

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 35<sup>th</sup> Annual General Meeting of **SVP GLOBAL VENTURES LIMITED** (CIN : L17290MH1982PLC026358 ) will be held at Kilachand Conference Room 2<sup>nd</sup> Floor, IMC Chamber of Commerce and Industry, IMC Building, IMC Marg, Churchgate, Mumbai - 400 020 on Thursday, September 28, 2017 at 3.30. p.m. to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2017 and the Reports of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Praveen Shelley (DIN : 01922237) who retires by rotation and being eligible offers himself for reappointment.
3. To ratify appointment of the 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 as **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the appointment of M/s. Motilal & Associates, Chartered Accountants bearing Firm Registration No. 106584W (formerly known as Shah Parmar & Mehta, Chartered Accountants bearing Firm Registration No.141689W before merger) as Statutory Auditors of the Company, which has been approved by the Members at the 34<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September 2016, for a period of 5 years till the conclusion of the Annual General Meeting to be held for the financial year 2020 -21, be and is hereby ratified at such remuneration as may be decided by the Board of Directors of the Company."

### **SPECIAL BUSINESS:**

4. **Appointment of Ms. Palak Kanaiyalal Bhavsar as an Independent Women Director**

**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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Palak Kanaiyalal Bhavsar (DIN: 07425056), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Women Director of the Company, to hold office for a term of 5 years i.e. from 13<sup>th</sup> February, 2017 to 12<sup>th</sup> February, 2022 and whose office shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. **Appointment of Ms. Bhumika Ramesh Ruparelia as an Independent Director**

**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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Ms. Bhumika Ramesh Ruparelia (DIN: 07785779), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 years i.e. from 10<sup>th</sup> April, 2017 to 09<sup>th</sup> April, 2022 and whose office shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

**By order of the Board of Directors  
For SVP Global Ventures Limited**

Sd/-

**Prachi Saxena  
Company Secretary**

**Place: Mumbai  
Date: September 04, 2017**

**Notes:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other member. The instrument appointing the proxy must be deposited at the registered office of the Company at 97, Maker Tower F, Cuffe Parade, Mumbai-400 005 not less than 48 hours before the commencement of the meeting.**
2. The route map showing directions to reach the venue of the 35<sup>th</sup> AGM is annexed.
3. Members /Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting
4. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts in respect of Item No. 4 & 5 set out above relating to the special business to be transacted at the meeting are annexed hereto.
7. The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2017 to September 28, 2017 (both days inclusive) for the purpose of Annual General Meeting.
8. Members holding shares in physical form and desirous of making/changing nomination in respect of their shareholding in the Company, may send their request in the prescribed form 2B to the Registrar & Transfer Agents of the Company.
9. Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
10. The members who hold shares in electronic form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number, in attendance slip for attending meeting.
11. Members desirous of getting any information in respect of the contents of the Annual Report are requested to forward the queries to the Company at least ten days prior to the Annual General Meeting so that the required information can be made available at the Meeting.
12. The Company shall e-mail the copy of the Annual Report and the Notice of 35<sup>th</sup> Annual General Meeting to the Members whose email id's are registered as allowed under the provisions of Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.
13. Members are requested to notify changes, if any, in their registered addresses along with the pin code to the Company's Registrar and Share Transfer Agent.
14. Members are requested to bring their copy of Annual Report to the Meeting.
15. All documents referred to in the notice and explanatory statement are open for inspection at the registered office of the Company between 10.30 a.m. and 1.00 p.m. on all working days upto the date of the meeting.
16. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updations of savings bank account to their respective Depository Participants.
17. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share transfer Agents, M/S. SKYLINE FINANCIAL SERVICES PVT. LTD. 4A9, Gundecha Onclave, Kherani Road, Sakinaka Mumbai – 400 072.
18. As per the provisions of the Companies Act, 2013, facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Transfer agents of the Company.
19. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting.
20. The Company shall conduct voting by means of ballot / poll process at the 35<sup>th</sup> Annual General Meeting for the resolutions to be discussed at the meeting. Further the Members who would already voted by means of remote e-voting shall not be allowed to vote by ballot / poll at the 35<sup>th</sup> Annual General Meeting.
21. The voting rights of Members shall be in proportion to their shares of the paid up Equity Share Capital of the Company (i.e. for Every One Share held One Vote).
22. The Company has appointed Shraavan A. Gupta & Associates, Praticing Company Secretaries, to act as the Scrutinizer for e- voting process as well as to conduct and prepare scrutinisers report for the voting by poll / ballot to be conducted at the 35<sup>th</sup> Annual General Meeting.
23. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, 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 make, not later than three days of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or

against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

24. The result declared along with the Scrutinizer's Report shall be placed on the Notice Board at the registered office of the Company and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). The Company shall also forward the results to BSE Limited, where the shares of the Company are listed

**25. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 25.09.2017 - 9.30 A.M. and ends on 27.09.2017 - 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

<b>DOB</b>	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
<b>Dividend Bank Details</b>	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **SVP Global Ventures Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**In case of members receiving the physical copy:**

- please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.

i. The voting period begins on Monday, 25 September, 2017 (9.30 A.M. IST) and ends on Wednesday, 27th September, 2017 (5.00 P.M. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

iii. The Company has appointed M/s. Shravan A. Gupta & Associates, Practicing Company Secretary, as the Scrutinizer, who will conduct the electronic voting process in a fair and transparent manner.

