

# S V Global Mill Limited

10th ANNUAL REPORT

MARCH - 2017

CIN : L17100TN2007PLC065226

<b>BOARD OF DIRECTORS</b>	M. Ethiraj Chairman  E. Shanmugam Managing Director  S. Valli Women Director  Mrs. Girija Balabaskar Alternate Director  <b>Independent Directors</b> P.S. Pandyan (IAS Retd) Dr. K.Shivaram Selvakkumar Y. Satyajit Prasad
<b>AUDITORS</b>	M/s. P.B. Vijayaraghavan & Co Chartered Accountants, Chennai
<b>BANKERS</b>	M/s. City Union Bank Limited G.T. Branch, Chennai – 600 001.
<b>COMPANY SECRETARY</b>	Govind M Joshi
<b>CHIEF FINANCIAL OFFICER</b>	K. Ramakrishnan
<b>REGISTERED OFFICE</b>	New No. 5/1 (Old No. 3/1), 6th Cross Street, CIT Colony, Mylapore, Chennai 600 004.

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## NOTICE OF 10th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 10th Annual General Meeting (AGM) of the members of **S V Global Mill Limited** will be held on Wednesday, the 13th day of December, 2017 at 10.30 AM at the Registered Office of the Company situated at New No. 5/1 (Old No. 3/1), 6th Cross Street, CIT Colony, Mylapore, Chennai 600 004 to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 1 - Adoption of Audited Financial Statements.**

To consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and Auditors thereon.

#### **Item No. 2 - Re-appointment of a Director liable to retire by rotation.**

To appoint a Director in the place of Mr.M.Ethiraj (DIN 00041996) who retires by rotation and being eligible offers himself for re-appointment.

#### **Item No. 3 - Ratification of Appointment of Statutory Auditors.**

To ratify the appointment of the Auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution :

**"Resolved that**, pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the Audit Committee and the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on September 21, 2016, the appointment of M/s. P B Vijayaraghavan & Co Chartered Accountants, Chennai (Firm's Registration No. 0047215) as the auditors of the Company to hold office till the conclusion of the next AGM be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

### **SPECIAL BUSINESS:**

#### **Item No. 4 - Re-Appointment of Mr.E.Shanmugam (Din:00041968) as Managing Director.**

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

**"RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification or re-enactment thereof) and Article 130 to 141 of Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr.E.Shanmugam (DIN - 00041968) as the Managing Director of the Company for a further period of five years with effect from April 3rd, 2017 upon the terms and conditions as set out below:

- (i) Salary : Subject to a ceiling of Rs. 5 lakhs per annum.
- (ii) Perquisites : As detailed in the Statement pursuant to Section 102(1) of the Companies Act, 2013.

"RESOLVED FURTHER THAT the aforesaid remuneration be and is hereby approved as the minimum remuneration by way of basic salary and / and other perquisites / allowances not exceeding the limits specified under Section II of Part II of Schedule V of the Act, as amended, or such other limits as may be prescribed by the Government from time to time as minimum remuneration payable to Mr.E.Shanmugam, even in case of no profits or inadequacy of profits in any financial year during the currency of his tenure as Managing Director".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to enhance, alter or vary from time to time the scope and quantum of remuneration, perquisites, benefits and amenities payable during the tenure of appointment of Mr.E.Shanmugam , provided that any revision in the quantum of remuneration payable to him shall not exceed the statutory limits specified under Section 197 read with Schedule V of the Act, as amended, and shall be subject to such approvals, sanctions or permissions, as may be required for such revision in the remuneration".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/ or the Nomination and Remuneration Committee be and is hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, expedient, usual and proper in the best interest of the Company."

**Item No. 5 - Re-Appointment of Dr.K.ShivaramSelvakkumar (Din:02384372) as an Independent Director for a second term.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Dr.K.ShivaramSelvakkumar (DIN:02384372), who was appointed as an Independent Director and who holds office of Independent Director for a term up to 26th September, 2017 and being eligible and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of consecutive five years on the Board of the Company with effect from 27.09.2017 to 26.09.2022."

"RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be necessary in this regard.

By Order Of The Board  
For **S V GLOBAL MILL LIMITED**

Place: Chennai  
Date : 08.11.2017

**M.ETHIRAJ**  
CHAIRMAN  
DIN:00041996

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **A proxy form for the AGM is enclosed. The instrument of Proxy, in order to be effective, must be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single proxy and such proxy shall not act as a proxy for any other person or shareholder.**
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. Members / proxies / authorized representatives are requested to bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. As a measure of economy, copies of the annual report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their copies of the annual report to the meeting.
6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Additional information, pursuant to Regulation 36 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, in respect of the Director seeking re-appointment at the AGM is furnished as an annexure to the Notice. The concerned Director has furnished consent/ declaration for his appointment as required under the Companies Act, 2013.
9. Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 06.12.2017to 13.12.2017(both days inclusive) for the purpose of 10th AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholdings maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar and Share Transfer Agent.
12. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least 7 working days prior to the Annual General Meeting so that the required information can be made available at the meeting.
13. M/s. Cameo Corporate Services Ltd., 'Subramanian Building', 5th Floor, No: 1, Club House Road, Chennai - 600 002. Phone: 044 - 2846 0390 to 2846 0395 is the Company's Registrar and Share Transfer Agent (RTA) for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in Dematerialized form, members may send requests or correspond through their respective Depository Participants.

14. Pursuant to the provisions of Section 72 of the Companies Act, 2013 members holding shares in physical form can now avail nomination facility for the shares held by them. Members desirous of availing this facility may send in their nominations in the prescribed Form 2B duly filled and send to the Registrar and Share Transfer Agent (RTA) of the Company.
15. Members are requested to register / update their email ID's and addresses in respect of shares held in dematerialized form with their respective Depository participants and in respect of shares held in physical form with the Company's Registrar and Share Transfer Agent (RTA). Members holding shares in physical form, in their own interest, are requested to dematerialize their shares to avail the benefits of electronic trading/holding.
16. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's Registrar and Share Transfer Agent for consolidation of such folios into one to facilitate better services.
17. Members may also note that the Notice of the 10th AGM and the Annual Report will be available on the Company's Website [www.svgml.com](http://www.svgml.com) for their download and in the web-site of CDSL [www.evoting.com](http://www.evoting.com) or can obtain by writing to the Company's Registrar and Share Transfer Agent (RTA).
18. All documents referred to in the Notice calling the 10th AGM is available for inspection at the Registered office of the Company during business hours between 3.00 PM and 5.00 PM on all working days of the Company up to the date of the AGM.
19. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided that not less than three days of notice in writing is given to the Company.
20. Electronic copy of the Annual Report and the Notice of the AGM inter alia indicating the process and manner of e-voting along with attendance slip and proxy form are being sent to all members whose email ids are registered with the Company/Depository participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.

#### **VOTING THROUGH ELECTRONIC MEANS**

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their votes electronically through the electronic voting service provided by the Central Depository Services (India) Limited. Once a vote on the resolution is cast, the member shall not be allowed to change it subsequently.

The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes once again.

The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date(record date) of 05.12.2017 and accordingly, members as on the cut-off date as mentioned above only shall be entitled to avail the facility of remote e-voting or ballot paper.

A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the AGM and prior to the Cut Off Date i.e 05.12.2017, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through Poll at the AGM by following the instructions mentioned in this part.

The instructions for shareholders voting electronically are as under:

The voting period begins on 08.12.2017 at 09.00 AM and ends on 12.12.2017 at 05.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date of 05.12.2017) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of member receiving e-mail:

01	Log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a> during the voting period.
02	Click on "Shareholders".
03	Now, select "S V GLOBAL MILL LIMITED" from the drop down menu and click on "SUBMIT".
04	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 the Folio Number registered with the Company.
05	Next enter the Image Verification as displayed and Click on Login.
06	If you are holding shares in demat form and had logged on to <a href="http://www.evotingindia.com">www.evotingindia.com</a> and voted on an earlier voting of any company, then your existing password is to be used.

**If you are a first time user follow the steps given below:**

PAN	For Members holding shares in Demat Form and Physical Form Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant are requested to enter their name in CAPITAL followed by the last 8 digits of the demat account / folio number in the PAN field.  In case the folio 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 Folio No. 1 then enter RA00000001 in the PAN field.
Date of Birth	Enter the date of birth as recorded in your demat account or in the Company records for the said demat account of folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the date of birth or dividend bank details in order to login. If the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field.

After entering these details appropriately, click on "SUBMIT" tab.

Members holding shares in physical form will then reach directly the EVSN (Company selection screen). However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which

they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.

Click on the Electronic Voting Sequence Number(EVSN)along with"S V Global Mill Limited"from the drop down menu and click on "SUBMIT" on which you choose to vote.

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. Enter the number of shares (which represents number of votes) under "YES/ NO" or alternatively you may partially enter any number in "YES" and partially in "NO", but the total number in "YES" and "NO" taken together should not exceed your total shareholding.

Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Notice/Resolution details.

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.

Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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.

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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non - Individual Members (Institutional Shareholders) and Custodians:

Institutional shareholders (i.e. other than Individuals, HUFs, NRI etc.,) and Custodians are required to log on to <https://www.evotingindia.co.in> 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 linked in the login 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 scan copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy, please follow all steps as above to cast vote.

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). On the alternative, they may also contact CDSL on Toll free Number 1800-200-5533.

**The Company has appointed Mr.R.Kannan, practicing Company Secretary, Chennai (C.P.NO. 3363) to act as scrutinizer for conducting the electronic voting process in a fair and transparent manner.**

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The scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Annual General Meeting, thereafter unblock the votes cast through e-voting in the presence of two witnesses not in the employment of the Company and make, not later than three working days from the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any to the Chairman or a person authorized by him in writing who shall counter-sign the same. Thereafter, the Chairman or the person authorized by him in writing shall declare the result of the voting forthwith.

The results declared alongwith the scrutinizer's report will be placed on the Company's web-site www.svgml.com and on the web-site of CDSL immediately after the result is declared by the Chairman/ Authorized person and the results will also be communicated to the Stock Exchange where the shares of the Company are listed.

**By Order Of The Board  
For S V GLOBAL MILL LIMITED**

**Place : Chennai  
Date : 08.11.2017**

**M. ETHIRAJ  
Chairman  
DIN : 00041996**

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No: 4**

At the Meeting of the Board of Directors of the Company held on September 01, 2012, Mr. E. Shanmugam was appointed as the Managing Director of the Company for a period of five years, with effect from April 02, 2012. The appointment and remuneration of Mr.E.Shanmugam was also approved by the Members of the Company, at the Annual General Meeting of the Company held on September 29, 2012, pursuant to the provisions of the erstwhile Companies Act, 1956.

Since the term of five years expired on 02.04.2017, the Board of Directors of the Company at its meeting held on 03.02.2017 and 08.11.2017 had, subject to the approval of members, re-appointed Mr.E.Shanmugam (DIN - 00041968) as a Managing Director, for a further period of 5 (five) years from April 03, 2017, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the reappointment of and remuneration payable to Mr.E.Shanmugam as a Managing Director, in terms of the applicable provisions of the Act.

**BROAD PARTICULARS OF PERQUISITES REFERRED TO IN THE RESOLUTION NO. 4 :**

1. Free use of furnished accommodation owned by the Company located at New No 5, (Old No. 3), 3rd Avenue, Boat Club Road, Chennai – 600 028 with amenities including Water, Gas, Electricity and Furnishings.
2. Medical Reimbursement for self and family including premium payable for medical insurance in accordance with the rules of the Company.
3. Leave Travel Concession for self and family once in a year in accordance with the rules of the Company.



4. Fees of clubs subject to a maximum of two clubs. This will not include admission fee and life membership fee.
5. Personal Accident Insurance as per the rules of the Company.
6. Contribution to Provident Fund, Superannuation Fund or Annuity Fund and payment of Gratuity as per rules of the Company.
7. Provision of Cars with driver for Company business, the value of which will be evaluated as per Income tax Rules, 1962.
8. Provision of telephone at the residence of the Managing Director.
9. Such other perquisites, benefits and amenities as may be provided by the Company to the other senior executives from time to time.
10. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The furnished accommodation which has been proposed to be provided to the Managing Director as a part of perquisites and benefits as per the terms of reappointment is owned by the Company at New No 5, (Old No. 3), 3rd Avenue, Boat Club Road, Chennai – 600 028 with amenities including Water, Gas, Electricity and Furnishings. The accommodation was earlier used as a guest house by the Company. The property, consists of 1.44 acres, with constructed buildings of 9967 sq.ft.

The term "Remuneration" has been defined under Section 2 (78) of the Companies Act 2013 as any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act 1961 (43 of 1961). Perquisites are defined in the Section 17(2) of the Indian Income-tax Act of 1961. The total remuneration comprising of salary and perquisites and benefits being paid to Mr.E.Shanmugam would be well within the limits specified u/s 197, 198 of Companies Act 21013, read with schedule V of the Companies Act, 2013.

Save and except as provided in the foregoing paragraph, Mr.E.Shanmugam satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr.E.Shanmugam under Section 190 of the Act.

Details of Mr.E.Shanmugam are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr.M.Ethiraj and Mrs.S.Valli, who is related to Mr.E.Shanmugam, the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise in the aforementioned resolution.

The Board commends the Resolution set out at Item No. 4 of the Notice for approval by the members.

**Item No: 5**

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Schedule IV of the Companies Act, 2013, Dr.K.ShivaramSelvakkumar was appointed as an Additional Director of the Company by the Board of Directors with effect from 6<sup>th</sup> March, 2014 to hold office until the date of the Annual General Meeting (AGM) held on 26<sup>th</sup> September, 2014. In the said AGM, the shareholders had also approved the appointment of Dr.K.ShivaramSelvakkumar as an Independent Director of the Company for a period of three consecutive years up to 25<sup>th</sup> September, 2017.

Pursuant to Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years, but shall be eligible for re-appointment on passing a special resolution by the Company. Further, pursuant to Section 149(11) of Companies Act, 2013, no independent Director shall hold office for more than two consecutive terms. Accordingly, on the recommendation of the Nomination & Remuneration Committee, the Board of Directors, at their meeting held on 01.09.2017 had, subject to the approval of members, proposed there-appointment of Dr.K.ShivaramSelvakkumar as an Independent Director of the Company for a second consecutive term for a period of five years commencing from 26<sup>th</sup> September, 2017 to 25<sup>th</sup> September, 2022.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs.1,00,000/- proposing the candidature of Dr.K.ShivaramSelvakkumar for the office of Independent Director, to be appointed as such under the provisions of Section 149, 152 and Schedule IV of the Companies Act, 2013.

The Company has also received from Dr.K.ShivaramSelvakkumar (i) consent in writing to act as a Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, ("Appointment Rules") (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not dis-qualified under Section 164(2) of the Act, and (iii) A declaration to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Act.

In the opinion of the Board, Dr.K.ShivaramSelvakkumar, the director proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013, the Rules and the Listing Regulations made thereunder and he is Independent.

The resolution seeks the approval of members for the appointment of Dr.K.ShivaramSelvakkumar as an Independent Director of the Company upto 25<sup>th</sup> September, 2022 pursuant to Section 149, 152 and other applicable provisions of the Companies act, 2013 and the Rules made thereunder and his office shall not be liable to retire by rotation.

No director, key managerial personnel or their relatives except Dr.K.ShivaramSelvakkumar to whom the resolution relates, is interested or concerned in the resolution.

The Board of Directors recommends the Special resolution set out at item No. 5 of the Notice for the approval by the members.

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**ANNEXURE**

ADDITIONAL INFORMATION ON THE DIRECTOR RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Mr.E.Shanmugam
Date of Birth	14.04.1967
Date of Appointment	30.10.2007
Expertise in specific functional areas	Has over 2 decades of rich entrepreneurial experience in varied industries like Sugar, Textile and Real Estate.
Disclosure of relationship between Directors inter-se	Son of Mr.M.Ethiraj, (Chairman) and brother of Mrs.S.Valli, (Director).
Chairmanship / Directorship of other Companies (excluding Foreign Companies and Section 25 Companies)	SV Global Finance Private Limited The Thirumagal Mills Limited Thirumagal Enterprise Limited Sriraj Mills Private Limited Srinidhi Finance Private Limited Tiger Farms And Enterprise Private Limited Artha Farms Limited Artha Trading Private Limited S V Technology Solutions Private Limited Ethiraj Foundation Adyar Property Holding Company Private Limited
Committee position held in other Companies	Nil
Shareholding in the Company	1,01,55,606 Equity Shares of Rs.5 each.

Name of the Director	M.Ethiraj
Date of Birth	21.01.1934
Date of Appointment	30.10.2007
Expertise in specific functional areas	He has over 3 decades of rich entrepreneurial experience in varied industries like Sugar, textile and real estate.
Disclosure of relationship between Directors inter-se	Father of Mr.E.Shanmugam, (Managing Director) and Mrs.S.Valli, (Director)

S V GLOBAL MILL LIMITED - CHENNAI

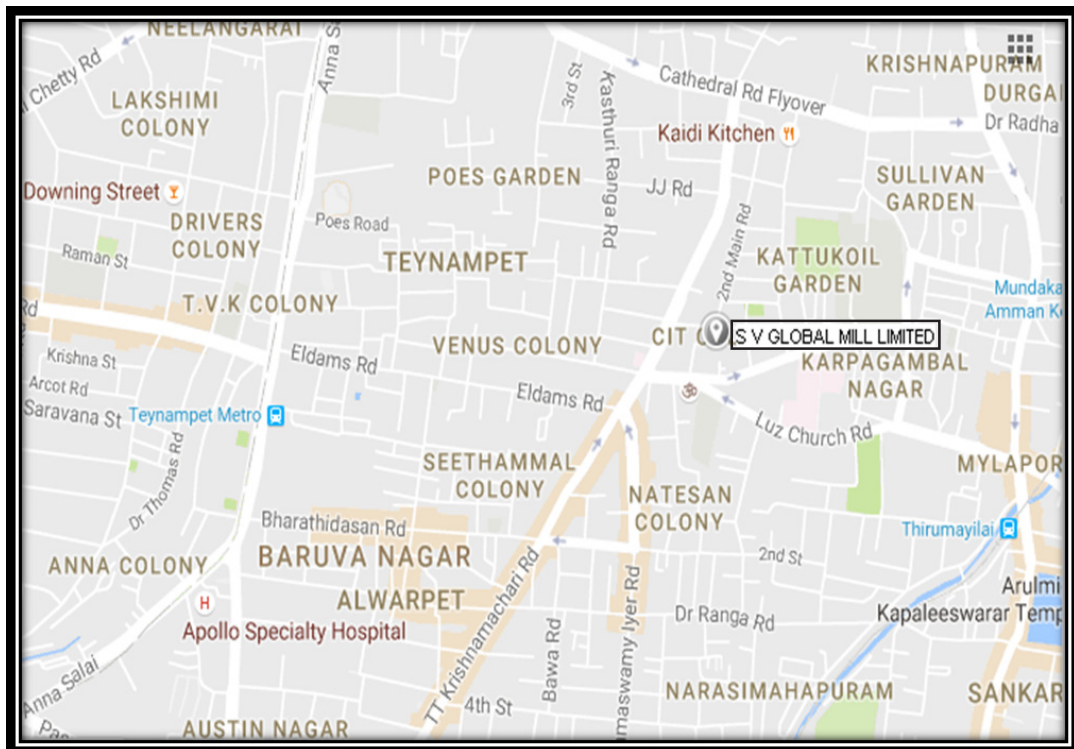
Chairmanship / Directorship of other Companies (excluding Foreign Companies and Section 25 Companies)	SV Global Finance Private Limited The Thirumagal Mills Limited Thirumagal Enterprise Limited Sriraj Mills Private Limited Srinidhi Finance Private Limited Tiger Farms And Enterprise Private Limited Artha Farms Limited Artha Trading Private Limited S V Technology Solutions Private Limited Ethiraj Foundation
Committee position held in other Companies	Nil
Shareholding in the Company	20,14,920 Equity Shares of Rs.5 each.

