



**SVC
INDUSTRIES
LIMITED**

**ANNUAL REPORT
2021-2022**

SVC INDUSTRIES LIMITED

Corporate Information

BOARD OF DIRECTORS :

Mr. Suresh V. Chaturvedi, Promoter Director
(DIN-00577689)

Mr. Subhash Chandra Rastogi, Independent Director
(DIN: 03612907)

* **Ms. Sonal Waghela**, Additional Independent Director
(DIN: 09495499)

Mr. Advait Chaturvedi, Director
(DIN: 05003448)

Mr. Ambuj Chaturvedi, Director
(DIN: 05003458)

* Appointed on February 14, 2022

BOARD COMMITTEES :

AUDIT COMMITTEE:

Mr. Subhash Chandra Rastogi - Chairman

* Ms. Sonal Waghela - Member

Mr. Suresh Chaturvedi - Member

* Appointed on February 14, 2022

NOMINATION AND REMUNERATION COMMITTEE:

Mr. Subhash Chandra Rastogi - Chairman

* Ms. Sonal Waghela - Member

Mr. Suresh Chaturvedi - Member

* Appointed on February 14, 2022

STAKEHOLDERS RELATIONSHIP COMMITTEE:

Mr. Suresh V. Chaturvedi - Chairman

Mr. Subhash Chandra Rastogi - Member

* Mr. Advait Chaturvedi - Member

* Appointed November 11, 2021

CHIEF FINANCIAL OFFICER:

Mr. Sanjay Agarwal

COMPANY SECRETARY:

Ms. Gayatri Chauhan (upto August 10, 2022)

STATUTORY AUDITORS :

M/s. Chaturvedi SK & Fellows

Chartered Accountants

402, Dev Plaza, S.V. Road, Andheri West,
Mumbai - 400 058.

REGISTERED OFFICE:

301, 3rd Floor, Shubham Centre-1, 3rd Floor,
491, Cardinal Gracious Road,
Andheri (East), Mumbai - 400 099.

SITE :

Chhata Barsana Road, Chhata,
Dist. - Mathura,
Uttar Pradesh - 281 401.

REGISTRAR AND TRANSFER AGENT :

Link Intime India Private Limited
C 101, 247 Park, LBS Marg,
Vikhroli (West), Mumbai – 400 083.

LISTING OF EQUITY SHARES :

BSE Limited,
Phiroze Jeejeebhoy Tower,
Mumbai - 400 021.

BSE STOCK CODE - 524488

INVESTOR EMAIL ID :

svcindustriesltd@gmail.com

CORPORATE IDENTITY NUMBER :

L15100MH1989PLC053232

SECRETARIAL AUDITOR

Ranjeet Kumar Sharma & Associates

WEBSITE :

www.svcindustriesltd.com

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **SVC Industries Limited** will be held on Wednesday, September 28, 2022 at 11:30 a.m. through Video Conference (VC) and Other Audio Visual Means (OAVM) at the Registered office of the Company at 301, Shubham Centre-1, 491, Cardinal Gracias Road, Andheri (East), Mumbai – 400 099 shall be deemed as the venue for the meeting and the proceedings of the AGM shall be deemed to be made there at to transact the following business: -

ORDINARY BUSINESS: -

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended 31st March, 2022 and the reports of the Board of Directors' and Statutory Auditors' thereon;
2. To appoint a director in place of Mr. Suresh V. Chaturvedi (DIN: 00577689), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. BM Chaturvedi & Co., as the Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. B.M. Chaturvedi & Co., Chartered Accountants (Firm Registration No.101249W), be and are hereby appointed as the Statutory Auditors of the Company for a term of five years i.e., till the conclusion of 36th Annual General Meeting of the Company to be held in the year 2027; on such remuneration as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS: -

4. **Appointment of Ms. Sonal Waghela as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**

"RESOLVED THAT pursuant to the provision of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sonal Waghela; (DIN: 09495499), who was appointed as an Additional Independent Director of the Company w.e.f. February 14, 2022 and whose appointment has been approved by the Board of Directors pursuant to the recommendation of the Nomination and Remuneration Committee and holds office until the AGM and who has submitted a declaration that she meets the criteria for independence as provided in the Act and SEBI Regulations and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years

commencing from February 14, 2022 to February 13, 2027."

