



SVA India Limited

CIN : L51909WB1981PLC 033592

Reg Off: 162-C Mittal Towers, 16th Floor, Nariman Point, Mumbai – 400 021

Website: www.svaindia.com Email: info@svaindia.com, Tel: 91-22-22886789/98 Fax: 91-22-22886855

September 29, 2017

To,

The Manager,
Corporate Relationship Department,
Bombay Stock Exchange Ltd. (BSE)
P.J. Towers, Dalal Street, Fort,
Mumbai - 400 001

Department of Corporate Services
Bombay Stock Exchange Ltd. (BSE)
P.J. Towers, Dalal Street, Fort,
Mumbai - 400 001

BSE Code : 531885

Sub : Annual Report pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Annual Report of the 36th Annual General Meeting of SVA India Limited held on September 28, 2017 is enclosed pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly acknowledge and take on record the same.

Thanking you.

For and on behalf of the Board
SVA India Ltd

Authorised Signatory





SVA INDIA LTD

L51909MH1981PLC281775

Reg Off: 162-C, Mittal Towers, 16th Floor, Nariman Point, Mumbai – 400 021

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FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral – that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties, and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Ranjana Gupta, Chairperson & NED
Mr. Arun Agarwal, Independent Director

Mr. Raghav Gupta, Whole Time Director
Mr. Aadesh Jain, Independent Director

CHIEF FINANCIAL OFFICER

Mr. Jitendra Yadav

COMPANY SECRETARY

Ms. Priti Surti

SCRIP CODE

BSE: 531885

BANKERS

State Bank of India
Bank of Baroda
Kotak Mahindra Bank

AUDITORS

M/s Uday Pasad & Associates

WEBSITE

www.svaindia.com

REGISTERED OFFICE

162-C, Mittal Tower,
16th Floor, Nariman Point
Mumbai- 400021,
Maharashtra, India

E-MAIL ID

info@svaindia.com

CORPORATE IDENTITY NUMBER (CIN)

L51909MH1981PLC281775

DEMAT ISIN CSDL NO.

INE763K01014

REGISTRAR & TRANSFER AGENTS

Bigshare Services Pvt. Ltd
E- 2, Ansa Industrail Estate, Sakivihar Road,
Sakinaka, Andheri (E), Mumbai – 400 072
Ph. No. (022)–40430200

STOCK EXCHANGE

Bombay Stock Exchange,
Floor 25, P. J.Towers
Dalal Street,
Mumbai – 400001
Ph. No. (022) – 22721233/4

DEAR FRIENDS,

At SVA, we often talk at length about our unsurpassed growth strategy and how we are sustaining that growth momentum. But we seldom ask ourselves one simple, but fundamental question: 'Is there any deeper purpose behind this strategy? Any definite plan of which, multi-sectoral growth is just the outward expression or affirmation?' I would like to take this opportunity to answer this question unambiguously; so that you can understand our priorities better and see our road ahead clearer. From a very modest beginning, we have reached a stage in our corporate existence, when we cannot be just identified as a manufacturer of zinc oxide. We have not restricted our vision in the domain of zinc oxide or in trading of stocks and shares for that matter. We have reinforced our footprint in altogether new segment of tea and tea products, and even foraying into the hotels and retail sector of the Company's brand product "BASILUR TEA" and new brand product "AUSSEE OATS" at Sri Lanka with the main object to manufacture Oats and Muesli based food products for local and export market. The purpose is not just enhanced visibility, but to understand global market forces better and to create products and solutions that fulfil the needs of today and tomorrow in line with evolving socio-economic scenario. Effective innovation has always been our motto.

Although the sharp increase in prices of raw materials has dragged down the profits figures but it has not affected the Company's potential to keep on growing. In a post-recessionary global economy our deep-rooted belief that companies today must harmonize performance with social commitment — is resonating more than ever before. This has important implications for different stakeholders: for consumers and shareowners this translates into creating enhanced value, both economic and social, through trusted brands; for governments and the general public, it translates into responsibility. All businesses have a responsibility to the communities in which they operate, to the consumers they serve and to the planet whose resources they use.

ENVIRONMENT AND SOCIAL RESPONSIBILITY

Environment protection and social responsibility are deeply ingrained in our corporate credo. SLCL's concern for the environment is reflected in the following initiatives: in-campus greening; encouraging judicious use of natural resources; recycling; pollution control to ensure clean air and water; and reduction of landfill wastes. We have also Developed 30 acres of land for organic product development. We ensure healthy working environment and proper housing and medical facilities for our people. We adhere to strict lab our compliance to all working conditions and benefits as directed under Indian Labour laws.

PARTING THOUGHTS

At SVA, we believe what's right for society is right for business. It is a belief to which we are deeply committed. Businesses cannot create supreme value locally or globally without an underpinning of integrity and responsibility. We will continue to chart our future course of action based on this fundamental value system, seeking the encouragement and support of all stakeholders. Finally, I would like to put on record my sincere appreciation towards all the stakeholders, be it bankers, shareholders, customers, suppliers and the employees for the continuing faith and confidence that they have reposed in us. We are confident that with their continued support, cooperation and guidance the Company will excel to achieve new landmarks in future.

Warm Regards,

Ranjana Gupta
Chairperson

PROFILE OF BOARD OF DIRECTORS

Ms. Ranjana Gupta, Chairperson and Non-Executive Non-Independent Director

The guiding force behind the stupendous rise in the company turnover over a 30 years' time frame.

Chairperson : Stakeholders Relationship Committee and Risk Management Committee

Member : Nomination & Remuneration Committee

Mr. Raghav Gupta, Whole Time Director

Actively involved in the business of the Company and plays important role in management policy of the Company.

Member : Audit Committee, Stakeholders Relationship Committee and Risk Management Committee

Mr. Aadesh Jain, Non-Executive Independent Director

An innovative entrepreneur and has always been a back support of the Company.

Chairman : Audit Committee and Nomination & Remuneration Committee

Mr. Arun Agarwal, Non-Executive Independent Director

A commerce graduate with more than 25 years of experience in the industry.

Member : Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee

Board's REPORT

To the Members,

Your Directors take pleasure in presenting their Thirty Sixth Annual Report on the business and operations of your Company together with the Audited Statement of Accounts, for the year ended March 31, 2017.

Financial Highlights

Summary of the Company's financial performance for the F.Y. 2016 – 17 and 2015 – 2016 is given below:

(In Rupees)

Particulars	F.Y. 2016 – 2017	F.Y. 2015 – 2016
Total Revenue	1,59,34,172.94	2,42,29,418.13
Profit / Loss before Exceptional items	28,271.04	(11,36,271.94)
Profit / Loss before tax	28,271.04	(11,36,271.94)
Provision for Tax	(38,259.00)	0.00
Income Tax adjusted for earlier year	0.00	(9,820.00)
Deferred Tax	95,547.00	66,610.00
Profit / Loss after tax	85,559.04	(10,79,481.94)
Add: Surplus brought forward from previous year	0.00	0.00
Amount available for appropriation	85,559.04	(10,79,481.94)
Dividend (including tax)	0.00	0.00
Balance carried forward	85,559.04	(10,79,481.94)
EPS	0.02	(0.3)

Performance Review

The Total Turnover of the Company has decreased to Rs.1,59,34,172 and the Company has earned a net profit of Rs.85,559.04 in the F.Y 2016-17. The Company has tied up with UCA Lanka Pvt Ltd as sole representatives for marketing their products worldwide. The Company has tied up with Basilur Tea Exports Pvt Ltd for marketing their products worldwide. The Company expects good prospects in coming years.

Human Resources

Your Directors acknowledge and appreciate the sincere and devoted services & contribution rendered by the highly committed officers placed at the various level of operation of the Company.

Buy-back / Sweat Equity / Bonus Shares

The Company has neither bought back its shares or has issued any sweat equity or Bonus shares during the year under review.

Employees Stock Option Plan

The Company has not provided any Stock Option Scheme to the Employees.

Dividend

In view of the planned business growth, your Directors deem it proper to conserve the funds of the Company for its activities and therefore, have not recommended any dividend on equity shares for the Financial Year ended March 31, 2017.

Fixed Deposits

The Company has neither accepted nor renewed any fixed deposit during the year. There are no unclaimed deposits, unclaimed / unpaid interest or refund due to the deposit holders or to be deposited to the Investors Education and Protection Fund as on March 31, 2017.

Particulars of Loans, Guarantees and Investment

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

Subsidiary and Associate Companies

As on March 31, 2017, the Company has two Associate Companies viz., Aussee Oats Milling Pvt Ltd, Sri Lanka and Aussee Oats India Pvt Ltd, India. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of financial statements of the Associates Companies in Form - AOC 1 is annexed to this report.

The policy for determining Material Subsidiary may be accessed on the Company's website at <http://svaindia.com/pdf/policies2.pdf>

Directors

In terms of the provisions of the Companies Act, 2013, Ms. Ranjana Gupta, Director of the Company, is liable to retire by rotation and being eligible, has offered herself for re-appointment, as such. The Board recommends re-appointment of Ms. Ranjana Gupta as a Director of the Company.

The Board on the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. Raghav Gupta, as a Whole-time Director of the Company for a period of 5 (five) years with effect from September 29, 2017, subject to the approval of the members of the Company.

All the Independent Directors of your Company i.e., Mr. Arun Agrawal and Mr. Aadesh Jain have duly furnished the required declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

During the year, in terms of the requirement of the Act, the Independent Directors held their separate meeting, wherein the performance of the Board and that of the Directors was evaluated in detail. In this very meeting itself, the independent directors thoroughly discussed the quantity, quality & timeliness of the flow of information between the Company's management and the Board and arrived at a view that the same is adequate and sufficient to enable effective decision making of the Board.

Key Managerial Personnel

The Key Managerial Personnel (KMP) in the Company as per section 2(51) and 203 of the Companies Act, 2013 are as follows:

1. Mr. Raghav Gupta – Whole-time Director;
2. Mr. Jitendra Yadav – Chief Financial Officer; and
3. Ms. Priti Surti– Company Secretary Resigned with effect from 10.09.2017

Performance Evaluation

In terms of the requirement prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the process for evaluation of the performance of the entire Board of Directors and that of its Committees and Individual Directors.

Policy on Directors' Appointment, Remuneration and other details

The Company's policy on Directors' appointment, remuneration and other matters provided in section 178(3) of the Act has been disclosed in the Corporate Governance Report.

Related Party Transactions

All the transactions entered into with related parties during the financial year under review, were in the ordinary course of business and on arm's length basis.

The particulars of contracts and arrangements with aforesaid related parties, in form AOC – 2 is annexed to this report as Annexure A.

The Policy on related party transaction may be accessed on the Company's website at the link:

<http://svaindia.com/pdf/policies5.pdf>

Material Changes and Commitments'

There were no material changes and commitments affecting the financial position of the Company.

Board and Committee Meetings

During the year under review, four (4) Meetings of the Board were convened and held. The Intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

The functioning of the Board is supplemented by various committees, which have been constituted from time to time, such as Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Risk Management Committee. Each of the aforesaid committees has been constituted in order to ensure due to compliance with the applicable laws and to ensure the highest level of corporate governance. The minutes of the meetings of each of these Committees are duly placed before the Board for noting and confirmation.

Audit Committee

The Audit Committee consists of majority Independent Directors. It consists of Directors namely Mr. Arun Agarwal [Independent Director], Mr. Aadesh Jain [Independent Director] and Mr. Raghav Gupta [Whole-time Director] as the members.

During the year, four (4) meetings of the Audit Committee were held.

Auditors' of the Company

Statutory Auditors'

In terms of section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, at the Thirty Fourth Annual General Meeting of the Company, M/s Uday Pasad & Associates, Chartered Accountants were appointed as the Statutory Auditor of the Company for a period of five (5) years subject however to ratification by members at every Annual General Meeting of the Company.

The Board recommends ratification of their appointment, as such, at the ensuing Thirty Sixth Annual General meeting of the Company.

Internal Auditors'

M/s VKM & Associates, Practicing Company Secretaries are acting as the Internal Auditors of the Company. Your Directors recommend their re-appointment as such for the financial year 2017-18.

Auditor's Report

The notes to the financial statements referred in the Auditor's Report are self-explanatory and do not call for any further comments and clarification from the Board.

Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of section 204 of the Companies Act, 2017, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors have appointed M/s. P. D. Pandya & Associates, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Audit Report is annexed to this report as Annexure B.

Extract of Annual Return

In terms of the provisions of section 92(3) of the Companies Act, 2013, an extract of Annual Return in form MGT – 9 is annexed to this report as Annexure C.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Energy

The operations of the Company do not consume high levels of energy. Adequate measures have been taken to conserve energy wherever feasible. Your Company uses latest technology and energy efficient equipments. As cost of energy forms a very small portion of the total cost.

Technology Absorption

The Company uses latest technology and equipment into the business. Further, the Company is not engaged in any manufacturing activities, most of the information as required under section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable.

Foreign Exchange Earnings and Outgo

As the Company business has an agreement for purchase or sale is entered with any foreign parties. Hence, for the year under review, the Company has foreign exchange earnings or expenses.

Corporate Governance

The report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report as Annexure D.

A certificate from the Auditors of the Company, confirming compliance to the conditions of Corporate Governance, as stipulated in schedule V of the SEBI LODR is annexed to this report.

Whistle Blower Policy / Vigil Mechanism

In accordance with Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has formulated a Whistle Blower Policy / Vigil Mechanism to address the genuine concern, if any, of the Directors and employees. The details of the same have been given in the report on Corporate Governance and the policy can also be accessed on the Company's website at <http://svaindia.com/pdf/policies6.pdf>.

The Audit Committee periodically reviews the existence and functioning of the mechanism. It reviews the status of complaints received under this policy on a quarterly basis. The Committee has, in its report affirmed that no personnel have been denied access to Audit Committee.

Risk Management

The Company has a comprehensive Risk Management policy that envisages risk management framework and clearly sets out the objectives & elements of risk management within the organization, including the constitution of a Risk Management Committee and underlying mechanisms & processes to be used for identification, monitoring and reporting of various categories of risks.

Corporate Social Responsibility

The Company has not developed and implemented Corporate Social Responsibility initiatives as the said provisions are not applicable due to insufficient profit of the company.

Internal Financial Control

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Significant and Material orders passed by the Regulators, Courts or Tribunals

The Company has not received any significant or material orders passed by any regulatory Authority, Court or Tribunal which shall impact the going concern status and Company's operations in future.

Management's discussion and Analysis Report

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management's Discussion and Analysis Report, which forms part of this report as Annexure E.

Particulars of Employees and related disclosures

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report, which forms part of this Report. Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are also provided in the Annual Report, which forms part of this report as Annexure F.

Having regard to the provisions of the first proviso to Section 136(1) of the Act and as advised, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request. During the year none of the employee of the company is holding more than 2% of company shares and nor having salary of more than 60 lakh a year.

Nomination and Remuneration Policy

In terms of requirements prescribed under Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Policy inter-alia providing the terms for appointment and payment of remuneration to Directors and Key Managerial Personnel is annexed to this report as Annexure G.

General

- (1) The Company has not issued any equity shares with differential rights as to dividend, voting or otherwise.
- (2) The Whole-Time Director has not received any remuneration or commission from the Company, its holding or subsidiaries.
- (3) The Company is committed to uphold and maintain the dignity of woman employees and it has in place a policy which provides for protection against sexual harassment of women at work place and for prevention and redressal of such complaints. During the year no such complaints were received.
- (4) No fraud has been reported by the Auditors to the Audit Committee or the Board.

Directors' Responsibility Statement

As per the requirement of sub-section (5) of section 134 of the Companies Act, 2013, the Director's confirm that:

- (i) In the preparation of the Annual Financial Statements for the year ended March 31, 2017, the applicable accounting standards have been followed and that there are no material departures;

- (ii) The Directors have selected such accounting policies in consultation with the Statutory Auditors' and have 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 March 31, 2017 and of the profit and loss of the Company for the year under review;
- (iii) The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors have prepared the annual accounts of the Company on a going concern basis;
- (v) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively; and
- (vi) The Directors have laid down proper internal financial controls and that the same are adequate and were operating effectively.

Our People

Your Company is committed towards the creation of knowledge for the benefit of its stakeholders. It is our belief that the growth of an organization is largely dependent on the growth of the individuals. Your Company has 12 numbers of employees as at March 31, 2017. None of the employees of the Company was in receipt of remuneration in excess of the limits prescribed in the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Disclosure under the Sexual Harassment of Women at work place (Prevention, Prohibition and Redressal) Act, 2013

The Company has Policy on Prevention of Sexual harassment at Work Place and also constituted Internal Complaint Committee to investigate ant complaint received on sexual harassment.

The Company has not received any complaints pertaining to sexual harassment during the financial year 2016-17.

Acknowledgement

Your Directors would like to express their appreciation for the co-operation and assistance received from the Government authorities including Reserve Bank of India, Registrar of Companies, Bankers, Financial Institutions, Investors, Vendors, Customers, Shareholders and other business constituents.

Your Directors also wish to place on record their deep appreciation for the total commitment displayed by all the Executives, Officers and Staff and their continued co-operation throughout the year.

For and On behalf of the Board

Date : August 10, 2017
Place : Mumbai

(Ranjana Gupta)
Chairperson

(Raghav Gupta)
Whole time Director

Form AOC - 1

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

(Information in respect of each subsidiary to be presented with amounts in Rupees)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	-
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	-
4.	Share capital	-
5.	Reserves & surplus	-
6.	Total assets	-
7.	Total Liabilities	-
8.	Investments	-
9.	Turnover	-
10.	Profit before taxation	-
11.	Provision for taxation	-
12.	Profit after taxation	-
13.	Proposed Dividend	-
14.	% of shareholding	-

Note: The Company has no subsidiary during the year under review.

Part B: Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Aussee Oats Milling Pvt Ltd	Aussee Oats India Pvt Ltd
1. Latest audited Balance Sheet Date	March 31, 2017	March 31, 2017
2. Shares of Joint Ventures held by the company on the year end		
No. of shares	2,30,82,343	4,99,999
Amount of Investment in Joint Venture	1150,000 USD	Rs. 49,99,990
Extend of Holding (%)	49.99	49.99
3. Description of how there is significant influence	SVA India Ltd holds 49.99% of the total share capital in the Company	SVA India Ltd holds 49.99% of the total share capital in the Company
4. Reason why the joint venture is not consolidated	N.A.	N.A.
5. Net worth attributable to shareholding as per latest audited Balance Sheet	10,966 USD	Rs. 9,09,70,584.08
6. Profit/Loss for the year	2338,685 USD	Rs. 79,76,980.34

(Raghav Gupta)
Whole-time Director

(Ranjana Gupta)
Chairperson

Date: August 10, 2017

Place: Mumbai

(Jitendra Yadav)
Chief Financial Officer

(Priti Surti)
Company Secretary

Form 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 Act including certain arm's length transactions under third proviso thereto:

1. Details of material contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contracts or arrangements or transactions with its related parties which are not at arm's length basis, during the financial year 2016 – 17.

2. Details of material contracts or arrangements or transactions at arm's length basis:

Name(s) of the Related Party	Nature of Relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount (' Rs.)
Raghav Realtors Pvt Ltd	A private company in which a director is a member / director	Rent Expenses	On Going	As per Agreement	Refer Note below	1,80,000 p.a.

Note: Approval of the Audit Committee / Board of Directors have been obtained from time to time

For and On behalf of the Board

Date : August 10, 2017
Place : Mumbai

(Ranjana Gupta)
Chairperson

(Raghav Gupta)
Whole-time Director

P. D. PANDYA & ASSOCIATES

PRACTISING COMPANY SECRETARIES

201, Galaxy Arcade Co-op Hsg. Soc., 57, M. G. Road, Vile Parle, Mumbai - 400 057, Maharashtra
Tel.: 26100693

FORM MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Member,

SVA INDIA LIMITED

162-C, Mittal Tower, Nariman

Point, Mumbai - 400021

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "SVA INDIA LIMITED" (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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 authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 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 extent, in the manner and subject to the reporting made hereinafter.

We 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:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 1992 (SEBI Act);
 - (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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
 - (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;

- (e) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;
- (g) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review;

6. Other Laws applicable to the Company;

- i. Bombay Shops and Establishments Act, 1948;
- ii. Food Safety and Standards Act, 2006;
- iii. Tea (Distribution & Export) Control Order, 2005;
- iv. Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975;
- v. Legal Metrology Act, 2009

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that:-

- 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings and Committee Meetings were taken unanimously and are captured and recorded as part of the minutes of the meetings.

We further report that 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.

For P D Pandya & Associates
Practicing Company Secretary

(Paresh Pandya)
Proprietor
ACS No. 12123
C P No.: 4869

Place : Mumbai
Date : August 10, 2017

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

“ANNEXURE A”

**To,
The Member,
SVA INDIA LIMITED
162-C, Mittal Tower, Nariman
Point, Mumbai - 400021**

Our report of even date is to be read along with this letter.

Management's Responsibility

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For P D Pandya & Associates
Practicing Company Secretary**

**(Paresh Pandya)
Proprietor
ACS No. 12123
C P No.: 4869**

**Place : Mumbai
Date : August 10, 2017**

Form No. MGT – 9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 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 & OTHER DETAILS:

i	CIN	L51909MH1981PLC281775
ii	Registration Date	April 27, 1981
iii	Name of the Company	SVA India Ltd
iv	Category/Sub-category of the Company	Public Company Limited By Shares / Indian Non-Government Company
v	Address of the Registered Office & contact details	162-C, Mittal Tower, 16 th Floor, Nariman Point, Mumbai – 400 021 Website: www.svaindia.com Email: info@svaindia.com Tel: 91-22-22886789/98 Fax: 91-22-22886855
vi	Whether Listed Company	Yes
vii	Name, Address & Contact details of the Registrar & Transfer Agent, if any	Big Share Services Pvt Ltd 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri (East), Mumbai - 400 059 Website: www.bigshareonline.com E-mail: investor@bigshareonline.com Tel: 91-22-62638200 Fax: 91-22-62638299

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

Sl. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Import and Export for Commodities Trading	NIL	100.00

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No	Name & Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
1	Aussee Oats Milling Pvt Ltd 28, BOI EPZ, Mirigama, Sri Lanka	-	Associate	49.99	2(6)
2	Aussee Oats India Pvt Ltd 162 Mittal Tower, C Wing, Nariman Point, Mumbai – 400 021	U15122MH2011PTC223036	Associate	49.99	2(6)

IV. SHAREHOLDING PATTERN (Equity share capital break up as % to total equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	1301480	934810	2236290	67.71	1915690	320600	2236290	67.71	0.00
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate etc.	100000	0	100000	3.03	100000	0	100000	3.03	0.00
d) Bank/ FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL: (A) (1)	428680	1970610	2336290	70.74	2015690	320600	2336290	70.74	0.00
(2) Foreign									
a) NRI- Individuals etc	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	428680	1970610	2336290	70.74	2015690	320600	2336290	70.74	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds etc	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non Institutions									
a) Bodies Corporate									
i) Indian	532400	89200	621600	18.82	532400	89200	621600	18.82	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	2600	194510	197110	5.97	2600	194510	197110	5.97	0.00
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	0	147600	147600	4.47	0	147600	147600	4.47	0.00
SUB TOTAL (B)(2):	535000	431310	966310	29.26	535000	431310	966310	29.26	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	535000	431310	966310	29.26	535000	431310	966310	29.26	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	963680	2338920	3302600	100.00	2550690	751910	3302600	100.00	0.00

(II) SHAREHOLDING OF PROMOTERS

Sr. No.	Shareholders 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 shares	No. of Shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Raghav Gupta	3,86,200	11.69	0.00	3,86,200	11.69	0.00	0.00
2	Abhinav Gupta	6,69,000	20.26	0.00	6,69,000	20.26	0.00	0.00
3	Ranjana Gupta	2,33,200	7.06	0.00	2,33,200	7.06	0.00	0.00
4	Vinod Kumar Gupta (HUF)	6,67,680	20.22	0.00	6,67,680	20.22	0.00	0.00
5	Swapnil Gupta	2,80,210	8.48	0.00	2,80,210	8.48	0.00	0.00
6	Raghav Realtors Pvt Ltd	1,00,000	3.03	0.00	1,00,000	3.03	0.00	0.00
	Total	23,36,290	70.74	0.00	23,36,290	70.74	0.00	0.00

