

# **SVC RESOURCES LIMITED**

3, Prime Rose, Near Airtel Gallery, Lokhandwala Complex, Andheri (West), Mumbai 400053  
CIN: L10100MH1976PLC018861

## **NOTICE**

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**Notice** is hereby given that the Annual General Meeting of the shareholders of SVC Resources Limited will be held on September 30, 2015 at 01.00 p.m. at Dalvi Hall, Court Lane, Above Borivali West Post Office, Opposite Borivali Railway Station, Borivali (West), Mumbai – 400091.

### **TO TRANSACT THE FOLLOWING BUSINESSES:**

#### **ORDINARY BUSINESS:**

##### **1. ADOPTION OF ACCOUNTS**

To receive, consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015 together with the Report of the Board of Directors and the Auditors thereon.

##### **2. APPOINTMENT OF CHAIRMAN AND DIRECTOR**

To appoint a director in place of Mr. Rajesh Baheti (DIN: 00718018) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offer himself for re-appointment.

##### **3. APPOINTMENT OF AUDITORS**

**“RESOLVED THAT** pursuant to the provision of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, 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 next 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, directors 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.”

#### **SPECIAL BUSINESS:**

##### **4. APPOINTMENT OF MANAGING DIRECTOR**

To consider and, if thought fit, to pass, the following resolution as a Special 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 re-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.”

Place: Mumbai  
Date: September 02, 2015

**By order of the Board  
SVC Resources Limited**

**Rajesh Baheti  
Director  
DIN: 00718018**

## **NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that the proxy need not be a member of the company.
2. **THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. The signature of the Member on the Attendance Slip and Proxy Form should match exactly with the signature registered with the company, failing which, the member shall not be allowed to enter the meeting hall for security reason.
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
5. The Company has appointed M/s Ajit K Sharma & Associates, Practicing Company Secretary as Scrutinizer to scrutinize the evoting process.
6. The result of the evoting shall be declared by the Chairman of the meeting.
7. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
8. For the convenience of the Members, for proper conduct of the Meeting and as a measure of economy, Members are requested to bring their copy of Annual Report along with the Ballot Paper and Attendance Slip to the Meeting and hand over the Slip at the entrance duly signed by them. Duplicate Admission slips will not be provided at the meeting hall.
9. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.
10. For security reasons, no gadgets, mobile phones, cameras, article/baggage will be allowed at the venue of the Meeting. The Members/attendees are strictly requested not to bring any gadgets, mobile phones, cameras, article/baggage, etc. to the venue of the Meeting. Members/Proxies are requested to carry their Original Photo ID.

11. The Register of Members and Share Transfer Books of the Company shall remain closed from September 27, 2015 to September 29, 2015, (both days inclusive) for the purpose of the Annual General Meeting of the Company

Place: Mumbai  
Date: September 02, 2015

**By order of the Board  
SVC Resources Limited**

**Rajesh Baheti  
Director  
DIN: 00718018**

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

#### **Appointment of Rajesh Baheti as 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 same was confirmed by the members through Postal Ballot on January 23, 2015.

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. Rajesh Baheti is liable to retire by rotation and being eligible offers himself for re-appointment.

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 passing the Resolution set out at in 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.

### **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 same was confirmed by the members through Postal Ballot on January 23, 2015.

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 in the notice by way of special 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.

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**Form No MGT - 12**

## **POLLING PAPER**

*[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]*

**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. :
4. Number of shares held:

I hereby exercise my vote in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:

<b>Description</b>	<b>No. shares of</b>	<b>I/ We assent to the Resolution (FOR)</b>	<b>I/ We dissent to the Resolution (AGAINST)</b>
<b>Item No. 1 of the Notice</b> Adoption of Accounts for the Financial Year ended March 31, 2015			
<b>Item No. 2 of the Notice</b> Re-appointment of Mr. Rajesh Baheti who retires by rotation			
<b>Item No. 3 of the Notice</b> Appointment of M/s D N Khatri & Associates, Chartered Accountants (FRN 133251W), Chartered Accountants as Statutory Auditors of the Company			
<b>Item No. 4 of the Notice</b> Appointment of Mr. Mohammed Ali as Managing Director			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

