

# SPV GLOBAL TRADING LIMITED

(Formerly known as Tarrif Cine & Finance Limited)

CIN: L27100MH1985PLC035268

Regd. Off.: 28/30, Anant Wadi, Bhuleshwar, Mumbai - 400002.

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).

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SPV GLOBAL TRADING LIMITED (FORMERLY KNOWN AS TARIFF CINE & FINANCE LIMITED) WILL BE HELD ON MONDAY 14<sup>TH</sup> DECEMBER, 2020 AT 4:00 P.M. THROUGH ELECTRONIC MODE [VIDEO CONFERENCING ("VC") OR ANY OTHER AUDIO VISUAL MEANS ("OAVM")] 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, 2020, together with the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Sarladevi Navratan Damani (DIN: 00909888), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint a Director in place of Mr. Navratan Damani (DIN: 00057401), who retires by rotation and being eligible, offers himself for re-appointment.

Date : 04<sup>th</sup> November, 2020

Place : Mumbai

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

By Order of the Board

Sd/-

Balkrishna Binani  
(Managing Director)

### **NOTES TO NOTICE**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05<sup>th</sup> May, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08<sup>th</sup> April, 2020, April 13, 2020 and 05<sup>th</sup> May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.spvglobal.in](http://www.spvglobal.in) The Notice can also be accessed from the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08<sup>th</sup> April, 2020 and MCA Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and MCA Circular No. 20/2020 dated 05<sup>th</sup> May, 2020.
8. Additional information of Directors seeking re-appointment at the ensuing AGM, as required under Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Clause 1.2.5 of the SS-2, is annexed to the Notice.
9. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which includes easy liquidity since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents. Further, with effect from 01<sup>st</sup> April 2019, requests for transfer of securities are not permitted unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities as per SEBI Listing Regulations. Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
10. The Company has appointed M/s Jajodia & Associates (Practicing Company Secretary), as the scrutinizer for scrutinizing the entire e-voting process i.e. remote e-voting and e-voting during the AGM, to ensure that the process is carried out in a fair and transparent manner.
11. Members attending the AGM through VC / OAVM should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote during the AGM through e-voting for all businesses specified in the Notice. The Members who have exercised their right to vote by remote e-voting may attend the AGM but cannot vote during the AGM.
12. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member / Beneficial Owner list maintained by the depositories as on the cut-off date i.e. Monday, 07<sup>th</sup> December 2020 ("cut-off date"). Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. A person who is not a Member as on Friday 13<sup>th</sup> November 2020 should treat this Notice for information purposes only.
14. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on Monday, 07<sup>th</sup> December 2020 only shall be entitled to avail the facility of remote e-voting or e-voting during the AGM.
15. Register of Members and Share Transfer Books will remain closed from Monday 07<sup>th</sup> December 2020 to Monday 14<sup>th</sup> December 2020 (both days inclusive).

16. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.
17. Members holding shares under multiple folios are requested to submit their applications to the RTA for consolidation of folios into a single folio.
18. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address alongwith details of name, address, Folio No. and number of shares held in respect of shares held in dematerialized form, also provide DP ID / Client ID with the above details and register the same with their respective Depository Participants. Members may register the email IDs using the facility provided by the Company through the following link <https://www.bigshareonline.com//ForInvestor.aspx>.
19. All the documents referred in the Notice are available for inspection electronically from the date of dispatch of Notice till Monday, 14<sup>th</sup> December, 2020. Members seeking to inspect such documents are requested to write to the Company at [spvglobaltrading@gmail.com](mailto:spvglobaltrading@gmail.com). In case of any queries regarding the Annual Report, the Members may write to [spvglobaltrading@gmail.com](mailto:spvglobaltrading@gmail.com) to receive an email response.

**A. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on Friday, 11<sup>th</sup> December, 2020 at 9:00 A.M. and ends on Sunday, 13<sup>th</sup> December, 2020 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**NSDL e-voting system at <https://www.evoting.nsdl.com/>**

**STEP 1- HOW TO LOG-IN TO NSDL E-VOTING WEBSITE?**

1. Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
3. 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.*

4. Your User ID details are given below:

| Manner of holding shares                                   | Your User ID is  |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID<br>For example:<br>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 your User ID is 101456001*** |

5. 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 to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i. 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'.
    - ii. If your email ID is not registered, please follow steps mentioned in Note No. 7 above.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:

- a. 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).
  - b. Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. 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.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. 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.**

1. 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.
2. 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.
3. Select 'EVEN' of Company for which you wish to cast your vote.
4. Now you are ready for e-voting as the voting page opens.
5. 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.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**B. GENERAL GUIDELINES FOR SHAREHOLDERS**

1. 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](mailto:jajodiaassociate@gmail.com) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [spvglobaltrading@gmail.com](mailto:spvglobaltrading@gmail.com) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [spvglobaltrading@gmail.com](mailto:spvglobaltrading@gmail.com) .