By Order of the Board of Directors
For **SVC Industries Limited**

Suresh V. Chaturvedi
Director

Place: Mumbai
Date: August 12, 2022

NOTES:

1. In view of ongoing COVID-19 pandemic and pursuant to General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 20/2020 dated May 5, 2020, Nos.02/2021 dated January 13, 2021, No. 21/2021 dated December 14, 2021, and No. 2/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ('MCA') (collectively referred to as 'MCA circulars') permitted the holding of the Annual General Meeting ('AGM') through VC / OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars, the AGM of the Company is being held through VC / OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
2. An Explanatory Statement, pursuant to Section 102(1) of the Act, relating to special business set out under Item Nos. 4, of the accompanying Notice are annexed hereto. A statement providing additional details of the Director along with brief profile who are seeking appointment/ re-appointment as set out at Item No. 2 of the Notice is annexed herewith as per Regulation 36 of the Listing Regulations, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India ('ICSI').
3. Pursuant to the Circular No. 14/2020 dated April 08, 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.
4. 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.
5. The register of members and share transfer books will remain closed from September 22, 2022 to September 28, 2022 (both days inclusive) for the purpose of ascertaining the Shareholders attending the AGM.
6. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cutoff date of September 21, 2022.
7. The Company's Statutory Auditors, M/s. Chaturvedi SK & Fellow were appointed as Statutory Auditors of the Company for a period of five (5) consecutive years at the AGM of the Members held on 1st July, 2017. The term of Statutory Auditors



are liable for mandatory rotation in terms of the provisions of the Companies Act, 2013. Accordingly, the Audit Committee of the Board of Directors of the Company at its meeting held on 12th August, 2022 recommended appointment of M/s. BM Chaturvedi & Co., Chartered Accountants (Firm Registration No.114317W) as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty Sixth Annual General Meeting of the Company i.e. for a period of 5 (Five) consecutive years.

8. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
9. As per the provision of Section 72 of the Act, facility for making nomination(s) is available to Individuals holding shares in the Company. Members holding shares in physical form may obtain the Nomination Form from the RTA. Members holding shares in demat mode should file their nomination with their Depository Participants ('DPs') for availing this facility.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019. In case of request for transmission or transposition of securities which is held in physical or dematerialised form shall be effective only in dematerialised form with effect from January 24, 2022. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or RTA for assistance in this regard.
13. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to Company's RTA - M/s Link Intime India Private Limited, Share Transfer Agent Limited having address at C-101, 247, Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, in case the shares are held in physical form.
14. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.

15. PROCEDURE FOR INSPECTION OF DOCUMENTS:

- a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
 - b) All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to svcindustriesltd@gmail.com.
 - c) Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Wednesday, September 21, 2022 through email on svcindustriesltd@gmail.com. The same will be replied by the Company suitably.
16. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice calling AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of the AGM and the Annual Report 2021-22 will also be available on the Company's website at www.svcindustriesltd.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com
17. Members are requested to send all communications relating to shares, change of address, bank details, email address etc. to the RTA at the following address:
- Link Intime India Private Limited,
Share Transfer Agent Limited
C-101, 247, Park, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083
- If the shares are held in electronic form, then change of address and change in the Bank Accounts etc., should be furnished to their respective DPs.
18. Members may please note that SEBI has made PAN as the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transactions. Members may please note that SEBI has also made it mandatory for submission of PAN in the following cases, viz. (i) Deletion of name of the deceased shareholder(s) (ii) Transmission of shares to the legal heir(s) and (iii) Transposition of shares. Members are requested to Register their PAN with their DPs, in case of shares held in demat form and RTA/ Company, in case of shares held in physical form, as directed by SEBI.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. The Ministry of

Corporate Affairs vide General Circular no. 02/2022 dated 5th May, 2022 extended the facility of remote e-voting for Annual General Meeting up to 31.12.2022.