**The instructions for e-voting are as under:-**

- (i) The e-voting period begins on September 27, 2015 at 10.00 am and ends on September 29, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares as on the cut-off date i.e. September 25, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details <b>OR</b> 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. 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 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 **SVC RESOURCES LIMITED** 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 Resolutions.
- (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 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.
- (xviii) 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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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## **MGT – 11 PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

Name of the member:  
Registered address:

Email ID  
No of Shares held  
Folio No./Client ID:  
DP. ID:

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I/We, being the member(s) of .....shares of the above named company,  
hereby appoint

1. Name:.....  
Address:.....  
E-mail Id: .....  
Signature:....., or failing him
2. Name:.....  
Address:.....  
E-mail Id: .....  
Signature:....., or failing him
3. Name:.....  
Address:.....  
E-mail Id: .....  
Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the  
Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015  
at 01.00 p.m. at Dalvi Hall, Court Lane, Above Borivali West Post Office, Opposite Borivali  
Railway Station, Borivali (West), Mumbai – 400091 and at any adjournment thereof in  
respect of such Resolutions as are indicated below:

Resolution No:

1. Adoption of Accounts for the Financial Year ended March 31, 2015
2. Re-appointment of Mr. Rajesh Baheti who retires by rotation
3. M/s D N Khatri & Associates, Chartered Accountants (FRN 133251W),  
Chartered Accountants as Statutory Auditors of the Company
4. Appointment of Mr. Mohammed Ali as Managing Director

Affix Revenue Stamp
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Signed this.....day of .....2015.  
Signature of shareholder(s)  
Signature of Proxy holder(s)

***Note: This form of proxy in order to be effective should be duly completed and  
deposited at the Registered Office of the Company, not less than 48 hours before  
the commencement of the Meeting.***

# **SVC RESOURCES LIMITED**

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## **Attendance Slip**

Name:

No of Shares:

Folio No./DP/Client ID:

I hereby record my presence at the Annual General Meeting of the Company on Wednesday, the September 30, 2015 at 01.00 p.m. at Dalvi Hall, Court Lane, Above Borivali West Post Office, Opposite Borivali Railway Station, Borivali (West), Mumbai – 400091.

\_\_\_\_\_  
(Proxy's full name in block capitals)

\_\_\_\_\_  
Member's/Proxy's Signature

### **Notes :**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and that the proxy need not be a member of the company.
2. **THE ENCLOSED PROXY FORM, IF INTENDED TO BE USED SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED, STAMPED AND SIGNED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. The signature of the Member on the Attendance Slip and Proxy Form should match exactly with the signature registered with the company, failing which, the member shall not be allowed to enter the meeting hall for security reason.
4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a duly certified copy of Board Resolution on the letterhead of the Company, signed by one of the Directors or Company Secretary or any other authorised signatory, authorising their representatives to attend and vote on their behalf at the Meeting. Signature on the resolution should match with the Specimen Signature.
5. Members desiring any information on the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
6. For the convenience of the Members, for proper conduct of the Meeting and as a measure of economy, Members are requested to bring their copy of Annual Report along with the Ballot Paper and Attendance Slip to the Meeting and hand over the Slip at the entrance duly signed by them. Duplicate Admission slips will not be provided at the meeting hall.
7. Members who hold shares in dematerialised form are requested to write their Client ID and DP ID Nos. and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.
8. **For security reasons, no gadgets, mobile phones, cameras, article/baggage will be allowed at the venue of the Meeting. The Members/attendees are strictly requested not to bring any gadgets, mobile phones, cameras, article/baggage, etc. to the venue of the Meeting. Members/Proxies are requested to carry their Original Photo ID.**