Name of the Director	Dr. K. Shivaram Selvakkumar
Date of Birth	11.11.1959
Date of Appointment	06.03.2014
Expertise in specific functional areas	Has over 3 decades of rich entrepreneurial experience in varied industries.
Disclosure of relationship between Directors inter-se	Nil
Chairmanship / Directorship of other Companies (excluding Foreign Companies and Section 25 Companies)	SV Global Finance Private Limited The Thirumagal Mills Limited Thirumagal Enterprise Limited The Presidency Club
Committee position held in other Companies	Nil
Shareholding in the Company	Nil

## Route Map for AGM Venue

### S V GLOBAL MILL LIMITED

New No.5/1 (Old No 3/1),  
6th Cross Street, CIT Colony,  
Mylapore, Chennai - 600004  
Ph: 044 - 24997751, 52.



**DIRECTORS' REPORT FOR FY - 2016-'17.**

To,

The Members,

Your Directors have pleasure in presenting their 10th Annual Report of the Company together with the audited financial statements for the year ended March 31, 2017.

**Financial Highlights**

Rs in Lakhs.

Particulars	Standalone		Consolidated
	FY: 2016 – '17.	FY: 2015 – '16.	FY: 2016 – '17.
Other Income	660.09	1897.26	667.18
Profit before Depreciation & Tax	224.62	1523.99	226.47
Less: Depreciation	7.31	8.47	7.31
:Tax Expense	71.16	87.04	71.76
Profit after Tax	146.15	1428.48	147.40

**Consolidated Financial Statements**

As per Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations, 2015) and applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Consolidated Financial Statements of the Company for the Financial Year 2016-'17 have been prepared in compliance with Accounting Standard 21 (AS-21) dealing with 'Consolidated Financial Statement' and on the basis of audited financial statements of the Company and its subsidiary as approved by the respective Board of Directors. As stated in the transitional provisions in AS-21, since the consolidated financial statements are presented for the first time, comparative figures for the previous period has not been presented. The Consolidated Financial Statements together with the Auditors' Report form an integral part of this Annual Report.

**Subsidiary**

On 14th September, 2016 the Company acquired 100% controlling stake in PSB Lending Tree Private Limited, Chennai, a Non-Banking Financial Company (Non-deposit) undertaking for a consideration of Rs 237.50 lakhs in cash and after completing all procedural formalities including change in the name of the Company, the Reserve Bank of India, Chennai accorded its Certificate of Registration on 30.01.2017 to SV Global Finance Private Limited, a wholly owned subsidiary of the Company. A separate statement containing the salient features of the financial statements of the above named subsidiary in Form AOC -1 forms part of consolidated financial statements in compliance with Section 129(3) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014.

In accordance with third proviso to Section 136(1) of the Companies Act, 2013 the audited standalone and consolidated financial statements and related information of the Company and the audited financial statement of the subsidiary are available for inspection by the members at the Registered Office of the Company during business hours on all days except, Sundays and public holidays up to the date of the ensuing Annual General Meeting and the aforesaid financial statements together with related information have been uploaded on the website of the Company [www.svgml.com](http://www.svgml.com).

**Dividend**

In order to conserve the funds for future operations, no dividend is being proposed for the financial year 2016-'17.

**Transfer to Reserves**

Appropriation to general reserves for the financial year ended March 31, 2017 as per standalone and consolidated financial statements are as under:

(Rs. in Lakhs)

Particulars	Standalone	Consolidated
Balance of General Reserve at the beginning of the year	13317.84	13317.84
Add: Net Profit for the year	146.14	147.40
Less: Capital Redemption Reserve	1.96	1.96
: Dividend on Cumulative Redeemable Preference Shares and Dividend Distribution Tax	0.06	0.06
Balance of General Reserve at the end of the year	13461.96	13463.23

**Company's Working /State of Affairs**

The Company operates in one segment i.e., Real Estate business and as an NBFC (non-deposit) undertaking acquired through its wholly owned subsidiary. During the Financial Year 2016-'17, the revenue of the Company on standalone basis was Rs. 660.09 lakhs (P.Y. Rs. 1897.26 lakhs) earned towards interest on fixed deposits and other income. The revenue of the subsidiary during the Financial Year 2016-'17 was Rs.14.79 lakhs earned towards interest on fixed deposits. The consolidated revenue stood at Rs. 667.18 lakhs.

There are no material changes or commitments affecting the financial position of the company which have occurred between the end of the financial year and the date of this report except the redemption of 39,200, 9.75% Cumulative Preference Shares of Rs.5/- aggregating to Rs.1,96,000/- along with arrear of dividend amounting to Rs. 1,91,100/- on 30.06.2016 in favor of M/s. The Thirumagal Mills Limited.

**Details of significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and company's operations in future.**

There are no significant and material orders passed by the regulators / Courts that would impact the going concern status of the Company and its future operations.

**Internal Financial Control and Risk Management**

The Company has an adequate / effective system of internal financial controls, commensurate with its size and scale of its operations with documented procedures covering all corporate functions which are constantly assessed and strengthened with new / revised standard operating procedures. The Company has adopted policies and procedures for ensuring adherence to the Company's policies, safe guarding of its assets, the prevention and detection of frauds and errors, the accuracy and reliability of accounting records and timely preparation of reliable financial disclosures.

Pursuant to Section 134 (3) (n) of the Companies Act, 2013 the Company has framed a Risk Management Policy. In the opinion of the Board, there appears to be no element of risk which may threaten the existence of the Company.

**Internal Audit**

The internal audit is entrusted to M/s. Kalyanasundaram & Associates, Chartered Accountants to ensure that necessary controls are in place at all levels and all transactions are adequately authorized and reported correctly. To maintain its objectivity and independence, the Internal Auditor reports to the Chairman of the Audit Committee and to the Managing Director of the Company. The Audit Committee of the Board actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. Significant internal audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board periodically.



### **Public Deposits**

The Company has not accepted any deposit from the public within the meaning of Chapter V of the Companies Act 2013 for the year ended 31st March 2017.

### **Statutory Auditors.**

Pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s. P.B. Vijayaraghavan and Co., Chartered Accountants, Chennai (Firm Regn. No:004721S), had been appointed as the Statutory Auditors of the Company to hold their office for a term of three consecutive financial years commencing from FY 2016-'17 to 2018-'19 subject to ratification at every Annual General Meeting (AGM) by the shareholders of the Company and fix their remuneration. Accordingly, the above referred Statutory Auditors hold office until the conclusion of the ensuing AGM and are eligible for re-appointment subject to ratification by the shareholders.

### **Auditors' Report**

The Statutory Auditors' Report for the Financial Year 2016-'17 does not contain any qualification, reservation or adverse remarks and the same is enclosed with the audited financial statements in this Annual Report.

### **Share Capital**

During the year under review, the Company has neither issued shares with differential voting rights, sweat equity shares and employees stock options nor has it resorted to buy back of its securities.

### **Extract of Annual Return**

The extract of Annual Return as on March 31, 2017 in Form No. MGT - 9 as required under Section 92 and in accordance with Section 134(3)(a) of the Companies Act, 2013 read with Companies (Accounts) Rules 2014 is annexed herewith as Annexure "E" and forms part of the Board's Report.

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.**

The particulars prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable. There was no foreign exchange inflow or outflow during the year under review.

### **Corporate Social Responsibility (CSR)**

Your Company has a deep sense for caring the needy, improve the quality of life of the communities it serves. Pursuant to Section 135 of the Companies Act, 2013, the Company has constituted a CSR Committee.

The Composition of the CSR Committee, Web-link to the CSR Policy and the annual report on Corporate Social Responsibility (CSR) activities is annexed herewith as Annexure "A".

### **Directors and Key Managerial Personnel.**

#### **Appointment of Alternate Director**

Pursuant to Section 161(2) of the Companies Act, 2013, the Board of Directors at their meeting held on 3rd February, 2017, appointed Ms.GirijaBalabhaskar (DIN-07693991) as an Alternate Women Director to Ms. S.Valli, Women Director (DIN-00468218) to hold office during the absence of Smt. S.Valli, Women Director for a period not less than three months from India.

#### **Re-appointment of Managing Director**

The Board of Directors at their meeting held on 03rd February, 2017 & 08th November, 2017, subject to the approval of the shareholders at the ensuing Annual General Meeting, considered and approved the re-appointment of Mr.E.Shanmugam as the Managing Director of the Company for a further period of five years, commencing from 03rd April, 2017.

### **Re-appointment of Independent Director for a second term**

The Board of Directors at their meeting held on 01.09.2017 re-appointed Dr. Shivram Selvakkumar (DIN: 02384372) as an Independent Director on the Board for a second consecutive term of five years with effect from 27th September, 2017 to 26th September, 2022.

### **Director Retiring by Rotation**

Pursuant to Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Mr. M. Ethiraj, Chairman of the Company retires by rotation at the ensuing Annual General Meeting and, being eligible offers himself for re-appointment.

The resolutions seeking approval of the members for the re-appointment of Mr. E. Shanmugam as Managing Director, Dr. Shivram Selvakkumar as an Independent Director for a second term and Mr. M. Ethiraj, retiring by rotation have been incorporated in the Notice of the ensuing Annual General Meeting along with brief details about them. The Board recommends the above appointments for the consideration of the Members of the Company at the ensuing Annual General Meeting.

All the Independent Directors of the Company have submitted a declaration under Section 149(7) of the Companies Act, 2013 that each of them meets the criteria of Independence as provided in Section 149(6) of the Act and Regulation 16(b) of SEBI (LODR) Regulations, 2015 and there has been no change in the circumstances which may affect their status as an Independent Director during the year.

### **Key Managerial Personnel**

Pursuant to the provisions of Section 2(51), 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the following are the Key Managerial Personnel of the Company:

01. Mr. E. Shanmugam – Managing Director
02. Mr. K. Ramakrishnan – Chief Financial Officer
03. Mr. Govind M Joshi – Company Secretary

Committees of the Board, its constitution and details of Board Meetings and other Committees of the Board held during FY 2016-'17.

Brief details are provided in the Corporate Governance Report as per Annexure "C".

### **Annual Performance Evaluation**

In line with the criteria evolved by the Nomination and Remuneration Committee, the performance of the Chairman, Managing Director, other Directors, Committees, Key Managerial Personnel and Senior Executives have been evaluated considering various evaluation aspects.

### **Policy on Vigil Mechanism**

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of its Board and its Powers) Rules, 2014 and in accordance with Regulation 22 of SEBI (LODR) Regulations, 2015 the Company has an established Policy on Vigil Mechanism for Directors / Employees and other stakeholders of the Company to report concerns about unethical behaviors, actual or suspected fraud, or violation of the Company's Code of conduct or ethics policy. The policy also provides a direct access to the Chairman of the Audit Committee to make protective disclosures to the management about the grievances or violation of the Company's code of conduct. The policy is disclosed on the Company's website [www.svgml.com](http://www.svgml.com).

### **Policies**

The Board of Directors of the Company have from time to time framed and approved various Policies in pursuance of the Companies Act, 2013 and the Listing Agreement/ SEBI (LODR) Regulations, 2015. These Policies and Codes are reviewed by the Board and are updated, if required. The following policies have been framed and has been disclosed on the Company's website [www.svgml.com](http://www.svgml.com)

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1. Related Party Transaction Policy.
2. Policy on Material Subsidiary.
3. CSR Policy.
4. Whistle Blower Policy consisting of Vigil Mechanism.
5. Policy on determination of Materiality of Events or Information.
6. Code of Ethics and Business Principles applicable to Directors and Senior Management
7. Familiarization Program for Independent Directors.
8. Code of Conduct for Prohibition of Insider Trading.
9. Performance Evaluation Policy.

**Particulars of Loans, Guarantees or Investments**

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013 read with Rule 11(1) of Companies (Meetings of Board and its Powers) Rules 2014 and Schedule V of the Listing Regulations. The details of non-current investments (unquoted) made during the F.Y. 2016-'17 is given in Note No.7 of the notes on the standalone financial statements of the Company.

**Related Party Transactions**

The Audit Committee and the Board of Directors have approved the related party transactions and the same has been hosted on the Company's website www.svgml.com. The policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions between the Company and related parties.

The transactions entered into with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definition Details) Rules, 2014 were in the ordinary course of business and at arm's length basis. There were no materially significant transactions with related parties during the Financial Year 2016-'17 which were in conflict with the interest of the Company.

Suitable disclosures as required in Accounting Standard (AS) 18 have been made in the notes to the financial statements. Details of contracts / arrangements with related parties as required under Section 188 (1) and 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 have been disclosed in Form AOC-2 and is attached as Annexure "B"(Form AOC-2) as annexed, which forms an integral part of this Report.

**Comparative Analysis of Remuneration paid to the Directors and Employees:**

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	:	No remuneration was paid to Directors except sitting fee to non-executive Directors to attend the Board Meetings. Managing Director is paid a remuneration of Rs. 48,000/- per annum. Accordingly the ratio is 0.41 : 1
The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; Others not applicable	:	CFO : 90%
The percentage increase in the median remuneration of employees in the financial year;	:	15%
The number of permanent employees on the rolls of company	:	19

	The explanation on the relationship between average increase in remuneration and company performance	:	Not applicable, since the Company's performance is not measurable								
	Comparison of remuneration of the Key Managerial Personnel against the performance of the Company.	:	As above								
	Variations in the market Capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase (or) decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;	:	<p style="text-align: center;"><b>Market Capitalization</b></p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;"><u>FY: 2016-'17</u></td> <td style="text-align: center;"><u>FY : 2015-'16</u></td> </tr> <tr> <td style="text-align: center;">312.47 Cr</td> <td style="text-align: center;">272.30 cr</td> </tr> </table> <p style="text-align: center;"><b>Price Earning Ration</b></p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td style="text-align: center;"><u>FY: 2016-'17</u></td> <td style="text-align: center;"><u>FY : 2015-'16</u></td> </tr> <tr> <td style="text-align: center;">192.92</td> <td style="text-align: center;">19.06</td> </tr> </table>	<u>FY: 2016-'17</u>	<u>FY : 2015-'16</u>	312.47 Cr	272.30 cr	<u>FY: 2016-'17</u>	<u>FY : 2015-'16</u>	192.92	19.06
<u>FY: 2016-'17</u>	<u>FY : 2015-'16</u>										
312.47 Cr	272.30 cr										
<u>FY: 2016-'17</u>	<u>FY : 2015-'16</u>										
192.92	19.06										
(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstance for increase in the managerial remuneration and justification there of and point out if there are any exceptional circumstances for increase in the managerial remuneration;	:	Average percentile increase in salaries of non managerial Employees - 3.00%								
	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company.	:	Refer clause (v)								
	The key parameters for any variable component of remuneration availed by the Directors.	:	N.A								
	The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year.	:	N.A								
	Affirmation that the remuneration is as per the remuneration policy of the company.	:	YES								

### **Secretarial Audit Report**

Pursuant to Section 204 (1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Secretarial Audit Report for FY 2016-'17 in Form No. MR-3 issued by a Company Secretary in practice is enclosed as Annexure "D" and forms an integral part of this report. The Secretarial Audit report does not contain any qualification, reservation or adverse remarks.

### **Report on Corporate Governance.**

Your Company is in compliance with the Corporate Governance guidelines, as laid out in the SEBI (LODR) Regulations. All the Directors and the Senior Management personnel have affirmed in writing their compliance with and adherence to the Code of Conduct adopted by the Company.

As per Regulation 34 (3) read with Schedule V of the SEBI (LODR) Regulations, 2015, a separate section as per Annexure "C" on Corporate Governance practices followed by the Company together with a certificate from a practicing Company Secretary confirming compliances forms an integral part of this report.

The Managing Director and the Chief Financial Officer of the Company have certified to the Board on financial statements and other matters in accordance with Regulation 17(8) of the SEBI (LODR) Regulations, 2015 pertaining to MD / CFO Certification for the Financial Year ended 31st March, 2017.

### **Directors' Responsibility Statement**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirm that :

- a) that in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable Accounting Standards had been followed along with proper explanation relating to material departures, if any;
- b) that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year ended on that date;
- c) that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the Directors had prepared the annual accounts for the financial year ended 31st March, 2017 on a going concern basis;
- e) that the Directors had laid down policies and procedures adopted by the Company for internal financial controls for ensuring orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information and that such internal financial controls are adequate and were operating effectively; and
- f) that as required under Section 134(5)(f) of the Companies Act, 2013, the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**Acknowledgements and Appreciation**

The Board of Directors of the Company wishes to place on record their deep sense of gratitude to all the Shareholders of the Company for their consistent support and continued faith reposed in the Company. The Board would also like to express their deep sense of appreciation to the various Central and State Government Departments, Bankers, Organizations and Agencies, external Professionals associated with the Company for their continued help and co-operation extended by them and last but not the least, to Employees at all levels for their hard work and commitment.

**By Order of the Board**

**Place: Chennai**  
**Date: 8.11.2017**

**M.ETHIRAJ**  
**Chairman**  
**DIN 00041996**

**E.SHANMUGAM**  
**Managing Director**  
**DIN 00041968**

**ANNEXURE - A**  
**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

**1. A BRIEF OUTLINE OF THE COMPANY'S CSR POLICY**

The Company CSR policy encompasses giving back to society as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for the transformation and sustainable development of the rural communities at large.

**2. Web-link to the CSR Policy**

<http://www.svgml.com/index.php/policies9/csr-policy.html>

**3. Composition of the CSR Committee**

Pursuant to Section 135 of the Companies Act, 2013 the Company has constituted a CSR Committee comprising of 4 directors including 2 Independent Directors as under.

<b>Name</b>	<b>Position</b>
Mr. M.ETHIRAJ	Chairman
Mr. E.SHANMUGAM	Member
Dr. K.SHIVARAM SELVAKKUMAR	Member
Mr. P.S.PANDYAN	Member

During the financial year 2015-16, the average net profit was calculated inadvertently without deducting the compensation received on immovable property. Now this is regularized, hence there is no prescribed CSR expenditure pursuant to section 135 of the Companies Act, 2013. However, the company has spend Rs. 3.31 lakhs on CSR activities during the financial year 2016-17.