(III) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

Sr. No.	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
	At the beginning of the year			
	Date wise increase/ decrease in Promoters shareholding during the year specifying the reasons for increase /decrease		No Change	
	At the end of the year			

IV. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS & HOLDERS OF GDRS & ADRS)

Sr. No.	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
	For Each of the Top 10 Shareholders			
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase /decrease		No Change	
	At the end of the year			

V. SHAREHOLDING OF DIRECTORS & KMP

Sr. No.	Shareholding at the beginning of the year	Cumulative Shareholding during the year			
		No. of shares	% of total shares of the company		
	For each of the Directors & KMP	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Raghav Gupta				
	At the beginning of the year	3,86,200	11.69		
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase /decrease	0	0	0	0
	At the end of the year	3,86,200	11.69		
2	Ranjana Gupta				
	At the beginning of the year	2,33,200	7.06		
	Date wise Increase/Decrease in Promoters shareholding during the year specifying the reasons for increase /decrease	0	0	0	0
	At the end of the year	2,33,200	7.06		

V. INDEBTEDNESS

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

(In Rupees)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
(i) Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	8,03,30,275.80	0.00	8,03,30,275.80
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	8,03,30,275.80	0.00	8,03,30,275.80
(ii) Change in Indebtedness during the financial year				
Additions	0.00	69,46,842.27	0.00	69,46,842.27
Reduction	0.00	0.00	0.00	0.00
Net Change	0.00	69,46,842.27	0.00	69,46,842.27
(iii) Indebtedness at the end of the financial year				
i) Principal Amount	0.00	8,72,77,118.07	0.00	8,72,77,118.07
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	8,72,77,118.07	0.00	8,72,77,118.07

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl. No.	Particulars of Remuneration	Name of the WTD/ MD / Manager
		Raghav Gupta (WTD)
1	Gross salary	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	0.00
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.00
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00
2	Stock option	0.00
3	Sweat Equity	0.00
4	Commission	
	- as % of profit	0.00
	- others (specify)	0.00
5	Others, please specify	0.00
	Total (A)	
	Ceiling as per the Act	0.00

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Total Amount	(Rs.)
1	Independent Directors		
	(a) Fee for attending board committee meetings	0.00	0.00
	(b) Commission	0.00	0.00
	(c) Others, please specify	0.00	0.00
	Total (1)	0.00	0.00
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings	0.00	0.00
	(b) Commission	0.00	0.00
	(c) Others please specify.	0.00	0.00
	Total (2)	0.00	0.00
	Total (B)=(1+2)		
	Total Managerial Remuneration	0.00	0.00
	Overall Ceiling as per the Act	0.00	0.00

A. Remuneration to Key Managerial Personnel other than Managing Director / Manager / Whole-Time Director:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount (Rs)
		CFO	CS	
1	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	6,20,389.00	2,39,688.00	8,60,077.00
	b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	0.00	0.00	0.00
	c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission			

	– as % of profit	0.00	0.00	0.00
	– others (specify)	0.00	0.00	0.00
5	Others, please specify	0.00	0.00	0.00
Total (A)				
Ceiling as per the Act		6,20,389.00	2,39,688.00	8,60,077.00

II. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no penalties or compounding of offences to the Company, Directors and other officers of the Company during the year ended March 31, 2017.

For and On behalf of the Board

Date : August 10, 2017
Place : Mumbai

(Ranjana Gupta)
Chairperson

(Raghav Gupta)
Whole-time Director

CORPORATE GOVERNANCE REPORT

Board of Directors

The Board has an optimum combination of Executive and Non-Executive Directors as per the Corporate Governance requirements. The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business, industry, finance, management etc. As on March 31, 2017, the Company has four Directors.

Company's philosophy on code of Corporate Governance

Company believes that corporate governance is about creating outperforming Organization, i.e. Organization that consistently succeed in the market place against competition and thereby enhance the value of all its stakeholders. SVA's philosophy on code of good Corporate Governance is to:

- a. Comply with all statutory regulations
- b. Maintain steady growth
- c. Ensure responsibility and accountability
- d. Maintain a sound system of management control
- e. Maintain transparency with professionalism
- f. Ensure benefits to all stakeholders and creation of shareholders wealth

In the process of achieving corporate goals, the Company has always been taking the spirit of various legislations as guiding principles and has done well beyond simple statutory compliance by instituting such systems and procedures as required to make the management completely transparent and institutionally sound. This is the continuous process in the Company, to improve upon the past experience.

Board of Directors

- a. Board consists of four members. The composition and category of Directors on Board of the Company are as follows:**

- | | | | |
|----|-------------------|---|---|
| 1. | Ms. Ranjana Gupta | - | <i>Chairperson cum Non - Executive Director</i> |
| 2. | Mr. Raghav Gupta | - | <i>Whole - Time Director</i> |
| 3. | Mr. Arun Agarwal | - | <i>Independent Director</i> |
| 4. | Mr. Aadesh Jain | - | <i>Independent Director</i> |

- b. Board Meetings**

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions by circulation, as permitted by law, which is noted and confirmed in the subsequent Board meeting.

The Board held four meetings during the Financial Year 2016-17. The Board Meetings were held on May 30, 2016, August 11, 2016, November 11, 2016 and February 13, 2017. The maximum time gap between any two meetings was not more than 120 days.

During the financial year ended on 31st March, 2017 none of the Director was disqualified under section 164(2) of the Companies Act, 2013. The directors of the company have given disclosure to abide by the code of conduct applicable to them.

The Company's guidelines relating to Board meetings are applicable to Committee meetings. None of the director is a member in more than 10 committees and a chairman in more than 5 committees.

The category of each Director, together with his attendance at Board Meetings, the number of his Directorships and memberships of the SEBI-designated Board Committees of other companies as well as his holding in the Company, as on 31st March, 2017, is given below:

Name of Directors	Category of Director	No. of BM attended out of 4 meetings held	No. of Directorship			No. of Ordinary shares held
			Director	Chairman	Membership of mandatory Board Committees Member	
Ranjana Gupta	Non- Executive Director	4	5	1	0	2,33,200
Raghav Gupta	Whole- Time Director	4	5	0	2	3,86,200
Aadesh Jain	Independent Director	4	2	1	0	NIL
Arun Agarwal	Independent Director	1	0	0	2	NIL

1. Excluded directorship of foreign companies and section 8 companies.
2. Membership / Chairmanship of only Audit Committee and Stakeholders Relationship Committee have been considered.

As on March 31, 2017, the number of directorship / committee membership / chairmanship of all Directors is within the respective limits prescribed under the Companies Act, 2013 and SEBI LODR.

Details of remuneration paid to all the Directors during the financial year 2016-17

Name of the Director	Remuneration	Sitting Fees	Total (Rs.)
Ms. Ranjana Gupta	NIL	-	-
Mr. Raghav Gupta	NIL	-	-
Mr. Arun Agarwal	NIL	-	-
Mr. Aadesh Jain	NIL	-	-

During 2016-17, in order to stabilize the reserves of the Company, the Company did not pay any remuneration to Non-Executive Directors for attending meetings of the Board of Directors and / or Committees thereof. The criterion for payment of sitting fees to Non-Executive Directors is based on the provisions of the Companies Act, 2013 and is well within the statutory ceiling fixed in this regard.

Code of Conduct

The Company has laid down a Code of Conduct for all its Board members and Senior Management Personnel for the avoidance of conflict of interest. It has received from all of them the necessary declarations affirming compliance with the code of conduct for the year 2017. There was no material financial and commercial transactions in which the Senior

Management Personnel has personal interest, which could lead to potential conflict of interest with the Company during the year.

Audit Committee

a. Constitution

The terms of reference of the Audit Committee as stipulated by the Board are in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013. The Audit Committee while reviewing the Annual Financial Statements also reviews the applicability of various accounting standards (AS) issued by Institute of Chartered Accountants of India. Compliance of the Accounting Standard as applicable to the Company was ensured in the financial statements for the year ended March 31, 2017.

b. Composition

The Audit Committee of the Company comprises of the following three Directors of the Company:

Name	Designation	Category
Mr. Aadesh Jain	Chairman	Independent Director
Mr. Arun Agarwal	Member	Independent Director
Mr. Raghav Gupta	Member	Whole-time Director

All the members of the Audit Committee have good exposure to finance as well as general management

c. Attendance at the meeting of Audit Committee held during the FY 2016-17

The Audit Committee held its meetings on May 30, 2016, August 11, 2016, November 11, 2016 and February 13, 2017.

Name of the Director / Member	Number of Meetings	
	Held	Attended
Mr. Raghav Gupta	4	4
Mr. Aadesh Jain	4	4
Mr. Arun Agarwal	4	1

Subsidiary Companies

The Company does not have any subsidiary.

Stakeholders Relationship Committee

a. Constitution

The Stakeholders Relationship Committee was constituted as per the provisions of section 178 of the Companies Act, 2013 for addressing investor's complaints and requests.

b. Composition

The Stakeholders Relationship Committee comprises of the following three Directors of the Company:

Name	Designation	Category
Ms. Ranjana Gupta	Chairman	Non-Executive Director
Mr. Raghav Gupta	Member	Whole-time Director
Mr. Arun Agarwal	Member	Independent Director

c. Meetings and Attendance

There was one (1) meeting of the Stakeholders Relationship Committee held on March 29, 2017.

Name of the Director / Member	Number of Meetings	
	Held	Attended
Ms. Ranjana Gupta	1	1
Mr. Raghav Gupta	1	1
Mr. Arun Agarwal	1	1

During the year, the Company has not received any complaint from the Stakeholders. There were no pending complaints from the Stakeholders as on March 31, 2017.

Nomination and Remuneration Committee

a. Constitution

The Nomination and Remuneration Committee was constituted as per the provisions of section 178 of the Companies Act, 2013 for determining remuneration package for the executive directors as well as to recommend the remuneration payable to the non-executive directors from year to year.

b. Composition

The Nomination & Remuneration Committee comprise of the following three Directors of the Company:

Name	Designation	Category
Mr. Aadesh Jain	Chairman	Independent Director
Mr. Arun Agarwal	Member	Independent Director
Ms. Ranjana Gupta	Member	Non- Executive Director

All the members of Nomination & Remuneration Committee have good exposure to finance as well as general management.

c. Meetings and Attendance

There was one (1) meeting of the Nomination and Remuneration Committee was held on March 29, 2017.

Name of the Director / Member	Number of Meetings	
	Held	Attended
Mr. Aadesh Jain	1	1
Mr. Arun Agarwal	1	1
Ms. Ranjana Gupta	1	1

Risk Management Committee

a. Constitution

The Risk Management Committee was constituted for addressing, evaluating and mitigating the risks to which the Company is exposed.

b. Composition

The Risk Management Committee was comprised of the following members of the Company:

Name	Designation	Category
Mr. Raghav Gupta	Chairman	Whole-time Director
Ms. Ranjana Gupta	Member	Non- Executive Director
Mr. Jitendra Yadav	Member	Chief Financial Officer

All the members of Risk Management Committee mentioned above have good exposure to finance as well as general management.

c. Power of Risk Management Committee:

The Committee is authorized to exercise all powers and discharge all functions related to risk management. They will review the Risk Management Policy from time to time.

Whistle Blower Policy

The model Whistle Blower Policy suggested for SVA India Ltd has been adopted by the Board of Directors. The policy provides for adequate safeguards against victimization of employees and also provides for access to the Audit Committee. The policy has been appropriately communicated within the Company. It is affirmed that no personnel has been denied access to the Audit Committee. The policy can be accessed at <http://svaindia.com/pdf/policies6.pdf>

Prevention, Prohibition Redressal Mechanism

The Company has zero tolerance policy towards sexual harassment at the workplace and has adopted a Prevention of Sexual Harassment Policy that is in the line with the provisions of the Sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed there under for prevention and redressal of complaints of sexual harassment at workplace, along with a structured reporting and redressal mechanism.

Independent Directors Meeting

The Independent Directors met on March 31, 2017, during the financial year.

Compliance Officer

Ms. Priti Surti, the Company Secretary is the Compliance Officer for complying with the requirements of SEBI Regulations and the Listing Agreement with the Stock Exchanges in India.