21. Instructions for E-voting and joining the AGM are as follows:

The remote e-voting period begins on Sunday, September 25, 2022 at 09:00 A.M. and ends on Tuesday, September 27, 2022 at 05.00 P.M. The remote e-voting module shall be disabled for voting thereafter.

- i. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2021-22 will also be available on the Company's website www.svcindustriesltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: svcindustriesltd@gmail.com
- ii. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/Secureweb/IdasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the

screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com/home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

- A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.



C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022 - 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://onstavote.linkintime.co.in>

o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

22. Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

► Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP) / Company shall use the sequence number

provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

► Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

23. Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders/ Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at (svcindustriesltd@gmail.com) from 21.09.2022, 9:00 am to 23.09.2022, 6:00 pm.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
6. Shareholders/ Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at svcindustriesltd@gmail.com. The same will be replied by the company suitably.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

24. Ranjeet Kumar & Associates, a practising Company Secretary (Certificate of Practice 13241) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

25. The Scrutinizer shall after the conclusion of voting at the AGM, 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.

26. As per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the results of the e-voting are to be submitted to the Stock Exchange(s) within 48 hours of the conclusion of the AGM. The results declared along with Scrutinizer's Report shall be placed on the Company's website www.svcindustriesltd.com.

27. The results on resolutions so declared at or after the Annual General Meeting of the Company will be deemed to have been passed on the Annual General Meeting date subject to receipt of the requisite number of votes cast in favour of the Resolutions.

28. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing companies to send documents to their shareholders in electronic mode. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their E-mail addresses and are holding shares in physical form are requested to contact the RTA of the Company and register their Email-id. Members holding shares in demat form are requested to contact their DPS. Members may please note that notices, annual reports, etc. will be available on the Company's website at www.svcindustriesltd.com Members will be entitled to receive the said documents in physical form free of cost at any time upon request.

By Order of the Board of Directors
For **SVC Industries Limited**
Suresh V. Chaturvedi
Director
Date: August 12, 2022

EXPLANATORY STATEMENT PURSUANT TO SEC 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Ms. Sonal Jitendra Waghela on the recommendation of Nomination & Remuneration Committee and with the approval of the Board, appointed as an Additional Independent Director with effect from February 14, 2022 to hold office up to the ensuing Annual General Meeting, subject to approval of members, Ms. Sonal Jitendra Waghela shall be appointed for a period of five consecutive years from February 14, 2022 till February 13, 2027 and shall not liable to retire by rotation.

Ms. Sonal Jitendra Waghela has furnished to the Board the requisite declarations contemplated under Section 149(7) of the Act stating that she is Independent Director within the meaning of Section 146(6) of the act and she is not disqualified from being appointed as Director in terms of Section 164(2) of the Act.

The Nomination and Remuneration Committee and the Board of Directors of the Company have recommended her appointment as an Independent Director of the Company for a term of five years. In the opinion of Board, Ms. Sonal Jitendra Waghela is independent of the management of the Company and fulfills the conditions specified in Companies Act, 2013 and the Listing Regulations.. The Board also considers that her association would be of immense benefit to the Company, and it is, therefore desirable to avail her services, hence, Company recommends the said Resolution No. 4 for approval by way of passing a Special Resolution.

