

# S. V. TRADING & AGENCIES LIMITED

CIN: L51900MH1980PLC022309

Registered Office: Shop No F-227, 1st Floor, Raghuleela Mega Mall, Behind Poisar Depot,  
Kandivali West, Mumbai, Maharashtra, India, PIN-400067

Website: [www.svtrading.in](http://www.svtrading.in); e-Mail ID: [svtradingandagencies@gmail.com](mailto:svtradingandagencies@gmail.com)

---

**Ref.:** SVTAAL/SEC/Reg. 30/2024-25

**Date:** 06<sup>th</sup> August, 2024

Corporate Relationship Department,

**BSE Limited,**

25<sup>th</sup> Floor, P J Towers, Dalal Street,

Mumbai, Maharashtra, India, PIN-400001

Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com), [corp.compliance@bseindia.com](mailto:corp.compliance@bseindia.com)

**Scrip Code:** 503622

**Subject:** Notice of 44<sup>th</sup> Annual General Meeting ("AGM") of the Company

**Reference:** Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015

With reference to the captioned subject, this is to inform you that the 44<sup>th</sup> Annual General Meeting (AGM) of the Company for the financial year 2023-24 is scheduled to be held on Wednesday, August 28, 2024 at 03.30 P.M. through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, please find enclosed herewith Notice of the 44<sup>th</sup> Annual General Meeting (AGM) of the Company.

You are requested to take the same on records, upload at your website & intimate the same to the members of the Stock Exchange.

Thanking You,

Yours faithfully,

For **S. V. Trading & Agencies Limited**

**ARPIT**  
**LODHA**

Digitally signed  
by ARPIT LODHA  
Date: 2024.08.06  
14:05:48 +05'30'

Name: **Arpit Lodha**

Designation: **Company Secretary and Compliance Officer**

Membership No.: **A47819**

**Encl:** Notice of 44<sup>th</sup> Annual General Meeting (AGM) of the Company

## NOTICE OF 44<sup>th</sup> ANNUAL GENERAL MEETING

**Notice** is hereby given that the 44<sup>th</sup> Annual General Meeting (“AGM” or “Meeting”) of the members of **S. V. Trading & Agencies Limited** (the Company) will be held on **Wednesday, August 28, 2024 at 03.30 P.M.** through **Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)** to transact the following business:

### **ORDINARY BUSINESS:**

**1. Adoption of the Audited Financial Statements together with Report of the Board of Directors and Auditors:**

To receive, consider and adopt the Audited financial statements of the Company for the financial year ended on March 31, 2024 including the Balance Sheet as on March 31, 2024 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

**2. Appointment of Director in place of retiring Director:**

To re-appoint a Director in place of Ms. Neelu Kumawat (DIN: 10061282), who retires by rotation and being eligible, offered herself for re-appointment.

### **SPECIAL BUSINESS:**

**3. Appointment of Mr. Chirag Ghadoliya (DIN: 08019125) as an Independent Director of the Company:**

*To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of Mr. Chirag Ghadoliya (DIN: 08019125), who was appointed as an Additional Director of the Company with effect from May 30, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 30, 2024 to May 29, 2029, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Chirag Ghadoliya shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**4. Appointment of Mr. Varun Kumar Choubisa (DIN: 07412698) as an Independent Director of the Company:**

*To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:*

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013(“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of Mr. Varun Kumar Choubisa (DIN: 07412698), who was appointed as an Additional Director of the Company with effect from May 30, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 30, 2024 to May 29, 2029, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Varun Kumar Choubisa shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

**5. Appointment of Mr. Yashawant Kumar Choubisa (DIN: 07412700) as an Independent Director of the Company:**

*To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:*

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013("the Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of Mr. Yashawant Kumar Choubisa (DIN: 07412700), who was appointed as an Additional Director of the Company with effect from May 30, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from May 30, 2024 to May 29, 2029, be and is hereby approved;

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Yashawant Kumar Choubisa shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

**6. Appointment of Statutory Auditors to fill casual vacancy:**

*To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:*

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), M/s. G R A M AND ASSOCIATES LLP, (FRN: 008850C) Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of existing Statutory Auditors i.e.

