



34th

ANNUAL REPORT

&

STATEMENT OF ACCOUNTS

FOR THE YEAR ENDED 31ST MARCH, 2015

SVA INDIA LIMITED

162-C, MITTAL TOWER, NARIMAN POINT, MUMBAI – 400 021

TEL: 022 22886789/98/96

FAX: (022) 22886855

ANNEXURE

Amendments to Equity Listing Agreement

1. In Clause 31 of Equity Listing Agreement, in sub-clause (a), after the term ".....Directors' Annual Reports", the following shall be inserted, viz.:-

"along with Form A or Form B, as applicable, the Performa for which shall be as under:-

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company:	SVA INDIA LIMITED
2	Annual financial statements for the year ended	31 st March,2015
3	Type of Audit observation	Un-Qualified
4	Frequency of observation	Not Applicable
5	To be signed by- Ranjana Gupta Chairperson&Non-Executive Director Raghav Gupta Managing Director Jitendra Yadav CFO Sneha Satpute Company Secretary M/s. Uday Pasad & Associates, Mr.Uday Pasad Auditor of the company	 Sd/- Sd/- Sd/- Sd/- Sd/-

2. After Clause 31, a new Clause 31A shall be inserted, viz., :-

"31A. The issuer agrees to restate its books of accounts on the directions issued by SEBI or by any other statutory authority, as per the provisions of the extant regulatory framework".

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Ranjana Gupta, *Chairperson cum Non-Executive Director*

Mr. Raghav Gupta, *Whole Time Director*

Mr. Arun Agarwal, *Independent Director*

Mr. Aadesh Jain, *Independent Director*

Mr. Jitendra Yadav, *CFO*

Ms. Sneha Satpute, *Company Secretary*

SCRIP CODE

BSE: 531885

REGISTERED OFFICE

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

Registrar & Transfer Agents

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

STATUTORY AUDITORS

M/S Uday Pasad & Associates
Chartered Accountants,
6, Savitri Smruti,
Pt. Malviya Road,
Dombivli (East) – 421 201

BANKERS

1. Bank of Baroda
2. Kotak Mahindra Bank

WEBSITE

www.svaindia.com

E-MAIL ID

info@svaindia.com

Corporate Identity Number (CIN)

L51909WB1981PLC033592

DEMAT ISIN CSDL NO.

INE763K01014

Listing

Bombay Stock Exchange,
Floor 25, P. J. Towers,
Dalal Street,
Mumbai-400001
Ph. No. (022) – 2272134

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”. The purpose is not just enhanced visibility, but to understand global market forces better and to create products and solutions that fulfill 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 have 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 on us. We are confident that with their continued support, co-operation and guidance the Company will excel to achieve new landmarks in future.

Warm Regards
Sd/-
Mrs. Ranjana Gupta
Chairperson

Place: Mumbai
Date: 29/05/2015

PROFILE OF BOARD OF DIRECTORS

1. Mrs. Ranjana Gupta, Chairperson

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

2. Mr. Raghav Gupta, Whole Time Director

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

3. Mr. Arun Agarwal, Independent Director

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

4. Mr. Aadesh Jain, Independent Director

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

NOTICE

NOTICE is hereby given that the Thirty-fourth Annual General Meeting of the Members of SVA INDIA LIMITED will be held on Wednesday, 30 September, 2015 at 11.00 A.M. at the Registered Office of the Company at 162-C Mittal Tower, 16th Floor, Nariman Point, Mumbai- 400 021 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2015, Balance Sheet as at that date together with Cash Flow Statement and reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Ranjana Gupta, who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint Auditors of the Company and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 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, be and are hereby reappointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration plus service tax plus out of pocket expenses as may be determined by the Board of Directors and recommended by Audit Committee of the Board”.

By Order of the Board
Sd/-
(Ranjana Gupta)
Chairperson

Date: 29.05.2015
 Place: Mumbai

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER but a proxy so appointed shall not have any right to speak at the meeting. A Blank proxy form is enclosed herewith. The proxy form duly stamped and executed should be deposited at 162-C, Mittal Tower, 16th Floor, Nariman Point, Mumbai-400021 at least 48 hours before the time fixed for the commencement of the meeting.
2. 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.
3. Members / Proxies attending the Meeting are requested to bring their copy of the Annual Report for reference at the Meeting as also the Attendance Slip duly filled in for attending the Meeting.
4. The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on 28.08.2015 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.

5. Corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization as stated in the instructions for e-voting.
6. The Board has appointed M/s. VKM & Associates, Practicing Company Secretary, as the scrutinizer for conducting e-voting process in a fair and transparent manner.
7. 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.
8. Electronic copy of the Annual Report 2014-15 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 hard copy of the same.
9. Members may also note that the Annual Report for the year 2014-15 will also be available on the Company's website www.svaindia.com for their download. 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 email-IDs for receiving all communication by electronic means, are also entitled to receive such communication in physical form, upon making a request for the same by post, free of cost.

