

SVC RESOURCES LIMITED

Registered Office: Unit No. 42, Citi Mall, Link Road Andheri (West), Mumbai – 400053
Corporate Office: C-1, Fortune Delight, Hoshangabad Road, Bhopal, Madhya Pradesh – 462026
CIN - L10100MH1976PLC018861**Website:** svcreources.co.in

NOTICE

Notice is hereby given that the 41st Annual General Meeting of the members of SVC Resources Limited will be held on Friday, September 29, 2017 at 11.00 a.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, 2017 together with the Report of the Board of Directors and the Auditors thereon.

2. RATIFICATION OF APPOINTMENT OF AUDITORS

“RESOLVED THAT pursuant to the provision of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the appointment of M/s. Jain & Jain, Chartered Accountants, as the Statutory Auditors of the Company to hold office for the period of five years i.e from the conclusion of 41st AGM till the conclusion of subsequent fourth AGM at a remuneration to be determined by the Board of Directors of the Company and the Statutory Auditors be and is hereby ratified.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, directors be and are 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

3. APPOINTMENT OF MR. AKHILESH MALVI AS MANAGING DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with applicable rules and relevant provisions of Articles of Association of the Company, approval of members of the company is hereby accorded for appointment of Mr. Akhilesh Malvi (DIN - 05306645), as Managing Director of the Company on the terms and conditions as may be mutually decided by and between the Board and Mr. Akhilesh Malvi.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, directors be and are 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. APPOINTMENT OF MR. RAJESH BAHETI AS CHAIRMAN AND CHIEF FINANCIAL OFFICER

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 read with applicable rules and relevant provisions of Articles of Association of the Company, approval of members of the company is hereby accorded for appointment of Mr. Rajesh Baheti (DIN - 00718018), as Chairman and Chief Financial Officer of the Company on the terms and conditions as may be mutually decided by and between the Board and Mr. Rajesh Baheti.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, directors be and are 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.”

5. APPOINTMENT OF MR. GHANSHYAM CHUDASAMA AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with applicable rules and relevant provisions of Articles of Association of the Company, Mr. Ghanshyam Chudasama who was appointed as Additional Director on July 6, 2017 be and is hereby appointed as Independent Director of the Company on the terms and conditions as may be mutually decided by and between the Board and Mr. Ghanshyam Chudasama.”

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

6. APPOINTMENT OF MS. SANAM BAROT AS INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Companies Act, 2013 read with applicable rules and relevant provisions of Articles of Association of the Company, Ms. Sanam Barot who was appointed as Additional Director on July 6, 2017 be and is hereby appointed as Independent Director of the Company on the terms and conditions as may be mutually decided by and between the Board and Ms. Sanam Barot.”

RESOLVED FURTHER THAT Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

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

Place: Mumbai
Date: August 9, 2017

**Akhilesh Malvi
Managing Director
DIN: 05306645**

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 J. S. Virani & Company, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting process.
6. The result of the e-voting shall be declared by the director of the company.
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 to save cost, 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 26, 2017 to September 28, 2017, (both days inclusive) for the purpose of the Annual General Meeting of the Company

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

Item No. 3

Appointment of Akhilesh Malvi as Managing Director

The Board of Directors in their Board meeting held on November 11, 2016, appointed Mr. Akhilesh Malvi as Managing Director of the Company for a period of three year with effect from November 18, 2016 till November 17, 2019 without any remuneration subject to approval of members of the company.

The Company has received a notice from a member signifying his intention to propose the candidature of Mr. Akhilesh Malvi as Managing Director of the Company.

The Board recommends passing the Resolution set out in the notice by way of Ordinary resolution to appoint Mr. Akhilesh Malvi as Managing Director of the Company without any remuneration.

Memorandum of Interest:

Except Mr. Akhilesh Malvi, 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. Akhilesh Malvi

Mr. Akhilesh Malvi has an experience of over 15 years in Mining industry. He is having vast experience in mining and allied field. He also owns mining license in his personal capacity.

Mr. Akhilesh Malvi holds 2898 shares in the Company as on the date of this notice.

Item No.4

Appointment of Rajesh Baheti as Chief Financial Officer

The Board of Directors in their Board meeting held on July 06, 2017, appointed Mr. Rajesh Baheti as Chief Financial Officer of the Company with effect from July 06, 2017 without any remuneration subject to approval of members of the company.

The Company has received a notice from a member signifying his intention to propose the candidature of Mr. Rajesh Baheti as Chairman and Chief Financial Officer of the Company.