M/s. R Soni & Co., Chartered Accountants to hold office till the conclusion of the 44<sup>th</sup> Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions of their appointment, including remuneration of during their tenure, based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

## **7. Appointment of Statutory Auditors**

***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, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof and based on the recommendation of the Audit Committee and of the Board of Directors, M/s. G R A M AND ASSOCIATES LLP., Chartered Accountants, (FRN: 008850C), who have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 44<sup>th</sup> Annual General Meeting till the conclusion of the 49<sup>th</sup> Annual General Meeting and that the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions of their re-appointment, including remuneration during their tenure, based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

## **8. Alteration of Memorandum of Associations of the Company in line with the provisions of the Companies Act, 2013**

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

**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company as follows;

- the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:- **Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are**
- by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) – 'Other Objects' with Clause III (B) – '**Objects Incidental or Ancillary to the attainment of the Main Objects**' and consequently changing the object numbering as may be appropriate.
- the existing Clause III (C) Other objects of the Memorandum of Association of the Company be and is hereby deleted.
- Liability Clause IV to be substituted to read as under:  
“IV. The Liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the shares held by them”

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

**9. Alteration of Articles of Associations of the Company in line with the provisions of the Companies Act, 2013**

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

**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof, for the time being in force), and as warranted by the aforesaid Act, the Articles of Association of the Company be and are hereby altered by deleting the existing Articles and by adopting the Articles from Table F under the said Act, with such modifications as may be applicable and relevant to the Company, and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the new set of Articles of Association be and are hereby adopted by the Shareholders to incorporate the provisions relating to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

By Order of the Board of Directors  
For S. V. Trading & Agencies Limited

**Sd/-**  
Arpit Lodha  
Company Secretary and Compliance Officer  
Membership No: A47819

Place: Mumbai  
Dated: 03<sup>rd</sup> August, 2024

## NOTES:

1. Details of the Directors seeking appointment/re-appointment in pursuance of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 on General Meetings, as applicable are annexed to this Notice.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 3/2022 dated May 5, 2022 , Circular No. 10/2022 dated December 28, 2022 and Circular No. 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time ("MCA Circulars"), physical attendance of the Members to the AGM venue is not required and General Meeting can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

In compliance with the Companies Act, 2013, the SEBI Listing Regulations and the MCA Circulars, the 44<sup>th</sup> Annual General Meeting of the Company (AGM) is being held through VC/OAVM and Members can attend and participate in the ensuing AGM through VC/OAVM.

The detailed procedure for participating in the AGM through VC/OAVM is annexed herewith (Refer serial no. 15) and is also available at the Company's website i.e., [www.svtrading.in](http://www.svtrading.in).

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 9 of the Notice, is annexed hereto.
4. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), the Notice of the AGM along with the Integrated Annual Report for FY 2023-24 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories".
5. 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 and accordingly, the Proxy Form and Attendance Slip are not annexed to this Notice. 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.
6. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to [svtradingandagencies@gmail.com](mailto:svtradingandagencies@gmail.com). with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
7. 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 facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. 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.
9. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
10. The SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialize shares that are held by them in physical form. Members can contact the Company or Company's Registrar and Transfer Agents, **Link Intime India Private Limited (LINK INTIME)** at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 or [mnt.helpdesk@linkintime.co.in](mailto:mnt.helpdesk@linkintime.co.in) for assistance in this regard.
11. **Book Closure**
  - The Register of Members and the Share Transfer Books of the Company will be closed from Thursday, August 22, 2024, to Wednesday, August 28, 2024 (both days inclusive) for the purpose of this AGM for the financial year ended March 31, 2024.
  - Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP").
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e., Wednesday, August 28, 2024. Members seeking to inspect such documents can send an email to [svtradingandagencies@gmail.com](mailto:svtradingandagencies@gmail.com)
13. **The Members are requested to:**
  - a) Intimate change in their registered address, if any, to LINK INTIME at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083 or [mnt.helpdesk@linkintime.co.in](mailto:mnt.helpdesk@linkintime.co.in) in respect of their holdings in physical form.
  - b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
  - c) Non-Resident Indian Members are requested to inform LINK INTIME immediately of the change in residential status on return to India for permanent settlement.
14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.svtrading.in](http://www.svtrading.in), and on the website of the Company's RTA, Link Intime at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
15. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Link Intime, for assistance in this regard.