Voting through electronic means:

10. In compliance with Clause 35B of the Listing Agreement and Sections 108 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
11. 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.
12. 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 "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
13. 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.
14. The instructions for members for voting electronically are as under:-
 - A. In case of members receiving e-mail:**
 - (i) Log on to the e-voting website www.evotingindia.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the serial number (refer serial no. printed on the name and address sticker /mail) in the PAN field. In case the serial number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins 27.09.2015 at 09.00 a.m. and ends on 29.09.2015 at 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

C. In case of members receiving the physical copy of notice along with proxy form by post/courier: (for members whose e-mail ids are not registered with the Company/Depositories):

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

15. 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 (2) witnesses not in the employment of the Company and make, a Scrutinizer's report for the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

16. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny votes cast through e-voting. The result of the voting will be announced by the Chairman or any Director of the Company duly authorized at the registered office of the Company, besides being communicated to the Stock Exchanges, the Depositories and the Registrar and Share Transfer Agent.

17. If joint holders are attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

18. The Register of Members & Share Transfer Books of the Company will remain closed from 26th September, 2015 to 29th September, 2015 (both days inclusive).

19. Members are requested to notify the change in their address to the Company and always quote their Folio Numbers or DP ID and Client ID Numbers in all correspondence with the Company. In respect of holding in electronic form, Members are requested to notify any change of address to their respective Depository Participants.

20. Members who still hold shares certificates in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity (since trading is permitted in dematerialized form only), electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

21. As per SEBI Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009 for transfer of shares in physical form, a copy of PAN number is compulsorily required to be furnished.

22. Pursuant to Circular No 17/95/2011 CL-V, dated 21-04- 2011, issued by the Ministry of Corporate Affairs, Government of India as a part of Green initiative in corporate Governance, the companies have been permitted to send notices/documents to the members through email.

Accordingly, the company proposes to send notices/ documents like the Annual Report in electronic form to the members who would register their email address with the depositories, The Registrar and Transfer Agent or the Company.

Members are requested to register their email addresses by sending their details to the Registrar and Transfer Agents, Bigshare Services Pvt. Ltd., E- 2, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai - 400 072 Ph. No. (022) 40430200 or to the Company at SVA India Ltd. 162-C, Mittal Tower, 16th Floor, Nariman Point, Mumbai- 400021, Maharashtra, India.

23. Nomination Facility:

As per Section 72 of Companies Act, 2013 facility for making nomination is available for the Members in respect of the Shares held by them. Nomination form can be obtained from the Company's Share Registrar and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination form from their respective Depository participant.

By Order of the Board

Sd/-
(Ranjana Gupta)
Chairperson

Date: 29.05.2015

Place: Mumbai

DIRECTORS REPORT

Your Directors are pleased to present the 34th Annual Report along with the audited financial statements of the Company for the year ended 31st March, 2015:

FINANCIAL RESULTS

Highlights of financial result for the year were as under:

Particulars	2014/15	2013/14
	Rs. in Lakhs	Rs. in Lakhs
Profit from Operations before Other Income & Interest	207.09	321.27
Add: Other Income	5.52	3.04
Operating profit before Interest	(27.90)	10.90
Less: Interest	45.47	12.43
	(73.37)	(1.44)
Add: Exceptional Income/(Expenses)	-	-
Profit Before Tax	(73.37)	(1.44)
Provision for Tax	-	1.05
Income Tax Adjusted for earlier year	-	(0.88)
Profit After Tax	(73.37)	(1.61)
Add: Surplus brought forward from Previous Year	32.99	34.60
Amount available for appropriation	(40.37)	32.99
General Reserve No. I	-	-
Debenture Redemption Reserve A/c	-	-
Dividends	-	-
Interim Dividend	-	-
Final (Proposed)	-	-
Tax on Dividend	-	-
Balance carried forward	(40.37)	32.99

REVIEW OF OPERATIONS

The Company is engaged in trading of Zinc oxide & Tea Products. During the year the Company has imported Rs. 47,98,792/- (P.Y. 12,623,206/-) of the Zinc oxides and Rs. 26,49,739/-(P.Y. 4,293,816.67) of the Tea Products. The Turnover for the current year has decreased from Rs.3,02,76,828/- to Rs.1,80,59,794.11/- (P.Y. has decreased from Rs. 4,80,28,396/- To Rs. 3,02,76,828/-) for the year ended 31.03.2015 and the profitability has been decreased due to recession of global market and fluctuation of prices of Zinc oxides. The company has tied up with UCA LANKA PVT LTD as sole representatives for marketing their products worldwide. The company expects good prospects in coming years. 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 various level of operation of the company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

MATERIAL CHANGES AFTER BALANCE SHEET DATE (31ST MARCH, 2015)

No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year (FY15) of the Company to which the Financial Statements relate and the date of this Board's Report.

RISK MANAGEMENT

The Company has adopted the following measures concerning the development and implementation of a Risk Management Policy after identifying the following elements of risks which in the opinion of the Board may threaten the very existence of the Company itself.

- 1. Foreign Exchange**
- 2. Commodity Price Risk**
- 3. Risk elements in Business Transactions**
- 4. Physical risk to cargo**

CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The particulars of Loans, guarantees or investments made under Section 186 is furnished in "Notes to the Financial Statement".