**ANNEXURE - "B"**  
**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014).**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis.NIL

Details of material contracts or arrangements or transactions at Arm's length basis are as follows:

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name (s) of the related party & nature of relationship	Mr.M.ETHIRAJAN, Chairman Mr.E.SHANMUGAM, Managing Director
2	Nature of transaction	Unsecured Loan from Director
3	Duration of the contracts/arrangements/transaction	NA
4	Salient terms of the contracts or arrangements or transaction including the value, if any	Amount :Rs.8,02,241.
5	Date of approval by the Board	NA
6	Amount paid as advances, if any	NIL

For and on behalf of the Board

Place: Chennai  
Date: 8.11.2017

M.ETHIRAJ  
Chairman  
DIN 00041996

E.SHANMUGAM  
Managing Director  
DIN 00041968

## **ANNEXURE -C**

### **REPORT ON CORPORATE GOVERNANCE**

Your Directors present the Companies Report on Corporate Governance for the year ended March 31, 2017 in terms of Regulation 34 (3) read with Schedule V of Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("The Listing Regulations").

#### **COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE.**

SV Global Mill Limited's philosophy on Corporate Governance is about intellectual honesty whereby the governance is not just about encompassing regulatory and legal requirements but also dwells deeper into the ethical leadership and stability. The Company's Code of Conduct for Directors and Senior Management, robust Board governance processes and strong audit mechanisms reflects our commitment to good Corporate Governance framework in all facets of procedures and reporting systems with strong emphasis on transparency, accountability and integrity.

#### **GOVERNANCE STRUCTURE**

##### **1. BOARD OF DIRECTORS**

The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the Management adheres to ethics, transparency and disclosures.

##### **2. COMMITTEES OF THE BOARD**

The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility (CSR) Committee. Each of the said Committee has been mandated to operate within a given framework.

#### **COMPOSITION AND CATEGORY OF DIRECTORS.**

The Board is broad based and consist of eminent individuals from Industrial, Managerial, Financial and Marketing background. The composition of the Board is in conformity with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. The Company has a judicious combination of Executive and Non-Executive Directors. As at March 31, 2017, the Board comprised of one Executive Director, five Non-executive Directors including one Woman Director and an Alternate Director to the Woman Director. Three out of five non-executive directors are Independent Directors. All the Independent Directors satisfy the criteria of independence as defined under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations, 2015).

The names and categories of the Directors on the Board, their attendance at Board meetings held during the financial year 2016-'17 and the number of directorships and committee chairmanship(s) / membership(s) held by them in other public companies as on March 31, 2017 are given herein below:

S.No	Name of the Director	Category	No. of Board Meetings during the year 2016-'17		No. of Directorship in other Public Companies*		No. of Committee Positions held in other public Companies		Whether attended last AGM
			Held	Attended	Chairman	Director	Chairman	Member	
1.	Mr. M.ETHIRAJ Chairman (DIN: 00041996)	Promoter, Non-Independent, Non-Executive	5	5	2	3	-	-	Yes
2.	Mr. E.SHANMUGAM Managing Director (DIN: 00041968)	Promoter, Non-Independent, Executive	5	5	-	3	-	1	Yes
3.	Mrs. S.VALLI Women Director (DIN: 00468218)	Promoter, Non-Independent, Non-Executive	5	2	-	-	-	-	No
4.	Mr. P.S.PANDYAN (DIN: 01463849) Non-Executive	Independent Director,	5	5	-	1	-	1	Yes
5.	Dr. K.SHIVARAM SELVAKKUMAR (DIN: 02384372)	Independent Director, Non-Executive	5	3	-	2	1	-	Yes
6.	Mr. Y.SATYAJIT PRASAD (DIN: 01011076)	Independent Director, Non-Executive	5	5	-	1	-	-	Yes
7.	Mrs. GIRIJA BALA BASHAR# (DIN: 07693991)	Alternate Director, Non-Executive	-	-	-	1	-	-	NA

**Notes :**

1. \*Includes directorships held in Public Limited Companies only. Directorship held in Private Limited Companies, Foreign Companies and Companies formed under Section 8 of the Companies Act, 2013 are excluded.
2. For the purpose of determination of limit of the Board Committees, Chairpersonship and Membership of the Audit Committee and Stakeholders Relationship Committee have been considered as per Regulation 26 (1)(b) of SEBI LODR Regulations, 2015.
3. # Appointed as Alternate Director to Mrs.S.Valli on 03.02.2017.
4. The Independence of a Director is determined by the criteria stipulated under Regulation 16 (1)(b) of SEBI LODR Regulations, 2015 and Section 149 (6) of the Companies Act, 2013.
5. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.
6. None of the Directors on the Board hold directorship in more than 20 Companies or more than 10 public Companies whether listed or not. Necessary disclosures regarding Directorship positions in other Companies as on March 31, 2017 have been made by the Directors.
7. None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees pursuant to Regulation 26 of the SEBI LODR Regulations, 2015 across all public companies, whether listed or not, in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2017 have been made by the Directors.
8. None of the Directors of the Company are holding position of Independent Director in more than seven listed companies.
9. Mr.M.Ethiraj, Mr.E.Shanmugam and Ms.S.Valli are related to each other.
10. Details of Directors retiring or being re-appointed at the ensuing Annual General Meeting have been furnished in the Notice convening the Annual General Meeting of the shareholders along with their brief profiles.

**SHAREHOLDING OF NON-EXECUTIVE DIRECTORS**

S.No.	Name of the Director	Category	Number of Equity Shares held
1.	Mr. M.ETHIRAJ Chairman	Promoter, Non-Independent, Non-Executive	20,14,920
2.	Mrs. S.VALLI Women Director	Promoter, Non-Independent, Non-Executive	18,800
3.	Mr. P.S.PANDYAN Non-Executive	Independent Director,	No;
4.	Dr.K.SHIVARAM SELVAKKUMAR	Independent Director, Non-Executive	Nil
5.	Mr. Y.SATYAJIT PRASAD	Independent Director, Non-Executive	Nil
6.	Mrs. GIRIJA BALA BASHAR	Alternate Director, Non-Executive	Nil

The Company does not have any convertible instrument as on date.

### **FAMILIARIZATION PROGRAM FOR BOARD MEMBERS**

Pursuant to Regulation 25 of SEBI LODR Regulations, 2015 the Company has conducted familiarization programs for its Independent Directors by providing them internal policies, company's procedures and practices like the Code of Conduct for the Directors, the Code of Conduct to regulate, monitor and report trading by insiders fair disclosure of unpublished price sensitive information etc. Updates on relevant statutory changes encompassing important laws are regularly circulated to the Independent Directors and they have the option and freedom to interact with the Company Management periodically and are provided with the information required to perform their functions effectively.

The details of the familiarization program for the Independent Directors are available on the Company's website at <http://www.svgml.com/index.php/policies9/familiarization-programme-for-independent-directors.html>

### **BOARD PROCEDURE**

By deciding the dates and issue of notices well in advance, the Board of Directors met five times during the financial year 2016-'17 on 25.05.2016, 20.07.2016, 18.08.2016, 09.11.2016 & 03.02.2017. The necessary quorum was present for all the meetings. The gap between any two Board Meetings did not exceed 120 days as mandated under Section 173 of the Companies Act, 2013 and Regulation 17 (2) of the Listing Regulations. The conduct of Board Meetings is in compliance with the applicable provisions of the Companies Act, 2013 and Secretarial Standards on Meetings of the Board of Directors issued by the Institute of the Company Secretaries of India.

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. The agenda and back ground papers containing all material information are circulated to the Directors well in advance for facilitating meaningful and focused discussions at the Meetings. Inputs and feedback of Board Members are taken and considered while preparing the agenda and back ground papers for the Board Meeting. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. In case of exigencies or urgencies, resolutions are passed by circular as well.

The Board also evaluates the Company's strategic direction, management policies, performance objectives and effectiveness of corporate governance practices. Further, the Board fulfills the key functions as prescribed under the SEBI Listing Regulations.

### **POST-MEETING FOLLOW-UP SYSTEM**

After the Board meeting, there is a formal system of follow up, review and reporting on actions taken by the Management on the decisions of the Board and sub-committees of the Board.

### **SEPARATE MEETING OF THE INDEPENDENT DIRECTORS**

During the year, all the Independent Directors of the Company without the attendance of Non-Independent Directors and members of the Management met on February 03, 2017, to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timelines of flow of information between the Management and the Board. Mr.P.S.Pandyan, Chairman of the meeting presented the views of the Independent Directors relating to Board processes and other views to the full Board.

### **COMMITTEES OF BOARD**

The Board has constituted sub-committees to deal with specific areas and activities which concern the Company and requires a closer view. The Board Committees are formed with the approval of the Board and function under their respective Charters which defines the scope, powers and composition of the Committee. These Committees play an important role in the overall management of the day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting or approval. As at March 31, 2017, we have four sub-committees of the Board as under:

Audit Committee  
 Stake Holders Relationship Committee  
 Nomination and Remuneration Committee  
 Corporate Social Responsibility Committee.

**AUDIT COMMITTEE**

Audit Committee of the Board of Directors ("the Audit Committee") its composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 read with Part C of Schedule II of the Listing Regulations. The terms of reference of the Audit Committee are as under:

1. To monitor and provide an effective supervision of the Management's financial reporting processes to ensure accurate and timely disclosures with the highest levels of transparency, integrity and quality of financial reporting.
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
3. Reviewing with the management, the annual financial statements and auditors report thereon before submission to the Board for approval, with particular reference to:
  - a. matters required to be included in the Director's Responsibility Statement forming part of the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013,
  - b. compliance with listing and other legal requirements relating to financial statements,
  - c. disclosure of related party transactions,
  - d. qualifications in the draft audit report,
  - e. Reviewing with the management, the unaudited / audited quarterly, half yearly and annual financial statements before submission to the Board for approval,
4. Review of internal audit function, adequacy of internal control systems, vigil mechanism, whistle blower mechanism and enterprise risk management.

The Audit Committee, apart from looking into matters as are specifically referred to it by the Board of Directors, also looks into the mandatory requirements of the Regulation 18 read with Part C of Schedule II of SEBI Listing requirements. All recommendations made by the Audit Committee during the year were accepted by the Board. The Audit Committee comprises of 4 Directors of which 3 are Independent Directors. The Chairperson of the Audit Committee is an Independent Director. All members of the Audit Committee are financially literate and one half of the members have expertise in accounting and financial management.

**COMPOSITION OF THE AUDIT COMMITTEE**

Name of the Director	Position	Category
Dr. K.SHIVARAM SELVAKKUMAR	Chairman	Independent Director
Mr. E.SHANMUGAM	Member	Promoter - Executive Director
Mr. P.S.PANDYAN	Member	Independent Director
Mr. Y.SATYAJIT PRASAD	Member	Independent Director

Mr. Govind M Joshi, Company Secretary and Compliance Officer is the Secretary of the Committee. Statutory Auditors as well as Internal Auditors are permanent invitees to the Audit Committee meetings and they have attended all the meetings held during the year. The Chief Financial Officer and other Corporate Officers make periodic presentations to the Audit Committee on various issues. The quorum for the Audit Committee is the minimum of two independent directors.

During the financial year 2016-'17, the Audit Committee met four times on 25.05.2016, 20.07.2016, 09.11.2016 & 03.02.2017 with necessary quorum and the gap between any two meetings did not exceed 120 days and the attendance of each Member is furnished as below:

Name of the Director	Attendance at the Meeting held on			
	25.05.2016	20.07.2015	09.11.2016	03.02.2017
Dr. K.SHIVARAM SELVAKKUMAR	X	X	✓	✓
Mr. E.SHANMUGAM	✓	✓	✓	✓
Mr. P.S.PANDYAN**	✓	✓	✓	✓
Mr. Y.SATYAJIT PRASAD	✓	✓	✓	✓

X Leave of Absence granted. ✓ Attended.

The minutes of the Audit Committee meetings were circulated to the Board where it was discussed and taken note-of. The Chairman of the Audit Committee was present at the 9TH Annual General Meeting held on September 21, 2016.

#### STAKE HOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been constituted in terms of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

Terms of Reference.

The Committee considers and resolves the grievances of the security holders. The Committee also reviews the manner and time lines of dealing with complaint letters received from Stock Exchanges / SEBI / Ministry of Corporate Affairs etc. and the responses thereto. The Committee has also the mandate to review and address shareholder grievances pertaining to share transfers, non-receipt of annual reports, issue of duplicate share certificates, transmission of shares and other shareholder related queries, complaints etc.

#### COMPOSITION OF STAKE HOLDERS RELATIONSHIP COMMITTEE

Name	Position	Category	No. of Meetings held / attended during the financial year 2016-'17	
			Held	Attended
Mr. M.ETHIRAJ	Chairman	Promoter - Non - Executive Director	29	29
Mr. E.SHANMUGAM	Member	Promoter - Executive Director	29	28
Dr. K.SHIVARAM SELVAKKUMAR	Member	Independent Director	29	29

Mr. Govind M Joshi, Company Secretary is the Secretary to the Committee and the Compliance Officer of the Company. The share transfers/ transmissions approved by the Committee are placed at the Board meetings from time to time.



**Disclosure on the delegated authority constituted for attending to share transfers and connected work;**

Description of delegated authority	Address	Contact No	Email
Company Secretary	New No 5/1 (Old No 3/1), 6th cross street, CIT Colony, Mylapore, Chennai - 600004.	(044) 24997751, 24997752.	secretarial@svgml.com
Cameo Corporate Services Limited	No.1, Subramanian Building, Club House Road, Anna Salai, Chennai - 600002.	(044) 28460390.	investor@cameoindia.com

**DETAILS OF COMPLAINTS / OTHER CORRESPONDENCE**

Complaint and correspondances received from the investors during the year are as follows.

Subject matter of Complaint	Pending as on March 31, 2016	During the year		Pending as on March 31, 2017
		Received	Resolved	
Non-receipt of Share Certificates	0	9	9	0
Non-receipt of Dividend	0	1	1	0
Non-receipt of Annual Report	0	0	0	0
Query on Transfer of shares	0	1	1	0
Issue of Duplicate Share Certificates	0	4	4	0
Miscellaneous	0	0	0	0
<b>Total complaints</b>	0	15	15	0

Subject matter of Complaint	Pending as on March 31, 2016	During the year		Pending as on March 31, 2017
		Received	Resolved	
Issue of Duplicate Share Certificates	0	2	2	0
Loss of Share Certificate	0	0	0	0
Procedure for Transmission	0	10	10	0
Change of Address/Bank Mandate	0	33	33	0
Other Correspondence	0	4	4	0
Unclaimed Share Certificate	0	0	0	0
<b>Total correspondence</b>	0	49	49	0

The Stake holder Grievances Committee expresses satisfaction with the Company's performance in dealing with investor grievances and its share transfer system.

**NOMINATION AND REMUNERATION COMMITTEE**

The Company has a Nomination and Remuneration Committee constituted pursuant to the provisions of Regulation 19 read with Part D of Schedule II of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

The terms of reference specified by the Board of Directors to the Nomination and Remuneration Committee are broadly indicated hereunder:

To formulate criteria to determine qualifications, positive attributes and independence of Directors, Key Managerial Personnel (KMP), Senior Management etc., and recommend to the Board a Policy relating to their appointment and remuneration, so as to ensure that the Company's policies in respect of the Directors, KMP are competitive to recruit and retain the best talent in the Company and to ensure appropriate disclosure of remuneration paid to the said persons.

**COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee consists of three non-executive Directors of which two are Independent Directors as given below:

Name of the Director	Position /Category
Dr. K.SHIVARAM SELVAKKUMAR	Chairman, Non Executive, Independent.
Mr. M.ETHIRAJ	Member, Non Executive, Non Independent.
Mr. Y.SATYAJIT PRASAD	Member, Non Executive, Independent.

During the year, the Nomination and Remuneration Committee met two times and the attendance of each Member is furnished as below:

Name of the Director	Attendance at the Meeting held on	
	18.08.2016	02.02.2017
Dr. K.SHIVARAM SELVAKKUMAR	✓	✓
Mr. M.ETHIRAJ	✓	✓
Mr. Y.SATYAJIT PRASAD	✓	✓

✓ Attended.

Details of Remuneration and Sitting Fee paid to the Directors are given below:

Name of the Director	Remuneration during the Year 2016-'17.	Sitting fees for attending meetings of the Board and / or Committee thereof
Mr. M.Ethiraj	-	-
Mr. E.SHANMUGAM	48,000	-
Ms. S.VALLI	-	10,000
Mr. P.S.PANDYAN	-	25,000
Dr. K.SHIVARAM SELVAKKUMAR	-	15,000
Mr. Y.SATYAJIT PRASAD	-	25,000
Mrs.GIRIJA BALABHASKAR (Alternate Director)	-	-

**GENERAL BODY MEETINGS:**

Date and time of the General Meetings held during the last three years till 31st March, 2016.

<b>Details of General Meeting</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
7th AGM FY: 2013-'14.	26.09.2014	10.00 AM	No. 106, Armenian Street, Chennai - 600001
8th AGM FY: 2014-'15.	23.09.2015	10.30 AM	New No 5/1 (Old No 3/1), 6th Cross Street, CIT Colony, Mylapore, Chennai - 600004.
9th AGM FY : 2015-'16	21.09.2016	10.30 AM	New No 5/1 (Old No 3/1), 6th Cross Street, CIT Colony, Mylapore, Chennai - 600004.

**Special Resolutions passed at the previous General Body Meetings (for last three years) are as under:**

At the Eighth Annual General Meeting held on 23.09.2015:

1. Appointment of statutory auditors M/s. P B Vijayaraghavan & Co Chartered Accountants, Chennai in place of casual vacancy caused by resignation of M/s. Kuppuswamy PSG & Co, LLP, Chartered Accountants, Vellore.
2. Appointment of Ms.Valli as a Director of the Company.

**POSTAL BALLOT AND E-VOTING**

No resolutions were put through Postal ballot in the last year. However, in pursuance of the listing agreement, e-voting and ballot facilities were extended to all the shareholders of the Company to facilitate voting on the subjects/resolutions contained in the 09th AGM notice. To conduct the voting procedure in a fair and transparent manner, a Scrutinizer was appointed. Accordingly, the Scrutinizer conducted the voting process and submitted his report on the voting polled to the Chairman of the Company.

As per the said Report, the results of the voting on the subjects / resolutions, contained in the Agenda of the meeting were announced. Besides, reports were forwarded to the Stock Exchanges and uploaded along with the Scrutinizers Report, in the Company's website. Entire Resolutions contained in the said agenda were passed.

**MEANS OF COMMUNICATION**

The annual report containing the financial statements are posted/e-mailed to the shareholders of the Company in compliance with the provisions of the Companies Act, 2013.

The Company's philosophy focuses on making the environment greener for the benefit of posterity. In this regard, your Company encourages its shareholders to register/ update the email-ids for communication purpose thereby contributing to the environment.