16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
17. As per provisions of Section 72 of the Act, Members are entitled to make nominations in respect of the Equity Shares held by them. Members desirous of making nominations may procure the prescribed form SH-13 from LINK INTIME and have it duly filled, signed and sent back to them, in respect of shares held in physical form. Members holding shares in dematerialised mode should file their nomination with their Depository Participant (DP).
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
20. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website [www.svtrading.in](http://www.svtrading.in)

#### 21. Green Initiative

The MCA and the SEBI have encouraged paperless communication as a contribution to greener environment.

In compliance with the aforesaid MCA Circulars and the SEBI Circular dated January 05, 2023, the copy of the Annual Report for the financial year 2023-24 including Audited Financial Statements, Board's Report etc. and Notice of the 44<sup>th</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner of remote e-Voting is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants.

Members who have not registered their email address and holding shares in physical mode are requested to register their e-mail IDs with LINK INTIME and Members holding shares in Demat mode are requested to register their e-mail IDs with the respective Depository Participants (DPs) in case the same is still not registered.

If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to LINK INTIME in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

Members may also note that the Notice of the 44<sup>th</sup> AGM and the Annual Report for the financial year 2023-24 of the Company are also available on the Company's website [www.svtrading.in](http://www.svtrading.in)

#### 22. IEPF Disclosures

Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules), 2016 ('the IEPF Rules'), during the year under review, no amount of Unclaimed dividend and corresponding equity shares were due to be transferred to IEPF account.

#### 23. Voting

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 MCA Circulars, 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 Central Depository Services (India) Limited (CSDL) 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 CSDL.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.svtrading.in](http://www.svtrading.in)

The Notice can also be accessed from the websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CSDL (agency for providing the Remote e-Voting facility) i.e., [www.evotingindia.com](http://www.evotingindia.com).

#### **24. The Instructions for shareholders voting electronically are as under:**

- i. The remote e-Voting period begins on Sunday, August 25, 2024 (9.00 a.m.) and ends on Tuesday, August 27, 2024 (5.00 p.m.). The remote e-Voting module shall be disabled by CSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Wednesday, August 21, 2024 may cast their vote electronically.

The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, August 21, 2024.

If a person was a Member as on the date of dispatch of the notice but has ceased to be a member as on the cut-off date i.e. Wednesday, August 21, 2024, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 Dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

- iv. In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforementioned SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL / NSDL / PURVA, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/Evoting_Login">https://evoting.cdslindia.com/Evoting/Evoting_Login</a>. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
---	--

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login Type	Helpdesk Details
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> . or call at : 022 - 4886 7000 and 022 - 2499 7000

**Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" module.
- (iii) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and click on Login.
- (v) 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 e-voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - 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.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: [svtradingandagencies@gmail.com](mailto:svtradingandagencies@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **25. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The

shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESSES FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES/MOBILE NUMBER ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
- (ii) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) + Update Email Id/Mobile Number to Company/RTA email id.
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). or call toll free no. 1800 21 09911.

26. Mr. Manoj Mimani, Partner R M Mimani & Associates LLP, Practicing Company Secretary (Membership No. ACS 17083 and Certificate of Practice No. 11601) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at AGM, in a fair and transparent manner and he has communicated willingness to be appointed and shall be available for the same purpose.
27. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make 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. The voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchange i.e., BSE Limited within two working days of conclusion of the AGM by the Company.
28. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE Listing Portal.

29. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 44<sup>th</sup> Annual General Meeting i.e. Wednesday, August 28, 2024.

By Order of the Board of Directors  
For S. V. Trading & Agencies Limited

**Sd/-**  
Arpit Lodha  
Company Secretary and Compliance Officer  
Membership No: A47819

Place: Mumbai  
Dated: 03<sup>rd</sup> August, 2024

## **Statement Pursuant to Section 102 of the Companies Act 2013:**

**The following statement, pursuant to section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the businesses mentioned at Item Nos. 3 to 9 of the accompanying Notice.**

### **Item No. 3:**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on May 30, 2024, has appointed Mr. Chirag Ghadoliya (DIN: 08019125), as an Additional Director of the Company in the category of (Non-Executive, Non-Independent), not liable to retire by rotation, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with the provisions of regulation 17(1) (C) of SEBI (LODR), 2015, Mr. Chirag Ghadoliya shall hold office as an Additional Director up to the date of ensuing Annual General Meeting or a period of three months from the date of her appointment, whichever is earlier and is eligible to be appointed as a Director.

