

S V TRADING AND AGENCIES LIMITED

ANNUAL REPORT

2018-2019

**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: 2018-19

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. Manoharbhai P. Joshi Director Mr. Gopal Lal Paliwal Managing Director Mr. Rajeev Sharma Independent Director Mr. Kulbir Singh Pasricha Independent Director Mr. Sunil Upadhayay Independent Director Ms. Koshalya Joshi Non-Executive - Non Independent Director
Chief Financial officer	:	Mr. Prakash Chandra
Company Secretary	:	Ms. Ruby Jha
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 39th Annual General Meeting of the Members of **S V Trading and Agencies Limited** will be held on Tuesday, September 10, 2019 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, 2019 including the audited Balance Sheet as at March 31, 2019 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 Ms. Koshalya Joshi (DIN: 07999303), who retires by rotation and being eligible, offered herself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Rajeev Sharma (DIN 06396701) as an Independent Non-Executive Director**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajeev Sharma (DIN 06396701) Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 11, 2019 to September 10, 2024 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

4. Re-appointment of Mr. Kulbir Singh Pasricha (DIN 06767577) as an Independent Non-Executive Director

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kulbir Singh Pasricha (DIN 06767577) Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 11, 2019 to September 10, 2024 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

5. Re-appointment of Mr. Sunil Upadhyay (DIN 06767593) as an Independent Non-Executive Director

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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sunil Upadhayay (DIN 06767593) Independent Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from September 11, 2019 to September 10, 2024 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. Approval to remuneration paid to Mr. Manohar P. Joshi (DIN: 02208711) as Executive Director of the Company

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

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions if any, read with Schedule V of the Companies Act, 2013 (‘Act’) and pursuant to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and other applicable provisions of the Companies Act, 2013 and Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) and any subsequent amendment / modification in the Rules, Act and/or applicable laws in this regard, the approval of the Members of the Company be and is hereby accorded to the remuneration of Rs. 317,050 paid to Mr. Manohar P. Joshi (DIN: 02208711) as Executive Director of the Company during the period April 1, 2018 to March 31, 2019;

“RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised ‘Committee’ thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above 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 13, 2019

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 Friday, September 06, 2019 to Tuesday, September 10, 2019 (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 09, 2019.
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.
10. The Board of Directors has appointed R M Mimani & Associates LLP, Company Secretaries Firm Registration No I2001MH250300 as Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
11. E-voting Facility: (i) the e-voting period commences on Friday, September 06, 2019 (9.00 a.m.) and ends on Monday, September 09, 2019 (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.
12. 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 03, 2019. The Scrutinizer, after scrutinizing the votes cast at the 39th Annual General Meeting, and through remote e-voting will, not later than three days of the conclusion of the 39th 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 39th Annual General Meeting. The results shall simultaneously be communicated to the Stock Exchange.
13. The Voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company.
14. 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.
15. Members / Proxies are requested to bring attendance-slip along with their copy of Annual Report to the Meeting.

16. 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 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
 - 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.