

S V TRADING AND AGENCIES LIMITED

Registered office: Shop No F-227, 1* Floor, Raghuleela Mega Mall, Behind Poisar Depot, Kandivali (West),
Mumbai, Maharashtra- 400067

December 27, 2023

To,
The Manager - Listing
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 023

Dear Sir/Madam,

Scrip code - 503622

Sub.: Postal Ballot Notice- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")

Pursuant to Regulation 30 and other applicable provisions of the Listing Regulations, please find enclosed herewith the copy of Notice of Postal Ballot along with Explanatory Statement ("Notice") dated December 22, 2023 being sent to the Members of the Company to seek approval by way of remote electronic voting ("e-voting") in respect of the special businesses as set out in the Notice.

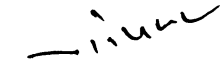
In accordance with the applicable circulars of Ministry of Corporate Affairs ("MCA Circulars") and provisions of the Listing Regulations, the aforesaid Notice is being sent only by email to all the Members of the Company who have registered their email addresses with the Depository(s)/Registrar and Share Transfer Agent ("RTA") or respective Depository Participants and whose names are recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e., Friday, December 22, 2023.

The Notice is also available on the website of the Company at www.svtrading.in.

Please take the above information on record.

Thanking you,

Yours faithfully,
For SV Trading and Agencies Limited



Gopal Lal Paliwal
Managing Director
DIN: 06522898
Email ID: svtradingandagencies@gmail.com.

Encl:- As above

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NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS

[Pursuant to Section 108 and 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Members of
S V Trading and Agencies Limited
Mumbai

Notice is hereby given that the resolutions set out below is proposed to be passed by the Members of SV Trading and Agencies Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules thereunder, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 , 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 read with other relevant circulars, if any, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as “the Circulars”) and Secretarial Standards on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time).

In compliance with the said Circulars, this Notice is being sent through electronic mode to all the Members who have registered their email addresses with the Company/Registrar and Share Transfer Agent (“RTA”) or with Depository/ Depository participants and the physical Notice (along with postal ballot forms) and pre-paid business envelope through post will not be sent to the Members for this Postal Ballot.

The communication of assent/dissent of the Members will take place only through the remote e-voting system. The proposed resolution and explanatory statement pertaining to the said resolution setting out all material facts concerning thereto as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars are appended below seeking consent of the Members of the Company by Postal Ballot through e-voting.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has provided remote e-voting facility for this postal ballot process.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting in order to enable the Members to cast their votes electronically. Members are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P.M. IST on Saturday, January 27, 2024, failing which it will be strictly considered that no reply has been received from the Member.

The Company has, in compliance with Rule 22(5) of the Rules, appointed Mr. Manoj Mimani (ACS- 17083), Partner of R M Mimani & Associates LLP (Company Secretaries) as ‘Scrutinizer’ to scrutinize the Postal Ballot process in a fair and transparent manner. Mr. Manoj Mimani has consented to act as the Scrutinizer for this Postal Ballot process. After completion of scrutiny of the votes, the Scrutinizer will submit his report to Chairman of the Company, or a person authorized by the Chairman.

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The Members are requested to consider the following proposed resolutions:

SPECIAL BUSINESS:

1. *Regularization/Appointment of Ms. Neelu Kumawat (DIN: 10061282) as a ,Executive Director of the Company*

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

“RESOLVED THAT Ms. Neelu Kumawat (DIN:10061282), who was appointed as an Additional Director of the Company with effect from November 06, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who hold office as such up to the date of ensuing Annual General Meeting or a period of three months from the date of her appointment, whichever is earlier and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company; liable to retire by rotation.

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

2. *To approve the remuneration of Ms. Neelu Kumawat (DIN: 10061282) as Executive-Director and CFO of the Company*

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198, read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to due recommendation of the Nomination & Remuneration Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded for payment of following remuneration to Ms. Neelu Kumawat (DIN:10061282) Executive Director & Chief Financial Officer of the Company during the period from November 06, 2023 to November 05, 2026.;

1. Salary Rs. 20,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 50,000/- per month.
2. Other allowances, benefits and perquisites any other allowances, benefits and perquisites admissible to the senior officers of the Company as per Rules of the Company, from time to time.

