



SVA India Limited

CIN : L51909MH1981PLC281775

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

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

Date: 01-12-2023

To,
The Manager,
Corporate Relationship Department,
Bombay Stock Exchange Limited
Dalal Street, Fort,
Mumbai - 400 001

Re: BSE Code: 531885

Sub: Intimation regarding Notice of Postal Ballot seeking approval of the Members of SVA India Limited

In continuation to our earlier intimation dated November 24, 2023 and in terms of Regulations 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we attach herewith a copy of the Postal Ballot Notice, dated November 24, 2023, pertaining to Appointment of Mr. Abhinav Gupta (DIN: 02313375), as the Whole Time Director & Director of the Company along with the Explanatory Statement ("the Notice"), for seeking the approval of the Members of SVA India Limited ("the Company"), pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions.

The Notice is being sent by e-mail, only to those Members whose name appeared in the Register of Members as on Friday, November 24, 2023. A Copy of Postal Ballot Notice is also available on the website of the Company www.svaindia.com & BSE Limited, the remote e-voting service providing agency of the Company i.e. NSDL at www.evoting.nsdl.com.

As per the provisions of the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting. The e-voting period will commence on Wednesday, December 06, 2023 at 09:00 A.M. (IST) and shall end on Friday, January 05, 2024 at 05:00 P.M. (IST). The results of Postal Ballot will be declared on or before Monday, January 08, 2024.

Kindly take the same on record and acknowledge the receipt of the same.

For SVA India Limited

VINOD Digitally signed
by VINOD
MAHABIR MAHABIR GUPTA
GUPTA Date: 2023.12.01
13:11:56 +05'30'

Vinod Gupta
CFO



SVA India Limited

CIN: L51909MH1981PLC281775

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

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

POSTAL BALLOT NOTICE

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the resolution set out below is proposed to be passed by the members of **SVA India Limited** (“SVA India Ltd” or “the Company”) by means of Postal Ballot, only by way of remote e-voting process.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting (“e-voting”) i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice under the head ‘Instructions for e-voting’.

Members holding equity shares of the Company on the Cut-off Date mentioned in this Postal Ballot Notice are requested to carefully read the instructions mentioned under the head ‘Instructions for e-voting’ in this Postal Ballot Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process not later than 5:00 p.m. (IST) on Friday, January 05, 2024. The Company has engaged the services of National Securities Depository Limited for the purpose of providing e-voting facility to its members. In accordance with the MCA Circulars, the Company has made necessary arrangements to enable the members to register their e-mail address. Those members who have not yet registered their e-mail address, are requested to register the same by following the procedure set out in Notes in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than 5:00 P.M. (IST) on Friday, January 05, 2024. E-voting will be blocked immediately thereafter by NDSL and no e-voting will be allowed beyond the said date and time.

The remote e-voting period commences from 9:00 a.m. (IST) on 06th December, 2023 and ends at 5.00 p.m. (IST) on 05th January, 2024. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on 08th January, 2024. The last date of e-voting shall be the date on which the Resolutions would be deemed to have been passed, if approved by the requisite majority.

The Board of Directors of the Company have appointed Mr. Vijay Kumar Mishra (FCS-5023, COP No. 4279), Partner at M/s. VKM & Associates, Practicing Company Secretaries, as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

The results of the Postal Ballot/ e-voting will be declared along with the Scrutinizer's Report on or before Monday, January 08, 2024 and shall be placed on the website of the Company at www.svaindia.com; on the e-voting website of NSDL at www.evoting.nsdl.com and shall also be simultaneously communicated to BSE Limited ("BSE") at www.bseindia.com. The Resolutions, if passed with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for e-voting i.e. on or before Monday, January 08, 2024.

SPECIAL BUSINESS:

1. Appointment of Mr. Abhinav Gupta (DIN- 02313375) as a Director of the Company

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

RESOLVED That pursuant to the provisions of Section 149 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) ("the Act") read with the Articles of Association of the Company, Mr. Abhinav Gupta (DIN- 02313375), who is appointed as an Additional Director of the Company by the Board of Directors effective 23rd October, 2023 in terms of the provisions of Section 161 of the Act, be and is hereby appointed as a Director of the Company with effect from 23rd October, 2023.

RESOLVED FURTHER THAT Any director of the Company or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

2. Appointment of Mr. Abhinav Gupta (DIN- 02313375) as a Whole-time Director of the Company

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), consent of the Company be and is hereby accorded to the appointment of Mr. Abhinav Gupta (DIN- 02313375) as the Whole-time Director, for a period of 5 (Five) years effective 23rd October, 2023 upto 22nd October, 2028, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, with the power to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit, within the maximum limits of remuneration approved by the Members of the Company.