General Meetings

- Annual General Meeting:

Details of the Annual General Meetings of the Company held during the last three years were as follows:

Financial Year	Date	Time	Place	Day	No. of special resolutions passed
2015-16	September 30, 2016	11.00 am	Mumbai	Friday	NIL
2014-15	September 29, 2015	11.00 am	Mumbai	Wednesday	NIL
2013-14	September 29, 2014	11.00 am	Mumbai	Monday	1

The above Annual General Meetings of the Company were held at 162 – C, Mittal Tower, Nariman Point, Mumbai - 400 021, Maharashtra, India.

- The Company has not conducted any business through Postal Ballot during the financial year 2016-17.

None of the businesses proposed to be transacted in the Annual General Meeting require passing of a special resolution through postal ballot.

- No Extra-Ordinary General Meeting of the Company was held during the year.

Disclosures

a) Related Party Transactions

There were no materially significant related party transactions i.e. transactions of the Company of material nature, with its Directors or the management or their relatives or any Associate Company, among others, that may have potential conflict with the interests of the Company at large.

b) Non-Compliance / Penalties

There were no cases of non-compliance by the Company or penalties imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets.

c) Mandatory Compliances

The Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

d) No personnel have been denied access to Audit Committee. The Board periodically reviews risk assessment and minimization and procedure through properly defined framework.

e) Disclosures of accounting treatment (Already given in Annual Accounts)

f) Proceeds from Public Issues, Rights Issues and Preferential Issues, etc.:

During the year, your Company did not raise any funds by way of Public Issues, Rights Issues and Preferential Issues, etc.

g) Remuneration of the Directors (As mentioned under the head of Nomination & Remuneration Committee)

h) Management (As mentioned under different heading of MDAR)

- i) **General information of Shareholders** (As mentioned under different heading of General Information of Shareholders)
- j) **Stakeholders Relationship Committee**(As detailed in separate head of Stakeholders Relationship Committee)
- k) **Role of Committees** (Role of different committees have been elaborated under their respective headings)
- l) **Specified Bank Notes during Demonetization**
The Company has provided requisite disclosures in dealing with Specified Bank Notes during the period from November 08, 2016 to December 31, 2016.

Means of Communication

The quarterly, half-yearly and annual results are submitted to the stock exchange and are published in leading newspapers viz. Aapla Mahangar and Financial Express (Marathi& English), in terms of the requirements of regulation 29 read with regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company also displays the presentations made by it to Institutional investors and to analysts on its website along with the official news releases. The management discussion and analysis Report is given separately forming part of the Annual Report.

General Shareholder Information

36th Annual General Meeting (AGM for year ended 31st March, 2017)	Day: Date: 28 th September, 2017 Time: 2:00 pm Venue: 162 - C, 16 th Floor, Mittal Tower, Nariman Point, Mumbai – 400 021
Accounting calendar Year	For the accounting year 2016-17, the interim and final results were announced on: <ul style="list-style-type: none"> ▪ 1st quarter results - Second week of August, 2016 ▪ 2nd quarter results- Second week of November, 2016 ▪ 3rd quarter results- Third week of February, 2017 ▪ 4th quarter & Annual results(Audited)- Fourth week of May, 2017
Date of book closure	Saturday, 23 th September, 2017 to Thursday, 28 th September, 2017(<i>both days inclusive</i>)
Listing on Stock Exchange	Bombay Stock Exchange Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001
Stock Code	531885
International Securities Identification Number (ISIN)	INE763K01014
Registrar and Transfer Agents	Big Share Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next To Keys Hotel), Marol Maroshi Road, Andheri (East), Mumbai - 400 059 Website: www.bigshareonline.com ; E-mail: investor@bigshareonline.com Tel: 91-22-62638200 Fax: 91-22-62638299
Investor correspondence address	Mr. Jitendra Yadav – CFO 162 – C, 16 th Floor Mittal Tower, Nariman Point, Mumbai – 400 021
Market Price Data	No trading during the Financial Year 2016-17
Listing Fees	Listing fees for the Bombay Stock Exchange for the year 2016-17 has been paid

Share Transfer System

Shareholders / Investors are requested to send share certificate(s) along with the share transfer deed in the prescribed form SH-4, duly filled in, executed and affixed with share transfer stamps, to the Company's RTA. If the documents are complete in all respects, the transfer is registered within the time frame under the applicable provisions of law by the RTA.

Distribution of Shareholding as on March 31, 2017

Particulars	No. of shares	%
Promoter Holding		
- Individuals	22,36,290	67.71
- Body Corporate	1,00,000	3.03
Others		
- Individual	3,44,710	10.44
- Other Than individuals	6,21,600	18.82
TOTAL	33,02,600	100.00

Distribution Schedule as on March 31, 2017

Sr.No.	No. of Shares	Holdings	Amount(Rs.)	% of Total Capital	No. of Holders	% to total Shares
1.	1 to 5000	1,75,910	17,59,100	5.33	464	95.08
2.	5001 to 10000	34,300	3,43,000	1.04	5	1.02
3.	10001 to 20000	78,900	7,89,000	2.39	5	1.02
4.	20001 to 30000	21,000	2,10,000	0.64	1	0.20
5.	30001 to 40000	-	-	-	-	-
6.	40001 to 50000	47,300	4,73,000	1.43	1	0.20
7.	50001 to 100000	84,000	8,40,000	2.54	1	0.20
8.	100001 and above	28,61,190	2,86,11,900	86.63	11	2.25
TOTAL		33,02,600	3,30,26,000	100.00	488	100.00

Dematerialization of shares and liquidity

As on March 31, 2017, 24,50,690 nos. of shares of the Company are in dematerialized form with Central Depository Services Limited (CDSL).

Status of compliance of non- mandatory requirements:

- Expenses on Non-Executive Chairman's Office and Tenure of Independent Directors:
The Company does not defray / reimburse expenses pertaining to Chairman's Office.
- Shareholder Rights:
The Company's Quarterly, Half yearly and Annual Financial Results are published in Financial Express (English) and in Aapla Mahanagar (Marathi) newspapers.
- Unqualified Audit Report:
There is no qualification in the Auditors' Report on the Accounts for the year ended 31st March, 2017.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A.) Overview

The following operating and financial review is intended to convey the Management's perspective on the financial and operating performance of the Company at the end of Financial Year 2016-17. This report should be read in conjunction with the Company's financial statements, the schedules and notes thereto and the other information included elsewhere in the Integrated Report. The Company's financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, the guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India.

This report is an integral part of the Directors' Report. Aspects on industry structure and developments, opportunities and threats, outlook, risks and concerns, internal control systems and their adequacy have been covered in the Directors' Report.

B.) Risk and Risk Management:

1. Foreign Exchange

The Company is exposed to risk from market fluctuations of Foreign Exchange. We try to minimize the risk of Foreign Exchange fluctuation by entering into forward contracts immediately on booking the export orders.

2. Commodity Price Risk

To take care of commodities price risk, export orders are immediately tied up with suppliers for procurement. However, this risk cannot be eliminated in case of imports because there is a time lag between the date of placing order and receiving delivery. Further, for the sake of economy, size of import contracts is too big to achieve back to back tie up with local buyers.

3. Risk elements in Business Transactions

The buyers and suppliers are selected after due diligence. Advance of 10-20% from overseas buyers, irrevocable letters of credit, payment at sight documents, ECGC cover, etc. are obtained, wherever considered necessary. As regards domestic trade delivery is released on receipt of full payment.

4. Physical risk to cargo

All our warehouses are adequately insured. For imports on CIF basis the supplier obtains insurance cover and for import on C & F basis insurance cover is obtained by the Company. For export shipments made on C & F basis, insurance is covered by the buyer and in case of orders on CIF basis, insurance is obtained by the Company. Warehouse to Warehouse insurance cover is obtained for domestic trade.

C.) Internal Controls and their adequacy

The Company has well structured internal control mechanisms and internal Audit is headed by senior executive which reviews all transactions independently on continuous basis. Internal Audit Department regularly briefs the management and necessary steps are taken wherever, necessary.

D.) Quality Control

The Company maintains high standards of quality. For exports before shipment and for imports on receipt of shipment the cargo is inspected for quality by company's field staff, brokers' representatives and by reputed quality testing equipments viz., moisture testing machine, electronic weight machines, scales, caliper and any other instruments to test various commodities. Services of recognized reputed laboratories are also hired whenever necessary. This has enabled the Company to earn reputation, attract and retain clients.

E.) Human Resource / Industrial Relations

The Company provides a challenging, open and satisfying work environment to its employees. Necessary steps are taken for boosting their motivation and active involvement in the organization. The Company also encourages its employees to continuously upgrade and improve their skills and qualifications.

F.) Material Financial and Commercial Transactions

There are no material financial and commercial transactions

Cautionary Statement:

This section contains forward-looking statements, which may be identified by their use of word's, like plans,'expects','wills','anticipates','believes','intends','projects','estimates' or other words of similar nature. All statements that address expectations or projections about the future, including but not limited to statements about the company's strategy for growth, product development, market position, expenditures and financial results are forward-looking statements. Forward-looking statements are based on assumptions and expectations of future events. The Company cannot guarantee that these assumptions are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements. The company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

For SVA India Ltd

(Raghav Gupta)
Whole time Director

Date : August 10, 2017

Place : Mumbai

**Details as required under section 197 (12) of the Companies Act, 2013 read with Rules 5(1) of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i) **The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016 – 17**

Sr. No.	Name of the Director / KMP and Designation	Remuneration of Director / KMP for Financial Year 2016-17	% increase in Remuneration for Financial Year 2016-17	Ratio of remuneration of each Director to median remuneration of employees
1.	Ranjana Gupta	0.00	0.00	N.A.
2.	Raghav Gupta	0.00	0.00	N.A.
3.	Aadesh Jain	0.00	0.00	N.A.
4.	Arun Agarwal	0.00	0.00	N.A.
5.	Jitendra Yadav	6,20,389.00	10.00	In equal ratio
6.	Priti Surti	2,39,688.00	10.00	In equal ratio

- ii) **Percentage increase in the median remuneration of employees in the financial year**

In the financial year 2016-17, there was an increase of 10% in the median remuneration of employees.

- iii) **Number of permanent employees on the rolls of Company**

There were 12 permanent employees on the rolls of Company as on March 31, 2017.

- iv) **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 circumstances for increase in the managerial remuneration**

The average percentage increase made in the salaries of employees other than the managerial personnel for the financial year i.e. 2016-17 was 10% whereas the increase in the managerial remuneration for the same financial year was 10%.

- v) **Key parameters for any variable component of remuneration availed by the directors**

No variable component forms part of remuneration paid to Whole Time Director. In respect of the Executive Director, the variable component of remuneration is in line with policy of the Company which largely takes into consideration the performance of the Company as well as the individual concerned.

- vi) **Affirmation that the remuneration is as per the remuneration policy of the Company**

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

Nomination and Remuneration Policy

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“**Remuneration**” means any money or its equivalent is given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“**Key Managerial Personnel**” means:

- (i) Managing Director or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) Such other officer as may be prescribed.

“**Senior Managerial Personnel**” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that -

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- a) To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- b) To formulate criteria for evaluation of Independent Directors and the Board.
- c) To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- d) To carry out an evaluation of Director's performance.
- e) To recommend to the Board the appointment and removal of Directors and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management
- g) To devise a policy on Board diversity, composition, size.
- h) Succession planning for replacing Key Executives and overseeing
- i) To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
- j) To perform such other functions as may be necessary or appropriate for the performance of its duties

Appointment and removal of Director, Key Managerial Personnel and Senior Management

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- (b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- (c) The Company shall not appoint or continue the employment of any person as a Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

Term / Tenure

a) Managing Director / Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of up to maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

Evaluation

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as maybe considered necessary.

Removal

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the

Company.

Policy for remuneration to Directors / KMP / Senior Management Personnel

1. Remuneration to Managing Director / Whole-time Directors:

- (a) The Remuneration / Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- (b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non-Executive / Independent Directors:

- (a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- (b) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling / limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case maybe.
- (c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- (d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - The Services are rendered by such Director in his capacity as the professional; and
 - In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- (e) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option / Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3. Remuneration to Key Managerial Personnel and Senior Management:

- The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option / Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

Implementation

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.

- The Committee may Delegate any of its powers to one or more of its members.