The unaudited quarterly/half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations. The approved financial results are forthwith sent to the Stock Exchanges and are published in one national(English) newspaper and in one vernacular (Tamil) newspaper. The results are also displayed on the Company's Website [www.svgml.com](http://www.svgml.com). The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchange viz BSE limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre. As required by the Listing Agreement, Company's website [www.svgml.com](http://www.svgml.com) is updated with the Quarterly information conveyed to the Stock Exchanges.

The Company's website contains a separate dedicated section 'Investor' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

With a view to regulate trading in securities by the Directors and designated employees, the Company has adopted a Code of Conduct for Prohibition of Insider Trading.

#### GENERAL SHAREHOLDER INFORMATION

##### 10th Annual General Meeting.

Day & Date	Wednesday, the 13th day of December, 2017
Time	10.30 AM
Venue	New No 5/1 (Old No 3/1), 6th Cross Street, CIT Colony, Mylapore, Chennai - 600004.
Financial year	2016-'17.
Book Closure Dates	06.12.2017 to 13.12.2017 (Both days inclusive)
Listed on Stock Exchange	BSE Limited (BSE), Scrip Code : 535621
	The Madras Stock Exchange Scrip Code : S V Global
International Securities Identification Number (ISIN)	INE159L01013
Outstanding GDR/ADR / Warrants or any convertible instruments	NIL

#### LISTING OF EQUITY SHARES

The Company's shares are listed in the Bombay Stock Exchange and Madras Stock Exchange listing 2,23,19,410 equity shares of Rs.5/- each and trading permission was granted effective May 28, 2013. The Company has established connectivity with both depositories, NSDL and CDSL. Annual listing fees for the financial year 2016-'17 has been paid by the Company to BSE Ltd within the stipulated time. The Company has also paid the custodian fees for the financial year 2016-'17 to national Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within the stipulated time.

#### DEMATRERIALIZATION OF SHARES AND LIQUIDITY

Trading in company's shares is permitted only in dematerialized form. The Company has established connectivity with both the depositories viz. NSDL and CDSL through its RTA, whereby the investors have the option to dematerialize their shares with either of the depositories.

#### DETAILS OF SHARES IN DEMAT AND PHYSICAL FORM AS AT MARCH 31,2017

Particulars	No.of Shareholders	No. of Shares	Percentage
NSDL	1058	19798277	88.70
CDSL	405	332398	1.49
Physical	7456	2188735	9.81
Total	8919	2,23,19,410	100

**DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2017:**

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1 - 5000	8,640	96.87	1173,943	5869715	5.25
5001 - 10000	156	1.74	226,522	1132610	1.01
10001 - 20000	51	0.57	142,188	710940	0.63
20001 - 30000	20	0.22	99,786	498930	0.44
30001 - 40000	8	0.08	58,306	291530	0.26
40001 - 50000	4	0.04	35,239	176195	0.15
50001 - 100000	10	0.11	133,692	668460	0.59
100001 - And Above	30	0.33	20449,734	102248670	91.62
Total :	8,919	100	2,23,19,410	11,15,97,050	100

**SHAREHOLDING PATTERN AS ON MARCH 31, 2017**

CATEGORY	NO.OF HOLDERS	TOTAL SHARES	% TO EQUITY
Promoters	6	1,27,75,476	57.24
Financial Institutions/Banks	16	15,99,450	7.17
Insurance Companies	2	23,120	0.10
Non-Resident Indians	52	17247	0.07
Bodies Corporate (Domestic)	104	2,52,465	1.12
Resident Individuals	8688	3348347	15.01
Clearing Member	4	1200	0.01
Corporate Body - Central/State Government(s)	4	368590	1.65
HUF	36	17,035	0.08
TRUST	1	40	0.00
Corporate Body-Promoters	6	39,16,440	17.55
TOTAL	8919	2,23,19,410	100

**TOP 10 SHAREHOLDERS OTHER THAN PROMOTERS AS ON MARCH 31, 2017**

SI No	Name of the Share holder	No of shares	% of total shares of the company
1	STATE BANK OF INDIA	971000	4.3504
2	R MUTHUKUMARAN	872963	3.9111
3	LIFE INSURANCE CORPORATION OF INDIA	617190	2.7652
4	GOVERNOR OF TAMIL NADU JT1 : REPRESENTING GOVT OF TAMIL NADU	340940	1.5275
5	SAKTHIVEL J	286000	1.2813

6	R APPAJI	100000	0.4480
7	V N MUNISAMY	100000	0.4480
8	KETAN J KARANI JT1 : TRUPTI K KARANI KETAN JAYANTILAL KARANI JT1 : TRUPTI K KARANI	69901 1871	0.3131 0.0083
9	NILESH HASTIMAL SHAH	36610	0.1640
10	DILNAVAZ S VARIAVA JT1 : SAM N VARIAVA JT2 : FIRDAUS S VARIAVA	60522	0.2711

#### RECONCILIATION OF SHARE CAPITAL AUDIT

As stipulated by SEBI, a qualified practicing Company Secretary carries out the Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchange where the Company's shares are listed. The audit confirms that the total Listed and paid-up capital is in agreement with the aggregate of the number of shares in dematerialized form held with NSDL and CDSL and the number of shares in physical form.

#### REGISTRAR AND TRANSFER AGENT

M/s. Cameo Corporate Services Limited is the Registrar and Transfer Agent (RTA) of the Company. Members are requested to send all their communications and documents pertaining to both shares in physical form and dematerialized form to the RTA at the following address:

#### Cameo Corporate Services Limited,

No.1, Subramanian Building,  
Club House Road, Anna Salai,  
Chennai - 600002.  
Phone: (044) 2846 0390.  
Email-id: Investor@cameoindia.com

#### SHARE TRANSFER SYSTEM

The Company's shares are traded in the Stock Exchange compulsorily in dematerialized mode. Physical shares which are lodged with the Registrar and Share Transfer Agent (RTA) and/ or the Company for transfer are processed and returned to the Members duly transferred within the time stipulated under the Listing Regulations subject to the documents being found valid and complete in all respects. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective depository participants and are transferred directly to the beneficiaries by the depositories. The Company obtains half-yearly certificate of compliance related to the share transfer formalities from a Company Secretary in practice as required under Regulation 40(9) of the Listing Regulations and files a copy of the certificate simultaneously with the Stock Exchange under Regulation 40(10) of the Listing Regulations.

#### NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository's participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form can be obtained from the Company's Registrar and Share Transfer Agents.

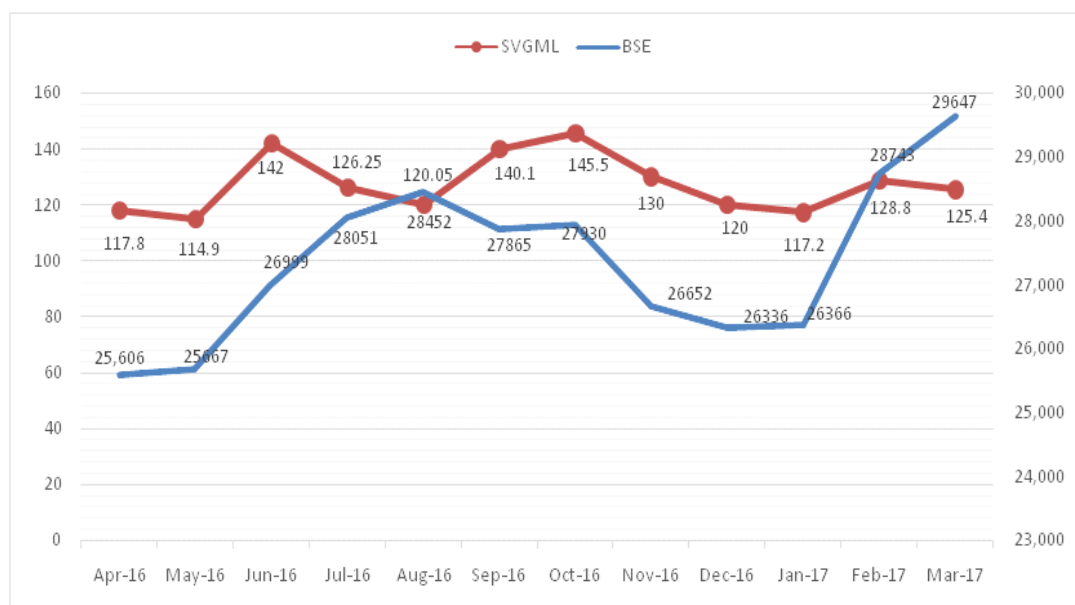
#### MARKET PRICE DATA

The details of the monthly highest and lowest closing quotations of the Equity Shares of the Company at the Bombay Stock Exchange Ltd during the financial year 2016-'17 are given below:

S V GLOBAL MILL LIMITED - CHENNAI

Month	High Price	Low Price	No. of Shares	No. of Trades
Apr-16	125	107	15149	179
May-17	151	111.5	22993	235
June-18	159	112.05	22566	176
July-16	155	113.65	16040	266
Aug-16	125.05	103.1	19242	157
Sep-16	190	115.1	30837	448
Oct-16	163	125	10011	129
Nov-16	151	108	9691	248
Dec-16	140	99.1	6423	236
Jan-17	128	114	4702	122
Feb-17	139	116	23939	323
Mar-17	153	112	37259	394

**S V Global Stock Performance vs. BSE SENSEX (Closing price)**



**Disclosures**

**COMPLIANCE WITH THE ACCOUNTING STANDARDS**

In the preparation of the financial statements, the Company has followed the Accounting Standards Referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the notes to the financial statements.



#### **COMPLIANCE WITH LISTING REGULATIONS**

The Company has complied with all applicable listing requirements of Chapter IV of the Listing regulations relating to obligations of the listed entity which has listed its specified securities.

#### **CORPORATE GOVERNANCE REQUIREMENTS**

The Company has complied with all the mandatory corporate governance requirements specified in Regulations 17 to 27 of the Listing Regulations and has also adopted the non-mandatory requirements as prescribed in Part E of Schedule II of regulation 27 of the Listing Regulations.

#### **CFO CERTIFICATION:**

A Certificate of the MD and CFO of the Company inter alia, confirming the correctness of the financial statements, adequacy of the internal control measures and reporting of matters to the Audit Committee is also annexed.

#### **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

As required by Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Auditors' Certificate on Corporate Governance as certified by a Practicing Company Secretary is annexed to the Board's report. In addition to the aforesaid certificate, the Practicing Company Secretary has also issued a Secretarial Audit Report pursuant to Section 204(1) of the Companies Act, 2013.

#### **CODE OF CONDUCT**

In compliance with Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct and Ethics ('the Code'). The Code is applicable to the members of the Board, the executive officers and all employees of the Company. The Code is available on our website, [www.svgml.com](http://www.svgml.com). All members of the Board, the executive officers and senior financial officers have affirmed compliance to the Code as on March 31, 2017. A declaration to this effect, signed by the MD and the CFO, forms part of the CEO and CFO certification.

#### **PREVENTION OF INSIDER TRADING**

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This policy also includes practices and procedures for fair disclosure of unpublished price-sensitive information, initial and continual disclosure. The Company has automated the declarations and disclosures to identified designated employees, and the Board reviews the policy on a need basis. The policy is available on our website [www.svgml.com](http://www.svgml.com)

#### **DISCLOSURE OF MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS**

All transactions entered into with the related parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations were in the course of business and at an arm's length basis. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

As required under Regulation 23(1) of Listing Regulations, the Company has adopted a policy on Related Party Transactions. The abridged policy on Related Party Transactions is available on the Company's website at <http://www.svgml.com/index.php/policies9/related-party-transaction-policy.html>.

#### **DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES, AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGES OR SEBI OR ANY STATUTORY AUTHORITY, ON ANY MATTER RELATED TO CAPITAL MARKETS, DURING THE LAST THREE YEARS.**

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the capital markets during the last three years in terms of Schedule V to the Listing Regulations.

**WHISTLE BLOWER POLICY AND AFFIRMATION THAT NO PERSONNEL HAVE BEEN DENIED ACCESS TO THE MANAGEMENT / AUDIT COMMITTEE**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has formulated whistle blower policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of the company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Management / Audit Committee. The whistle blower policy is displayed on the Company's web-site [www.svgml.com](http://www.svgml.com)

By Order of the Board

Place: Chennai

Date: 08.11.2017

**M.Ethiraj**

Chairman

**E.Shanmugam**

Managing Director

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**MANAGING DIRECTOR'S DECLARATION ON CODE OF CONDUCT**

To The Shareholders of **S V GLOBAL MILL LIMITED**,  
Chennai .

On the basis of the written declarations received from members of the Board and Senior Management Personnel in terms of the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, it is hereby certified that both the members of the Board and the Senior Management Personnel of the Company have affirmed compliance with the respective provisions of the Code of Business Conduct and Ethics of the Company as laid down by the Board for the year ended 31st March 2017.

**Place : Chennai**  
**Date : 08.11.2017**

**E.Shanmugam.**  
**Managing Director.**  
**DIN : 00041968**

## MD & CFO CERTIFICATION

To,  
The Board of Directors.  
**S V GLOBAL MILL LIMITED,**  
Chennai.

Dear members of the Board,

We, E.Shanmugam, Managing Director and K.Ramakrishnan, Chief Financial Officer of S V GLOBAL MILL LIMITED, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's report.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's Auditors and the Company's Audit Committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have :
  - a) Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared.
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles (GAAP) in India.
  - c) Evaluated the effectiveness of the Company's disclosure, controls and procedures.
  - d) Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Audit Committee of the Company's Board (and persons performing the equivalent functions)
  - a) Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
  - b) Any significant changes in internal controls during the year covered by this report.
  - c) All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
  - d) Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. We affirm that we have not denied any personnel access to the Audit Committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Date: 08.11.2017  
Place: Chennai

**E.Shanmugam.**  
Managing Director.

**K.Ramakrishnan.**  
Chief Financial Officer.

**AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF  
CORPORATE GOVERNANCE**

**To the Members of S V Global Mill Limited**

I have examined the compliance of conditions of Corporate Governance by S V Global Mill Limited for the year ended 31<sup>st</sup> March 2017 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C,D and E of Schedule V of SEBI (LODR) Regulations, 2015 (Collectively referred to as "SEBI Listing Regulations") 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to the procedures and implementation thereof, adopted by the Company by ensuring the compliance of conditions of Corporate Governance, It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the test of my information and according to the explanations given to me, and the representation made by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I state that in respect of Investor Grievances received during the year ended on 31<sup>st</sup> March 2017 no investor grievances are pending against the Company as per the records maintained by any and presented to the Share Transfer and Shareholders'/Investors' Grievance of the Company.

I further state that such compliance is neither an assurance to the future viability of the Company nor the efficiency or effectiveness with which t affairs of the Company.

**Place: Chennai.**

**Date: 10.05.2017.**

**R Kannan  
Practising Company Secretary  
C P No: 3363**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **ECONOMIC REVIEW**

The Indian economy is expected to be highest growing economy amongst the developing countries. The country will continue to benefit from the focus of the Government on urbanization, smart city programs, improvement in overall infrastructure along with policy reforms in order to put in place a mechanism for regulatory and approval related issues. The Govt. is also focusing on encouraging private investments in order to boost infrastructure development which in turn will lay foundation for the targeted GDP growth.

### **THE INDIAN REAL ESTATE SECTOR**

The Indian Real Estate Sector is witnessing a structural transformation. This is due to the various initiatives by the Government of India including the enactment of Real Estate (Regulation and Development) Act and other policy measures by way of incentives for affordable housing like PradhanMantriAwasYojana (PMAY), Credit Linked Subsidy Scheme (CLSS), Real Estate Investment Trust Regulations 2014 (REIT Regulations). While these reforms may create some short term uncertainty, it is expected to augur well for the industry in the long run.

### **REAL ESTATE (REGULATION AND DEVELOPMENT) ACT 2016 (RERA)**

RERA has been enacted by Central Government and State Governments have to enact their own laws and frame rules. Sweeping reforms have been made in the Real Estate Industry by this new legislation. This coupled with Real Estate Investment Trust (REIT) Regulations 2014 will impact across all stakeholders in the Real Estate markets. It is also expected to bring in greater transparency, accountability and high standards of Corporate Governance.

### **BUSINESS OUTLOOK**

The company is yet to commence its Real Estate activities. The company is continuing its efforts to identify new projects and business opportunities in its core business. The company is also exploring new business areas to expand its operations. In this direction the company during the year had acquired a NBFC (ND) as a wholly owned subsidiary i.e M/s PSB Lending Tree Private Ltd,(the name had since been changed to S V Global Finance Private Ltd) as a strategic business initiative.

**Annexure “D”**  
**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
S V Global Mill Limited  
New No: 5/1; Old No: 3/1  
6th Cross Street,  
CIT Colony, Mylapore,  
Chennai - 600 004.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s S V Global Mill Limited (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expresses my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 ("Audit Period") complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (Not applicable during the Audit Period)
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.: -
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - (Not applicable during the Audit Period)
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period)
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
  - i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- vi. And other applicable laws like:
- a. Housing Board Act, 1965
  - b. Transfer of Property Act, 1882
  - c. Building and other Construction Worker's (Regulation of Employment and Conditions of Services) Act, 1996.

I have also examined compliance with the applicable clauses of the following:

- I. Secretarial standards on the meetings of the board of directors (SS-1) and General Meeting (SS-2) issued by the Institute of Company Secretaries of India (ICSI).
- II. The Listing Agreement entered into by the company with the Stock Exchange namely BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

- No specific violations in respect of Tax laws came to the notice of the undersigned from the review of the said check list. However, I report that I have not carried out the audit with reference with the applicable financial laws, such as the Direct and Indirect Tax Laws, as same falls under the review of statutory audit and other designed professionals.
- based on the information provided by the Company, its officers and authorised representatives during the conduct of audit, and also on review of quarterly compliance reports by respective department heads / company secretary.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that during the audit period there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. having a major bearing on the company's affairs.