RESOLVED FURTHER THAT Any director of the Company or the Chief Financial Officer or the Company Secretary of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors

SVA India Limited

Sd/-

Bhaviika Jain

Company Secretary

Membership No: A35718

Date: 24th November, 2023

Place: Mumbai

Registered Office:

Reg Off: 162-C, Mittal Tower, 16th Floor,

Nariman Point, Mumbai – 400 021

Website: www.svaindia.com

Email: sva.corpaffairs@gmail.com

Tel: 91-22-22886789/98 Fax: 91-22-22886855

CIN: L51909MH1981PLC281775

Notes

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules') stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this Notice.
2. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent by electronic mode to all those members, whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company/ Depositories as on 24th November, 2023, ('Cut-off date') and whose e-mail IDs are registered with the Company/Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given below under these Notes.
3. In accordance with the provisions of the MCA Circulars, Members can vote only through the e-voting process. Members are requested to provide their assent or dissent through e-voting only. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
4. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of NSDL for facilitating e-voting to enable the Members to cast their votes electronically.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.svaindia.com) duly filled and signed along with requisite supporting documents to RTA at Bigshare Services Pvt. Ltd at Office No. S6-2, 6th Floor, Pinnacle Business Park , Next to Ahura Centre, Mahakali Caves Road Andheri East, Mumbai 400093, Maharashtra, India.
6. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide facility of e-voting, to enable its members to cast their votes electronically in respect of the resolutions as set out in this Notice of Postal Ballot ('Notice'). The Company has engaged the services of NSDL to provide e-voting facility to its Members.

7. In conformity with the regulatory requirements, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on Friday, November 24, 2023 (“Cut-off Date”), and who have registered their e-mail addresses with the Company or with the Depositories. Members may note that this Notice will also be available on the Company’s website at www.svaindia.com and on the website of NSDL.
8. Voting rights will be reckoned on the paid-up value of shares registered in the names of the Members on Cutoff Date i.e. Friday, November 24, 2023. Only those Members whose names are recorded in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on the Cutoff Date will be entitled to cast their votes. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for e-voting i.e. Friday, January 05, 2024.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 24th November, 2023 being the cut-off date fixed for the purpose.
10. The voting through electronic will commence on 06th December, 2023 at 9:00 a.m. and will end on 05th January 2024 at 5:00 p.m. The 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.
11. The Company hereby requests all its members to register/ update their email addresses, if not yet registered/updated, to promote green initiative and to enable the Company to provide all communications to the members through email. To facilitate Members to receive the Notice electronically and cast their vote electronically, the Company has made special arrangements with RTA Big Share Services Pvt. Ltd for registration of e-mail addresses in terms of the MCA Circular. Eligible Members are required to provide their e-mail address to RTA Bigshare Services Pvt Ltd at vinod.y@bigshareonline.com, pursuant to which any Member may receive on the e-mail address provided by the Member, the Notice and the procedure for e-voting. Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs
12. The Board of Directors has appointed Mr. Vijay Kumar Mishra (FCS-5023, COP No. 4279), Partner at M/s. VKM & Associates, Practicing Company Secretaries as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer’s decision on the validity of e-voting will be final.
13. All the documents referred to in this Notice and Explanatory Statement will be available for inspection by the Members between 11.00 A.M. and 1.00 P.M. on all working days, except Saturdays & Sundays, from the date hereof until the last date of e-voting. Members seeking to inspect such documents can send a request over an e-mail to sva.corpaffairs@gmail.com.
14. The resolution, if approved, shall be deemed to have been passed on the last date specified for the e-voting, Friday, January 05, 2024, in terms of Secretarial Standard 2 on General Meeting i.e. (“SS2”) issued by the Institute of Company Secretaries of India. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the Members.

15. The Scrutinizer will submit their report to the Chairman or the Company Secretary after completion of the scrutiny and the result of the Postal Ballot voting process will be declared within two working days from the end of voting, i.e., on or before 08th January, 2024.
16. The result of the Postal Ballot shall be communicated to the Stock Exchange where the equity shares of the Company are listed. The Ordinary Resolutions, if passed by the requisite majority, shall be deemed to have been passed on or before 08th January, 2024 being the last date specified by the Company for e-voting.
17. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to or query/grievance with respect to E-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.co.in, or contact at toll free no.: 1800 1020 990 and 1800 224 430.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company

	For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **vkmassociates@gmail.com** with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to **Mrs. Veena Surana** at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **sva.corpaffairs@gmail.com**.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sva.corpaffairs@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1 & 2

The Company has in its Board Meeting held on October 23, 2023 appointed Mr. Abhinav Gupta (DIN-02313375) as additional Whole Time Director of the Company.

