

SVC RESOURCES LIMITED

Registered Office: 3, Prime Rose, Near Airtel Gallery, Lokhandwala Complex, Andheri (W), Mumbai – 400 053
E-mail: svcreourceslimited@gmail.com | CIN - L10100MH1976PLC018861 | Website: www.svcreources.co.in

NOTICE OF POSTAL BALLOT

Notice pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 that the following Special Business are proposed to be passed as Ordinary/Special Resolutions by means of Postal Ballot/electronic voting.

1. Appointment of M/s D N Khatri & Associates, Chartered Accountants as Statutory Auditors of the Company;
2. Appointment of Mr. Mohammed Ali as Managing Director of the Company;
3. Appointment of Mr. Rajesh Baheti as Director and Chairman of the Company;
4. Shifting of Registered Office of the Company;

The Company is therefore seeking your consent for the proposal as contained in the Resolution appended herein below. Accordingly, the Resolution and the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for which such resolution is proposed is being sent to you along with a Postal Ballot Form for your consideration.

The Company has appointed Advocate Vipin Mishra, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to read carefully the instructions printed in the Postal Ballot Form and return the form completed and signed in the enclosed prepaid self-addressed envelope so as to reach the scrutinizer on or before the close of working hours on January 21, 2015.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes of this Notice.

The scrutinizer after completion of scrutiny will submit his report to the Board of Directors of the Company. The results of Postal Ballot will be declared by the Board of Directors on January 23, 2015. In the event the resolutions are assented to by requisite majority of shareholders by means of postal ballot the date of declaration of result shall be deemed to be the date of passing of the said resolution.

Special Business:

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

“RESOLVED THAT pursuant to the provision of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and the order passed by the Central Government (Powers delegated to the Regional Director) M/s D N Khatri & Associates, Chartered Accountants (FRN 133251W), be and are hereby appointed as the Statutory Auditors of the Company to hold office up to the conclusion of ensuing Annual General Meeting of the Company at a remuneration to be determined by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any director be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or

expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

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

“RESOLVED THAT Mr. Mohammed Ali (DIN 01976253), who was appointed as Managing Director of the Company w.e.f. April 9, 2014 subject to approval of Members, be and is hereby appointed as the Managing Director of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any director be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

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

“RESOLVED THAT Mr. Rajesh Baheti (DIN 00718018), who was appointed as an Additional Director and designated as a Director & Non-Executive Chairman of the Company w.e.f. October 7, 2014 and who holds office upto the date of next Annual General Meeting, in terms of the Companies Act, 2013 (‘the Act’) and in respect of whom the company has received a notice signifying his intention to propose him as a candidate for the office of Director of the Company, be and is hereby appointed as Director and Chairman of the Company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any director be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

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

“RESOLVED THAT pursuant to Section 12 of Companies Act, 2013 and all other applicable sections and rules, if any, (including any statutory modification or re-enactment thereof for the time being in force) the Registered Office of the Company be and is hereby shifted from 3, Prime Rose, Near Airtel Gallery, Lokhandwala Complex, Andheri (West), Mumbai – 400 053 to Office No.8, Rainbow House, Above Idea Showroom, Opp Deepak Hospital, Savedi, Ahmednagar – 414 003, Maharashtra, subject to all necessary statutory approvals.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, any director be and is hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in their sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto to give effect to this resolution.”