UDAY PASAD & ASSOCIATES

CHARTERED ACCOUNTANTS

6, Savitri Smruti, Pandit Malviya Road, Dombivali (E), Mumbai - 421 201, Maharashtra, India

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
SVA INDIA LTD

Report on Financial Statements:

We have audited the accompanying financial statements of SVA INDIA LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2017 and the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 and presentation of these 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 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 there under.

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 financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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 March 31, 2017 and its profit and cash flows for the year ended on that date

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 the Annexure 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 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 the written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the director is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - f) 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;
 - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv. The Company has provided requisite disclosures in dealing with Specified Bank Notes during the period from November 08, 2016 to December 31, 2016.

For Uday Pasad & Associates
Chartered Accountants

(Uday Pasad)
Proprietor
Place: Mumbai
Date: May 27, 2017

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended March 31, 2017, we report that:

1.
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - b) The assets have been physically verified by the Management at the end of the year. In our opinion, the frequency of verification is adequate and no material discrepancies were noticed on such verification.
 - c) According to information and explanations given to us and on the basis of our examination of records of the Company, the title deeds of immovable properties are held in the name of the Company.
2.
 - a) The inventory has been physically verified by the management at the end of the year. In our opinion, the frequency of verification is reasonable.
 - b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) On the basis of our examination of the inventory records, in our opinion, the Company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material.
3. As per records, the Company has granted loans to Companies, firms or other companies listed in the register maintained u/s 189 of the Companies Act, 2013.
 - (a) In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
 - (b) In the case of the loans granted to the bodies corporate listed in the register maintained under Section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
 - (c) There are no overdue amounts in respect of the loan granted to a body corporate listed in the register maintained under Section 189 of the Act.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
5. The Company has not accepted any deposits from the public.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the products of the Company.
7.
 - a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Value Added Tax, Cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

- b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Value Added Tax, Cess and other material statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.
- c. According to the information and explanations given to us, the amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time.
8. The Company has outstanding dues to banks during the year.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, the transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India

For Uday Pasad & Associates
Chartered Accountants

(Uday Pasad)
Proprietor
Place: Mumbai
Date: May 27, 2017

DECLARATION

[Pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

It is hereby declared and confirmed that the Auditor's Report on Consolidated Annual Financial Results of the Company is with unmodified opinion.

This declaration is furnished pursuant to clause (d) of sub-regulation (3) of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as notified on May 25, 2017.

For Uday Pasad & Associates
Chartered Accountants

For SVA India Ltd

(Uday Pasad)
Proprietor

(Raghav Gupta)
Whole-Time Director

(Ranjana Gupta)
Chairperson

Place: Mumbai
Date: May 27, 2017

BALANCE SHEET

(In Rupees)

Particulars	NOTE NO.	Amount As On 31 st March, 2017	Amount As On 31 st March, 2016
I. LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	A	3,30,26,000.00	3,30,26,000.00
(b) Reserves and Surplus	B	5,42,13,115.32	5,41,27,556.28
(2) Share Application Money		0.00	0.00
(3) Non-Current Liabilities			
(a) Long-term borrowings	C	8,72,77,118.07	8,03,30,275.80
(b) Long-term provisions	D	5,10,294.00	4,38,461.54
(4) Current Liabilities			
(a) Short-term borrowings	E	45,25,404.59	30,03,144.23
(b) Trade payables	F	1,42,43,423.46	2,45,84,723.70
(c) Other Current Liabilities	G	10,53,496.31	11,59,489.75
(d) Short-term provisions	H	38,259.00	0.00
Total		19,48,87,110.75	19,66,69,651.30
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	I	33,83,338.56	38,32,202.99
(ii) Intangible assets		0.00	0.00
(iii) Capital work-in-progress		0.00	0.00
(iv) Intangible assets under development		0.00	0.00
(b) Non-Current Investments	J	10,73,28,051.31	5,48,80,551.31
(c) Deferred tax assets (net)	K	7,72,783.65	6,77,236.65
(d) Long-term Loans & Advances	L	4,75,93,892.96	8,61,42,309.56
(e) Other Non-Current Assets	M	2,29,17,094.12	2,29,17,094.12
(2) Current assets			
(a) Current Investments		0.00	0.00
(b) Inventories	N	72,95,799.86	77,44,477.80
(c) Trade receivables	O	47,88,262.90	1,88,76,384.26
(d) Cash and cash equivalents	P	3,12,103.65	88,537.74
(e) Short-term Loans & Advances	Q	52,000.00	28,889.00
(f) Other Current Assets	R	4,43,783.74	14,81,967.87
Total		19,48,87,110.75	19,66,69,651.30
SIGNIFICANT ACCOUNTING POLICIES	S		
NOTES TO ACCOUNTS	T		

For Uday Pasad & Associates
Chartered Accountants

For SVA India Ltd

(Uday Pasad)
Proprietor

(Raghav Gupta)
Whole-time Director

(Ranjana Gupta)
Chairperson

Date: May 27, 2017
Place: Mumbai

(Jitendra Yadav)
Chief Financial Officer

(Priti Surti)
Company Secretary

STATEMENT OF PROFIT AND LOSS

(In Rupees)

Particulars	NOTE NO.	Amount as on 31 st March, 2017	Amount as on 31 st March, 2016
I. Revenue from operations	U	1,58,97,486.44	2,42,24,994.95
II. Other Income	V	36,686.50	4,423.18
III. Total Revenue (I +II)		1,59,34,172.94	2,42,29,418.13
IV. Expenses:			
Cost of materials consumed		0.00	0.00
Purchase of Stock-in-Trade		69,30,724.14	1,89,09,758.36
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	W	4,48,677.94	(45,46,980.61)
Employee benefit expenses	X	37,07,760.46	35,70,405.18
Financial costs	Y	4,43,291.31	4,84,224.83
Depreciation and amortization expense		4,99,930.30	5,93,049.80
Other expenses	Z	38,75,517.75	63,55,232.51
Total Expenses		1,59,05,901.90	2,53,65,690.07
V. Profit before exceptional and extraordinary items and tax	(III - IV)	28,271.04	(11,36,271.94)
VI. Exceptional Items		0.00	0.00
VII. Profit before extraordinary items and tax (V - VI)		28,271.04	(11,36,271.94)
VIII. Extraordinary Items		0.00	0.00
IX. Profit before tax (VII - VIII)		28,271.04	(11,36,271.94)
X. Tax expense:			
(1) For Current Tax		(38,259.00)	0.00
(1) Earlier Year Tax		0.00	(9,820.00)
(2) Deferred tax		95,547.00	66,610.00
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	85,559.04	(10,79,481.94)
XII. Profit/(Loss) from discontinuing operations		0.00	0.00
XIII. Tax expense of discounting operations		0.00	0.00
XIV. Profit/(Loss) from Discontinuing operations(XII- XIII)		0.00	0.00
XV. Earning per equity share:			
(1) Basic		(0.02)	(0.3)
(2) Diluted		(0.02)	(0.3)

SIGNIFICANT ACCOUNTING POLICIES

S

NOTES TO ACCOUNTS

T

For Uday Pasad & Associates

For SVA India Ltd

Chartered Accountants

(Uday Pasad)

(Raghav Gupta)

(Ranjana Gupta)

Proprietor

Whole-time Director

Chairperson

Date: May 27, 2017

(Jitendra Yadav)

(Priti Surti)

Place: Mumbai

Chief Financial Officer

Company Secretary

CASH FLOW STATEMENT

(In Rupees)

Particulars	Amount as on 31 st March, 2017	Amount as on 31 st March, 2016
A) CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT/LOSS BEFORE TAX & EXTRA-ORDINARY ITEMS	85,559.04	(10,79,481.94)
Adjustment For :		
Depreciation	4,99,930.30	5,93,049.80
Operating Profit Before Working Capital Changes	5,85,489.34	(4,86,432.14)
Adjustment For:		
Increase in Inventories	4,48,677.94	(45,46,980.61)
Increase in Long Term Provision	71,832.46	66,346.16
Increase in Other Current Assets	10,38,184.13	(13,99,549.89)
Increase in Other Current Liabilities	(1,05,993.44)	1,29,153.11
Increase in Short-Term Borrowings	15,22,260.36	30,03,144.23
Increase in Short Term Provisions	38,259.00	0.00
Increase in Short term Loans and Advances	(23,111.00)	(28,889.00)
Increase in Deferred tax assets	(95,547.00)	(66,610.00)
Increase in Trade Receivables	1,40,88,121.36	(32,90,138.64)
Increase in Trade Payables	(1,03,41,300.24)	60,12,053.60
Cash Generated From Operations	66,41,383.57	(1,21,471.04)
Income Tax Deducted / Paid during the Year		
CASH FLOW FROM OPERATING ACTIVITIES	72,26,872.91	(6,07,903.18)
B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(51,065.87)	(82,655.00)
Sale of Fixed Assets	0.00	0.00
Purchase/ Sale of Investment	(5,24,47,500.00)	1,93,98,000.00
Loans & Deposits to Companies & Others	3,85,48,416.60	1,33,23,360.80
Increase Other Non-Current Asset	0.00	(2,29,17,094.12)
NET CASH FLOW IN INVESTING ACTIVITIES	(1,39,50,149.27)	97,21,611.68
C) CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds From Borrowings (Net)	69,46,842.27	(1,00,56,081.90)
Net Cash Flow In Financing Activities	69,46,842.27	(1,00,56,081.90)
Net Changes In Cash and Cash Equivalents (A+B+C)	2,23,565.91	(9,42,373.40)
Cash and Cash equivalents Opening	88,537.74	10,30,911.14
Cash and cash equivalents Closing	3,12,103.65	88,537.74

For Uday Pasad & Associates
Chartered Accountants

For SVA India Ltd

(Uday Pasad)
Proprietor

(Raghav Gupta)
Whole-time Director

(Ranjana Gupta)
Chairperson

Date: May 27, 2017
Place: Mumbai

(Jitendra Yadav)
Chief Financial Officer

(Priti Surti)
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Notes annexed to and forming part of Balance Sheet as at 31st March, 2017

		Amount as on 31 st March, 2017	Amount as on 31 st March, 2016		
A	SHARE CAPITAL				
	Authorised	40,00,00,000.00	40,00,00,000.00		
	40,00,000 (Previous Year 40,00,000) Equity Shares of Rs.10/- Each.				
	Issued				
	37,00,000 (Previous Year 37,00,000) Equity Shares of Rs.10/- Each	3,70,00,000.00	3,70,00,000.00		
	Subscribed and Paid-up				
	33,02,600 Equity Shares of Rs.10/- Each	3,30,26,000.00	3,30,26,000.00		
	Reconciliation of amount and number of shares outstanding at the beginning and end of the year :				
	Equity shares outstanding at the beginning and at the end of the year	33,02,600	33,02,600		
	Shareholders holding more than 5% shares in the company is set out below:				
	Equity shares of Rs. 10/- each fully paid	31st March 2017	31st March 2016		
	Shares held by	% holding	No. of Shares	% holding	No. of Shares
	Raghav Gupta	11.69	3,86,200	11.69	3,86,200
	Abhinav Gupta	20.25	6,69,000	20.25	6,69,000
	Ranjana Gupta	7.06	2,33,200	7.06	2,33,200
	Vinod Kumar Gupta (HUF)	20.21	6,67,680	20.21	6,67,680
	Swapnil Gupta	8.48	2,80,210	8.48	2,80,210
	Arkay Enclave Pvt Ltd	5.18	1,71,400	5.18	1,71,400
	The Company has one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed, if any, by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.				
B	RESERVES AND SURPLUS				
	Share Premium	5,92,25,715.85	5,92,43,892.51		
	Profit & Loss A/c.				
	Balance as per last Balance Sheet	50,98,159.57	(40,36,854.29)		
	Add: Additions during the year	(85,559.04)	(10,79,481.94)		
		50,12,600.53	(51,16,336.23)		
		5,42,13,115.32	5,41,27,556.28		
C	LONG-TERM BORROWINGS				
	Term Loans:				
	Banks	0.00	0.00		
	Others	7,66,44,776.12	7,28,07,120.50		
	Related parties	1,06,32,341.95	75,23,155.30		
		8,72,77,118.07	8,03,30,275.80		
D	LONG-TERM PROVISIONS				
	Employee Benefit(Gratuity)	5,10,294.00	4,38,461.54		
E	SHORT-TERM BORROWINGS				
	Bank Overdraft	45,25,404.59	30,03,144.23		
F	TRADE PAYABLES	1,42,43,423.46	2,45,84,723.70		
G	OTHER CURRENT LIABILITIES				
	Duties & Taxes	8,13,230.31	8,73,301.75		
	Outstanding Expenses	2,00,266.00	2,02,988.00		
	TDS Payable	0.00	43,200.00		