As per section 196 and 203 of the Companies Act, 2013, subject to the provisions of the Companies Act, 2013, a Whole Time Director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by the Shareholders of the Company. Further, as per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board of Directors of the Company (“the Board”) at its meeting held on November 24, 2023 has approved draft notice of Postal Ballot, subject to approval of Members for appointed Mr. Abhinav Gupta (DIN- 02313375) as a Whole-Time Director, designated as Executive Director, for a further period of 5 (five) years with effect from 23rd October, 2023 upto 22nd October, 2028, on such terms and conditions as recommended by the Nomination and Remuneration Committee (the ‘Committee’) of the Board and approved by the Board.

The Company has received from Mr. Abhinav Gupta (DIN- 02313375), his consent to act as Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Abhinav Gupta satisfies all the conditions set out in Schedule V to the Act as also conditions Section 196 of the Act for being eligible for this appointment.

The terms and conditions of appointment and remuneration, if any, to be paid to Mr. Abhinav Gupta per annum shall be in accordance with Company Rules, as Mr. Abhinav Gupta, on deputation to the Company and Remuneration Policy & Corporate Governance Policy of the Company and within the limits stated below:

- i. Whole Time Director is being delegated with substantial powers of the management in the ordinary course of business till such period as he holds office as the Whole Time Director of the Company and shall perform such duties and services as entrusted to him from time to time;
- ii. Whole Time Director shall undertake to use his best endeavors to promote the interests of the Company and comply with such orders and directions as may be given to him by the Board from time to time;
- iii. No sitting fees shall be paid to the Whole Time Director, for attending the Meetings of the Board of Directors of the Company or Committees thereof;
- iv. Whole Time Director is liable to retire by rotation;
- v. Remuneration shall be as per Remuneration Policy of the Company;

The remuneration and benefits stated above shall be within the limits specified under Section 197 and Schedule V of the Companies Act, 2013. Additional information in respect of Mr. Abhinav Gupta, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure-I to this Notice.

Except Mr. Abhinav Gupta's, being the proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, financially or otherwise concerned or interested in the said Resolution except to the extent of their shareholding in the Company, if any.

Further, as required by Regulation 36(3) of the Listing Regulations, the particulars of Director who is proposed to be appointed are given below

Name	Appointment of Mr. Abhinav Gupta (DIN: 02313375) as an Whole Time Director of the Company.
Age	34 years
Qualifications	BBA in Marketing and Supply Chain Management
Brief profile including expertise and experience	<p>Mr. Abhinav Gupta graduated from the Kelley School of Business, Indiana University in 2011 with a BBA in Marketing and Supply Chain Management. Since joining the management of SVA India Ltd, he has focused on marketing several products such as Basilur Tea and MO Fruits in the Indian market. His areas of expertise include statistical analysis, operations management, process workflow and graphic designing.</p> <p>He has been involved with the factory setup, mill machinery selection and installation, and day-to-day operations. He remains dedicated to finding newer and more efficient machinery while maintaining quality and cost.</p> <p>He is also actively involved in the IT side of operations to continue to automate operations to allow for better reporting, data analysis as well as management reports.</p>

Directorships in other companies in India	Mangla Capital Services P Ltd Gianna Agro Private Limited VRAR Properties Private Limited Arkay Enclave Pvt Ltd Knotty Cubs LLP SVA India Limited Aussee Oats India Ltd
Listed companies from which resigned in the past three years	Nil
Committee Memberships and Chairmanships	Member of Audit Committee and SRC Committee of the Board of SVA India Ltd
Number of Board meetings attended during the year	Two
Remuneration last drawn for the financial year 2023	Not applicable
Relationship with other Directors and KMP	Spouse of Mrs. Rakhi Gupta, Director, and Son of Mr. Vinod Gupta, CFO
Date of first appointment on the Board	23rd October, 2023
Shareholding	6,69,000

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

Mr. Abhinav Gupta is interested in the resolution set out at Item No. 1 & 2 of the Notice.

The Board recommends passing of the Ordinary Resolution set out at Item No. 1 & 2 of the Notice for approval by the members.

By Order of the Board of Directors

SVA India Limited

Sd/-

Bhaviika Jain

Company Secretary

Membership No: A35718

Date: 24th November, 2023

Place: Mumbai

Registered Office:

Reg Off: 162-C, Mittal Tower, 16th Floor,

Nariman Point, Mumbai – 400 021

Website: www.svaindia.com

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