The profile and specific areas of expertise of Mr. Chirag Ghadoliya are provided as Annexure to this Notice. He has given a declaration to the Board that he is not restrained from acting as a Director, by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Chirag Ghadoliya is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as a Non-Executive Director.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Accordingly, consent of the Members is being sought by way of a special resolution, as set out at item No. 3 of the Notice to approve the appointment of Mr. Chirag Ghadoliya, as Director of the Company (Non-Executive, Non-Independent), not liable to retire by rotation.

Except, Mr. Chirag Ghadoliya, being appointed as Director, None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

### **Item No. 4:**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on May 30, 2024, has appointed Mr. Varun Kumar Choubisa (DIN: 07412698), as an Additional Director of the Company in the category of (Non-Executive, Non-Independent), not liable to retire by rotation, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with the provisions of regulation 17(1) (C) of SEBI (LODR), 2015, Mr. Varun Kumar Choubisa shall hold office as an Additional Director up to the date of ensuing Annual General Meeting or a period of three months from the date of his appointment, whichever is earlier and is eligible to be appointed as a Director.

The profile and specific areas of expertise of Mr. Varun Kumar Choubisa are provided as Annexure to this Notice. He has given a declaration to the Board that he is not restrained from acting as a Director, by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Varun Kumar Choubisa is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as a Non-Executive Director.



Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Accordingly, consent of the Members is being sought by way of a special resolution, as set out at item No. 4 of the Notice to approve the appointment of Mr. Varun Kumar Choubisa, as Director of the Company (Non-Executive, Non-Independent), not liable to retire by rotation.

Except, Mr. Varun Kumar Choubisa, being appointed as Director, None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

**Item No. 5:**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on May 30, 2024, has appointed Mr. Yashawant Kumar Choubisa (DIN: 07412700), as an Additional Director of the Company in the category of (Non-Executive, Non-Independent), not liable to retire by rotation, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with the provisions of regulation 17(1) (C) of SEBI (LODR), 2015, Mr. Yashawant Kumar Choubisa shall hold office as an Additional Director up to the date of ensuing Annual General Meeting or a period of three months from the date of his appointment, whichever is earlier and is eligible to be appointed as a Director.

The profile and specific areas of expertise of Mr. Yashawant Kumar Choubisa are provided as Annexure to this Notice. He has given a declaration to the Board that he is not restrained from acting as a Director, by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Yashawant Kumar Choubisa is a person of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as a Non-Executive Director.

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

Accordingly, consent of the Members is being sought by way of a special resolution, as set out at item No. 5 of the Notice to approve the appointment of Mr. Yashawant Kumar Choubisa, as Director of the Company (Non-Executive, Non-Independent), not liable to retire by rotation.

Except, Mr. Yashawant Kumar Choubisa, being appointed as Director, None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

**Item No. 6:**

The Members of the Company at their 42<sup>nd</sup> AGM held on September 23, 2022 had appointed M/s R Soni & Co, Chartered Accountants, (Firm Registration No. 130349W) as the Statutory Auditors of the Company to hold office from the conclusion of 42<sup>nd</sup> AGM till the conclusion of 47<sup>th</sup> AGM of the Company.

M/s R Soni & Co, Chartered Accountants, (Firm Registration No: 130349W) vide their letter dated July 31, 2024 have resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Pursuant to the recommendation of the Audit Committee and of the provisions of Section 139(8) of the Companies Act, 2013, the Board of Directors of the Company, at its Meeting held on August 03, 2024 have approved the appointment of M/s. G R A M AND ASSOCIATES LLP, (FRN: 008850C), as Statutory Auditors of the Company,

to fill the casual vacancy caused due to resignation of M/s R Soni & Co, subject to the approval by the Members at the 44<sup>th</sup> Annual General Meeting of the Company.

The Company has received the consent letter and eligibility certificate from M/s. G R A M AND ASSOCIATES LLP, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, shall be within the limits prescribed under the provisions of the Companies Act, 2013.