**Place : Chennai**  
**Date : 10.05.2017**

**Signature:**  
**J.Bhuvanewari**  
**Practicing Company Secretary**  
**FCS No: 25193**  
**C P No: 16772**

**Annexure "E"****Form No. MGT-9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31.03.2017**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	<b>L17100TN2007PLC065226</b>
ii.	Registration Date	13th October, 2010
iii.	Name the Company	<b>S V GLOBAL MILL LIMITED</b>
iv.	Category/Sub-Category of the Company	Public Company, Limited by Shares
v.	Address of the Registered Office and contact details	New No. 5/1 (Old No. 3/1), 6th Cross Street, CIT Colony, Mylapore, Chennai 600 004. Ph : 044-24997751/2 E-mail id: corporate@svgml.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Cameo Corporate Services Limited,</b> "Subramanian Building" No. 1, Club House Road, Chennai 600002

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

Sr.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Real Estate	8201	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary/ Associate	% of shares held	Applicable Section
1.	<b>SV GLOBAL FINANCE PRIVATE LIMITED</b>	<b>U65999TN2012PTC088442</b>	<b>Subsidiary</b>	<b>100%</b>	<b>2 (87)</b>

**IV. SHARE HOLDING PATTERN**

(Equity Share Capital Breakup as percentage of Total Equity)

**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year			% of Total Shares	No. of Shares held at the end of the year			% of Total Shares	% Change during the year
	Demat	Physical	Total		Demat	Physical	Total		
<b>A. Promoter</b>									
1) Indian									
a) Individual/ HUF	12775476	0	12775476	57.23	12775476	0	12775476	57.23	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	3916440	0	3916440	17.54	3916440	0	3916440	17.54	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-total(A)(1):-	<b>16691916</b>	<b>0</b>	<b>16691916</b>	<b>74.78</b>	<b>16691916</b>	<b>0</b>	<b>16691916</b>	<b>74.78</b>	<b>0</b>



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<b>2) Foreign</b>									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):- total share holding of promoter group (A) = (A)(1)+(A)(2)	<b>16691916</b>	<b>0</b>	<b>16691916</b>	<b>74.78</b>	<b>16691916</b>	<b>0</b>	<b>16691916</b>	<b>74.78</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	971000	11260	982260	4.40	1588190	11260	1599450	7.16	2.77
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	368590	368590	1.65	0	368590	368590	1.65	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	640310	0	640310	2.87	23120	0	23120	0.1035	-2.77
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	1611310	379850	1991160	8.92	1611310	379850	1991160	8.92	0
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	90229	165240	255469	1.14	88155	164310	252465	1.13	-0.01
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	467385	1225787	1693172	7.58	471144	1194485	1665629	7.46	-0.12
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1218782	436000	1654782	7.41	1246718	436000	1682718	7.53	0.12
c) Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
D) any other									
Clearing Members	140	0	140	0.0006	1200	0	1200	0.0053	0.0047
Foreign Nationals	400	0	400	0.0017	400	0	400	0.0017	0.0000
Hindu Undivided Families	15264	0	15264	0.0683	17035	0	17035	0.0763	0.0079
Non Resident Indians	1877	15190	17067	0.0764	2757	14090	16847	0.0754	0.0009
Trusts	40	0	40	0.0001	40	0	40	0.0001	0.0000
	<b>17721</b>	<b>15190</b>	<b>32911</b>	<b>0.1474</b>	<b>21432</b>	<b>14090</b>	<b>35522</b>	<b>0.1591</b>	<b>0.0116</b>
Sub-total(B)(2)	<b>1794117</b>	<b>1842217</b>	<b>3636334</b>	<b>16.29</b>	<b>1827449</b>	<b>1808885</b>	<b>3636334</b>	<b>16.29</b>	<b>0.00</b>
TotalPublic Shareholding									
(B)=(B)(1)+ (B)(2)	<b>20097343</b>	<b>2222067</b>	<b>22319410</b>	<b>100.0000</b>	<b>20130675</b>	<b>2188735</b>	<b>22319410</b>	<b>100.0000</b>	<b>0.0000</b>
C. Shares held by									
Custodianfor GDRs & ADRs	0	0	0	0	0	0	0	0	0
GrandTotal (A+B+C)	<b>20097343</b>	<b>2222067</b>	<b>22319410</b>	<b>100.0000</b>	<b>20130675</b>	<b>2188735</b>	<b>22319410</b>	<b>100.0000</b>	<b>0.0000</b>

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**ii. Shareholding of Promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total share	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	M.Ethiraj	2014920	9.03	0	2014920	9.03	0	0
2.	E.Shanmugam	10155606	45.50	0	10155606	45.50	0	0
3.	S.Valli	18800	0.08	0	18800	0.08	0	0
4.	Rajagopal Rajeswari	8000	0.03	0	8000	0.03	0	0
5.	Namitha Shanmugam	150	0.0006	0	150	0.0006	0	0
6.	N.Rajalakshmi	578000	2.58	0	578000	2.58	0	0
7.	The Thirumagal Mills Limited	258000	1.15	0	258000	1.15	0	0
8.	Sheetala Credit and Holdings Pvt. Ltd.,	850000	3.80	0	850000	3.80	0	0
9.	Satluj Credit and Holdings Pvt. Ltd.,	840000	3.76	0	840000	3.76	0	0
10.	Rajat Chakra Credit and Holdings Pvt. Ltd.,	840000	3.76	0	840000	3.76	0	0
11.	Calcom Credit and Holdings Pvt. Ltd.,	840000	3.76	0	840000	3.76	0	0
12.	Twentieth Century-Apco Leasing Private Limited	288440	1.29	0	288440	1.29	0	0
	<b>Total</b>	<b>16691916</b>	<b>74.78</b>	<b>0</b>	<b>16691916</b>	<b>74.78</b>	<b>0</b>	<b>0</b>

**iii. Change in Promoters' Share holding (please specify, if there is no change)**

Sr. no		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<b>M.Ethiraj</b>				
	At the beginning of the year	2014920	9.02	2014920	9.02
	At the End of the year	2014920	9.02	2014920	9.02
	Change	NIL			
2	<b>E.Shanmugam</b>				
	At the beginning of the year	10155606	45.50	10155606	45.50
	At the End of the year	10155606	45.50	10155606	45.50
	Change	NIL			

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3	<b>S.Valli</b>				
	At the beginning of the year	18800	0.08	18800	0.08
	At the End of the year	18800	0.08	18800	0.08
	Change	NIL			
4	<b>Rajagopal Rajeswari</b>				
	At the beginning of the year	8000	0.03	8000	0.03
	At the End of the year	8000	0.03	8000	0.03
	Change	NIL			
5	<b>Namitha Shanmugam</b>				
	At the beginning of the year	150	0.0006	150	0.0006
	At the End of the year	150	0.0006	150	0.0006
	Change	NIL			
6	<b>N.Rajalakshmi</b>				
	At the beginning of the year	578000	2.58	578000	2.58
	At the End of the year	578000	2.58	578000	2.58
	Change	NIL			
7	<b>The Thirumagal Mills Limited</b>				
	At the beginning of the year	258000	1.15	258000	1.15
	At the End of the year	258000	1.15	258000	1.15
	Change	NIL			
8	<b>Sheetala Credit And Holdings Pvt. Ltd.,</b>				
	At the beginning of the year	850000	3.80	850000	3.80
	At the End of the year	850000	3.80	850000	3.80
	Change	NIL			
9	<b>Satluj Credit And Holdings Pvt. Ltd., At the beginning of the year</b>	840000	3.76	840000	3.76
	At the End of the year	840000	3.76	840000	3.76
	Change	NIL			
10	<b>Rajat Chakra Credit and Holdings Pvt. Ltd.</b>				
	At the beginning of the year	840000	3.76	840000	3.76
	At the End of the year	840000	3.76	840000	3.76
	Change	NIL			
11	<b>Calcom Credit And Holdings Pvt. Ltd.</b>				
	At the beginning of the year	840000	3.76	840000	3.76
	At the End of the year	840000	3.76	840000	3.76
	Change	NIL			
12	<b>Twentieth Century- Apco Leasing Private Limited</b>				
	At the beginning of the year	288440	1.29	288440	1.29
	At the End of the year	288440	1.29	288440	1.29
	Change	NIL			

**i. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

SI No	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	STATE BANK OF INDIA At the beginning of the year At the end of the Year	971000 971000	4.3504 4.3504	971000 971000	4.3504 4.3504
2	MUTHUKUMARAN R At the beginning of the year At the end of the Year	872963 872963	3.9111 3.9111	872963 872963	3.9111 3.9111
2	LIFE INSURANCE CORPORATION OF INDIA At the beginning of the year At the end of the Year	617190 617190	2.7652 2.7652	617190 617190	2.7652 2.7652
4	GOVERNOR OF TAMIL NADU JT1 : REPRESENTING GOVT OF TAMIL NADU At the beginning of the year At the end of the Year	340940 340940	1.5275 1.5275	340940 340940	1.5275 1.5275
5	SAKTHIVEL J At the beginning of the year At the end of the Year	286000 286000	1.2813 1.2813	286000 286000	1.2813 1.2813
6	R APPAJI At the beginning of the year At the end of the Year	100000 100000	0.4480 0.4480	100000 100000	0.4480 0.4480
7	V N MUNISAMY At the beginning of the year At the end of the Year	100000 100000	0.4480 0.4480	100000 100000	0.4480 0.4480
8	KETAN J KARANI JT1 : TRUPTI K KARANI At the beginning of the year Purchase 29-Apr-2016 Purchase 17-Jun-2016 Purchase 24-Jun-2016 Purchase 01-Jul-2016 Purchase 08-Jul-2016 Purchase 09-Sep-2016 Purchase 14-Sep-2016 Purchase 16-Sep-2016 Purchase 23-Sep-2016	75356 600 867 250 400 400 500 250 279 849	0.3376 0.0026 0.0038 0.0011 0.0017 0.0017 0.0022 0.0011 0.0012 0.0038	75356 75956 76823 77073 77473 77873 78373 78623 78902 79751	0.3376 0.3403 0.3441 0.3453 0.3471 0.3489 0.3511 0.3522 0.3535 0.3573

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	Purchase 30-Sep-2016	150	0.0006	79901	0.3579
	Sale 17-Feb-2017	-10000	0.0448	69901	0.3131
	At the end of the Year	69901	0.3131	69901	0.3131
	KETAN JAYANTILAL KARANI JT1 : TRUPTI K KARANI				
	At the beginning of the year	1871	0.0083	1871	0.0083
	At the end of the Year	1871	0.0083	1871	0.0083
9	NILESH HASTIMAL SHAH				
	At the beginning of the year	63000	0.2822	63000	0.2822
	Sale 16-Sep-2016	-5200	0.0232	57800	0.2589
	Sale 30-Sep-2016	-1245	0.0055	56555	0.2533
	Sale 07-Oct-2016	-5000	0.0224	51555	0.2309
	Sale 17-Feb-2017	-3577	0.0160	47978	0.2149
	Sale 24-Feb-2017	-808	0.0036	47170	0.2113
	Sale 10-Mar-2017	-10560	0.0473	36610	0.1640
	At the end of the Year	36610	0.1640	36610	0.1640
10	JASH KETAN KARANI JT1 : TRUPTI K. KARANI				
	At the beginning of the year	54626	0.2447	54626	0.2447
	Purchase 29-Apr-2016	4806	0.0215	59432	0.2662
	Sale 20-May-2016	-7450	0.0333	51982	0.2329
	Sale 27-May-2016	-2510	0.0112	49472	0.2216
	Purchase 03-Jun-2016	358	0.0016	49830	0.2232
	Purchase 10-Jun-2016	1502	0.0067	51332	0.2299
	Purchase 17-Jun-2016	500	0.0022	51832	0.2322
	Purchase 24-Jun-2016	250	0.0011	52082	0.2333
	Sale 30-Jun-2016	-9748	0.0436	42334	0.1896
	Purchase 08-Jul-2016	1050	0.0047	43384	0.1943
	Purchase 22-Jul-2016	673	0.0030	44057	0.1973
	Purchase 29-Jul-2016	2152	0.0096	46209	0.2070
	Purchase 05-Aug-2016	1912	0.0085	48121	0.2156
	Sale 09-Sep-2016	-48121	0.2156	0	0.0000
	At the end of the Year	0	0.0000	0	0.0000
	<b>NEW TOP 10 AS ON (31-Mar-2017)</b>				
11	DILNAVAZ S VARIAVA JT1 : SAM N VARIAVA JT2 : FIRDAUS S VARIAVA				
	At the beginning of the year	35700	0.1599	35700	0.1599
	Purchase 06-May-2016	887	0.0039	36587	0.1639
	Purchase 13-May-2016	230	0.0010	36817	0.1649
	Purchase 20-May-2016	9678	0.0433	46495	0.2083
	Purchase 27-May-2016	3616	0.0162	50111	0.2245
	Purchase 30-Jun-2016	10411	0.0466	60522	0.2711
	At the end of the Year	60522	0.2711	60522	0.2711

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

Rs in Lakhs

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due	-	8,02,241	-	8,02,241
Total (i+ii+iii)	-	8,02,241	-	8,02,241
Change in Indebtedness during the Financial Year				
- Addition				
- Reduction	-	8,02,241	-	8,02,241
Net Change	-	8,02,241	-	8,02,241
Indebtedness at the end of the Financial Year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross Salary (a) Salary as per provisions contained in Section 17 (1) of the Income-Tax Act, 1961 <b>(b) Value of perquisites u/s 17(2) Income-Tax Act, 1961</b> (c) Profits in lieu of salary under Section 17 (3) Income- tax Act, 1961	E. Shanmugam	48,000  The Perquisites includes the value of residential accommodation computed @ 15% of salary and increased by 10% p.a. of the cost of furniture as per Income Tax Act. The other amenities were calculated at cost.  The value of perquisites were within the limits specified U/s 197, 198 of Companies Act, 2013 read with schedule V and the corresponding Income Tax Act and Rules thereon .
2.	Stock Option		
3.	Sweat Equity		
4.	Commission - as % of profit - others, specify...		
5.	Others, please specify		
	Ceiling as per the Act	5 % of Net Profits of the Company as calculated us under Section 198 of the Companies Act, 2013	

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		P.S.Pandyan	K.Shivaram Selvakkumar	Y.Satyajit Prasad	
	Independent Directors	P.S.Pandyan	K.Shivaram Selvakkumar	Y.Satyajit Prasad	
	· Fee for attending Board Committee Meetings · Commission · Others, please specify	25,000	15,000	25,000	65,000
	Total (1)				65,000
	Other Non-Executive Directors	M.Ethiraj		S.Valli	
	· Fee for attending Board Committee Meetings · Commission · Others, please specify	-		10,000	10,000
	Total (2)				10,000
	Total (B)=(1+2)				75,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	11% of Net Profits of the Company as calculated under Section 198 of the Companies Act, 2013.			

**C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel (Rs. in lakhs)		
		Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profit in lieu of salary under section 17(3) Income-tax Act, 1961	1.20 p.m.  Bonus + reimbursement of conveyance as per Company policy & rules  ---	Rs. 1.50 pm  Bonus + conveyance as per company policy & rules  ---	2.70 pm  ----  ---
2.	Stock Option	---	---	---
3.	Sweat Equity	---	---	---
4.	Commission	---	---	---
5.	- as % of profit - others, specify... Others, please specify	-	-	-

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

There are no Penalties / Punishment / Compounding of Offences under any Sections of the Company Act, 2013 against the Company or its Directors or any other Offices in default, if any, during the year.

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**Independent Auditor's Report**

**To the Members of S V Global Mill Limited**

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of M/s. S V Global Mill Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.



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**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in Annexure - I a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of internal financial control systems and the operating effectiveness of such controls, we give our Report in Annexure - II
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Item No. 7 of Note 16 to the financial statements;
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
    - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on our audit procedures and relying on the management representation, we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management - Refer Item No. 8 of Note 16

**P. B. Vijayaraghavan & Co.,**  
**Chartered Accountants**  
**FRN: 004721S**

**K. Srinivasan**  
**Partner**  
**M. No. 226831**

**Place: Chennai**  
**Date: 10.05.2017**

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**ANNEXURE - I TO INDEPENDENT AUDITOR'S REPORT**

**Statement of matters specified in Para 3 & 4 of the order referred to in sub-section (11) of section 143**

**1) Fixed Assets**

- a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- b) As per the information and explanation given to us, all the fixed assets have been physically verified by the management at regular intervals, which in our opinion, is reasonable. According to the information and explanations given to us, no material discrepancies were noticed on such verification
- c) The Company have title deeds of immovable properties and the same are held in the name of the Company.

**2) Inventory**

According to the information and explanations given to us, inventory has been physically verified during the year by the Management and no material discrepancies were noticed.

**3) Transactions with parties covered by register referred to in Section 189**

The Company has not granted loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013

**4) Compliance with Section 185 & 186 in respect of Loans and Investments**

The Company has not advanced loans, given guarantees or security or made any investment in contravention of section 185 and/or Section 186 of the Companies Act, 2013

**5) Public Deposits**

In our opinion and according to the information and explanations given to us, the company has not accepted deposits from public and hence the provisions of Sections 73 to 76 or any other provisions of the Companies Act and the Rules made there under are not applicable to the Company.

**6) Maintenance of Cost Records**

Maintenance of cost records specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 is not applicable to the company

**7) Statutory dues**

- a) The Company has generally been regular in depositing Income-tax, Sales-tax, Service Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. Based on information and explanation given to us, no undisputed amounts payable in respect of Income Tax, Sales-tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and any other statutory dues were outstanding as at 31st March 2017 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of Income Tax, Sales-tax, Customs Duty, Excise Duty, Value Added Tax and Cess which have not been deposited by the Company.

**8) Repayment of Loans**

The Company has not taken loans from any from financial institution, bank or Government, and has not issued debentures and therefore the question of default does not arise.

**9) Raising of monies through Public Offer and/or Term Loans**

The Company has not raised monies by way of initial public offer or further public offer (including debt instruments) during the relevant financial year. Also the Company has not taken any term loans during the relevant financial year.

**10) Frauds**

According to the information and explanations given to us no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year

**11) Managerial Remuneration**

According to the information and explanations provided to us, the total Managerial remuneration paid/provided by the Company is within the overall maximum limit as specified Section 197 read with Schedule V to the Companies Act, 2013 and accordingly requirements as to obtaining requisite approval under this section does not arise

**12) Compliance with Net Owned Funds Ratio & unencumbered term deposits**

The Company is not a Nidhi company and hence the provisions para 3(xii) of the Order referred to in Companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act does not apply to the company

**13) Transaction with Related Parties**

There were no transactions as referred to in Section 188 entered into with related parties during the relevant financial year.