For and on behalf SVC Resources Limited

**Sd/-
Rajesh Baheti
Chairman**

Place: Mumbai
Date: December 15, 2014

Notes:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 setting out material facts are appended herein below.
2. The Company has appointed Advocate Vipin Mishra, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed on the attached self-addressed Envelope and unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours (i.e. upto 5:00 pm) on January 21, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member.
4. The Company has also extended e-voting facility to its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
5. Members are requested to register their email id's with Registrar and Transfer Agent. Members who have already registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot can download Postal Ballot Form from www.cdslindia.com or seek duplicate Postal Ballot Form from Purva Sharegistry (India) Private Limited, fill in the details and send the same to the Scrutinizer. Copy of Postal Ballot Notice and Postal Ballot Form is also available on the website of the Company i.e. www.svcresources.co.in.
6. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through valid Physical Ballot shall prevail and voting done by e-Voting will be treated as invalid.
7. The result of the Postal Ballot shall be declared by the Managing Director or by any person authorized by the Board, on January 23, 2015. The resolutions will be taken as passed effectively, on the date of announcement of the result by the Managing Director or by the authorized person, if the result of the Postal Ballot indicates that the requisite majority of the Members had assented to the resolutions.
8. All relevant documents referred in the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company on all working days between 10 a.m. hrs. to 01.00 p.m. hrs. up to the date of declaration of the result of Postal Ballot.
9. The 1,08,44,426 equity shares irregularly allotted on May 8, 2013 which have been freed by Company Law Board vide its order dated June 12, 2013 read with May 10, 2013 and 2,97,00,000 equity shares irregularly allotted on August 5, 2013 which have been kept in abeyance vide High Court Order dated August 26, 2013 would not be considered for the purpose of Postal Ballot.
10. The Company Law Board (CLB) vide its order dated April 4, 2014 appointed new directors and removed the entire old board of the Company. The new board appointed by CLB have filed a Company Petition No. 10 of 2014 with CLB for cancellation of irregular allotment and handover of record from the old board to the new board. In view of the above, the company does not have any record prior to April 4, 2014 for the purpose of inspection.

The instructions for e-voting are as under:-

- (i) The e-voting period begins on December 22, 2014 at 10.00 am and ends on January 21, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares as on the cut-off date i.e. December 12, 2014, 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • 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. For Members 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 **SVC Resources Limited** 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 Resolutions.
- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system. Note for Non – Individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than Individuals, HUF, 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.
- (xvii) 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.

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

Item No. 1

Appointment of Auditors of the Company

M/s Himank Desai & Co, Chartered Accountants, have resigned as Statutory Auditor of the Company creating a casual vacancy. The Regional Director, Western Region, has confirmed the same vide its order dated December 10, 2014.

M/s D N Khatri & Associates, Chartered Accountants, (FRN 133251W) have been appointed as Statutory Auditors of the Company for the Financial Year 2013-2014.

A copy of the Order passed by the Regional Director, Western Region and eligibility letter of M/s D N Khatri & Associates are available for inspection of the members.

The Board recommends to pass the Resolution set out at item No. 1 of the notice by way of ordinary resolution to appoint M/s D N Khatri & Associates, Chartered Accountants, as the Statutory Auditors of the Company to hold office till the conclusion ensuing Annual General Meeting of the Company on the remuneration as may be fixed by the Board.

Memorandum of Interest:

None of the Directors’ and Key Managerial Personnel’s of the Company and their relatives is in any way concerned or interested in the above resolution.

Item No. 2

Appointment of Managing Director

The Company Law Board (CLB) vide its order dated April 4, 2014 removed the old board of directors and appointed new directors on the Board of SVC.

The CLB appointed directors, in their meeting held on April 9, 2014 appointed Mr. Mohammed Ali as Managing Director of the Company, without any remuneration to look after the day-to-day affairs of the Company.

The Board is of the view that Mr. Mohammed Ali is a profit oriented businessman and possesses relevant expertise and experience for being appointed as the Managing Director of the Company.

The Company has received a notice from a member signifying an intention to propose the candidature of Mr. Mohammed Ali as Managing Director.

The Board recommends to pass the Resolution set out at item No. 2 of the notice by way of ordinary resolution to appoint Mr. Mohammed Ali as Managing Director of the Company without any remuneration and not liable to retire by rotation.

Memorandum of Interest:

Except Mr. Mohammed Ali, none of the other Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

Profile of Mr. Mohammed Ali

Mr. Mohammed Ali is young and dynamic businessman. He is well experienced in export industry. He is a bold and dynamic decision maker and a self made entrepreneur.

Mr. Ali believes in partnering with organization's sales and operation management teams and optimizing billing and collection process for all service lines to meet appropriate performance levels. As a leader, Mr. Ali believes in leading the management team to provide the Operations or Facility Responsible for meeting customer and employee satisfaction objectives and ensuring compliance with business delivery, quality, safety human resources and health standards.

Mr. Mohammed Ali does not hold any shares in the Company as on the date of this notice.

Mr. Mohammed Ali is a director in the following companies:

- a. Oneway Films Private Limited

Mr. Mohammed Ali is neither a Chairman nor a Member of any committees of any other listed company.

