies are requested to bring attendance-slip along with their copy of Annual Report to the Meeting.
15. 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
 - b. Click on Shareholders/ Members 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.
 - e. 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.
 - f. 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 (Applicable for both demat shareholders as well as physical shareholders)
 - g. 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.
 - h. 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. i.e. 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 enters 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
 - i. After entering these details appropriately, click on "SUBMIT" tab.
 - j. 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.

- k. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - l. Click on the relevant EVSN for S V Trading and Agencies Limited on which you choose to vote.
 - m. 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.
 - n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - o. 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.
 - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page
 - r. 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.
 - s. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - t. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to 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
 - 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 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.
 - u. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
16. 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.

17. Profile of Directors being appointed

As required by SEBI (Listing Obligation and disclosure requirements) Regulations, the particulars of Directors who are proposed to be appointed or re-appointed are given below.

Details of Directors seeking appointment or re-appointment as required under SEBI (LODR), Regulations, 2015

| Particulars | Director | Director |
|---------------------------------------|--|---|
| Name of the Director | Mr. Manoharbhaj P. Joshi | Ms. Koshalya Joshi |
| DIN | 02208711 | 07999303 |
| Date of Birth | 05-06-1969 | 21-08-1988 |
| Date of appointment on the Board | 27-02-2014 | 12-02-2018 |
| Qualification | SSC | HSC |
| Expertise | More than 15 years' experience in business and industry | More than 5 years' experience in business |
| Relationship with Director | Nil | Nil |
| Directorship in other Companies | Inter Hotels Private Limited | 2 Private Companies |
| Membership/Chairmanship in Committees | As Member in Stakeholder Relationship committee of SV Trading & Agencies Limited | As Member in Nomination and Remuneration Committee of SV Trading & Agencies Limited |
| Shareholding in the Company | 432,430 | Nil |

EXPLANATORY STATEMENT

The following Explanatory Statements 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

Ms. Koshalya Joshi (DIN 07999303) was appointed as an Additional Director on the Board of the Company with effect from February 12, 2018 to hold office up to the date of the Annual General Meeting.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Koshalya Joshi as a Director of the Company.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the "Act") from a Member signifying his intention to propose the appointment of Ms Koshalya Joshi as a Director of the Company.

Ms. Koshalya Joshi is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Ms. Koshalya Joshi and her relatives are, in any way, concerned or interested in the said resolutions.

The Board of Directors recommends the Ordinary Resolution as set out in item no. 4 of this Notice for your approval.

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

**Sd/-
Gopal Lal Paliwal
Managing Director
DIN: 06522898**

Place: Mumbai,
Dated: August 11, 2018