**D. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are

otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**E. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [spvglobaltrading@gmail.com](mailto:spvglobaltrading@gmail.com). The same will be replied by the company suitably.

**Date : 04<sup>th</sup> November, 2020**

**Place : Mumbai**

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

**By Order of the Board**

**Sd/-**

**Balkrishna Binani  
(Managing Director)**



### ANNEXURE TO THE NOTICE

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

| <b>Name of the Director</b>  | <b>Mrs. Sarladevi Navratan Damani</b>   | <b>Mr. Navratan Bhairuratan Damani</b>   |
|--|---|--|
| <b>DIN</b>   | 00909888                                | 00057401                                 |
| <b>Designation</b>   | Woman Director & Non-Executive Director | Non-Independent & Non-Executive Director |
| <b>Date of Birth</b>   | 29 <sup>th</sup> October, 1953          | 28 <sup>th</sup> February, 1948          |
| <b>Date of Appointment</b>   | 31 <sup>st</sup> March, 2015            | 16 <sup>th</sup> February, 1999          |
| <b>Nationality</b>   | Indian                                  | Indian                                   |
| <b>Brief Resume</b>  | Vast Experience in Industry             | Vast Experience in Industry              |
| <b>Expertise in specific functional area</b>   | Finance                                 | Finance                                  |
| <b>Qualification</b>   | B.Com.                                  | B.Com.                                   |
| <b>List of outside Directorship held as on 31<sup>st</sup> March, 2020 (Excluding Private Limited Companies and Foreign Companies)</b> | NIL                                     | NIL                                      |
| <b>Chairman/Member of the Committee of Board of Directors of the Company as on 31<sup>st</sup> March, 2020</b>                         | NIL                                     | NIL                                      |
| <b>No of Shares held in the Company</b>  | 0                                       | 0  |
| <b>Inter-se relationship with other Directors and Key Managerial Personnel</b>   | Wife of Mr. Navratan Damani             | Husband of Mrs. Sarladevi Damani         |
| <b>Remuneration proposed to be paid</b>  | NA                                      | NA                                       |
| <b>Remuneration last drawn (including sitting fees, if any) for the financial</b>  | NA                                      | NA                                       |
| <b>Number of Board Meetings attended during the financial year</b>   | 6                                       | 6  |
| <b>Terms and Conditions of Appointment/Re-appointment</b>  | NA                                      | NA                                       |

## DIRECTORS REPORT

The Members,

Your Directors are pleased to present the Thirty Fifth Board's Report of SPV Global Trading Limited (Formerly known as **Tarrif Cine & Finance Limited**) both on Standalone and Consolidated basis together with the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2020.

### 1. FINANCIAL RESULTS:

The Company's financial performance for the year under review along with previous year's figure is given hereunder: (Amount in lakhs)

| Particulars                                      | 2019-20          | 2018-19          | 2019-20        | 2018-19        |
|--|------------------|------------------|----------------|----------------|
|  | Consolidated     |                  | Standalone     |                |
| Revenue from Operations                          | 45427.68         | 44124.83         | 2957.90        | 1088.08        |
| Other Income                                     | 429.08           | 513.47           | 51.22          | 2.58           |
| <b>Total Revenue</b>                             | <b>45,856.76</b> | <b>44,638.30</b> | <b>3009.12</b> | <b>1090.67</b> |
| <b>Profit/(Loss) before Tax</b>                  | <b>16591.48</b>  | <b>1264.80</b>   | <b>36.35</b>   | <b>(10.71)</b> |
| Add/ (Less): Current Tax                         | 2169.79          | 286.72           | 0.77           | -              |
| Add/ (Less): Deferred Tax Liability/ Assets      | 409.70           | 180.05           | (0.88)         | 0.48           |
| Add/ (Less): Taxation of earlier years           | 9.13             | 11.14            | -              | -              |
| <b>Profit/(Loss) After Tax</b>                   | <b>14002.86</b>  | <b>786.90</b>    | <b>36.47</b>   | <b>(11.19)</b> |
| Add: Other Comprehensive Income                  | (16.89)          | (3.57)           | (0.09)         | (0.36)         |
| <b>Total Comprehensive Income for the Year</b>   | <b>13985.97</b>  | <b>783.33</b>    | <b>36.38</b>   | <b>(11.55)</b> |
| Profit Attributable to Owner of The Company      | 7073.97          | 385.34           | -              | -              |
| Profit Attributable to Non-Controlling Interests | 6928.89          | 401.56           | -              | -              |

The Consolidated Statements provide the results of SPV Global Trading Limited together with its subsidiary.