Accordingly, consent of the Members is being sought by way an ordinary resolution as set out at item No. 6 of the Notice to approve the appointment of M/s. G R A M AND ASSOCIATES LLP, Chartered Accountants as Statutory Auditors of the Company for the term mentioned therein.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

#### **Item No. 7**

Pursuant to the recommendation of the Audit Committee, and the provisions of Section 139 of the Companies Act, 2013, the Board of Directors of the Company, at its Meeting held on August 03- 2024 has recommended the appointment of M/s. G R A M AND ASSOCIATES LLP, (FRN: 008850C) as Statutory Auditors of the Company to hold office for a period of five years, i.e., from the conclusion of the 44<sup>th</sup> AGM, till the conclusion of the 49<sup>th</sup> AGM of the Company.

The Company has received the consent letter and eligibility certificate from M/s. G R A M AND ASSOCIATES LLP, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, shall be within the limits prescribed under the provisions of the Companies Act, 2013.

Accordingly, consent of the Members is being sought by way of an ordinary resolution as set out at item No. 7 of the Notice to approve the appointment of M/s. G R A M AND ASSOCIATES LLP, Chartered Accountants as Statutory Auditors of the Company for a period of five years, i.e., from the conclusion of the 44<sup>th</sup> AGM, till the conclusion of the 49<sup>th</sup> AGM of the Company.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

#### **Item No. 8**

The Company's current Memorandum of Association ("MOA") was adopted in the year 1980 and since then several amendments had been carried out to the MOA.

The Companies Act, 2013, has prescribed a new format of MOA for public companies limited by Shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Sections 4 and 13 of the Act, it is proposed to alter the MOA of the Company to be in line with the Structure set out in Table A of Schedule I of the Act.

Alteration in the Memorandum of Association of the Company as follows;

- the Clause III (B) of the Memorandum of Association of the Company, be renamed as under: **Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are**
- by merging appropriate and relevant objects of the Memorandum of Association, mentioned under Clause III (C) – 'Other Objects' with Clause III (B) – '**Objects Incidental or Ancillary to the attainment of the Main Objects' and consequently changing the object numbering as may be appropriate.**
- the existing Clause III (C) Other objects of the Memorandum of Association of the Company be and is hereby deleted.
- Liability Clause IV to be substituted to read as under:  
"IV. The Liability of the member(s) is limited, and this liability is limited to the amount unpaid, if any, on the

shares held by them”

The Board at its Meetings held on August 03, 2024 approved alteration of the MOA of the Company and hence seek Member’s approval for the same.

The proposed draft of altered MOA is being uploaded on the Company’s website for perusal by the Members and a copy of the proposed set of new MOA is available for inspection on all working days at the registered office of the Company during the office hours till the date of AGM

Accordingly, the Board recommends the Resolution as set at Item No. 8 of this Notice for approval by the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

**Item No. 9**

The Company’s current Articles of Association (“AOA”) was adopted in the year 1980 and since then several amendments had been carried out to the AOA.

The existing AOA is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific Sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

Accordingly, it is proposed to adopt a new set of Articles of Association of the Company as per Table F of the Companies Act, 2013 (which sets out the model Articles of Association for a Company limited by Shares), with such modifications as may be applicable and relevant to the Company.

The proposed draft of altered AOA is being uploaded on the Company’s website for perusal by the Members and a copy of the proposed set of new AOA is available for inspection on all working days at the registered office of the Company during the office hours till the date of AGM

Pursuant to the provisions of Section 14 of the Act, the consent of the Members by way of a Special Resolution is required for alteration of AOA of the Company.

The Board at its Meetings held on August 03, 2024 approved alteration of the AOA and hence seek Members’ approval for the same. None of the Directors, Key Managerial Person(s) of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors  
For S. V. Trading & Agencies Limited

**Sd/-**  
Arpit Lodha  
Company Secretary and Compliance Officer  
Membership No: A47819

Place: Mumbai  
Dated: 03<sup>rd</sup> August, 2024

**Annexure to Notice**

**Details of Directors seeking appointment and re-appointment at the forthcoming Annual General Meeting as required under Regulation 36(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2:**