20. The results of the e-voting along with the scrutinizer’s report shall be placed on the Company’s website [www.svpglobal.co.in](http://www.svpglobal.co.in) and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**Item No. 4**

The Board of Directors of the Company had appointed Ms. Palak Kanaiyalal Bhavsar (DIN: 07425056) as an Additional Director under the category of Independent Women Director of the Company with effect from 13th February, 2017. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Palak Kanaiyalal Bhavsar shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Independent Women Director for a term of five consecutive years i.e., from 13th February, 2017 to 12th February, 2022 and whose office shall not be liable to retire by rotation, subject to the approval of the Members.

Ms. Palak Kanaiyalal Bhavsar possess experience of over 4 years in corporate as Company Secretary.

The Company has received from Ms. Palak Kanaiyalal Bhavsar (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of Act (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Act. In the opinion of the Board of Directors, Ms. Palak Kanaiyalal Bhavsar, fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. The Board considers that Ms. Palak Kanaiyalal Bhavsar continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Palak Kanaiyalal Bhavsar as an Independent Women Director. The Company has received notice under section 160 of the Companies Act, 2013 from one of the member of the Company along with deposit proposing her candidature as an Independent Director of the Company.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

**Item No. 5**

The Board of Directors of the Company had appointed Ms. Bhumika Ramesh Ruparelia (DIN: 07785779) as an Additional Director under the category of Independent Director of the Company with effect from 10th April, 2017. In accordance with the provisions of Section 161 of Companies Act, 2013, Ms. Bhumika Ramesh Ruparelia shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as Independent Director for a term of five consecutive years i.e. from 10th April, 2017 to 09th April, 2022 and whose office shall not be liable to retire by rotation, subject to the approval of the Members.

Ms. Bhumika Ramesh Ruparelia possesses experience of 6 years in the field of Secretarial and Governance Laws.

The Company has received from Ms. Bhumika Ramesh Ruparelia (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 (2) of Act (iii) A declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of Act. In the opinion of the Board of Directors, Ms. Bhumika Ramesh Ruparelia, fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management. The Board considers that Ms. Bhumika Ramesh Ruparelia continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Bhumika Ramesh Ruparelia as an Independent Director. The Company has received notice under section 160 of the Companies Act, 2013 from one of the member of the Company along with deposit proposing her candidature as an Independent Director of the Company.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

**By order of the Board of Directors  
For SVP Global Ventures Limited**

Sd/-

**Prachi Saxena  
Company Secretary**

**Place: Mumbai  
Date: September 04, 2017**

**DETAIL OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard-2]

Name of the Director	<b>Ms. Palak Kanaiyalal Bhavsar</b>	<b>Ms. Bhumika Ramesh Ruparelia</b>
Date of Birth	30.08.1992	01.09.1990
Date of First Appointment on the Board	13.02.2017	10.04.2017
Qualification	B.COM, CS	B.COM
Experience/Expertise in specific functional areas/ Brief resume of the Director	Experience of over 4 years in corporate as Company Secretary. Further, she is also providing various Corporate advisory services, Governance Services, Arbitration & Conciliation services.	She has a rich experience of 6 years in field of Corporate and Governance Laws.
Disclosure of Relationship with other Directors, Manager, Key Managerial Personnel of the Company	NA	NA
Number of Meetings of the Board of Directors attended during the F.Y. 2016-17	-	-
Other Directorships held	1. Platinum Textiles Limited 2. Helios Mercantile Limited 3. Shrivallabh Pittie Industries Limited 4. Helios Exports Limited 5. Scenario Communication Limited	1. Platinum Textiles Limited 2. Helios Mercantile Limited
Committee Positions in other Public Companies	1. Platinum Textiles Limited - Chairman of Audit, Nomination and Remuneration Committee and CSR Committee. 2. Shrivallabh Pittie Industries Limited - Chairman of Audit, Nomination and Remuneration Committee. 3. Helios Mercantile Limited - Chairman of Audit, Nomination and Remuneration Committee.	1. Platinum Textiles Limited - Member of Audit and Nomination and Remuneration Committee. 2. Helios Mercantile Limited - Member of Audit and Nomination and Remuneration Committee.
Shareholding in the Company	NIL	NIL