**14) Preferential Allotment or Private Placement**

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review as referred to in section 42 of the Companies Act, 2013

**15) Non-cash transactions**

The Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Companies Act, 2013

**16) Registration with Reserve Bank of India**

The Company is not carrying any activities which require registration under section 45-IA of the Reserve Bank of India Act, 1934

**P. B. Vijayaraghavan & Co.,**  
**Chartered Accountants**  
**FRN: 004721S**

**Place : Chennai**  
**Date: 10.05.2017**

**K. Srinivasan**  
**Partner**  
**M. No. 226831**

## **ANNEXURE - II TO INDEPENDENT AUDITOR'S REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of S V Global Mill Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

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external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**P. B. Vijayaraghavan & Co.,**  
**Chartered Accountants**  
**FRN: 004721S**

**K. SRINIVASAN**  
**Partner**  
**M. No. 226831**

**Place: Chennai**  
**Date: 10.05.2017**

**BALANCE SHEET AS AT 31st MARCH, 2017**

(Amount in Rupees)

	Note No.	As at 31st March 2017	As at 31st March 2016
<b>1. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders Funds</b>			
(a) Share Capital	2	111,597,050	111,793,050
(b) Reserves & Surplus	3	1,610,422,910	1,595,814,217
<b>(2) Non Current Liabilities</b>			
(a) Long Term Borrowings	4	-	802,241
(b) Deferred Tax Liability		769,500	
<b>(3) Current Liabilities</b>			
Other Current Liabilities	5	23,038,546	19,055,065
<b>Total</b>		<b>1,745,828,006</b>	<b>1,727,464,573</b>
<b>ASSETS</b>			
<b>(1) Non - Current Assets</b>			
(a) Fixed Assets			
Tangible Assets	6	79,181,652	27,342,818
Capital Work-in-Progress			44,727,170
(b) Non Current Investment			
Long Term - Trade (Unquoted)	7	23,576,000	1,000
(c) Long Term Loans & Advances	8	524,813,201	574,773,201
<b>(2) Current Assets</b>			
(a) Inventories	9	91,313,239	91,313,239
(b) Cash & Cash Equivalents	10	1,000,341,569	968,180,360
(c) Other Current Assets	11	26,602,345	21,126,785
<b>Total</b>		<b>1,745,828,006</b>	<b>1,727,464,573</b>
Notes and Accounting Policies forming part of the Financial Statements		1 to 16	

As per our report attached of even date  
For P. B. Vijayaraghavan & Co.,  
Chartered Accountants  
FRN: 004721S

For S V Global Mill Limited

**K. SRINIVASAN**  
Partner  
Membership No : 226831

**M.ETHIRAJ**  
Chairman

**E.SHANMUGAM**  
Managing Director

Place: Chennai  
Date: 10.05.2017

**K.RAMAKRISHNAN**  
Chief Financial Officer

**GOVIND MADHAV JOSHI**  
Company Secretary

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2017**

(Amount in Rupees)

Particulars	Note No.	Year Ended 31st March 2017	Year Ended 31st March 2016
<b>INCOME</b>			
Revenue from Operations		-	-
Other Income	<b>12</b>	66,009,910	189,726,560
<b>Total</b>		<b>66,009,910</b>	<b>189,726,560</b>
<b>EXPENSES</b>			
(a) Employee Benefits Expenses	<b>13</b>	6,759,433	5,286,183
(b) Depreciation	<b>6</b>	731,080	847,007
(c) Other Expenses	<b>14</b>	36,788,062	32,041,080
<b>Total</b>		<b>44,278,575</b>	<b>38,174,270</b>
<b>Profit / (Loss) before Tax</b>		21,731,335	151,552,290
Tax Expenses			
Current Tax		6,347,465	8,704,186
Deferred Tax		769,500	-
<b>Profit / (Loss) for the year</b>		<b>14,614,310</b>	<b>142,848,104</b>
Earnings per equity share of Rs.5/- each Basic & Diluted	<b>15</b>	0.65	6.40
Notes and Accounting Policy forming part of the Financial Statements	<b>1 to 16</b>		

As per our report attached of even date  
For P. B. Vijayaraghavan & Co.,  
Chartered Accountants  
FRN: 004721S

For S V Global Mill Limited

**K. SRINIVASAN**  
Partner  
Membership No : 226831

**M.ETHIRAJ**  
Chairman

**E.SHANMUGAM**  
Managing Director

Place: Chennai  
Date: 10.05.2017

**K.RAMAKRISHNAN**  
Chief Financial Officer

**GOVIND MADHAV JOSHI**  
Company Secretary

**STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2017.**

(Amount in Rupees)

Description	Ref	Year Ended 31.3.2017	Year Ended 31.3.2016
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit/Loss for the year		21,731,335	151,552,287
Adjustment for:			
Depreciation		731,080	847,007
Profit from Sale of Fixed Asset		-	(26,472)
Interest income		(64,115,701)	(189,180,163)
<b>Operating Income /(loss) before working capital changes</b>		<b>(41,653,286)</b>	<b>(36,807,341)</b>
Increase/Decrease in Other Current Liabilities for expenses		(2,363,986)	(81,836,415)
Income Tax (TDS)			
Net Cash from Operating Activities	<b>A</b>	<b>(44,017,272)</b>	<b>(118,643,756)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>			
Additions to Fixed Assets		(52,569,912)	(140,380)
Sale of Fixed Assets		-	47,000
Additions/Capitalisation of Capital work in progress		44,727,170	(31,667,953)
Increase in Investments		(23,575,000)	-
Increase/Decrease in Loans and advances		49,960,000	(26,353,600)
Increase / Decrease in Other Current Assets		(5,475,560)	1,044,311,238
Interest income		64,115,701	189,029,646
Net cash from investing activities	<b>B</b>	<b>77,182,399</b>	<b>1,175,225,951</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>			
Increase / Decrease in Long Term Borrowings		(802,241)	(5,108,543)
Decrease in Share Capital		(196,000)	(119,512,580)
Preference Dividend including DDT paid		(5,677)	(19,264,950)
Net cash used in financing activities	<b>C</b>	<b>(1,003,918)</b>	<b>(143,886,073)</b>
Total Increase/ (Decrease) in cash and cash equivalents during the year (A+B+C)		<b>32,161,209</b>	<b>912,696,122</b>
Cash and Cash equivalents at the beginning of the year		968,180,360	55,484,237
Cash and Cash Equivalents at the end of the year		<b>1,000,341,569</b>	<b>968,180,360</b>

As per our report attached of even date  
For P. B. Vijayaraghavan & Co.,  
Chartered Accountants  
FRN: 004721S

For S V Global Mill Limited

**K. SRINIVASAN**  
Partner  
Membership No : 226831

**M.ETHIRAJ**  
Chairman

**E.SHANMUGAM**  
Managing Director

Place: Chennai  
Date: 10.05.2017

**K.RAMAKRISHNAN**  
Chief Financial Officer

**GOVIND MADHAV JOSHI**  
Company Secretary



**Notes forming part of the Financial Statements for the year ended 31<sup>st</sup> March, 2017**

**NOTE:1. SIGNIFICANT ACCOUNTING POLICIES**

**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements are prepared under the historical cost convention on accrual basis, in accordance with Generally Accepted Accounting Principles and the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014 in the principles of a going concern. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year.

**2. USE OF ESTIMATES**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes, requiring a material adjustment in the carrying amounts of assets or liabilities in the future periods. Difference between the actual results and estimates are recognized in the period in which the results are known or materialized.

**3. INVENTORIES**

Land and Buildings held as Stock-in-Trade for Property Development are stated at lower of cost and net realizable value.

**4. CASH FLOW STATEMENT:**

Cash flow is reported using Indirect Method, whereby Profit/(Loss) before extraordinary items and tax is adjusted for the effects of transaction of non-cash nature and deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company are segregated based on available information.

**5. REVENUE RECOGNITION**

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. Sales and other income are accounted on accrual basis. Revenue from sale is recognized when significant risks and rewards of ownership are transferred to the customers. Dividend income is recognized when the right to receive the same is established. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

**6. FIXED ASSETS AND DEPRECIATION**

- i. Fixed Assets are stated at cost (net of CENVAT / TNVAT wherever applicable) inclusive of expenses directly relating to bringing the asset to its working condition for the intended use, less accumulated depreciation. Interest on borrowing utilized for acquisition of fixed assets is capitalized and considered as cost of the asset concerned if capitalization criteria are met.
- ii. Depreciation is provided on Written Down Value method in accordance with Part A of Schedule II of the Companies Act, 2013.

**7. INVESTMENTS**

Long term investments are stated at cost. Diminution in the value of investments other than temporary in nature is provided for.

**8. BORROWING COSTS**

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of the cost of such assets up-to the date when such assets are ready for intended use. Other borrowing costs are charged as an expense in the year in which they are incurred.

**9. SEGMENT REPORTING**

Segment assets include all operating assets used by the business segments and consist principally of fixed assets, trade receivables and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business. Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expense. Property development is the main business of this company and this is the only reportable segment.

**10. LEASES**

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease rental received in respect of operating lease arrangements are recognized as income in the Statement of Profit and Loss on a straight line basis over the lease term.

**11. TAXES ON INCOME**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in the future. In situations where the company has unabsorbed depreciation or carried forward losses for tax purposes, deferred tax assets are recognized only if there is a virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets.

**12. MAT CREDIT**

Minimum alternate tax (MAT) payable in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

**13. EARNINGS PER SHARE**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period

**14. IMPAIRMENT OF ASSETS**

All assets other than inventories are reviewed for impairment at every balance sheet date for events or changes in circumstances that indicate that the carrying amount may not be recoverable. There is no impairment loss during the year.

**15. PROVISION AND CONTINGENCIES**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are not recognized but disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**Note 2: Share Capital**

Particulars		As at 31st March 2017 Rs.	As at 31st March 2017 Rs.
(i)	Authorised		
(a)	2,24,00,000 Equity shares of Rs.5/- each	112,000,000	112,000,000
(b)	1,00,000 9.75% Cumulative Redeemable Preference Shares of Rs. 5/- each	500,000	500,000
(c)	24,000,000 9.00% Cumulative Redeemable Preference Shares of Rs. 5/- each	120,000,000	120,000,000
		232,500,000	232,500,000
(ii)	Issued, Subscribed and fully paid up		
(a)	22,319,410 Equity shares of Rs.5 each with voting rights	111,597,050	111,597,050
(b)	39,200 9.75% Cumulative Redeemable Preference Shares of Rs. 5/- each	-	196,000
(c)	23,902,516 9.00% Cumulative Redeemable Preference Shares of Rs. 5/- each	-	-
	<b>Total</b>	<b>111,597,050</b>	<b>111,793,050</b>

**(iii) The reconciliation of the number of shares outstanding is set out below:**

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number	Amount	Number	Amount
Equity Shares outstanding at the beginning of the year	22,319,410	111,597,050	22,319,410	111,597,050
Equity Shares Issued during the year	—	—	—	—
Bonus Equity Shares Issued during the year	—	—	—	—
Equity Shares bought back during the year	—	—	—	—
Equity Shares outstanding at the end of the year	22,319,410	111,597,050	22,319,410	111,597,050

**9.75% Cumulative Redeemable Preference Shares:**

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number	Amount	Number	Amount
9.75% CRP Shares outstanding at the beginning of the year	39,200	196,000	39,200	196,000
9.75% CRP Shares Issued during the year	—	—	—	—
9.75% Bonus CRP Shares Issued during the year	—	—	—	—
9.75% CRP Shares bought back during the year	39,200	196,000	—	—
9.75% CRP Shares outstanding at the end of the year	—	—	39,200	196,000

**9% Cumulative Redeemable Preference Shares:**

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number	Amount	Number	Amount
9% CRP Shares outstanding at the beginning of the year	—	—	23,902,516	11,95,12,580
9% CRP Shares Issued during the year	—	—	—	—
9% Bonus CRP Shares Issued during the year	—	—	—	—
9% CRP Shares bought back during the year	—	—	23,902,516	11,95,12,580
9% CRP Shares outstanding at the end of the year	—	—	—	—

Terms/Rights attached to various classes of Shareholders

**Equity Shareholders:**

The Company has one class of equity shares having a face value of Rs. 5/ per share. Each shareholder is entitled to such rights as to attend the meeting of the shareholders, to receive dividend distributed and also has a right in the residual interest in the assets of the Company. Each shareholder is also entitled to right of inspection of documents as provided in the Companies Act, 2013.

**Preference Shareholders:**

Every shareholder is entitled to the fixed rate of dividend (cumulative) as per the terms of issue, They are entitled to the capital in preference to the equity shareholders in case of liquidation.

**Terms of Issue and Redemption of Cumulative Redeemable Preference Shares: (CRPS)**

2,39,02,516 (9%) CRPS of Rs.5 each issued on 02.06.2010 Redeemable on or before 12-5-2015  
39,200 (9.75%) CRPS of Rs.5 each issued on 02.06.2010 Redeemable on or before 30-6-2016

The above CRPS were allotted in terms of the Scheme of Arrangement sanctioned by the Hon'ble High Court of Madras vide Order dated 22.04.2010

All the preference shares were duly redeemed by the Company on the date of redemption and the dividend payable on the preference shares were also duly paid

**Details of shares held by each shareholder holding more than 5% shares:**

Class of Shares / Name of Shareholder	As at 31st March, 2017		As at 31st March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
<b>Equity Shares with voting rights:</b>				
Mr.M.Ethiraj	2,014,920	9.03%	2,014,920	9.03%
Mr.E.Shanmugam	10,155,606	45.50%	10,155,606	45.50%
<b>Cumulative Redeemable Preference Shares</b>				
9.75% CRPS of Rs.5 each				
The Thirumagal Mills Limited	-	-	39,200	100.00%

As per records of the Company, including its register of members, the above shareholding represents legal ownership of shares

**NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017**

**Note 3. Reserves and Surplus**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>	<b>As at 31st March 2016 Rs.</b>
(a) Capital Reserve	144,517,565	144,517,565
(b) Capital Redemption Reserve	119,708,580	119,512,580
(c) Surplus / (Deficit) in Statement of Profit and Loss		
<b>Opening Balance</b>	1,331,784,072	1,327,713,498
Add: Profit/(Loss) for the year	14,614,370	142,848,104
	1,346,398,442	1,470,561,602
<b>Less:</b>		
Capital Redemption Reserve	196,000	119,512,580
Dividend paid on CRPS including DDT	5,677	19,264,950
<b>Closing Balance</b>	1,346,196,765	1,331,784,072
<b>Total (a+b+c)</b>	<b>1,610,422,910</b>	<b>1,595,814,217</b>

**Note 4. Long Term Borrowings**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>	<b>As at 31st March 2016 Rs.</b>
Loans and Advances from Related Parties (Unsecured)	-	802,241
<b>Total</b>	<b>-</b>	<b>802,241</b>

**Note 5. Other Current Liabilities**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>	<b>As at 31st March 2016 Rs.</b>
Others - For Expenses	7,986,895	10,126,552
Provision for Taxation	15,051,651	8,704,186
Dividend on Preference Shares	-	224,327
<b>Total</b>	<b>23,038,546</b>	<b>19,055,065</b>

**Note 7. Non Current Investment (Unquoted)**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>	<b>As at 31st March 2016 Rs.</b>
In Equity Shares, fully paid up 20,50,000 shares of Rs. 11.50 each, in M/s. SV Global Finance Pvt Ltd - Subsidiary Co.	23,575,000	-
In Equity Shares, fully paid up 10 shares of Rs. 100 each in M/s. Adyar Property Holding Co Pvt Ltd	1,000	1,000
<b>Total</b>	<b>23,576,000</b>	<b>1,000</b>

## NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

## Note: 6 FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 31-03-2016	For the year		As at 31-03-2016	For the year	As at 31-03-2017	As at 31-03-2017	As at 31-03-2016
		Additions	Deletions					
Land	24,978,583	-	-	-	-	-	24,978,583	24,978,583
Building	4,902,524	52,390,012	-	3,369,768	627,765	3,997,533	53,295,003	1,532,756
Office Equipments	244,733	12,300	-	30,740	35,753	66,493	190,540	213,993
Computer	143,022	167,600	-	106,731	67,562	174,293	136,329	36,290
Furniture	10,927,245	-	-	10,375,867	-	10,375,867	551,378	551,378
Vehicles	799,351	-	-	769,532	-	769,532	29,819	29,819
<b>Total</b>	<b>41,995,458</b>	<b>52,569,912</b>	<b>-</b>	<b>14,652,638</b>	<b>731,080</b>	<b>15,383,718</b>	<b>79,181,652</b>	<b>27,342,819</b>
<b>Previous Year</b>	<b>42,364,729</b>	<b>140,380</b>	<b>509,651</b>	<b>14,294,755</b>	<b>847,007</b>	<b>14,652,640</b>	<b>27,342,818</b>	<b>28,069,975</b>
Capital Work in Progress	44,727,170	7,662,842	52,390,012	-	-	-	-	44,727,170

**NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017****Note 8. Long Term Loans and Advances**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>	<b>As at 31st March 2016 Rs.</b>
Capital Advance	213,419,601	213,419,601
Advance for Purchase of Property	310,000,000	360,000,000
Other Advances	1,393,600	1,353,600
<b>Total</b>	<b>524,813,201</b>	<b>574,773,201</b>

**Note 9. Inventories**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>	<b>As at 31st March 2016 Rs.</b>
Stock In Trade - Land and Building. (Valued at Lower of cost and Net Realisable Value)	91,313,239	91,313,239
<b>Total</b>	<b>91,313,239</b>	<b>91,313,239</b>

**Note 10. Cash & Cash Equivalents**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>	<b>As at 31st March 2016 Rs.</b>
Cash on Hand	85,051	65,355
Balance with Banks		
- in Fixed Deposits	949,310,321	967,858,491
- in Current Accounts	50,946,197	256,514
<b>Total</b>	<b>1,000,341,569</b>	<b>968,180,36</b>

**Note 11. Other Current Assets**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>	<b>As at 31st March 2016 Rs.</b>
Tax Deduced at Source	25,582,264	20,406,401
Interest Receivable	127,080	150,517
Prepaid Expenses	189,064	51,297
Other Receivables	497,500	313,221
Other Deposits	206,437	205,349
<b>Total</b>	<b>26,602,345</b>	<b>21,126,785</b>

**Note 12: Other Income**

<b>Particulars</b>	<b>Year ended 31st March 2017 Rs.</b>	<b>Year ended 31st March 2016 Rs.</b>
Interest receipts	64,115,701	66,581,348
Interest on delayed compensation on compulsory acquisition	-	122,598,815
Other Income	1,894,209	546,397
<b>Total</b>	<b>66,009,910</b>	<b>189,726,560</b>

**NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017****Note 13: Employee Benefits Expense**

<b>Particulars</b>	<b>Year Ended 31st March 2017 Rs.</b>	<b>Year Ended 31st March 2016 Rs.</b>
Salaries to Employees	4,642,382	4,155,547
Salary to Managing Director	48,000	48,000
Welfare Expenses	2,069,051	1,082,636
<b>Total</b>	<b>6,759,433</b>	<b>5,286,183</b>

**Note 14: Other Expenses**

<b>Particulars</b>	<b>Year Ended 31st March 2017 Rs.</b>	<b>Year Ended 31st March 2016 Rs.</b>
Power and Water	1,961,148	1,842,734
Rent	2,333,268	1,441,557
Rates & Taxes & Insurance	4,094,855	1,540,670
Statutory Expenses	1,013,635	436,784
Printing & Stationery	273,864	261,260
Postage, Courier & Telephone Expenses	403,015	347,360
Travelling and Conveyance Expenses	487,979	888,598
Advertisement Expenses	403,162	85,591
Payment to Auditors		
- Statutory Audit Fees	230,000	251,850
Professional Fees	15,943,575	12,102,679
Repairs & Maintenance	2,780,577	7,299,608
Security Charges	2,109,837	2,325,776
Donation	205,000	-
Garden Maintenance	2,089,944	948,950
Sitting Fees to Directors	75,000	141,633
Miscellaneous Expenses	2,383,203	2,126,030
<b>Total</b>	<b>36,788,062</b>	<b>32,041,080</b>



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**NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017**

**Note 15: Earnings Per Share**

<b>Particulars</b>	<b>Year Ended 31st March 2017 Rs.</b>	<b>Year Ended 31st March 2016 Rs.</b>
Net Profit / (Loss) as per Statement of Profit and Loss attributable to Equity Shareholders	14,614,370	142,848,104
Weighted Average Number of Shares Outstanding	22,319,410	22,319,410
Earnings per Share:		
Basic & Diluted	0.65	6.40
Face Value per Equity Share	5.00	5.00

**NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017**

**NOTE 16: OTHER NOTES ON ACCOUNTS**

**1. Corporate Information**

S V Global Mill Limited was incorporated under the erstwhile Companies Act, 1956 and is listed in the BSE Ltd. The Company is engaged in the business of real estate.