Details of Directors whose appointment as Independent Directors is proposed at Item No. 4 is provided pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Ms. Sonal Jitendra Waghela setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Ms. Sonal Jitendra Waghela is interested in the resolutions set out respectively at item No. 4 to Notice with regard to her appointment. The relatives of Ms. Sonal Jitendra Waghela may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

Further, Additional details as required under regulation 36 (3) of the SEBI (Listing Obligations and Disclosures requirement) Regulations, 2015 is provided in the brief profile of Ms. Sonal Jitendra Waghela which is attached herewith as an Annexure II to the notice.

None of the Directors and Key Managerial Personnel of the Company are relatives of Ms. Sonal Jitendra Waghela. She, being an appointee is interested in this resolution concerning her own appointment. Except her, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 4

EXHIBIT TO NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

ANNEXURE I

Name of the Director	Mr. Suresh V. Chaturvedi (DIN: 00577689)
Designation	Director
Date of Birth	05/10/1956
Age	65 Years
Nationality	Indian
Qualification	B.Com
Date of First Appointment on Board	29th August, 1989
Profile and expertise	Mr. Suresh V. Chaturvedi aged about 62 years is a non-executive director. He has over 40 years of rich experience in setting up of projects in sectors of Power Generation, PTA, TPE Sugar and Pharmaceuticals and Dairy
Terms and Conditions of appointment/ reappointment	Appointed as a Director liable to retire by rotation
Number of Board Meetings attended during the financial year 2021-22	4 Board Meetings.
Remuneration	The details of sitting fees have been provided in the Corporate Governance section.
Relationship with other Directors	Mr. Suresh V. Chaturvedi is the father of Mr. Ambuj Chaturvedi and Advait Chaturvedi.
Memberships/ Chairmanships of committees (includes only Audit Committee and Shareholder's/ Investor Grievance Committee/Stakeholder's Relationship Committee) of other public companies as on March 31, 2022	-
Directorship held in other companies as on March 31, 2022	-
Shareholding (No. of equity shares)	41,92,000

ANNEXURE II

Name of the Director	Ms. Sonal Jitendra Waghela (DIN: 09495499)
Designation	Independent Director
Date of Birth	28/03/1971
Age	51 Years
Nationality	Indian
Qualification	Bachelor of Commerce
Date of First Appointment on Board	14th February, 2022
Profile and expertise	Ms. Sonal Waghela is a Non-Executive Independent Director of the Company. Ms. Sonal Waghela holds a degree of Bachelor of Commerce and has 23 years of experience in the field of accounting. She is also expertise in accounts.
Terms and Conditions of appointment/ reappointment	As per the resolution at Item No. 4 of the Notice read with Explanatory Statement thereto.
Number of Board Meetings attended during the financial year 2021-22	1 Board Meetings.
Remuneration	The details of sitting fees have been provided in the Corporate Governance section.
Relationship with other Directors	Nil
Memberships/ Chairmanships of committees (includes only Audit Committee and Shareholder's/ Investor Grievance Committee/Stakeholder's Relationship Committee) of other public companies as on March 31, 2022	Member of Audit Committee
Directorship held in other companies as on March 31, 2022	-
Shareholding (No. of equity shares)	-

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors present the 31st Annual Report together with the Audited Statement of Accounts of the Company for the financial year ended March 31, 2022

FINANCIAL RESULTS:

(Rs. in Lacs)

Particulars	2021-22	2020-21
Revenue from Operations	43.70	45.78
Other Income	0.72	18.05
Total Income	44.42	63.83
Expenditure	(310.82)	(309.01)
Profit / Loss for the period	(266.42)	(245.18)
Loss due to Assets Discarded	-	(239.30)
Profit / Loss Before Tax	(266.42)	(484.48)
Other Comprehensive Income	-	-
Total Comprehensive Income (Net of Tax)	(266.42)	(484.48)

The Ministry of Corporate Affairs ('MCA') has notified the mandatory adoption of Indian Accounting Standards (Ind-AS) by all companies other than Insurance Companies, Banking companies and Non-Banking Finance companies.

DIVIDEND:

Your directors have not recommended any dividend on equity shares for the year as there is no profit in the year.

