



# **SPV GLOBAL TRADING LIMITED**

*(FORMERLY KNOWN AS TARRIF CINE & FINANCE  
LIMITED)*

## **ANNUAL REPORT 2018-19**

# SPV GLOBAL TRADING LIMITED

*(FORMERLY KNOWN AS TARRIF CINE & FINANCE LIMITED)*

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## **CORPORATE INFORMATION**

<b>BOARD OF DIRECTORS</b>	: Mr. Balkrishna Binani (Managing Director)
	: Mr. Harish Vaman Shenvi (Non-Independent & Non-Executive Director)
	: Mrs. Sarladevi Navratan Damani (Woman Director)
	: Mr. Yashwant Rajmal Jain (Independent Director)
	: Mr. Sanjay Gopallal Mundra (Independent Director)
	: Mr. Navratan Bhairuratan Damani (Non-Independent & Non-Executive Director)
<b>REGISTERED OFFICE</b>	: 28/30, Anant Wadi Bhuleshwar Mumbai 400 002.
<b>STATUTORY AUDITORS</b>	: M/s. K K Khadaria & Co. Chartered Accountants, Mumbai
<b>SECRETARIAL AUDITORS</b>	: M/s. Jajodia & Associates, Practicing Company Secretary
<b>INTERNAL AUDITORS</b>	: M/s. Kapadia Makwana & Associates, Chartered Accountants, Mumbai
<b>REGISTRAR AND SHARE TRANSFER AGENT</b>	: Bigshare Services Pvt. Ltd  1 <sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai, Maharashtra-400 059
<b>CHIEF FINANCIAL OFFICER</b>	: Mr. Deepak Dnyandeo Patil (Chief Financial Officer)
<b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b>	: Mrs. Gurpreetkaur Bhautikkumar Munjani (Appointed w.e.f 24 <sup>th</sup> April, 2019)

**SPV GLOBAL TRADING LIMITED**  
**(formerly known as Tarrif Cine & Finance Limited)**

CIN: L27100MH1985PLC035268

**Regd. Off. :** Ground Floor, Binani Bhavan, 28/30, Anant Wadi, Bhuleshwar, Mumbai - 400 002. **Tel:** 2201 4001, **Fax:** 2201 4003 **Email Id:** [spvglobaltrading@gmail.com](mailto:spvglobaltrading@gmail.com),  
**BSE CODE NO.** 512221 **Website:** [www.spvglobal.in](http://www.spvglobal.in)

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Members of SPV Global Trading Limited (Formerly known as Tarrif Cine & Finance Limited) will be held on Monday, 30<sup>th</sup> September, 2019 at the Registered office of the Company situated at 28/30, Anant Wadi Bhuleshwar Mumbai-400 002, at 04.00 pm to transact the following business:

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**ORDINARY BUSINESS**

1. To consider and approve the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Harish Vaman Shenvi (DIN: 00332699), who retires by rotation and, being eligible, offers himself for re-appointment;
3. To appoint a Director in place of Mr. Navratan Bhairuratan Damani (DIN: 00057401), who retires by rotation and, being eligible, offers himself for re-appointment;
4. To appoint Statutory Auditors and to fix their remuneration and in this regard, 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 139 to 142 of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (Including any statutory modification(s) or re-enactment thereof, for the time being in force), **M/s. S.S. Rathi & Co**, Chartered Accountants, Mumbai (**Firm Registration No. 108726W**), be and are hereby appointed as Statutory Auditors of the Company in place of retiring auditors **M/s. M/s. K K Khadaria & Co**, Chartered Accountants, Mumbai (**Firm Registration Number 105013W**) to hold office from the conclusion of this Annual General Meeting till the conclusion of AGM to be held in the Financial Year 2024-25 for a term of five consecutive years and that the Audit Committee and the Board of Directors of the Company be and are hereby authorised to fix their remuneration and other terms and conditions from time to time."

**Date : 04<sup>TH</sup> September, 2019**

**Place : Mumbai**

**Regd. Office : 28/30, Anant Wadi Bhuleshwar,  
Mumbai-400 002**

**By Order of the Board**

**Sd/-**

**Gurpreetkaur Munjani  
(Company Secretary)**

## NOTES TO NOTICE

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT-11 is sent herewith.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
3. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (herein after referred to as "the Act", in respect of item 4 is annexed hereto. As required in terms of Regulation 36(3) & 36(5) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, relevant information in respect of the Directors seeking appointment and re-appointment at the AGM is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 24<sup>th</sup> September, 2019 to Monday, 30<sup>th</sup> September 2019 (both days inclusive) for annual closing for the financial year 2018-19.
5. Queries on financial statements and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
6. All transfer deeds, requests for change of address, bank particulars /mandates /ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent M/s. Bigshare Services Private Limited, in case of shares held in physical form on or before Thursday, 20<sup>th</sup> September, 2019. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
7. In case of joint holders attending the Meeting, only such joint holder who is high in the order of names in the Register of Members will entitled to vote.
8. Members are requested to advise immediately about any change of address:

- a) To their Depository Participants (DPs) in respect of their electronic share accounts.
  - b) To the Company's Registrar & Share Transfer Agents M/s. Big Share Services Private Limited in respect of their physical share folios if, any.
9. As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should bring the attendance slip duly filled in and signed for attending the meeting. **MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**
10. The Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at [www.spvglobaltrading.in](http://www.spvglobaltrading.in)
11. The Company or its Registrars and Transfer Agents, Bigshare Services Private Limited cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants.
12. Electronic copy of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and Proxy form is being sent to all the members whose email IDs are registered with the Company/Depository participants(s) for communication purpose unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the notice of the AGM of the Company inter alia indicating the process and manner of e-voting along with the Attendance slip and proxy form is being sent in the permitted mode.
13. To support green initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:
  - a) In respect of electronic holdings with the Depository through their concerned Depository Participants.
  - b) Members who hold shares in physical form are requested to register their e-mail ID with [spvglobaltrding@gmail.com](mailto:spvglobaltrding@gmail.com) quoting your name and folio number.
14. Procedure for voting through electronic means:
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on

resolutions proposed to be considered at the 34<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Friday, 27<sup>th</sup> September, 2019 (9:00 am) and ends on Sunday, 29<sup>th</sup> September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 24<sup>th</sup> September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The procedure to login to e-Voting website consists of two steps as detailed hereunder:

#### **Step 1: Log-in to NSDL e-Voting system**

- I. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- II. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- III. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- IV. Your User ID details will be as per details given below:
  - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).

- b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
- V. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
- VI. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- VII. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
  - a) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - b) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - d) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- VIII. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- IX. Now, you will have to click on "Login" button.
- X. After you click on the "Login" button, Home page of e-Voting will open.



## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- III. Select “EVEN” of the Company.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- VI. Upon confirmation, the message “Vote cast successfully” will be displayed.
- VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

- a) 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (jajodiaassociate@gmail.com) to with a copy marked to evoting@nsdl.co.in.
- b) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

### **Please note the following:**

- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

**Other information:**

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

15. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

16. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

17. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Tuesday 24<sup>th</sup> September, 2019.

18. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Tuesday 24<sup>th</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

19. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.