2. Lands to the extent of 3 acres and 16 guntas was acquired during the year 2013-14, by Government of Karnataka for public purpose for which the Company received compensation under the Right to Fair Compensation & Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (LARR 2013). The Company has made an application requesting enhancement of compensation which is pending before the appropriate authority.

**3. Capital Advance:**

Pursuant to the scheme of demerger of erstwhile Binny Limited as approved by the Hon'ble High Court of Madras, the amounts payable by M/s Padmaadevi Sugars Ltd (erstwhile M/s S V Sugar Mill Limited) to erstwhile Binny Limited, was allocated to S V Global Mill Limited. The amount recoverable as at 31<sup>st</sup> March 2017 amounting to Rs. 21.34 crore (previous year Rs. 21.34 crores) from M/s Padmaadevi Sugars Ltd., is disclosed under the head Capital Advance in Note 8 of the Financial Statement. The Management is of the view that the same is recoverable.

**4. Advance for Purchase of Property:**

The company entered into agreements for sale with M/s Baashyaam Constructions Private Limited (Developer) for acquisition of 90,000 sq. ft of constructed area in a prime residential location at Chennai. As the developer could not handover the constructed apartments within the stipulated time, the Company is in the process of cancellation of the agreements. Consequently, the developer has been asked to refund the advance as specified in the agreements. Additionally, the developer has offered for compensation for the delay in handing over the constructed flats. Pending determination of compensation, the developer has commenced the repayment of principal amount.

**5. Investment in SV Global Finance Pvt Ltd:**

During the year the Company has acquired 20,50,000 shares of Rs. 10 each (entire shares of the Company) in erstwhile PSB Lending Tree Pvt Ltd at Rs.11.50 per share which is a Non Deposit taking Non-Banking Financial Company registered with Reserve Bank of India. Pursuant to the acquisition, the name of the company has been changed to SV Global Finance Pvt Ltd. SV Global Finance Pvt Ltd is a wholly owned subsidiary of the Company

**NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017**

6. Related Party Disclosure:

a) List of Related Parties

SI. No	Nature	Name of the Party
1.	Subsidiary	SV Global Finance Private Limited
2.	Key Management Personnel (KMP)	M. Ethiraj E. Shanmugam S. Valli
3.	List of entities where KMP have significant influence	1. Tiger Farms & Enterprises Pvt Ltd 2. Srinidhi Finance Pvt Ltd 3. The Thirumagal Mills Ltd 4. Thirumagal Enterprises Ltd 5. Sriraj Mills Pvt Ltd 6. Artha Farms Ltd 7. Artha Trading Pvt Ltd 8. SV Technology Solutions Pvt Ltd 9. Ethiraj Foundation

b) Remuneration to Key Managerial Persons

SI. No	Name	Designation	Remuneration
1.	M. Ethiraj	Chairman	Nil
2.	E. Shanmugam	Managing Director	Rs. 48,000 + Perks
3.	K. Ramakrishnan	Chief Financial Officer	Rs. 9,75,000
4.	Govind Madhav Joshi	Company Secretary	Rs. 14,00,000

The Managing Director, Mr E. Shanmugam is eligible for a Remuneration subject to a ceiling of Rs. 5 lakhs per annum plus perquisites and benefits as per the terms of appointment as resolved by the Board in their meeting dated 03<sup>rd</sup> February 2017. However, a sum of Rs. 48,000 plus a Rent-Free furnished Accommodation has been provided by the Company for the financial year 2016-17.

c) Transactions during the year

(Rs. in lakhs)

SI. No	Name of the Party	Max Amt o/s during the year	O/s as on 31.03.2017
1.	Loans taken from Mr.M.Ethiraj (Chairman)	11.09	Nil
2.	Loans taken from Mr.E.Shanmugam (Managing Director)	17.00	Nil
3.	Amounts receivable from SV Global Finance Private Limited	4.98	4.98

**NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017****7. Claims against company not acknowledged as debt****a) Labour case:**

The erstwhile Binny Limited could not operate the Bangalore Wollen, Cotton and Silk Mills, Bangalore and the factory declared a lock out during the period 26.12.1988 to 05.08.1989. Consequently, the dispute regarding wages during lock out period arose and Industrial Tribunal vide I.D. 9/1990 dated 03.11.1990 passed an award against Binny Ltd for payment of wages and other benefits for the lock out period.

Against the order of the Industrial Tribunal, a Writ Appeal was filed before the Hon'ble High Court of Karnataka, by erstwhile M/s Binny Ltd which was dismissed. Against the Order of the Hon'ble High Court of Karnataka, a Special Leave Petition was filed by erstwhile M/s Binny Ltd before the Hon'ble Supreme Court of India was also dismissed. Thereafter, the matter was referred back to the Deputy Labour Commissioner (DLC), Division – I, Bangalore. Pursuant to the above, as per the Scheme of demerger approved by the Hon'ble High Court of Madras, M/s. SV Global Mill Ltd has taken over this dispute.

The amounts payable towards wage settlement is unascertainable pending receipt of orders/settlements. Hence, no provision is considered necessary.

**b) Others:**

The Company has received legal notices from various statutory authorities pertaining to the affairs of Binny Limited. As the Company is not involved in the allegations/disputes, the Company is challenging the issue of notices on M/s. S.V. Global Mill Limited.

**8. Details of Specified Bank Notes (SBN) held and transacted during the demonetisation period 08.11.2016 to 30.12.2016**

Particulars	SBNs	Other denomination Notes	Total
Closing cash in hand as on 08.11.2016	1,34,000	16,973	1,50,973
(+) Permitted Receipts	-	3,06,550*	3,06,550
(-) Permitted Payments	1,14,000	2,92,703	4,06,703
(-) Amount deposited in Banks	20,000	-	20,000
Closing cash in hand as on 30.12.2016	Nil	30,820	30,820

\* Represents withdrawal from bank accounts

9. Capital expenditure commitments pending and remaining to be executed as on March 31, 2017 Rs. 0.32 Crore (Previous Year Rs. 1.10 crore).
10. The Company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been made.
11. As there is no operating income for the year, the reporting requirements of Accounting Standard – 17 are not applicable.

12. Disclosure made in terms of Regulation 34(3) of SEBI (LODR) Regulations, 2015

Sl. No	Name of the company	Amount Outstanding as on 31.03.2017	Amount Outstanding as on 31.03.2016
1.	SV Global Finance Pvt Ltd (20,50,000 Equity Shares of Rs. 11.50 each fully paid up) Maximum amount held at any time During the year – Rs.2.35crore During the previous year – Nil	2,35,75,000	Nil

13. Figures in the financial statements and in the Notes have been rounded off to the nearest rupee.  
14. Previous year figures have been regrouped/reclassified wherever necessary to conform to current period classification/ grouping.

**As per our report attached of even date  
For P. B. Vijayaraghavan & Co.,  
Chartered Accountants  
FRN: 004721S**

**For S V Global Mill Limited**

**K. SRINIVASAN  
Partner  
Membership No : 226831**

**M.ETHIRAJ  
Chairman**

**E.SHANMUGAM  
Managing Director**

**Place : Chennai  
Date : 10.05.2017**

**K. RAMAKRISHNAN  
Chief Financial Officer**

**GOVIND MADHAV JOSHI  
Company Secretary**

## CONSOLIDATED FINANCIAL STATEMENT

### Independent Auditor's Report

To the Members of S V Global Mill Limited

#### Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of M/s. S V Global Mill Limited ("hereinafter referred to as the Holding Company") and its subsidiary (the Holding Company and its subsidiary company together referred to as "the Group"), comprising the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

#### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

#### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2017, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept by the Company so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements.
  - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of internal financial control systems and the operating effectiveness of such controls, we give our Report in Annexure - I
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The consolidated financial statements has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Item No. 7 of Note 16 to the financial statements;
    - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company and/or its Subsidiary Company.
    - iv. The Group has provided requisite disclosures in the consolidated financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on our audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management - Refer Item No. 12 of Note 16

**P. B. Vijayaraghavan & Co.,**  
**Chartered Accountants**  
**FRN: 004721S**  
**K. Srinivasan**  
**Partner**  
**M. No. 226831**

**Annexure - I to Independent Auditor's Report**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of S V Global Mill Limited (hereinafter referred to as "the Holding Company") and its subsidiary company (the Holding Company and its subsidiary company together referred to as "the Group") as of March 31, 2017 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Holding Company, its subsidiary company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal



financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

#### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Holding Company, its subsidiary company, have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**P. B. Vijayaraghavan & Co.,**

Chartered Accountants

FRN: 004721S

**K. Srinivasan**

Partner

M. No. 226831

## CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2017

	Note No.	As at 31st March 2017
<b>1. EQUITY AND LIABILITIES</b>		
<b>(1) Shareholders Funds</b>		
(a) Share Capital	2	111,597,050
(b) Reserves & Surplus	3	1,610,549,993
<b>(2) Non Current Liabilities</b>		
(a) Long Term Borrowings		
(b) Deferred Tax Liability		769,500
<b>(3) Current Liabilities</b>		
Other Current Liabilities	4	23,122,916
<b>Total</b>		<b>1,746,039,459</b>
<b>ASSETS</b>		
<b>(1) Non - Current Assets</b>		
(a) Fixed Assets		
Tangible Assets	5	79,181,652
Capital Work-in-Progress		
(b) Goodwill on Consolidation	6	3,075,000
(c) Non Current Investment		
Long Term - Trade (Unquoted)	7	1,000
(d) Long Term Loans & Advances	8	524,813,201
<b>(2) Current Assets</b>		
(a) Inventories	9	91,313,239
(b) Cash & Cash Equivalents	10	1,021,477,036
(c) Other Current Assets	11	26,178,331
<b>Total</b>		<b>1,746,039,459</b>
Notes and Accounting Policies forming part of the Financial Statements	1 to 16	

As per our report attached of even date  
For P. B. Vijayaraghavan & Co.,  
Chartered Accountants  
FRN: 004721S

For S V Global Mill Limited

K. SRINIVASAN  
Partner  
M.N. 226831

M.ETHIRAJ  
Chairman

E.SHANMUGAM  
Managing Director

Place: Chennai  
Date: 10.05.2017

K.RAMAKRISHNAN  
Chief Financial Officer

GOVIND MADHAV JOSHI  
Company Secretary

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED  
31st MARCH 2017**

(Amount in Rupees)

<b>Particulars</b>	<b>Note No.</b>	<b>Year Ended 31st March 2017</b>
<b>INCOME</b>		
Revenue from Operations		-
Other Income	<b>12</b>	66,718,569
<b>Total</b>		<b>66,718,569</b>
<b>EXPENSES</b>		
(a) Employee Benefits Expenses	<b>13</b>	7,059,433
(b) Depreciation	<b>6</b>	731,080
(c) Other Expenses	<b>14</b>	37,010,962
<b>Total</b>		<b>44,801,475</b>
<b>Profit / (Loss) before Tax</b>		21,917,094
Tax Expenses		
Current Tax		6,406,835
Deferred Tax		769,500
<b>Profit / (Loss) for the year</b>		<b>14,740,759</b>
Earnings per equity share of Rs.5/- each Basic & Diluted	<b>15</b>	0.66
Notes and Accounting Policies forming part of the Financial Statements	<b>1 to 16</b>	

As per our report attached of even date  
For P. B. Vijayaraghavan & Co.,  
Chartered Accountants  
FRN: 004721S

For S V Global Mill Limited

**K. SRINIVASAN**  
Partner  
M.N. 226831

**M.ETHIRAJ**  
Chairman

**E.SHANMUGAM**  
Managing Director

Place: Chennai  
Date: 10.05.2017

**K.RAMAKRISHNAN**  
Chief Financial Officer

**GOVIND MADHAV JOSHI**  
Company Secretary

**CONSOLIDATED STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2017.**

(Amount in Rupees)

Description	Ref	Year Ended 31.3.2017	Year Ended 31.3.2016
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>			
Net Profit/Loss for the year		21,917,094	151,552,287
Adjustment for:			
Depreciation		731,080	847,007
Other Non-Cash Expenditure		(59,370)	
Profit from Sale of Fixed Asset		-	(26,472)
Interest income		(64,824,360)	(189,180,163)
Fixed Asset Written off		-	-
<b>Operating Income /(loss) before working capital changes</b>		<b>(42,235,556)</b>	<b>(36,807,341)</b>
Increase/Decrease in Other Current Liabilities for Expenses		(1,782,116)	(81,836,415)
Net Cash from Operating Activities	<b>A</b>	<b>(44,017,672)</b>	<b>(118,643,756)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>			
Additions to Fixed Assets		(52,569,912)	(140,380)
Sale of Fixed Assets		-	47,000
Additions/Capitalisation of Capital Work in progress		44,727,170	(31,667,953)
Increase in Investments - Goodwill		(23,575,000)	-
Increase/Decrease in Loans and Advances		49,960,000	(26,353,600)
Increase / Decrease in Short Term Loans & Advances		-	-
Increase / Decrease in Other Current Assets		(5,546,419)	1,044,311,238
Increase / Decrease in Other Non-Current Assets		-	-
Interest income		64,824,360	189,029,646
<b>Net cash from investing activities</b>	<b>B</b>	<b>77,820,199</b>	<b>1,175,225,951</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>			
Increase / Decrease in Long Term Borrowings		(802,241)	(5,108,543)
Decrease in Share Capital		(196,000)	(119,512,580)
Increase/Decrease in Deferred Tax		-	-
Preference Dividend including DDT paid		(5,677)	(19,264,950)
<b>Net cash used in financing activities</b>	<b>C</b>	<b>(1,003,918)</b>	<b>(143,886,073)</b>
<b>Total Increase/ (Decrease) in cash and cash equivalents during the year (A+B+C)</b>		<b>32,798,609</b>	<b>912,696,122</b>
Cash and Cash Equivalents at the beginning of the year		988,678,427	55,484,237
<b>Cash and Cash Equivalents at the end of the year</b>		<b>1,021,477,036</b>	<b>968,180,360</b>

As per our report attached of even date  
For P. B. Vijayaraghavan & Co.,  
Chartered Accountants  
FRN: 004721S

For S V Global Mill Limited

K. SRINIVASAN  
Partner  
M.N. 226831

M.ETHIRAJ  
Chairman

E.SHANMUGAM  
Managing Director

Place: Chennai  
Date: 10.05.2017

K.RAMAKRISHNAN  
Chief Financial Officer

GOVIND MADHAV JOSHI  
Company Secretary

**Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2017**

**NOTE: 1 - SIGNIFICANT ACCOUNTING POLICIES**

**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The consolidated financial statements are prepared under the historical cost convention on accrual basis, in accordance with Generally Accepted Accounting Principles and the applicable Accounting Standards notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014 in the principles of a going concern. The accounting policies adopted in the preparation of the financial statements are consistent with those of the previous year.

**2. BASIS OF CONSOLIDATION**

The Consolidated Financial Statement Comprises the financial statements of the Company and its subsidiaries as at 31st March, 2017. Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its control over the entity. The financial statements of subsidiaries are included in the Consolidated Financial Statement from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Company's interest in the investee, Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment

**3. USE OF ESTIMATES**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes, requiring a material adjustment in the carrying amounts of assets or liabilities in the future periods. Difference between the actual results and estimates are recognized in the period in which the results are known or materialized.

**4. INVENTORIES**

Land and Buildings held as Stock-in-Trade for Property Development are stated at lower of cost and net realizable value.

**5. CASH FLOW STATEMENT:**

Cash flow is reported using Indirect Method, whereby Profit/(Loss) before extraordinary items and tax is adjusted for the effects of transaction of non-cash nature and deferrals or accruals of past or future cash receipts or payments. The cash flow from operating, investing and financing activities of the Company is segregated based on available information.

**6. REVENUE RECOGNITION**

Revenue is recognized to the extent that it is probable that economic benefits will flow to the Company and the revenue can be reliably measured. Sales and other income are accounted on accrual basis. Revenue from sale is recognized when significant risks and rewards of ownership are transferred to the customers. Dividend income is recognized when the right to receive the same is established. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.

**7. FIXED ASSETS AND DEPRECIATION**

- i. Fixed Assets are stated at cost (net of GEN VAT / TN VAT wherever applicable) inclusive of expenses directly relating to bringing the asset to its working condition for the intended use,

less accumulated depreciation. Interest on borrowing utilized for acquisition of fixed assets is capitalized and considered as cost of the asset concerned if capitalization criteria are met.

- ii. Depreciation is provided on Written Down Value method in accordance with Part A of Schedule II of the Companies Act, 2013.

#### **8. INVESTMENTS**

Long term investments are stated at cost. Diminution in the value of investments other than temporary in nature is provided for.

#### **9. BORROWING COSTS**

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of the cost of such assets up-to the date when such assets are ready for intended use. Other borrowing costs are charged as an expense in the year in which they are incurred.

#### **10. SEGMENT REPORTING**

Segment assets include all operating assets used by the business segments and consist principally of fixed assets, trade receivables and inventories. Segment liabilities include the operating liabilities that result from the operating activities of the business. Segment assets and liabilities that cannot be allocated between the segments are shown as part of unallocated corporate assets and liabilities respectively. Income / Expenses relating to the enterprise as a whole and not allocable on a reasonable basis to business segments are reflected as unallocated corporate income / expense

#### **11. LEASES**

Leases in which the Company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease rental received in respect of operating lease arrangements are recognized as income in the Statement of Profit and Loss on a straight line basis over the lease term.

#### **12. TAXES ON INCOME**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the Balance Sheet date. Deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realised in the future. In situations where the company has unabsorbed depreciation or carried forward losses for tax purposes, deferred tax assets are recognized only if there is a virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets.

**13. MAT CREDIT**

Minimum alternate tax (MAT) payable in a year is charged to the statement of profit and loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

**14. EARNINGS PER SHARE**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period

**15. IMPAIRMENT OF ASSETS**

All assets other than inventories are reviewed for impairment at every balance sheet date for events or changes in circumstances that indicate that the carrying amount may not be recoverable. There is no impairment loss during the year.