	Audit Fees	40,000.00	40,000.00
		10,53,496.31	11,59,489.75
H	SHORT-TERM PROVISIONS		
	Income-tax provision	38,259.00	0.00
J	NON-CURRENT INVESTMENTS		
	Share Investment in Unquoted Companies	10,70,88,207.48	5,46,40,707.48
	Share Investment in Quoted Companies	2,39,843.83	2,39,843.83
	(Market value of quoted investments is Rs.9,00,258.20)		
		10,73,28,051.31	5,48,80,551.31
K	DEFERRED TAX ASSETS (NET)	7,72,783.65	6,77,236.65
L	LONG-TERM LOANS & ADVANCES		
	Capital Advances		
	Secured, considered good	0.00	0.00
	Unsecured, considered good	0.00	0.00
	Doubtful	0.00	0.00
	Security Deposits		
	Secured, considered good	0.00	0.00
	Unsecured, considered good	0.00	0.00
	Doubtful	0.00	0.00
	Related Parties Transaction		
	Secured, considered good	0.00	0.00
	Unsecured, considered good	4,75,93,892.96	8,61,42,309.56
	Doubtful	0.00	0.00
		4,75,93,892.96	8,61,42,309.56
M	OTHER NON-CURRENT ASSETS		
	Deposits	19,90,694.67	19,90,694.67
	Arbitration claim receivable	2,09,26,399.45	2,09,26,399.45
		2,29,17,094.12	2,29,17,094.12
N	INVENTORIES		
	Stock of finished goods	72,95,799.86	77,44,477.80
O	TRADE RECIEVABLES		
	More than six months (Considered good by management)	44,34,347.03	1,27,15,000.00
	Others (Considered good by management)	3,53,915.87	61,61,384.26
		47,88,262.90	1,88,76,384.26
P	CASH AND CASH EQUIVALENTS		
	Cash-in-hand	3,12,103.65	88,537.74
	Balance with Banks	0.00	0.00
		3,12,103.65	88,537.74
Q	SHORT-TERM LOANS & ADVANCES		
	Related Parties		
	Secured, considered good	0.00	0.00
	Unsecured, considered good	0.00	0.00
	Doubtful	0.00	0.00
	Others		
	Secured, considered good	0.00	0.00
	Unsecured, considered good	52,000.00	28,889.00
	Doubtful	0.00	0.00
		52,000.00	28,889.00
R	OTHER CURRENT ASSETS		
	Loans	2,21,256.00	12,80,663.13
	Advance Tax & TDS	2,08,007.74	2,01,304.74
	Deposits	14,520.00	0.00
		4,43,783.74	14,81,967.87

Details of Specified Bank Notes (SBN) held and transacted by the Company during the period from 8th November 2016 to 30th December 2016 is as follows:

Particulars	Total
Closing cash in hand as on 8 th November 2016	8,79,658.45
(+) Permitted receipts	1,96,960.00
(-) Permitted payments	66,596.00
(-) Amount deposited in Banks	9,99,000.00
Closing cash in hand as on 30 th December 2016	11,022.45

NOTE NO. I SCHEDULE OF FIXED ASSETS AS PER THE COMPANIES ACT, 2013

Particulars	Gross Block					Depreciation			Net Block	
	Cost as at 01/04/16	Additions during the year	Sales during the year	Profit / (Loss) on Sale	Cost as at 31/03/17	As at 01/04/16	For the year	As at 31/03/17	As at 31/03/16	As at 31/03/17
A. TANGIBLE ASSETS										
Residential Flat	98,000.00	0.00	0.00	0.00	98,000.00	69,000.00	0.00	69,000.00	28,538.39	28,538.39
Motor Car (Audi)	35,06,000.00	0.00	0.00	0.00	35,06,000.00	32,56,000.00	58,490.64	33,14,490.64	2,49,075.48	1,90,584.84
Furniture & Fixture	75,57,000.00	0.00	0.00	0.00	75,57,000.00	53,57,000.00	3,71,869.86	57,28,869.86	21,99,358.70	18,27,488.84
Computer	15,60,000.00	0.00	0.00	0.00	15,60,000.00	14,65,000.00	32,793.46	14,97,793.46	95,357.50	62,564.04
Air Conditioner	7,77,000.00	0.00	0.00	0.00	7,77,000.00	7,13,000.00	8,270.18	7,21,270.18	63,666.98	55,396.80
Office Equipment	12,48,000.00	51,065.87	0.00	0.00	12,99,065.87	10,65,000.00	28,506.16	10,93,506.16	1,83,458.75	2,06,018.46
Office at Vadgadi	15,80,000.00	0.00	0.00	0.00	15,80,000.00	5,68,000.00	0.00	5,68,000.00	10,12,747.19	10,12,747.19
TOTAL	1,63,26,000.00	51,065.87	0.00	0.00	1,63,77,065.87	1,24,93,000.00	4,99,930.30	1,29,92,930.30	38,32,202.99	33,83,338.56

Schedule forming part of Profit & Loss Account for the year 2016-17

PARTICULARS	Amount as on 31 st March, 2017	Amount as on 31 st March, 2016
U REVENUE FROM OPERATIONS		
Sales	1,58,77,523.44	2,11,90,229.85
Marketing Commission Income	0.00	30,34,765.10
Duty Drawback	19,963.00	0.00
	1,58,97,486.44	2,42,24,994.95
V OTHER INCOME		
Interest on FDR (ING Vysya)	0.00	4,423.18
Dividend Received	3,515.50	0.00
Sad Refund	33,171.00	0.00
	36,686.50	4,423.18
W CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Decrease/(Increase)in Stock of Goods & Shares:		
Opening Stock: Goods	77,44,477.80	31,97,497.19
Less: Closing Stock of Goods	72,95,799.86	77,44,477.80
	4,48,677.94	(45,46,980.61)
X EMPLOYEE BENEFIT EXPENSES		
Salaries & Wages	1,46,655.46	1,82,335.38
Bonus	4,97,724.00	3,17,649.00
Basic Salary	30,16,855.00	30,70,420.80
Medicclaim	46,526.00	0.00
	37,07,760.46	35,70,405.18
Y FINANCIAL COSTS		
Bank Interest	3,90,217.00	2,27,355.00
Bank Charges	53,074.31	2,56,869.83
	4,43,291.31	4,84,224.83
Z OTHER EXPENSES		
Loss on Investment	0.00	2,50,000.00
Clearing and Forwarding charges	8,966.00	5,14,527.50
Freight & forwarding charges	63,540.00	62,247.00
Loading & Unloading charges	7,846.00	37,660.00
Packing charges	1,135.00	27,084.93
Transportation charges	28,519.00	1,60,135.00
Custom Duty	4,294.00	0.00
Labour Charges	4,500.00	0.00
Marketing Commission	5,78,104.48	0.00
Octroi Charges	414.00	0.00
Swachh Bharat Cess	4,694.21	0.00
Testing Charges	2,128.00	0.00
Audit Fees	40,000.00	40,000.00
Interest	6,450.00	0.00
Computer Maintenance Charges	30,500.00	22,800.00
Conveyance Charges	56,308.00	2,02,624.00
Discounts	3,023.89	29,526.95
Electricity Charges	2,01,500.00	2,19,585.00
Exhibition Charges	5,09,874.50	6,13,172.37

Foreign Exchange Gain/Loss	(2,17,456.82)	5,100.98
Insurance on Motor Car A/c	30,881.00	16,896.00
Legal & Professional charges	2,45,440.00	3,54,460.00
Listing fees	2,05,733.00	2,99,720.00
Membership & Subscription	37,843.00	39,216.07
Motor Car Expenses	2,53,867.00	2,73,184.00
Office Rent	1,80,000.00	1,80,000.00
Other Expenses	2,64,923.29	2,25,465.81
Other Charges	0.00	15,305.00
Postage, Courier & Telegram Charges	2,68,008.46	2,66,243.10
Printing & Stationery	1,59,162.00	1,92,628.00
Repairs & Maintenance	9,985.00	45,260.85
ROC Filing Fees	1,885.00	1,16,923.00
RTA Expense	38,082.00	38,514.50
Selling and Distribution Expenses	2,58,759.92	0.00
Service Charges	3,824.00	13,045.62
Telephone & Internet Charges	4,95,936.12	4,11,830.59
Travelling Expenses	5,83,010.22	6,17,359.66
Warehouse Charges	2,30,869.00	2,30,819.00
Trade License Charges	0.00	7,500.00
Registration Charges	0.00	37,500.00
Bad debts	86,010.25	3,60,598.38
Shortage of Goods w/off	0.00	3,43,421.63
Advertisement Expenses	0.00	29,269.00
Interest paid on loan	(9,29,616.54)	55,608.57
Business Support Services	18,801.77	0.00
Shop Establishment	3,060.00	0.00
Conveyance	94,713.00	0.00
	38,75,517.75	63,55,232.51

NOTE S: SIGNIFICANT ACCOUNTING POLICIES

1. **Basis of Preparation of Financial Statements:**

(a) **Basis of Accounting:**

The Financial Statements have been prepared under Historical Cost conventions and on accrual basis in accordance with the Generally Accepted Accounting Principles (“GAAP”) applicable in India, Companies (Accounting Standard) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013, (‘the Act’) notified by Ministry of Corporate Affairs and Accounting Standards issued by the Institute of Chartered Accountants of India as applicable and relevant provisions of the Companies Act, 2013, as adopted consistently by the Company.

(b) **Use of Estimates:**

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of Financial Statements and the reported amounts of revenue and expenses during the reporting period.

(c) **Current / Non-Current Classification:**

Any asset or liability is classified as current, if it satisfies any of the following conditions:

- (i) It is expected to be realized or settled or is intended for sale or consumption in the Company’s normal operating cycle;
- (ii) It is expected to be realized or settled within twelve months from the reporting date;
- (iii) In the case of an asset,
 - It is held primarily for the purpose of being traded; or
 - It is Cash or Cash equivalents unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.
- (iv) In the case of a liability, the Company does not have an unconditional right to defer settlement of the liability for at least twelve months from the Reporting Date.

For the purpose of Current/Non-Current classification of assets and liabilities, the Company has ascertained its normal operating Cycle as twelve months. This is based on nature of services and the time between acquisition of assets or inventories for processing and their realization in Cash and Cash Equivalents.

(d) **Depreciation and Amortization:**

Depreciation on Tangible Fixed Asset is provided using the Written Down Value Method based on the useful life of the assets as estimated by the management and is charged to the Statement of Profit and Loss as per the requirement of Schedule II of the Companies Act, 2013. The estimate of Useful Life of Asset has been taken in accordance to the Useful Life of Asset mentioned Schedule II of Companies Act, 2013. The estimated useful life of asset is as below:

Asset	Useful Life
Residential Flat	NIL
Motor Car	6 Years
Furniture and Fixtures	10 Years

Computer	3 Years
Air Conditioner	5 Years
Office Equipment's	5 Years
Office at Vadgadi	NIL

After FY 2015-16, the Depreciation charges on the written down value of Residential Flat Rs. 28,538.39/- and office at Vadgadi Rs. 10,12,747.19/- has been discontinued.

2. Fixed Assets:

Fixed Assets are carried at Cost of Acquisition less accumulated depreciation. The cost of fixed asset comprises of its Purchase Price, including import duties and other non-refundable taxes or levies and directly attributable cost of bringing the asset to its working condition for its intended use. The Scrap Value of Fixed Asset is 5% of the Cost of Acquisition in accordance with AS-10.

3. Revenue Recognition:

Revenue from the Sale of goods is recognized on transfer of all significant risks and rewards of ownership to the buyer. Sales are stated net of excise duty, excise duty being the amount included in the amount of turnover.

Dividend is recognized when the right to receive payment is established in accordance with AS-9.

Income from Marketing Commission is recognized on Accrual Basis as per the Service provided.

4. Inventory:

Cost of Finished Goods is recorded at Cost or Net Realizable Value whichever is lower in accordance with AS-2.