RESOLVED FURTHER THAT so long as Neelu Kumawat functions as the Executive Director & Chief Financial Officer of the Company, and draws the remuneration mentioned above, she will not be entitled to any fee for attending Meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board of Directors (which term shall be deemed to include any Committee of the Board authorized in the said behalf) and Company Secretary be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. *Regularization/Appointment of Mrs. Rekha Panwar (DIN: 10063180) as an Independent Director of the Company*

S V TRADING AND AGENCIES LIMITED

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), appointment of Mrs. Rekha Panwar (DIN: 10063180), who was appointed as an Additional Director of the Company with effect from December 22, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee and has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from December 22, 2023 to December 21, 2028, be and is hereby approved;

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

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

**By Order of the Board of Directors
Of S V Trading and Agencies Limited**

**Sd/-
GopalLalPaliwal
Managing Director
DIN: 06522898**

Email id: svtradingandagencies@gmail.com

Date: December 22, 2023

Place: Mumbai

Registered Office:

Shop No F- 227, 1st Floor, Raghuleela Mega Mall,
Behind Poisar Depot, Kandivali West - 400067

NOTES:

1. The Explanatory Statements pursuant to Section 102(1) of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto for your consideration.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent (“RTA”) or with Depository / Depository participants as on Friday, December 22, 2023 (“Cut Off Date”) received from the Depositories / Depository Participants and whose e-mail address is registered with the Company/Registrar and Share Transfer Agent (“RTA”) or Depositories / Depository Participants. Physical copies of the Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.svtrading.in, websites of BSE Limited at www.bseindia.com. and on the website of the service provider at www.csdlindia.com.

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4. In light of the MCA Circulars, Shareholders who have not registered their email addresses and in consequence the e-voting notice could not be serviced, may temporarily get their email registered with the Company's RTA at or CDSL at helpdesk.evoting@cdslindia.com, respectively. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write helpdesk.evoting@cdslindia.com or call on 022-23058738 and 022-23058542/43
5. Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-off Date should treat this notice for information purpose only.
6. Voting rights of a Member/Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
7. During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
8. The Remote e-voting period commences at 9:00 a.m. (IST) on Friday, December 29, 2023 and ends at 5:00 p.m. (IST) on Saturday, January 27, 2024. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e., Friday, December 22, 2023 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants), may cast their vote electronically, in respect of the resolutions as set out in this Notice only through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
9. Results of Postal Ballot will be announced two (2) working days of conclusion of remote e-voting process to the stock exchange along with the Scrutinizer's Report would be displayed at the Registered Office of the Company, communicated to stock exchanges where the shares of the Company are presently listed. Additionally, the results will also be uploaded on the Company's website, www.svtrading.in and on website of CDSL at www.cdslindia.com.
10. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e., Saturday, January 27, 2024. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if they have been passed at a General Meeting.
11. Members holding shares in physical form and who have not registered their e-mail address with the Company or Registrar and Share Transfer Agent ("RTA") can now register the same by sending an email to mt.helpdesk@linkintime.co.in. Members holding Shares in DEMAT form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.
12. A Member cannot exercise his/her vote by proxy on Postal Ballot as this is being conducted by remote e-voting.
13. All documents referred to in this Postal Ballot Notice will be available for inspection electronically until the last date of voting. Members seeking to inspect such documents can send an email to svtradingandagencies@gmail.com.
14. **Instructions of Shareholders for Remote E-Voting are as under:**
 - (a) Pursuant to the provisions of Section 108 and other applicable provisions of the Act read with the Rules and Regulation 44 of Listing Regulations, as amended, read with circular dated December 9, 2020 of SEBI on e-Voting Facility provided by Listed Entities, the Company is providing e-voting facility of CDSL to its Members to exercise their right to vote on the proposed resolutions by electronic means.
 - (b) The e-voting facility will be available during the period from Friday, December 29, 2023 9:00 A.M. (IST) and ends on Saturday, January 27, 2024 at 5:00 P.M. (IST). The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.
 - (c) The details of the process and manner for remote e-voting are explained herein below:

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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<p>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting Service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders Holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL Open web browser by typing the following URL: https://eservices.nsdl.com, either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new Screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal</p>

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	Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder /Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL). Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name ore-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (Holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(d) Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- i. The shareholders should log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" module.
- iii. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client I D.
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- vi. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company /RTA or contact Company

S V TRADING AND AGENCIES LIMITED

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	/RTA.
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 in the Dividend Bank details field as mentioned in instruction (3).

- (d) After entering these details appropriately, click on "SUBMIT" tab.
- (e) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (f) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (g) Click on the EVSN for the relevant "S V TRADING & AGENCIES LTD" on which you choose to vote.
- (h) 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.
- (i) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (j) 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.
- (k) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (l) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (m) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (n) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (o) **Additional Facility for Non -Individual Shareholders and Custodians- for Remote Voting only**
Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - o 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
 - o 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.
 - o 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
 - o Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; svtradingandagencies@gmail.com. (Designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company /RTA email id.
- ii. For Demat shareholders-, please update your email id & mobile no. with your respective Depository Participant (DP)
- iii. For Individual Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

In case of any queries or issues regarding attending e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com. or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi. Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com. or call on 022-23058542/43.

Explanatory Statements

(Pursuant to Sections 102(1) and 110 of the Companies Act, 2013)

The following Explanatory Statements are furnished in respect of the Special Business of the Postal Ballot Notice

Item No.1

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on November 06, 2023, appointed Ms. Neelu Kumawat (DIN: 10061282), as an Additional Director of the Company (Non-Independent, Executive Director), liable to retire by rotation, subject to the approval of the Members.

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

Ms. Neelu Kumawat given her declaration to the Board that she is not restrained from acting as a Director by the Securities and Exchange Board of India or any such authority and being eligible to be appointed as a Director in terms of Section 164 of the Act. She has also given his consent to act as a Director.

In the opinion of the Board, Ms. Neelu Kumawat is a woman of integrity, possesses the relevant expertise/experience, and fulfils the conditions specified in the Act and the Listing Regulations for appointment as a Director.

In terms of Regulation 25(8) of Listing Regulations, Ms. Neelu Kumawat has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Neelu Kumawat on the Board of the Company.

Except for Ms. Neelu Kumawat and/or his relatives, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Ordinary Resolution.

S V TRADING AND AGENCIES LIMITED

Registered office: Shop No F-227, 1st Floor, Raghuleela Mega Mall, Behind Poisar Depot, Kandivali (West), Mumbai, Maharashtra- 400067

Disclosures, as required under Regulation 36 of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice along with the profile and specific areas of expertise of Ms. Neelu Kumawat are provided as Annexure to this Notice.

Accordingly, consent of the Members is being sought by way of an Ordinary Resolution, as set out at item No. 1 of the Notice to approve the appointment of Ms. Neelu Kumawat, as Director of the Company (Non-Independent, Executive Director), liable to retire by rotation.

Item No.2

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on November 06, 2023, appointed Ms. Neelu Kumawat (DIN: 10061282), as an Additional Director of the Company (Non-Independent, Executive Director), liable to retire by rotation, subject to the approval of the Members. She was also appointed as Chief Financial Officer of the Company and designated as Executive Director & Chief Financial Officer of the Company.

Ms. Neelu Kumawat holds degrees of Bachelor of Arts and of Political Science. She has expertise and proficiency in accounting principles and practices accumulated over 15 years. She has managed financial records, performed budget analysis, and conducted financial reporting for the company and streamlined accounting processes resulting in increased efficiency and cost savings for the organization. Considering her vast experience with a recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company unanimously recommended payment remuneration of Ms. Neelu Kumawat, Executive Director and CFO of the Company for a period of 3 years i.e., from November 08, 2023 to November 07, 2026 as detailed below;

1. Salary Rs. 20,000/- per month with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company, subject however to a ceiling of Rs. 50,000/- per month.
2. Other allowances, benefits and perquisites any other allowances, benefits and perquisites admissible to the senior officers of the Company as per Rules of the Company, from time to time.