**16. PROVISION AND CONTINGENCIES**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are not recognized but disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017**

**Note 2: Share Capital**

Particulars		As at 31st March 2017 Rs.
(i)	Authorised	
(a)	2,24,00,000 Equity shares of Rs.5/- each	112,000,000
(b)	1,00,000 9.75% Cumulative Redeemable Preference Shares of Rs. 5/- each	500,000
(c)	24,000,000 9.00% Cumulative Redeemable Preference Shares of Rs. 5/- each	120,000,000
		232,500,000
(ii)	Issued, Subscribed and fully paid up	
(a)	22,319,410 Equity shares of Rs.5 each	111,597,050
(b)	39,200 9.75% Cumulative Redeemable Preference Shares of Rs. 5/- each	-
(c)	23,902,516 9.00% Cumulative Redeemable Preference Shares of Rs. 5/- each	-
	<b>Total</b>	<b>111,597,050</b>

**The reconciliation of the number of shares outstanding is set out below:**

Particulars	As at 31st March, 2017	
	Number	Amount
Equity Shares outstanding at the beginning of the year	22,319,410	111,597,050
Equity Shares Issued during the year	—	—
Bonus Equity Shares Issued during the year	—	—
Equity Shares bought back during the year	—	—
Equity Shares outstanding at the end of the year	22,319,410	111,597,050



**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017**

**9.75% Cumulative Redeemable Preference Shares:**

Particulars	As at 31st March, 2017	
	Number	Amount
9.75% CRP Shares outstanding at the beginning of the year	39,200	196,000
9.75% CRP Shares Issued during the year	—	—
9.75% Bonus CRP Shares Issued during the year	—	—
9.75% CRP Shares bought back during the year	39,200	196,000
9.75% CRP Shares outstanding at the end of the year	—	—

**9% Cumulative Redeemable Preference Shares:**

Particulars	As at 31st March, 2017	
	Number	Amount
9% CRP Shares outstanding at the beginning of the year	—	—
9% CRP Shares Issued during the year	—	—
9% Bonus CRP Shares Issued during the year	—	—
9% CRP Shares bought back during the year	—	—
9% CRP Shares outstanding at the end of the year	—	—

Terms/Rights attached to various classes of Shareholders

Equity Shareholders:

The Company has one class of equity shares having a face value of Rs. 5/ per share. Each shareholder is entitled to such rights as to attend the meeting of the shareholders, to receive dividend distributed and also has a right in the residual interest in the assets of the company. Each shareholder is also entitled to right of inspection of documents as provided in the Companies Act, 2013.

**Preference Shareholders:**

Every shareholder is entitled to the fixed rate of dividend (cumulative) as per the terms of issue. They are entitled to the capital in preference to the equity shareholders in case of liquidation.

**Terms of Issue and redemption of Cumulative Redeemable Preference Shares: (CRPS)**

2,39,02,516 (9%) CRPS of Rs.5 each issued on 02.06.2010 Redeemable on or before 12-5-2015

39,200 (9.75%) CRPS of Rs.5 each issued on 02.06.2010 Redeemable on or before 30-6-2016

The above CRPS were allotted in terms of the Scheme of Arrangement sanctioned by the Hon'ble High Court of Madras vide Order dated 22.04.2010

All the preference shares were duly redeemed by the Company on the date of redemption and the dividend payable on the preference shares were also duly paid

**Details of shares held by each shareholder holding more than 5% shares:**

Class of Shares / Name of Shareholder	As at 31st March, 2017	
	Number of shares held	% holding in that class of shares
<b>Equity Shares with voting rights:</b>		
Mr.M.Ethiraj	2,014,920	9.03%
Mr.E.Shanmugam	10,155,606	45.50%
<b>Cumulative Redeemable Preference Shares</b>		
9.75% CRPS of Rs.5 each	-	-
The Thirumagal Mills Limited	-	-

As per records of the Company, including its register of members, the above shareholding represents legal ownership of shares

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017****Note 3. Reserves and Surplus**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>
(a) Capital Reserve	144,517,565
(b) Capital Redemption Reserve	119,708,580
(c) Surplus / (Deficit) in Statement of Profit and Loss	
Opening Balance	1,331,784,072
Add: Profit/(Loss) for the year	14,740,759
	1,346,525,525
<b>Less:</b>	
Capital Redemption Reserve	196,000
Dividend paid on CRPS including DDT	5,677
<b>Closing Balance</b>	<b>1,346,323,848</b>
<b>Total (a+b+c)</b>	<b>1,610,549,993</b>

**Note 4. Other Current Liabilities**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>
Others - For expenses	8,011,895
Provision for Taxation	15,111,021
<b>Total</b>	<b>23,122,916</b>

**Note 6. Goodwill on Consolidation**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>
Due to acquisition of 20,50,000 equity Shares of Rs. 10 each of erstwhile PSB Lending Tree Pvt Ltd., fully paid up at Rs. 11.50 each	3,075,000
<b>Total</b>	<b>3,075,000</b>

**Note 7. Non Current Investment (Unquoted)**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>
In Equity Shares, fully paid up 10 shares of Rs. 100 each in M/s. Adyar Property Holding Co Pvt Ltd	1,000
<b>Total</b>	<b>1,000</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017**

**Note: 6 FIXED ASSETS**

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	As at 31-03-2016	For the year		As at 31-03-2017	As at 31-03-2016	For the year	As at 31-03-2017	As at 31-03-2017	As at 31-03-2016
		Additions	Deletions						
Land	24,978,583	-	-	24,978,583	-	-	-	24,978,583	24,978,583
Building	4,902,524	52,390,012	-	57,292,536	3,369,768	627,765	3,997,533	53,295,003	1,532,756
Office Equipments	244,733	12,300	-	257,033	30,740	35,753	66,493	190,540	213,993
Computer	143,022	167,600	-	310,622	106,731	67,562	174,293	136,329	36,290
Furniture	10,927,245	-	-	10,927,245	10,375,867	-	10,375,867	551,378	551,378
Vehicles	799,351	-	-	799,351	769,532	-	769,532	29,819	29,819
<b>Total</b>	<b>41,995,458</b>	<b>52,569,912</b>	<b>-</b>	<b>94,565,370</b>	<b>14,652,638</b>	<b>731,080</b>	<b>15,383,718</b>	<b>79,181,652</b>	<b>27,342,819</b>
<b>Previous Year</b>	<b>42,364,729</b>	<b>140,380</b>	<b>509,651</b>	<b>41,995,458</b>	<b>14,294,755</b>	<b>847,007</b>	<b>14,652,640</b>	<b>27,342,818</b>	<b>28,069,975</b>
Capital Work in Progress	44,727,170	7,662,842	52,390,012	-	-	-	-	-	44,727,170

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017****Note 8. Long Term Loans and Advances**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>
Capital Advance	213,419,601
Advance for Purchase of Property	310,000,000
Other Advances	1,393,600
<b>Total</b>	<b>524,813,201</b>

**Note 9. Inventories**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>
Stock In Trade - Land and Building. (Valued at lower of cost and Net Realisable Value)	91,313,239
<b>Total</b>	<b>91,313,239</b>

**Note 10. Cash & Cash Equivalents**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>
Cash on Hand	85,051
Balance with Banks	
- in Fixed Deposits	969,560,321
- in Current Accounts	51,831,664
<b>Total</b>	<b>1,021,477,036</b>

**Note 11. Other Current Assets**

<b>Particulars</b>	<b>As at 31st March 2017 Rs.</b>
Tax Deduced at Source	25,653,123
Interest Receivable	127,080
Prepaid Expenses	191,691
Other Deposits	206,437
<b>Total</b>	<b>26,178,331</b>

**Note 12: Other Income**

<b>Particulars</b>	<b>Year Ended 31st March 2017 Rs.</b>
Interest receipts	64,824,360
Other Income	1,894,209
<b>Total</b>	<b>66,718,569</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017****Note 13: Employee Benefits Expense**

<b>Particulars</b>	<b>Year Ended 31st March 2017 Rs.</b>
Salaries to Employees	4,942,382
Salary to Managing Director	48,000
Welfare Expenses	2,069,051
<b>Total</b>	<b>7,059,433</b>

**Note 14: Other Expenses**

<b>Particulars</b>	<b>Year Ended 31st March 2017 Rs.</b>
Power and Water	1,961,148
Rent	2,333,268
Rates & Taxes & Insurance	4,094,855
Statutory Expenses	1,013,635
Printing & Stationery	273,864
Postage, Courier & Telephone Expenses	403,015
Travelling and Conveyance Expenses	487,979
Advertisement Expenses	403,162
Payment to Auditors	
- Statutory Audit Fees	230,000
Professional Fees	16,166,475
Repairs & Maintenance	2,780,577
Security Charges	2,109,837
Donation	205,000
Garden Maintenance	2,089,944
Sitting Fees to Directors	75,000
CSR Expenses	331,389
Miscellaneous Expenses	2,051,814
<b>Total</b>	<b>37,010,962</b>

**NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017**

**Note 15: Earnings Per Share**

<b>Particulars</b>	<b>Year Ended 31st March 2017 Rs.</b>
Net Profit / (Loss) as per Statement of Profit and Loss attributable to Equity Shareholders	14,740,759
Weighted Average Number of Shares Outstanding	22,319,410
Earnings per Share - Basic & Diluted	0.66
Face Value per Equity Share	5.00

**NOTE 16 : OTHER NOTES ON ACCOUNTS****1. Corporate Information**

S V Global Mill Limited Group (the company) together with its subsidiary (collectively referred to as Group) was incorporated under the erstwhile Companies Act, 1956 and is listed in the BSE Limited. The Company is engaged in the business of real estate and the subsidiary is a Non-Deposit taking Non-Banking Financial Company.

2. M/s SV Global Finance Private Ltd (erstwhile PSB Lending Tree Private Limited) was taken over by the Company during the current financial year and hence comparative figures are not required to be presented by virtue of the transitional provisions contained in Accounting Standard - 21 on Consolidated Financial Statements.

3. Lands to the extent of 3 acres and 16 guntas was acquired during the year 2013-14, by Government of Karnataka for public purpose for which the Company received compensation under the Right to Fair Compensation & Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (LARR 2013). The Company has made an application requesting enhancement of compensation which is pending before the appropriate authority.

**4. Capital Advance:**

Pursuant to the scheme of demerger of erstwhile Binny Limited as approved by the Hon'ble High Court of Madras, the amounts payable by M/s Padmaadevi Sugars Ltd (erstwhile M/s S V Sugar Mill Limited) to erstwhile Binny Limited, was allocated to S V Global Mill Limited. The amount recoverable as at 31st March 2017 amounting to Rs. 21.34 crore (previous year Rs. 21.34 crores) from M/s Padmaadevi Sugars Ltd., is disclosed under the head Capital Advance in Note 8 of the Financial Statement. The Management is of the view that the same is recoverable.

**5. Advance for Purchase of Property:**

The company entered into agreements for sale with M/s Baashyaam Constructions Private Limited (Developer) for acquisition of 90,000 sq. ft of constructed area in a prime residential location at Chennai. As the developer could not handover the constructed apartments within the stipulated time, the Company is in the process of cancellation of the agreements. Consequently, the developer has been asked to refund the advance as specified in the agreements. Additionally, the developer has offered for compensation for the delay in handing over the constructed flats. Pending determination of compensation, the developer has commenced the repayment of principal amount.

**6. Related Party Disclosure:**

a) List of Related Parties

Sl. No	Nature	Name of the Party
1.	Subsidiary	SV Global Finance Private Limited
2.	Key Management Personnel (KMP)	M. Ethiraj E. Shanmugam S. Valli
3.	List of entities where KMP have significant influence	1. Tiger Farms & Enterprises Pvt Ltd 2. Srinidhi Finance Pvt Ltd 3. The Thirumagal Mills Ltd 4. Thirumagal Enterprises Ltd 5. Sriraj Mills Pvt Ltd 6. Artha Farms Ltd 7. Artha Trading Pvt Ltd 8. SV Technology Solutions Pvt Ltd 9. Ethiraj Foundation

**b) Remuneration to Key Managerial Persons**

Sl. No	Name	Designation	Remuneration
1.	M. Ethiraj	Chairman	Nil
2.	E. Shanmugam	Managing Director	Rs. 48,000 + Perks
3.	K. Ramakrishnan	Chief Financial Officer	Rs. 9,75,000
4.	GovindMadhav Joshi	Company Secretary	Rs. 14,00,000

The Managing Director, Mr E. Shanmugam is eligible for a Remuneration subject to a ceiling of Rs. 5 lakhs per annum plus perquisites and benefits as per the terms of appointment as resolved by the board in their meeting dated 03rd February 2017. However, a sum of Rs. 48,000 plus a Rent-Free furnished Accommodation has been provided by the company for the financial year 2016-17.

**c) Transactions during the year**

Sl. No	Name of the Party	Max Amt o/s during the year	O/s as on 31.03.2017
1	Loans taken from Mr.M.Ethiraj (Chairman)	11.09	Nil
2	Loans taken from Mr.E.Shanmugam (Managing Director)	17.00	Nil

7. Claims against company not acknowledged as debt

**a) Labour case:**

The erstwhile Binny Limited could not operate the Bangalore Wollen, Cotton and Silk Mills, Bangalore and the factory declared a lock out during the period 26.12.1988 to 05.08.1989. Consequently, the dispute regarding wages during lock out period arose and Industrial Tribunal vide I.D. 9/1990 dated 03.11.1990 passed an award against Binny Ltd for payment of wages and other benefits for the lock out period.

Against the order of the Industrial Tribunal, a Writ Appeal was filed before the Hon'ble High Court of Karnataka, by erstwhile M/s Binny Ltd which was dismissed. Against the Order of the Hon'ble High Court of Karnataka a Special Leave Petition was filed by erstwhile M/s Binny Ltd before the Hon'ble Supreme Court of India was also dismissed. Thereafter, the matter was referred back to the Deputy Labour Commissioner (DLC), Division - I, Bangalore. Pursuant to the above, as per the Scheme of demerger approved by the Hon'ble High Court of Madras, M/s. SV Global Mill Ltd has taken over this dispute.

The amounts payable towards wage settlement is unascertainable pending receipt of orders/settlements. Hence, no provision is considered necessary.

**b) Others:**

The Company has received legal notices from various statutory authorities pertaining to the affairs of Binny Limited. As the Company is not involved in the allegations/disputes, the Company is challenging the issue of notices on M/s. SV Global Mill Limited.



S V GLOBAL MILL LIMITED - CHENNAI - CONSOLIDATED

8. Capital expenditure commitments pending and remaining to be executed as on March 31, 2017 Rs. 0.32 Crore (Previous Year Rs. 1.10 crore).
9. The Company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures if any relating to amounts unpaid as at the year end together with interest paid / payable as required under the said Act have not been made.
10. As there is no operating income for the year for the Group, the reporting requirements of Accounting Standard - 17 are not applicable.
11. Details of Specified Bank Notes (SBN) held and transacted during the demonetisation period 08.11.2016 to 30.12.2016

Particulars	SBNs	Other denomination Notes	Total
Closing cash in hand as on 08.11.2016	1,34,000	1,47,363	2,81,363
(+) Permitted Receipts	-	3,06,550*	3,06,550
(-) Permitted Payments	1,14,000	2,92,703	4,06,703
(-) Amount deposited in Banks	20,000	-	20,000
Closing cash in hand as on 30.12.2016	Nil	1,61,210	1,61,210

\* Represents withdrawal from bank accounts

12. Figures in the financial statements and in the Notes have been rounded off to the nearest rupee. Statement pursuant to section 129, Companies Act 2013, read with Schedule III  
Additional information on net assets and share of profits as at 31st March 2017

Name of the entity	Net Assets (Total Assets - Total Liabilities)		Share of Profit (or) loss	
	As % of Consolidated Net Assets	Amount in crore	As % of Consolidated Profit or Loss	Amount in crore
<b>Parent Company</b>				
SV Global Mill Ltd	99.00	170.10	99.15	2.17
<b>Subsidiary</b>				
SV Global Finance Pvt Ltd	1.00	2.11	0.85	0.02
<b>Total</b>	<b>100</b>	<b>172.21</b>	<b>100</b>	<b>2.19</b>

Statement pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules 2014

Statement containing salient features of the financial statement of Subsidiaries/Associate Companies/ Joint ventures

**PART - A - SUBSIDIARIES**

<b>Particulars</b>	<b>1</b>
Name of the Subsidiary	SV Global Finance Private Limited
The date since when subsidiary was acquired	14.09.2016
Reporting period for the subsidiary concerned if different from the holding company's reporting period	14.09.2016 to 31.03.2017
Reporting currency and exchange and rate as on the last date of the relevant financial year in case of foreign subsidiaries	NA
Share Capital	2,05,00,000
Reserve and Surplus	1,27,083
Total Assets	2,12,08,953
Total Liabilities	5,81,870
Investments	Nil
Turnover	Nil
Profit before taxation	(1,50,913)
Provision for taxation	59,370
Profit after taxation	(2,10,283)
Proposed dividend	Nil
Percentage of shareholding	100%

**As per our report attached of even date  
For P. B. Vijayaraghavan & Co.,  
Chartered Accountants  
FRN: 004721S**

**For S V Global Mill Limited**

**K. SRINIVASAN  
Partner  
Membership No : 226831**

**M.ETHIRAJ  
Chairman**

**E.SHANMUGAM  
Managing Director**

**Place: Chennai  
Date: 10.05.2017**

**K. RAMAKRISHNAN  
Chief Financial Officer**

**GOVIND MADHAV JOSHI  
Company Secretary**

# S V GLOBAL MILL LIMITED

## ATTENDANCE SLIP

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 10th ANNUAL GENERAL MEETING of the Company at the Registered Office of the Company on 13th December, 2017 at 10.30 am at New No.5/1, (Old No.3/1) 6th Cross Street, CIT Colony, Mylapore, Chennai - 600 004

Full name of the Shareholder (In block capitals) \_\_\_\_\_ Folio No : \_\_\_\_\_ Signature \_\_\_\_\_

Full name of Proxy (In block capitals) \_\_\_\_\_ Folio No : \_\_\_\_\_ Signature \_\_\_\_\_

### Form No. 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]

CIN	: L17100TN2007PLC065226
Name of the company	: S V GLOBAL MILL LIMITED
Registered Office	: New No.5/1, (Old No.3/1), 6th Cross Street, CIT Colony, Mylapore, Chennai - 600 004.

Name of the Member(s)	:	
Registered address	:	
Folio No	:	
E-mail Id	:	

I/We, being the member(s) of ..... shares of Rs 5/- each of SV GLOBAL MILL LIMITED, hereby appoint

Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_

Or failing him

Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_

Or failing him

Name : \_\_\_\_\_ Email Id : \_\_\_\_\_

Address : \_\_\_\_\_

Signature : \_\_\_\_\_

Resolution Number	Resolution	Vote (Optional - see Note 3) (Please mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	Adoption of Financial Statements			
2	Appointment of Mr. M. Ethiraj as a Director liable to retire by rotation			
3	Appointment of Statutory Auditors			
<b>Special Business</b>				
4	Re-appointment of Mr. E. Shanmugam as Managing Director			
5	Re-appointment of Dr. K. Shivaram Selvakkumar as Independent Director			

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

Signature of Member(s): \_\_\_\_\_

Signature of the Proxy Holder(s): \_\_\_\_\_

Affix  
Re.1/-  
Revenue  
Stamp

**Notes:**

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10th Annual General Meeting of the Company, to be held on the 13th day of December, 2017. at 10.30 AM at the Registered Office and at any adjournment thereof in respect of such resolutions as are indicated above:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.
2. For the Resolutions & Notes, please refer to the Notice of the 10th Annual General Meeting.
3. It is optional to indicate your preference. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

**Please Note : No gifts will be distributed**