Name of the Director	Mr. Chirag Ghadoliya	Ms. Neelu Kumawat
DIN	08019125	10061282
Date of Birth	05/12/1992	15/12/1982
Nationality	Indian	Indian
Age	31 years	41 years
Designation/Category of Director	Non-Executive Independent Director	Executive Director & Chief Financial Officer
Date of the first appointment on the Board	May 30, 2024	November 06, 2023
Qualification	Engineer	Bachelor's degree in Arts : Political Science
Brief Profile, Experience, and Expertise in specific functional areas / Brief Resume	Mr. Chirag Ghadoliya holds an Engineer's Degree in Electrical, Electronics, and Communications Engineering from the Walchand Institute of Technology, Maharashtra and is having wide and varied experience of more than seven years in the field of Digital Marketing and E-Commerce operations	She holds degrees of Bachelor of Arts and of Political Science. She has expertise and proficiency in accounting principles and practices accumulated over 15 years. She has managed financial records, performed budget analysis, and conducted financial reporting for the company and streamlined accounting processes resulting in increased efficiency and cost savings for the organization.
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	01	03
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil
Terms and Conditions of appointment / re-	Non-Executive Independent	Non-Executive Independent

appointment	Director not liable to retire by rotation	Director not liable to retire by rotation
Details of Remuneration sought to be paid	He shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.	As stated in resolution, above
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Chirag Ghadoliya holds an Engineer's Degree in Electrical, Electronics, and Communications Engineering from the Walchand Institute of Technology, Maharashtra and is having wide and varied experience of more than seven years in the field of Digital Marketing and E-Commerce operations	Not applicable

Name of the Director	Mr. Varun Kumar Choubisa	Mr. Yashawant Kumar Choubisa
DIN	07412698	07412700
Date of Birth	15/07/1967	02/03/1983
Nationality	Indian	Indian
Age	57 years	41 years
Designation/Category of Director	Non-Executive Independent Director	Non-Executive Independent Director
Date of the first appointment on the Board	May 30, 2024	May 30, 2024
Qualification	Master's Degree in Commerce and B.ED degree	Master's Degree in Arts and LLB
Brief Profile, Experience, and Expertise in specific functional areas / Brief Resume	Mr. Varun Kumar Choubisa holds a Master's Degree in Commerce from Mohanlal Sukhadia University, Udaipur and B.Ed from Maharshi Dayanand Sarawati University, Ajmer and is having wide and varied experience of more than	Mr. Yashawant Kumar Choubisa holds Master's Degree in Arts and LLB from Mohanlal Sukhadia University, Udaipur and is having wide and varied experience of more than a decade in the field of

	two decades in the field of Accounting, Excise Tax, Service Tax, Taxation & Goods and Service Tax (GST).	Accounting, Excise Tax, Service Tax, Taxation & Goods and Service Tax (GST).
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	04	04
Name of listed entities from which the person has resigned in the past three years	Nil	Nil
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	Svaraj Trading and Agencies Limited 1. Chairperson – Audit Committee 2. Member – Nomination and Remuneration Committee 3. Member – Stakeholders Relationship Committee	Svaraj Trading and Agencies Limited 1. Member – Audit Committee 2. Chairperson– Nomination and Remuneration Committee 3. Member - Stakeholders Relationship Committee
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil
Terms and Conditions of appointment / re-appointment	Non-Executive Independent Director not liable to retire by rotation	Non-Executive Independent Director not liable to retire by rotation
Details of Remuneration sought to be paid	He shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.	He shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Mr. Varun Kumar Choubisa holds a Master's Degree in Commerce from Mohanlal Sukhadia University, Udaipur and B.Ed from Maharshi	Mr. Yashawant Kumar Choubisa holds Master's Degree in Arts and LLB from Mohanlal Sukhadia University, Udaipur and is

	Dayanand Sarawati University, Ajmer and is having wide and varied experience of more than two decades in the field of Accounting, Excise Tax, Service Tax, Taxation & Goods and Service Tax (GST).	having wide and varied experience of more than a decade in the field of Accounting, Excise Tax, Service Tax, Taxation & Goods and Service Tax (GST).
--	--	--

By Order of the Board of Directors  
For S. V. Trading & Agencies Limited

**Sd/-**  
Arpit Lodha  
Company Secretary and Compliance Officer  
Membership No: A47819

Place: Mumbai  
Dated: 03<sup>rd</sup> August, 2024