5. Investments:

Investments are classified as Non-Current Investments. Such investments are not expected to be traded within the period of one year. Thus, such are recorded at Cost in accordance with AS-13.

6. Foreign Transactions:

(a) Initial Recognition:

Transactions in foreign currencies entered into by the Company are accounted at exchange rates prevailing on the date of the Transaction. Exchange difference arising on foreign transactions settles during the year is recognized in the Statement of Profit and Loss.

(b) Measurement of Foreign Currency items at balance sheet date:

Foreign Currency Monetary is restated at the closing exchange rates. Exchange differences arising out of these transactions are recognized in the Statement of Profit and Loss.

The Company has entered the following foreign transactions during the year:

Name of the Party	Import	Export
	Amount (In Dollar)	Amount (In Dollar)
Aussee Oats Milling Pvt. Ltd., Sri Lanka	0.00	172.00

UCA Lanka Pvt.Ltd., Sri Lanka	10,000.00	19,102.39
HEPE Commercial & Industrial Co., Ltd., China	4,000.00	0.00
Basilur Tea Export (Pvt) Ltd., Sri Lanka	46,532.02	0.00

Foreign Transactions are recorded in compliance with AS-11.

7. Employee Benefits:

The Company operates a defined benefit Gratuity Plan for Employees. It is classified as Non-Current Liability.

8. Borrowing Costs:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as a part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of the time to get ready for its intended use. All other Borrowing Costs are charged to Profit and Loss Account.

9. Lease Accounting:

Operating Lease

Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating Lease. Operating Lease payments are recognized as an expense in the Profit and Loss Account.

10. Taxation:

Tax expense for the year comprise of Current Tax (i.e. amount of tax for the period determined in accordance with Income Tax Act, 1961) and Deferred Tax (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognized using the tax rates that have been enacted or substantially enacted by the Balance Sheet Date.

Deferred Tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future; however, wherever there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognized only if there is virtual certainty of realization of such assets.

11. Earnings per Share:

The Basic and Diluted Earnings per share ("EPS") is computed by dividing Profit after Tax for the year by weighted average number of Equity share outstanding during the year.

12. Retirement Benefits:

According to the management, since the numbers of employees are less than the mandatory limit, Company has not yet applied for registration under Provident Fund Act or ESIC Act.

13. Cash and Cash Equivalents:

Cash and Cash Equivalents for the purpose of Cash Flow Statement comprise cash and cheques in hand, bank balance, demand deposits with bank and other short term highly liquid investments where the original maturity is three months or less.

14. Segmental Reporting:

Segments are indentified having regard to the dominant source and nature of risks and returns and internal organization and management structure. The Company has operated only in one segment viz. Trading Activity.

15. Related Party Transactions:

As per AS-18 Related Party disclosures

1. Key Management Personnel:

- a. Ms. Ranjana Gupta
- b. Mr. Raghav Gupta

2. Relatives of Key Management Personnel:

Name of the Person:Relation:

- | | |
|----------------------|---|
| a. Mr. Vinod Gupta | Husband of Ms. Ranjana Gupta and Father of Mr. Raghav Gupta |
| b. Mr. Abhinav Gupta | Son of Ms. Ranjana Gupta and Brother of Mr. Raghav Gupta |
| c. Vinod Gupta (HUF) | HUF of Mr. Raghav Gupta |

3. Parties where control exists:

<u>Name of the Party:</u>	<u>Nature of Control:</u>
a. Arkay Enclave Pvt. Ltd.	Common Directorship
b. Mangla Capital Services Pvt. Ltd	Common Directorship
c. Aussee Oats India Private Limited	Common Directorship
d. Pariwar Realtors Pvt. Ltd	Common Directorship
e. Raghav Realtors Pvt. Ltd.	Common Directorship
f. Vivek Steel Industries Private Limited	Common Directorship
g. VRAR Properties Pvt. Ltd.	Common Directorship
h. Tea Nirvana Private Limited	Common Directorship
i. Aussee Oats Milling Pvt. Ltd	Common Directorship

Further, the following Related Party Transactions were noted during the year–

- a) Company has advanced Loan / Advance to the following Directors or their Relatives or Group –

<u>Name of the Director/Relative</u>	<u>Relationship</u>	<u>2016 - 17</u>	<u>2015 - 16</u>
		<u>Amount (Rs.)</u>	<u>Amount (Rs.)</u>
Aussee Oats Milling Pvt. Ltd	Common Directorship	4,75,93,892.96	8,56,34,317.76
Aussee Oats India Pvt Ltd	Common Directorship	0.00	5,07,991.80

b) Company has made Investment in the shares of following group –

Name of the Director/Relative	Relationship	2016 - 17	2015 - 16
		Amount (Rs.)	Amount (Rs.)
Aussee Oats Milling Pvt. Ltd	Common Directorship	10,19,90,024.98	5,44,92,524.98
Aussee Oats India Pvt Ltd	Common Directorship	49,50,000.00	49,999.00

c) Company has taken Loans/Advances from following Directors or their Relatives or Group –

Name of the Director/Relative	Relationship	2016 - 17	2015 - 16
		Amount (Rs.)	Amount (Rs.)
VRAR Properties Pvt. Ltd.	Common Directorship	92,28,218.40	75,23,155.30
Vinod Kumar Gupta (HUF)	HUF of Mr. Raghav Gupta	14,04,123.55	0.00

16. Contingent Liabilities and Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when liable estimate of the amount of obligation can be made.

A disclosure of contingent liability is disclosed by way of note for:

- a. Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b. Present Obligation arising from the past events where it is probable that an outflow of resources will be required to settle the obligation or a realizable estimate of the amount of the obligation cannot be made or
- c. Contingent Assets are not recognized in the financial statements since this may result in the recognition of that may never be realized.

NOTE T: NOTES TO ACCOUNTS

1. Accounting standards as prescribed have been followed & reported wherever applicable.
2. In the opinion of the Board, the current assets, loans and advances will fetch the amounts stated, if realized in the ordinary course of business and adequate provision for all known liabilities of the Company has been made. Balances shown under loans, advances, sundry debtors & creditors are subject to confirmation, reconciliation and subsequent adjustment if any.
3. The Company has given guarantee for Aussee Oats Milling Pvt Ltd.
4. The Company has not received any information from vendors/suppliers regarding their status under the “Micro, Small & Medium Enterprises Act, 2006” and hence disclosure relating to amount unpaid for the period end together with interest paid or payable under this act has not been given.
5. According to Management, no litigations are filed against pending against the Company. Company does not have any present obligation arising out of any past events. Hence, no provision arises or is made for contingent liabilities.
6. Previous year's figures has been re-classifies/ re-grouped wherever considered necessary to make them comparable with the current year's figures.

7. Fees paid to Auditor:

<u>Particulars:</u>	<u>Amount (Rs.)</u>
For Statutory audit	40,000/-

8. Earnings per share:

In determining the Earnings Per share, the company considers the net profit after tax which includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

Basic Earning Per Share (0.02)

Profit after Tax / Weighted Avg. Shares Outstanding = (Rs.0.02)
(85559.04) / 3302600)

Diluted Earning Per Share (0.02)

Profit after Tax / Weighted Avg. Shares Outstanding = (Rs.0.02)
(85559.04) / 3302600)

Diluted EPS is similar to Basic EPS as there are no potential equity shares as on date.

For Uday Pasad & Associates
Chartered Accountants

(Uday Pasad)
Proprietor

(Raghav Gupta)
Whole-time Director

(Ranjana Gupta)
Chairperson

(Jitendra Yadav)
Chief Financial Officer

(Priti Surti)
Company Secretary

Date: May 27, 2017

Place: Mumbai

CERTIFICATE

To,

The Members,

SVA India Ltd,

162-C, 16th floor, Mittal Tower,

Nariman Point,

Mumbai – 400 021

We have examined the compliance of conditions of Corporate Governance by SVA India Ltd for the year ended March 31, 2017 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["LODR"].

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the highest standards of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that Company has complied in material respects with the regulations on Corporate Governance as stipulated in LODR.

We further state that such Compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

(Raghav Gupta)
Whole Time Director

Place: Mumbai

Dated: 27th May, 2017

CEO / CFO CERTIFICATION

I, Jitendra Yadav, Chief Financial Officer of SVA India Ltd, hereby certify to the Board that:

- a) We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2017 and that to the best of our knowledge and belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable Laws and Regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by SVA India Ltd during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting in SVA India Ltd and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting. We have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in Accounting Policies during the year and the same have been disclosed in the notes to the financial statements; and
- e) We certify that there have been no instances of significant fraud of which we have become aware and the involvement therein, of management or any employee having significant role in the Company's internal control systems
- f) We affirm that we have not denied any personnel, access to the Audit Committee of the Company (in respect of matters involving alleged misconduct).

(Jitendra Yadav)
Chief Financial Officer

Place: Mumbai

Dated: May 27, 2017

CERTIFICATE ON CORPORATE GOVERNANCE

To,

**The Members,
SVA India Ltd**

1. We have examined the compliance of conditions of Corporate Governance by SVA India Ltd ('the Company'), for the year ended 31st March, 2017, as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["LODR"].
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and Management, we certify that, the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the abovementioned Listing Agreement.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**VKM & Associates
Practising Company Secretaries**

**(Vijay Kumar Mishra)
Partner
C.P.No.4279**

Place: Mumbai

Date: May 27, 2017

NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Members of SVA India Ltd will be held on Thursday, September 28, 2017 at 2.00 p.m. at the Registered Office of the Company at 162 - C, 16th Floor, Mittal Tower, Nariman Point, Mumbai - 400 021

The following businesses shall be transacted at the meeting:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the year ended 31st March, 2017 including Audited Balance Sheet, Statement of Profit & Loss Account and Statement of Cash Flow, for the year ended as on that date together with the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT the Audited Financial Statement of the Company for the financial year ended on March 31, 2017 and the reports of the Board of Directors and Auditors thereon, laid before this meeting, be and are hereby considered and adopted.”

2. To re-appoint Ms. Ranjana Gupta, who retires by rotation at this meeting and being eligible, has offered herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Ranjana Gupta (DIN: 00550090), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To ratify appointment of Statutory Auditor of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. Uday Pasad & Associates, Chartered Accountants, Mumbai having firm registration number 46581 issued by the Institute of Chartered Accountants of India (ICAI), be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Thirty Seventh Annual General Meeting (AGM) of the Company, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to implement this resolution”.

Special Business:

4. Re-appointment of Mr. Raghav Gupta as the Whole-time Director of the Company and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 196, 197 and 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(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Raghav Gupta (DIN:00547629) as a Whole Time Director of the Company, for a further period of 5 (five) years with effect from September 29, 2017, liable to retire by rotation, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Company) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Adoption of new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and in this regard, pass the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association (as circulated along with notice of this meeting) be and are hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company;

RESOLVED FURTHER THAT Mr. Raghav Gupta, Director of the Company and the Company Secretary, be and are hereby severally authorized to do all such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, Mumbai), in connection with the adoption of the new set of Articles of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT Gupta, Director of the Company and the Company Secretary, be and are hereby severally authorised to issue/ provide certified true copies of these resolutions.”

6. To authorize Board of Directors to borrow pursuant to section 180(1)(c) of the Companies Act, 2013 and in this regard, pass the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution) to borrow, from time to time, any amount, secured or unsecured, as it may deem requisite for the purpose of business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the

ordinary course of business) would exceed the aggregate of paid-up share capital and free reserves of the company, provided that the amount to be borrowed together with the amount already borrowed by the Company shall not at any time exceed Rs. 20 Crores (Rupees Twenty Crores only);

RESOLVED FURTHER THAT the Board of Directors (including any Committee which the Board may have constituted or may hereinafter constitute to exercise the power conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things, and to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

By Order of the Board

(Chairperson)

Date: August 10, 2017

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company (“the Board”) at its meeting held on August 10, 2017 has, subject to approval of members, re-appointed Mr. Raghav Gupta (DIN: 00547629) as a Whole-time Director, designated as Executive Director, for a further period of 5 (five) years from the expiry of his present term, on such terms and conditions as recommended by the Nomination and Remuneration Committee (the ‘Committee’) of the Board and approved by the Board.

It is proposed to seek members’ approval for the re-appointment of and remuneration payable to Mr. Raghav Gupta as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Mr. Raghav Gupta is interested in the resolution set out at Item No. 4 of the Notice.