Item No. 3

Appointment of Director and Chairman

Lorgan Lifestyle Limited gave a voluntary Open Offer to the shareholders of SVC in compliance with SEBI (SAST) Regulations. Pursuant to the Open Offer, Mr. Rajesh Baheti, also the Promoter-Director of Lorgan Lifestyle Limited was appointed as the Promoter-Director and Chairman of the Company, without any remuneration w.e.f. October 7, 2014.

The Board is of the view that Mr. Rajesh Baheti is a person of integrity and possesses relevant expertise and experience for being appointed as the Promoter-Director and Chairman of the Company.

The Company has received a notice from a member signifying an intention to propose the candidature of Mr. Rajesh Baheti as Promoter-Director and Chairman.

The Board recommends to pass the Resolution set out at item No. 3 of the notice by way of ordinary resolution to appoint Mr. Rajesh Baheti as Promoter-Director and Chairman of the Company without any remuneration.

Memorandum of Interest:

Except Mr. Rajesh Baheti, none of the other Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

Profile of Mr. Rajesh Baheti

Mr. Rajesh Baheti has an experience of 25 years in export industry. He is born leader and is an expert in managing multiple large scale export operations and is a success story in developing high energy teams and delivering high performance. He is a globe trotter and has wide knowledge of business practices of different countries of the world. Mr. Rajesh Baheti has excelled as a Strategist and is known for his profit centric vision.

Mr. Rajesh Baheti does not hold any shares in the Company as on the date of this notice. Lorgan Lifestyle Limited, promoter of SVC is holding 1,99,35,658 Equity Shares comprising 28.67% of the Paid up capital of the Company. Mr. Rajesh Baheti, is the promoter & director of Lorgan Lifestyle Limited.

Mr. Rajesh Baheti is a director in the following companies:

- a. Lorgan Lifestyle Limited
- b. Lorgan Infratech Private Limited
- c. Second Skin Fashions Limited

Mr. Rajesh Baheti is neither a Chairman nor a Member of any committees of any other listed company.

Item No. 4

Shifting of Registered Office of the Company

Lorgan Lifestyle Limited, a Pune based company had given an open offer to the shareholders of SVC Resources Limited. Pursuant to the completion of the Open Offer, Lorgan Lifestyle Limited became the new promoter of SVC. The Board of SVC in their meeting held on October 7, 2014 noted the new promoter of SVC. Mr. Rajesh Baheti, promoter of Lorgan Lifestyle Limited was inducted as the new promoter director and Chairman of SVC w.e.f. October 7, 2014.

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As the promoter director Mr. Rajesh Baheti is based in Pune, it was recommended that for administrative convenience, the Registered Office be shifted from Mumbai to Ahmednagar subject to all statutory approval.

Therefore, the Board recommends to pass the Resolution set out at item No. 4 of the notice by way of special resolution to shift the Registered office of the company from 3, Prime Rose, Near Airtel Gallery, Near Lokhandwala Complex, Andheri (W), Mumbai – 400 053 to Office No.8, Rainbow House, Above Idea Showroom, Opp Deepak Hospital, Savedi, Ahmednagar 414003, Maharashtra..

Memorandum of Interest:

None of the Directors' and Key Managerial Personnel's of the Company and their relatives is in any way concerned or interested in the above resolution.

For and on behalf SVC Resources Limited

Sd/-

Rajesh Baheti

Chairman

Place: Mumbai

Date: December 15, 2014

SVC RESOURCES LIMITED

Registered Office: 3, Prime Rose, Near Airtel Gallery, Lokhandwala Complex, Andheri (W), Mumbai – 400 053
E-mail: svcreourceslimited@gmail.com | CIN - L10100MH1976PLC018861 | Website: www.svcreources.co.in

POSTAL BALLOT FORM

Sr. No.:

1. Name and Registered address
of the Sole/First Named Shareholder

2. Name of Joint Holders
If any (in block letters)

3. Folio No./DP ID no */Client ID No.
(* Applicable to Investors holding
Shares in dematerialized form)

4. Number of shares held

I/We hereby exercise my/our vote in respect of the Special Business to be passed through Postal Ballot for the business set out in the Notice of the Company by sending my/our assent or dissent to the said Resolution by placing the tick mark (✓) at the appropriate box below:

Description	No. of shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Item No. 1 of the Notice Appointment of Auditor			
Item No. 2 of the Notice Appointment of Managing Director			
Item No. 3 of the Notice Appointment of Director and Chairman			
Item No. 4 of the Notice Shifting of Registered Office			

Place:

Date:

Signature of the Member