

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 36th Annual General Meeting of **SVP GLOBAL VENTURES LIMITED** (CIN : L17290MH1982PLC026358) will be held at Sangam Hall 100/C, Agarwal Bhavan Next to Indian Oil Petrol Pump Marine drive, Marine Lines, Mumbai, Maharashtra 400002 on Saturday, September 29, 2018 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, 2018 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 as Statutory Auditors of the Company, which has been approved by the Members at the 34th Annual General Meeting held on 30th 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 Mr. Prakash Lavji Vaghela 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, Mr. Prakash Lavji Vaghela (DIN: 07768595), who has submitted a declaration that he meets the criteria for independent Director 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 14th August, 2018 to 13th August, 2023 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. **Increase in threshold of Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Special Resolution:

"RESOLVED THAT in supersession of the special resolution passed by the shareholders by way of Annual General Meeting held on September 25, 2015 and pursuant to the provision of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactments(s) 2 thereof for the time being in force), and in addition to the amount already invested/loans made or guarantees/security provided by the Company, the consent of the Company be and is hereby accorded to the Board of Director of the Company (hereinafter referred to as "the Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the power conferred on the Board by this Resolution) to:

- i. give any loans to any person or other body corporate, or
- ii. give any guarantee or to provide security in connection with a loan to any other body corporate of person or;
- iii. to make investments and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty per cent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investment made, guarantees given, and securities provided in addition to the earlier limits shall not exceed Rs. 2000 Crore (Rupees Two Thousand Crore Only) at any point of time over and above the paid-up share capital of the Company, free reserves and securities premium account.

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 05, 2018

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 36th 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 22, 2018 to September 29, 2018 (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 36th 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 36th Annual General Meeting for the resolutions to be discussed at the meeting. Further the Members who would already vote by means of remote e-voting shall not be allowed to vote by ballot / poll at the 36th 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 36th 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. 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 26.09.2018 - 9.30 A.M. and ends on 28.09.2018 - 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 22.09.2018, 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.

(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 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:

For Members 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"> • 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.

	<ul style="list-style-type: none"> • 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.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • 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)

(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 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.
- 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 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, under help section or write an email to 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 Wednesday, 26 September, 2018 (9.30 A.M. IST) and ends on Friday, 28th September, 2018 (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 22, 2018, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
 - iii The Company has appointed M/s. Shraavan 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 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 Mr. Prakash Lavji Vaghela (DIN: 07768595) as an Additional Director under the category of Independent Director of the Company with effect from 14th August, 2018. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Prakash Lavji Vaghela 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 14th August, 2018 to 13th August, 2023 and whose office shall not be liable to retire by rotation, subject to the approval of the Members.

Mr. Prakash Lavji Vaghela possesses experience of over 20 years in the field of Statutory Auditing and Assurance Practice, including corporate law compliance requirements.

The Company has received from Mr. Prakash Lavji Vaghela (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, Mr. Prakash Lavji Vaghela, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. The Board considers that Mr. Prakash Lavji Vaghela continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Prakash Lavji Vaghela 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 his 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

As per the provisions of section 186 of the Companies Act, 2013, No company shall directly:

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person' and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid- up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Where such giving of any loan or guarantee or providing any security of the acquisition exceeds the limits specified under Section 186 of the Companies Act, 2013, prior approval by means of a special resolution passed at a general meeting is necessary.

The Company may have to invest the funds or give guarantee or provide security to attain greater financial flexibility and to enable optional financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give power to the Board of Directors or any duly constituted Committee there of or any person(s) duly authorized by the Board, for making further investment, providing loans or give guarantee or provide security in connection with loans to any person or any other body corporate for an amount not exceeding Rs. 2000 Crores (Rupee Two Thousand Crores Only).

The Investment(s), loan(s), guarantee(s), and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

As per the provisions of Rules 22(16)(i) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or extending guarantee or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only at general meeting.

The Shareholders of the Company by way of resolution passed in Annual General Meeting held on 25th September, 2015, approved giving of any loan, guarantee or making investment in shares, debentures etc. upto an amount of Rs. 200 Crore over and above (i) the aggregate of free reserves and securities premium account, and (ii) the aggregate outstanding amount of loans/ guarantees/ securities/ investments given/ Provided/ made to/ in wholly owned subsidiary companies and joint venture companies, from time to time, the above limit of Rs. 200 Crore may not be sufficient, hence company increase the threshold to Rs. 2000 Crore (Two Thousand Crores).

The Board recommends the Resolution set out at Item No. 5 in this Notice for approval of the Members as Special Resolution.

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 05, 2018**

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	Mr. Prakash Lavji Vaghela
Date of Birth	19/09/1973
Date of First Appointment on the Board	14/08/2018
Qualification	Chartered Accountant (Institute of Chartered Accountant of India)
Experience/Expertise in specific functional areas/ Brief resume of the Director	Over 20 years in the field of Statutory Auditing and Assurance Practice, including corporate law compliance requirements.
Disclosure of Relationship with other Directors, Manager, Key Managerial Personnel of the Company	NA
Number of Meetings of the Board of Directors attended during the F.Y. 2017-18	-
Other Directorships held	1. National Standard (India) Limited 2. Roselabs Finance Limited 3. Citron Infraprojects Limited 4. Platinum Textiles Limited 5. Shrivallabh Pittie Industries Limited 6. Hi-Class Buildcon Private Limited 7. Helios Mercantile Limited 8. Palava Dwellers Private Limited
Committee Positions in other Public Companies	1 Citron Infraprojects Limited – Chairman of Audit and Nomination & Remuneration Committee 2 Shri Vallabh Pittie Industries Limited - Member of Audit and Nomination & Remuneration Committee 3 Platinum Textiles Limited - Member of Audit and Nomination & Remuneration Committee 4 Helios Mercantile Limited - Member of Audit and Nomination & Remuneration Committee
Shareholding in the Company	NIL