STATE OF COMPANY'S AFFAIRS:

Due to delay on the part of State Government Authorities and Mathura Vrindavan Development Authority (MVDA) in granting requisite permission for the Mega Food Park, the Ministry of Food Processing, Government of India has withdrawn its earlier permission for setting up of the Mega Food Park on Company's land. The SPV has filed a fresh application for licence for setting up the Mega Food Park. In view of delay in implementation of this project due to regulatory reasons and also due to unforeseen Coronavirus (Covid19) pandemic, the SPV and the Company have agreed to keep land lease agreement between them in abeyance until clarity in the matter is received.

PICUP being one of the Secured Creditors has issued notice for taking possession of assets of the Company. Company has obtained stay order from honorable Allahabad High Court against the PICUP's notice of possession. Honorable Allahabad High Court vide its order dated 10/04/2019 has asked to file supplementary counter affidavit and rejoinder affidavit to the respondent (PICUP) and petitioner (SVC Industries Limited) respectively. During the previous year, Company has submitted an application dated July 2, 2020 in response to one time settlement (OTS) scheme of PICUP for settlement of its financial liabilities. The Company has made an earnest money deposit amounting of Rs. 21.21 lakh towards this OTS policy.

The Company with a few other partners had incorporated a special purpose vehicle (SPV) in the name of M/s. Nandvan Mega Food Park Private Limited for setting up Mega Food Park on its existing land. The SPV was incorporated as an associate of the Company. During the previous year, Company has transferred part of its holding in the SPV and hence the SPV is no longer an associate of the Company. As the SPV was the only associate, the Company is no longer required to prepare consolidated financial results.

DETAILS OF SIGNIFICATION AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATIONS IN FUTURE:

In the year under review no material order has been passed by above said authorities impacting the going concerned status.

INTERNAL FINANCIAL CONTROL (IFC):

Your Company has a Management Assurance and Audit Department, which provides comprehensive audit coverage of functional areas and operations of the Company to examine the adequacy of and compliance with policies, procedures, statutory and regulatory requirements. Significant audit observations and follow up actions thereon are reported to the Audit Committee.

The Audit Committee reviews and evaluates adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations. Management Assurance and Audit is an independent and objective assurance and consulting activity designed to add value and improve the Company's operations. Management Assurance and Audit function is accountable to the Board of Directors through the Chairman of the Audit Committee. Management Assurance and audit also assist the management in identifying operational opportunities for revenue leakage, cost savings and revenue enhancements; ensures working within the regulatory and statutory framework and facilitate early detection and prevention of frauds.

The Company has internal control system commensurate with the size, scale and complexity of its operation. The Company has appointed Mr. S.K. Khandelwal, Chartered Accountants as the Internal Auditor at a remuneration of Rs. 66,000/- p.a. in compliance with section 138 of the Companies Act, 2013. The scope of audit and the outcome of the audit are reviewed by Audit Committee at regular interval.

FIXED DEPOSITS:

We have not accepted any fixed deposit and as such no amount of principal or interest was outstanding as on the date of balance sheet.

STATUTORY AUDITORS:

As per the provisions of Section 139 of the Companies Act, 2013, the office term of M/s. Chaturvedi SK & Fellow, Chartered Accountants (Firm Registration No. 112627W), the Statutory Auditors of the Company will conclude from the close of the forthcoming Annual General Meeting of the Company.

The Board of Directors places on record its appreciation for the services rendered by M/s Chaturvedi SK & Fellow, Chartered Accountants, as the Statutory Auditors of the Company.

As required under the provisions of Section 139(1) of the Act, the Company has received written consent from M/s. BM Chaturvedi & Co., Chartered Accountants bearing Firm Registration No. 114317W, informing that their appointment, if made would be in accordance of the provisions of the Act, read with the Rule 4 (2) of the Companies (Audit and Auditors) Rules, 2014 and that they satisfy the criteria provided in Section 141 of the Act. Members attention is drawn to a resolution proposing the appointment of the M/s. BM Chaturvedi & Co., Chartered Accountants bearing Firm Registration No. 114317W as statutory auditors of the

Company which is included in the item no. 3 of the Notice convening Annual General Meeting.