In the event of absence or inadequacy of profits of the Company in any financial year during the period of appointment, the Company shall pay to the Executive Director & CFO, remuneration by way of salary, benefits, perquisites and allowances etc. and any performance linked bonus/commission, as specified above, subject to provisions of the Companies Act, 2013 (the Act) and Schedule V of the Act

The entire remuneration package shall however be subject to the overall ceiling laid down under Sections 196 and 197 of the Act and conditions of Schedule V of the Act.

The Particulars of the information, pursuant to the provisions of Schedule V, Part II, Section II, of the Act is as under:

1. **Nature of Industry:** The Company is engaged in the business of trading & Investment.
2. **Date or expected date of commencement of Commercial Production:** Not applicable (Company is an existing Company).
3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
4. **Financial performance based on given indicator**

Particulars	2022-23	2021-22
Gross Revenue	10.76	98.92
Profit / (Loss) Before Income Tax	87.59	80.18
Less: Provision for Taxation		
Current Tax	22.17	20.87

S V TRADING AND AGENCIES LIMITED

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Deferred Tax	0	0
Net Profit/ (loss) after Tax	65.42	59.31

5. **Foreign investments or collaborations, if any:** The Company have not made any Foreign Investment neither entered into foreign collaboration during F.Y 2022-23.
6. **Information about the appointee:**
- **Background details:** Ms. Neelu Kumawat holds degrees of Bachelor of Arts and of Political Science. She has expertise and proficiency in accounting principles and practices accumulated over 15 years. She has managed financial records, performed budget analysis, and conducted financial reporting for the company and streamlined accounting processes resulting in increased efficiency and cost savings for the organization Post Graduate degree from Rajasthan University and has done her Masters in Management and Finance.
 - **Past remuneration:** Not applicable
 - **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** The remuneration as proposed for Ms. Neelu Kumawat is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company. Moreover, in his position CFO of the Company, Ms. Neelu Kumawat devotes her substantial time in overseeing the operations of the Company.
 - **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:** N.A.
7. **Other information:**
- a) **Reasons of loss or inadequate profits:** The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Ms. Neelu Kumawat i.e., from November 06, 2023 to November 05, 2026.
 - b) **Steps taken or proposed to be taken for improvement:** The Company aspires to be Safety, Health, Environment & People First, Customer Centric & Technology Lead Organisation. The Company has developed capability for cost reduction to improve margin.
 - c) **Expected increase in productivity and profits in measurable terms:** The Company has drawn up an Annual Business Plan and Long-Term Plan for sustainable and profitable growth.

In view of the provisions of Section 196, 197 and Section 203 and any other applicable provisions of the Companies Act, 2013, the Board of Directors recommends the Special Resolution set out at Item No. 2 of the accompanying Notice for the approval of the Members.

Except Ms. Neelu Kumawat being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

Item no. 3:

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on December 22, 2023, had appointed Mrs. Rekha Panwar (DIN: 10063180), as an Additional Director of the Company in the category of Non- Executive, Independent Director, not liable to retire by rotation, for a term of five years i.e. from December 22, 2023 to December 21, 2028, subject to the approval of the Members.

According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), read with regulation 17(1) (C) of the SEBI (LODR), 2015, appointment of Mrs. Rekha Panwar, has to be approved by the Members

S V TRADING AND AGENCIES LIMITED

Registered office: Shop No F-227, 1st Floor, Raghuleela Mega Mall, Behind Poisar Depot, Kandivali (West), Mumbai, Maharashtra- 400067

at the next Annual General Meeting or within a period of three months for the date of his appointment, which ever is earlier.