The Board recommends passing the Resolution set out in the notice by way of Ordinary resolution to appoint Mr. Rajesh Baheti as Chairman and Chief Financial Officer 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.

Mr. Rajesh Baheti does not hold any shares in the Company as on the date of this notice. Lorgan Lifestyle Limited, promoter of the company is holding 19,93,565 Equity Shares comprising 28.66% of the Paid up capital of the Company. Mr. Rajesh Baheti, is the promoter & director of Lorgan Lifestyle Limited.

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 is a director in the following companies:

- a. Lorgan Lifestyle Limited
- b. Second Skin Fashions Limited
- c. Vision Photographic Company Private Limited
- d. Lorgan Infratech Private Limited

Item No. 5 & 6

Appointment of Mr. Ghanshyam Chudasama and Ms. Sanam Barot as Independent Director

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as independent directors. Pursuant to Section 160 of the Companies Act, 2013, the Company has received notices in writing from members for appointment of Mr. Ghanshyam Chudasama and Ms. Sanam Barot as independent Directors on the Board of the Company.

The applications received from the aforesaid persons, were accompanied with the relevant documents declaring that, if appointed, they shall be considered independent for the purpose of Section 149, read with Schedule IV of the Companies Act, 2013 and the rules made there under. The Board has undertaken due diligence of aforesaid persons to determine their eligibility for appointment as Independent Directors on the Board, based upon their qualification, expertise, track record, integrity etc. and recommended their appointment to the shareholders. Further “In the opinion of the Board, the independent directors proposed to be appointed fulfill the conditions specified in the Act and the rules made there under and that the proposed directors are independent of management.”

Profile of Mr. Ghanshyam Chudasama is as Follows:-

Mr. Ghanshyam Chudasama is a qualified Civil Engineer and well known personality in the field of Civil Engineering. He is having an experience of over 25 years in this industry. He is also an independent Civil Contractor.

Mr. Ghanshyam Chudasama is not related to any other directors' of the company and does not hold any shares in the Company as on the date of this notice.

Memorandum of Interest

Except Mr. Ghanshyam Chudasama none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

Mr. Ghanshyam Chudasama does not hold any share in the Company.

Profile of Ms. Sanam Barot is as Follows:-

Ms. Sanam Barot is a well known businesswoman in Hospitality Industry and is having wide experience of over 20 years of business experience. Besides she is having vast knowledge of accounts.

Ms. Sanam Barot is not related to any other directors' of the company and does not hold any shares in the Company as on the date of this notice.

Memorandum of Interest

Except Ms. Sanam Barot none of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested in the above resolution.

Ms. Sanam Barot does not hold any share in the Company.

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

Place: Mumbai
Date: August 9, 2017

**Akhilesh Malvi
Managing Director
DIN: 05306645**

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Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new SEBI listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures :
i.
ii.
iii.

Thanking you,
Yours Faithfully,

For SVC Resources Limited

Akhilesh Malvi
Managing Director
DIN: 05306645

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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 Friday, the September 29, 2017 at 11.00 a.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

**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:

No of Shares held

Folio No./Client ID:

DP. ID:

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

1. Name:.....
Address:.....
Signature:....., or failing him
2. Name:.....
Address:.....
Signature:....., or failing him
3. Name:.....
Address:.....
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 Friday, September 29, 2017 at 11.00 a.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 in the notice:

Signed this.....day of.....2017.

Signature of shareholder(s)

Signature of Proxy holder(s)

Affix
Revenue
Stamp

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.

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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]

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:

Description	No. of shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Item No. 1 of the Notice Adoption of Accounts for the Financial Year ended March 31, 2017			
Item No. 2 of the Notice Ratification of Appointment of M/s Jain & Jain, Chartered Accountants as Statutory Auditors of the Company			
Item No. 3 of the Notice Appointment of Mr. Akhilesh Malvi as Managing Director			
Item No. 4 of the Notice Appointment of Mr. Rajesh Baheti as Chairman and Chief Financial Officer			
Item No. 5 of the Notice Appointment of Mr. Ghanshyam Chudasama as Independent Director			
Item No. 6 of the Notice Appointment of Mr. Sanam Barot as Independent Director			

Place:

Date:

Signature of the Shareholder

The instructions for e-voting are as under:-

- (i) The e-voting period begins on September 26, 2017 at 10.00 am and ends on September 28, 2017 at 5.00 pm. During this period shareholders of the Company, holding shares as on the cut-off date i.e. September 22, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members
- (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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
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"> • If both the details are not recorded with the depository or Company please enter the member ID / Folio number on 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 of **SVC Resources 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 votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 linked in the login 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.
- (xx) 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.