AUDITOR'S REPORT:

The observations by the Auditors in their report are self-explanatory and, in the opinion of the Board, do not require any further explanation.

SHARE CAPITAL:

At present we have only one class of shares i.e. equity shares of Rs. 10 each. Our authorised share capital is Rs. 170 Crores divided into 17 Crores equity shares of Rs. 10 each. The issued, subscribed and paid-up capital of the Company is Rs. 161.86 Crores as on March 31, 2022.

EXTRACT OF THE ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is available on the website of the Company i.e. www.svcindustriesltd.com

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The particulars of conservation of energy, technology absorption, foreign exchange earnings and outgo for the financial year under review as required to be given under Section 134(3)(m) of the Companies Act, 2013 and Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable to the Company.

FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company has not utilized any foreign exchange and has not earned any foreign exchange during the financial year ended March 31, 2022.

CORPORATE SOCIAL RESPONSIBILITY:

The Provision with respect to Corporate Social Responsibility is not attracted to the Company as the Company is yet to commence the production.

CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Suresh Chaturvedi (DIN: 00577689), Director of the company retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. Details about Mr. Suresh Chaturvedi (DIN: 00577689) is given in the Notice of the ensuing AGM sent to the shareholders along with the Annual Report.

The Company appointed Ms. Sonal Jitendra Waghela (DIN: 09495499) as an Additional Independent Director w.e.f. February 14, 2022 subject to the approval of the Members by way of Special Resolution at the ensuing AGM and who is eligible for appointment and meets the criteria of Independence as provided in the act and the SEBI Regulations and not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from February 14, 2022 to February 13, 2027.

Ms. Gayatri Chauhan resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. August 10, 2022.

As on date 31 March 2022, the Company has Mr. Suresh Chaturvedi, Mr. Subhash Chandra Rastogi, Mr. Advait Chaturvedi, Mr. Ambuj Chaturvedi & Ms. Sonal Jitendra Waghela as Director of the Company. Mr. Sanjay Agrawal, Chief Financial Officer & Manager and Ms. Gayatri Chauhan, Company Secretary are Key Managerial Personnel of the Company.

DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY:

A declaration by an Independent Directors have been received stating that they meet the criteria of independence as provided in sub-section (6) of section 149 of the Companies Act, 2013. An independent director shall hold office for a maximum of two term of five consecutive years on the Board of a Company. The resolutions for appointment of the Independent Director, Ms. Sonal Jitendra Waghela (DIN: 09495499) is incorporated in the Notice to the Annual General Meeting for the approval of the shareholders.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review 4 Board Meetings and 4 Audit Committee Meetings were conveyed and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

MEETING OF INDEPENDENT DIRECTOR:

During the year 2021-22, one meeting of independent director was held on 28 February 2022. The Independent Directors Mr. Subhash Chandra Rastogi and Ms. Sonal Waghela met without the attendance of Non- Independent Directors and the members of the Management. The Independent Directors, inter alia, reviewed the performance of Non- Independent Directors and the Board as a whole; the performance of the Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

AUDIT COMMITTEE:

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

STAKEHOLDER RELATIONSHIP COMMITTEE:

Your Company believes that its members are amongst its most important stakeholder. The Stakeholder Relationship Committee of the Company consists of Mr. Suresh V. Chaturvedi as Chairman, Mr. Subhash Chandra Rastogi and Mr. Advait Chaturvedi as a Member. During the year under review, the Stakeholders Relationship Committee met for 4(Four) times.

NOMINATION AND REMUNERATION COMMITTEE:

The Board has, on the recommendation of the Nomination and