The profile and specific areas of expertise of Mrs. Rekha Panwar are provided as Annexure to this Notice.

Mrs. Rekha Panwar has given a declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mrs. Rekha Panwar is a woman of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as an Independent Director and he is Independent of the Management of the Company.

In terms of Regulation 25(8) of Listing Regulations, Mrs. Rekha Panwar has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Given her experience, the Board considers it desirable and in the interest of the Company to have Mrs. Rekha Panwar on the Board of the Company and accordingly, the Board recommends the appointment of Mrs. Rekha Panwar as a Non- Executive, Independent Director as proposed in the resolution no. 2 for approval by the Members as a Special Resolution

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

The terms and condition of his appointment are uploaded on the website of the Company and is available for inspection.

The Board recommends the appointment of Mrs. Rekha Panwar as a Non- Executive, Independent Director as proposed in the resolution no. 3 for approval by the Members as a Special Resolution

Except for Mrs. Rekha Panwar and/or her relatives, no other Director, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**By Order of the Board of Directors
Of S V Trading and Agencies Limited**

Sd/-

**Gopal Lal Paliwal
Managing Director**

DIN: 06522898

Email id: svtradingandagencies@gmail.com

Date: December 22, 2023

Place: Mumbai

Registered Office:

Shop No F- 227, 1st Floor, Raghuleela Mega Mall,
Behind Poisar Depot, Kandivali West - 400067

S V TRADING AND AGENCIES LIMITED

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Annexure to Notice

Item No: 1

Details of Directors or KMP seeking appointment through Postal Ballot pursuant to SS-2 and Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015.

Name of the Director	Ms. Neelu Kumawat
DIN	10061282
Date of Birth	15/12/1982
Age	41 years
Designation/Category of Director	Executive Director & Chief Financial Officer
Date of the first appointment on the Board	November 06, 2023
Qualification	Bachelor's degree in Arts : Political Science
Brief Profile, Experience, and Expertise in specific functional areas	She holds degrees of Bachelor of Arts and of Political Science. She has expertise and proficiency in accounting principles and practices accumulated over 15 years. She has managed financial records, performed budget analysis, and conducted financial reporting for the company and streamlined accounting processes resulting in increased efficiency and cost savings for the organization.
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil
Terms and Conditions of appointment / reappointment	Non-Independent, Executive Director, liable to retire by rotation
Details of Remuneration sought to be paid	As stated in resolution above
In the case of independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable

S V TRADING AND AGENCIES LIMITED

Registered office: Shop No F-227, 1st Floor, Raghuleela Mega Mall, Behind Poisar Depot, Kandivali (West), Mumbai, Maharashtra- 400067

Details of Directors or KMP seeking appointment through Postal Ballot pursuant to SS-2 and Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulation 2015.

Item No: 3

Name of the Director	Mrs. Rekha Panwar
DIN	10063180
Date of Birth	05/04/1981
Age	42 years
Designation/Category of Director	Non-Executive, Independent Director, not liable to retire by rotation
Date of the first appointment on the Board	December 22, 2023
Qualification	Graduated from Maharshi Dayananad Saraswati University, Ajmer, Rajasthan
Brief Profile, Experience, and Expertise in specific functional areas	She is having vast experience of more than 16 years in the field of accounting, taxation and secretarial compliance related work. She has served for various public and private limited companies for more than 16 years
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Memberships / Chairmanships of committees of other companies including listed companies and excluding foreign companies as of the date of this Notice	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil
Terms and Conditions of appointment / reappointment	As stated in the resolution
Details of Remuneration sought to be paid	She shall be paid remuneration in the capacity of Non-Executive, Independent Director, by way of fee for attending Meetings of the Board or Committees thereof, reimbursement of expenses for participating in the Board and other meetings, and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013, as may be decided by the Board from time to time.
In the case of independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role and capabilities as required in the case of an independent Director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/ competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mrs. Rekha Panwar and concluded that Mrs. Rekha Panwar possess the relevant skill and capabilities to discharge the role of Independent Director.