None of the Directors except Mrs. Ranjana Gupta or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

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

Item No. 5

The Articles of Association (“AoA”) of the Company is presently in force since its incorporation of the Company i.e. year 1992. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the New Act, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles. It is expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013 applicable to a private limited company.

Hence the Board of Directors at its meeting held on August 10, 2017 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders’ approval for the same.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

The Members are requested to note that the amendment is subject to the approval granted by the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, Mumbai, Ministry of Corporate Affairs and such other regulatory authorities, as may be required.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item no. 6

Section 180 of the Companies Act, 2013 provides that board of directors of a company may borrow any amount exceeding its paid up capital and free reserves if authorised by passing special resolution in general meeting of the company.

Accordingly, it is proposed to authorized Board of Directors of your Company or any Committee thereof to borrow from time to time any amount, secured or unsecured, as it may deem requisite for the purpose of the business of the Company, notwithstanding that the amount to be borrowed together with the amount already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) would exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount which may be borrowed shall not exceed the sum of Rs. 20 crores (Rupees Twenty Crores only) outstanding at any point of time.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends passing of the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Information required pursuant to Reg 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), in respect of Directors seeking appointment / re-appointment at the Annual General Meeting

Name of the Director	Mr. Raghav Gupta	Mrs. Ranjana Gupta
Date of Birth	01.02.1986	30.10.1961
Age	31	55
Date of first appointment on the Board	02.02.2004	24.04.1997
Qualifications	Graduate in Business Administration	Bachelor of Commerce
Experience and Expertise in specific Functional Area	Raghav Gupta played vital role in re-listing of the company in the year 2009. His main responsibility in the company is to get new businesses which include marketing and developing. With his great effect Company came up with tea & tea products and is moving with a steady growth. He managed to have some big clients in company's pocket like Future Value retail Ltd, Godrej Nature's Basket and has also ventured some of the clients in hotels like Sofitel, Hyatt Regency etc. which has given to Company a boosting start for the Coming Financial year.	Ranjana Gupta is the guiding force behind the stupendous rise in the company turnover over a 30 years' time frame. She plays important role while taking vital decisions for the benefit of the Company.
Terms and conditions	As per the resolution at Item No. 4 of the Notice read with Explanatory Statement thereto.	As per the resolution at Item No. 2 of the Notice
Number of Board Meetings attended during FY 2016-17	4 (Four)	4 (Four)
Directorships held in other listed Cos. (As on March 31, 2017)	None	None
Directorships held in other Cos. (As on March 31, 2017)	6 (Six)	
Chairmanship / Membership of Committees of the Board of Directors of other listed companies (As on March 31, 2017)	None	None
Chairmanship / Membership of Committees of other companies (As on March 31, 2017)	None	None
Shareholding of Director(s) (As on March 31, 2017)	386200 Equity Shares	233200 Equity Shares
Relationship with other Directors/ Key Managerial Personnel	Son of Mrs. Ranjana Gupta, Chairperson of the Company	Mother of Mr. Raghav Gupta, Executive Director of the Company

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member.
2. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at the Registered Office so as to reach at least 7 days before the date of the Meeting so that the required information can be made available at the Meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to Thursday, 28th September, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.

5. The members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
6. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during business hours on all working days up to the date of Annual General Meeting.
7. The Board has appointed M/s.VKM & Associates, Practicing Company Secretary, as the scrutinizer for conducting e-voting process in affair and transparent manner.
8. 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 Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
9. Electronic copy of the Annual Report 2016- 17 is being sent to all the members whose email-IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hardcopy of the same.
10. Members may also note that the Annual Report for the year 2016 - 17 will also be available on the Company's website www.svaindia.com for downloading. The physical copies of the aforesaid documents are also available in the Company's Registered Office in Mumbai for inspection during normal business hours on any working day. Members, who have registered their e mail-IDs for receiving all communication by electronic means, are also entitled to receive the said documents in physical form, upon making a request for the same by post, free of cost.

Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2017 (9:00 am) and ends on 27th September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

A. IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL FOR MEMBERS WHOSE EMAIL ID'S ARE REGISTERED:

- a. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "remote e-voting.pdf".

- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>.
- c. Click on Shareholders login.
- d. Put your user ID and password. Click Login.
- e. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- g. Select "EVEN" of "SVA India Limited".
- h. Now you are ready for remote e-voting as Cast Vote page opens.
- i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- j. Upon confirmation, the message "Vote cast successfully" will be displayed.
- k. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vkmassociates@gmail.com with a copy marked to evoting@nsdl.co.in

B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE OF AGM AND ATTENDANCE SLIP [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED OR REQUESTING PHYSICAL COPY]:

- a. Initial password is mentioned in the Attendance Slip of the AGM (EVEN + User Id and Password).
- b. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. M/s.VKM & Associates, Practicing Company Secretary has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.svaindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By Order of the Board
For SVA India Ltd

(Ranjana Gupta)
Chairperson

**Registered Office: 162 - C, 16th floor Mittal Tower,
Nariman Point,
Mumbai – 400 021
Date: May 27, 2017**

SVA INDIA LTD

Regd. Office: 162-C, 16th Floor, Mittal Tower, Nariman Point, Mumbai - 400 021

ATTENDANCE SLIP	
<u>36th Annual General Meeting</u>	
Regd. Folio No.	No. of Shares held
*Demat A/c. No.	DPID No.
<p>I CERTIFY THAT I am a Member/ Proxy of the Company.</p> <p>I/We hereby record my/our presence at the 36th ANNUAL GENERAL MEETING of the Company at the Registered Office on Thursday, September 28, 2017 at 02.00 p.m.</p> <p>.....</p> <p>Member/ Proxy's Name (Signature of the Member/ Proxy)</p> <p>(In Block Letters)</p> <p><i>Note: Please complete the Attendance Slip and hand it over at the entrance of the Meeting Place</i></p> <p><i>*Those who hold shares in Demat form must quote their Demat A/c No. and Depository Participant (DP) No.</i></p>	

FORM NO. MGT-11

Proxy form

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

Name of the Member(s)	:
Registered Address	:
Email Id	:
Folio No. /Client ID	:
DP ID	:

I / We being the Member (s) of shares of the above named company, here by appoint:

Name: Address:
 E-mail Id: Signature:**or failing him / her**

Name: Address:
 E-mail Id: Signature:**or failing him / her**

Name: Address:
 E-mail Id: Signature:

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the company, to be held on the September 28, 2017, Thursday at 02.00 p.m. at Registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Ordinary Business	Assent	Dissent
1.	To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31 st March, 2017 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To re-appoint Ms. Ranjana Gupta as a Director		
3.	To ratify appointment M/s. Uday Pasad & Associates as Statutory Auditors of the Company		
	Special Business		
4.	To Re-appointment of Mr. Raghav Gupta as the Whole-time Director of the Company		
5.	To Adopt new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and conversion to a Private Limited Company		
6	To authorize Board of Directors to borrow		

Signed this.....day of, 2017

Signature of ShareholderSignature of Proxy holder(s)

Affix Rs. 1/- Revenue Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 36th Annual General Meeting.

Form No. MGT-12

Polling Paper

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

Name of the Company: **SVA INDIA LIMITED**

Registered Office: 162 – C, 16th Floor Mittal Tower, Nariman Point, Mumbai – 400 021

CIN: L51909MH1981PLC281775

BALLOT PAPER

Sr.No.

1. Name of the first named shareholder (in Block Letters)
2. Postal Address
3. Registered Folio No. / *Client ID No.
(*applicable to investors holding shares in dematerialized form)
4. Class of Share

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

S.No	Ordinary Business	Assent	Dissent
1.	To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2017 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To re-appoint Ms. Ranjana Gupta as a Director		
3.	To ratify appointment M/s. Uday Pasad & Associates as Statutory Auditors of the Company		
	Special Business		
4.	To Re-appointment of Mr. Raghav Gupta as the Whole-time Director of the Company		
5.	To Adopt new set of Articles of Association of the Company pursuant to the Companies Act, 2013 and conversion to a Private Limited Company		
6	To authorize Board of Directors to borrow		

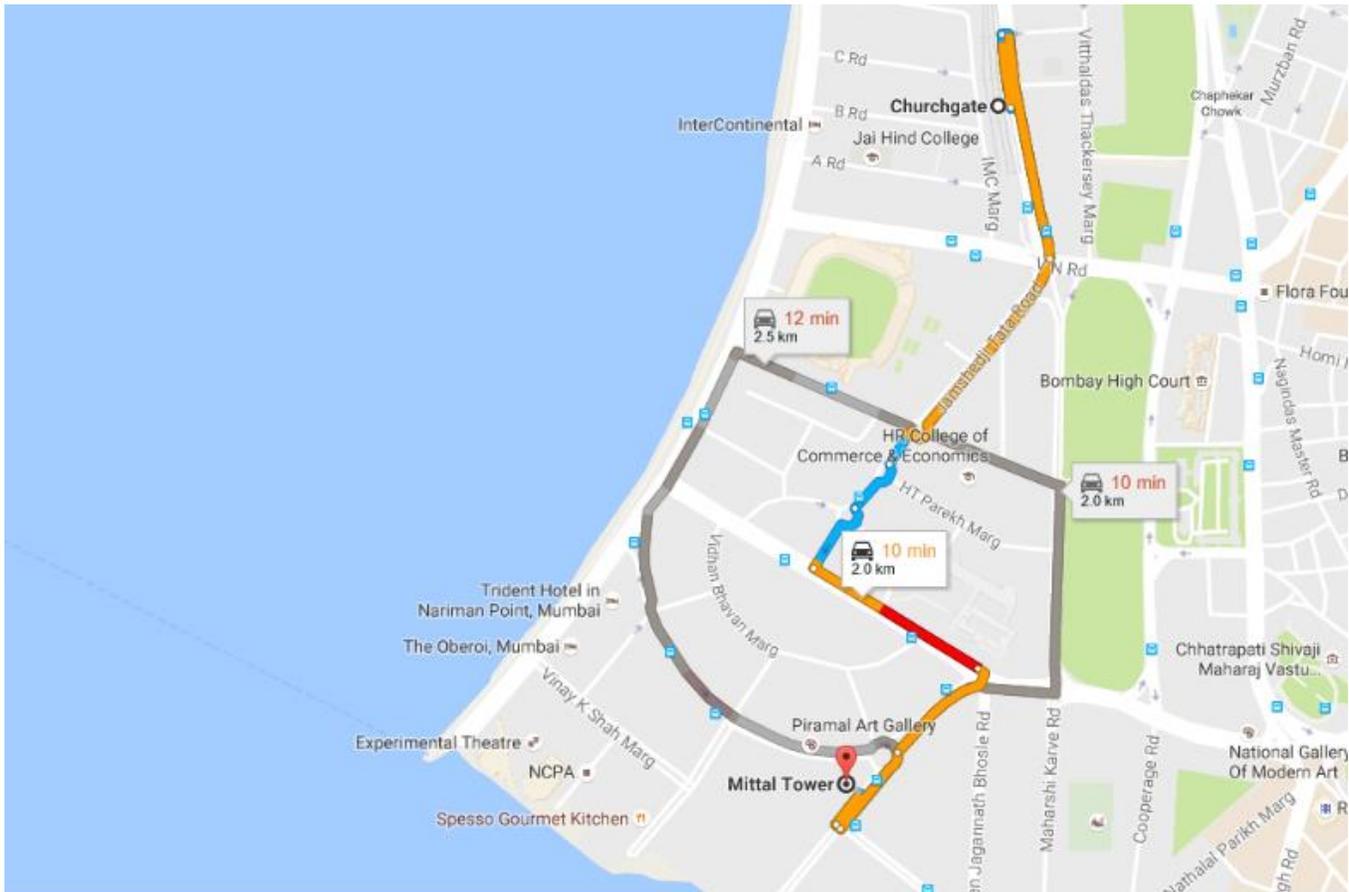
Place:

Date:

(Signature of the Shareholder)

The Route Map to the AGM venue

Venue: 162 – C, 16th Floor Mittal Tower, Nariman Point, Mumbai – 400 021



The prominent land mark for the venue is Vidhan Bhavan

If undelivered, please return to:

**SVA India Ltd
162-C, 16th floor Mittal Tower,
Nariman Point,
Mumbai - 400 021**