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There was no qualifications, reservations or adverse remarks made by the either by the Auditors or by the Practicing Company Secretary in their respective reports.

TRANSACTION WITH RELATED PARTIES

The particulars of transactions made with related parties made pursuant to Section 188 is furnished in "Annexure I" in Form AOC-2 and the same forms part of this report.

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The Company's policy on directors' appointment and remuneration and other matters provide in Section 178(3) of the Act has been disclosed in the corporate governance report.

ANNUAL RETURN

Extract of Annual Return for financial year ended 31.03.2015 (Pursuant to section 92(3) of the Companies Act, 2013 read with the companies (Management and Administration) Rules, 2014 Form No. MGT-9 is enclosed.

NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

Seven meetings of the board were held during the year. For details of the meetings of the board, please refer to the corporate governance report, which forms part of this report.

SECRETARIAL AUDIT REPORT

To comply with the provisions of Section 204 of the Companies Act, 2013 we enclose herewith secretarial audit report received from M/s. P.D. Pandya & Associates, Practicing Company Secretary for the year ended 31st March 2015.

SUBSIDIARY COMPANY

The Company does not have subsidiary company.

PARTICULARS OF EMPLOYEES

As none of the employees of the Company was in receipt of remuneration in excess of the limits prescribed, information as per section 134 of the Companies Act, 2013, read with Companies (Particulars of Employees) Rules, 1975, as amended, are not required to be given.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declaration from all its Independent Directors under Section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as provided in Section 149(6) of the Act.

NO CHANGE IN THE CLASS AND NATURE OF THE BUSINESS OF COMPANY OR ITS SUBSIDIARIES

There has been no change in the class and nature of the business of the Company. The Company does not have Subsidiary Company.

SHARES

• BUY-BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

• SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

• BONUS SHARES

No Bonus Shares were issued during the year under review.

COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee of the Company as on 31st March, 2015 comprised the following 3 Directors of the Company:

Aadesh Jain
Arun Agarwal
Raghav Gupta

The above composition of the Audit Committee consists of independent Directors viz., Mr. Aadesh Jain and Mr Arun Agarwal who form the majority.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The companies (Disclosure of particulars in the Report if the Board of Directors) Rules, 1988 require Disclosure of Particular Regarding conservation of Energy in Form A and Technology Absorption in Form B. The Company not being a Manufacturing Company is advised that Form A and B are not applicable to it.

FOREIGN EXCHANGE EARNINGS & OUTGO

The particular with respect to Foreign Exchange Earning & Expenditure pursuant to Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 appears in the “Notes to Financial Statement”.

AUDITORS

M/s. Uday Pasad & Associates, Auditors will retire ensuing Annual General Meeting and being eligible to offer themselves for re-appointment. The directors recommended their reappointment until the conclusion of the next Annual General Meeting of the company.

FIXED DEPOSITS

During the year, the company has not accepted any Fixed Deposits from Public under Section 76 of the Companies Act, 2013.

DIRECTORS

Mrs. Ranjana Gupta, Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

DIVIDEND

Due to loss incurred by the Company, Directors do not recommend any dividend.

STATUTORY AUDITORS

M/s. Uday Pasad & Associates, Chartered Accountants, Mumbai were appointed as Statutory Auditors for a period of five years in the Extra-ordinary general meeting held 30th March, 2015. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

AUDITORS'S REPORT

The Auditors have referred to certain matters in their report. The respective notes to the account are self-explanatory in respect of comments of the Auditor.

EMPLOYEES STOCK OPTION PLAN

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

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the Directors of the Company state in respect of the year ended 31st March, 2015.

- a) In preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- b) They have selected such Accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of Affairs of the Company at the end of the financial year and of the Profit or Loss of the Company for that year. (Rs. In Lacs);
- c) They have taken proper and sufficient care for the 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 fraud and other irregularities;
- d) They have prepared Annual Accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2014-15.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to place on record their appreciation of the continued cooperation and support extended by the Bankers, Business Constituents, employees and the shareholders of the Company.

Registered Office:

162-c, Mittal Tower Nariman Point,
Mumbai – 400 021

Date: 29th May, 2015

By Order of the Board

Sd/-

(Ranjana Gupta)

Chairperson

ANNEXURE I**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:** Not Applicable
- 2. Details of material contracts or arrangement or transactions at arm's length basis:** Not Applicable

Registered Office:

162-c, Mittal Tower Nariman Point,
Mumbai – 400 021

Date: 29th May, 2015

By Order of the Board

Sd/-

**(Ranjana Gupta)
Chairperson**

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2015

[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9**I. REGISTRATION AND OTHER DETAILS:**

i) CIN:- L51909WB1981PLC033592

ii) Registration Date:- 27/04/1981

iii) Name of the Company:- SVA INDIA LTD

iv) Category / Sub-Category of the Company:- Company limited by shares – Indian Non-government company

v) Address of the Registered office and contact details:- 162-C Mittal Tower, 16th Floor, Nariman Point,
Mumbai-400 021, Maharashtra, India.
Ph. No. : +(91)-(22)-22886789/98,
Website: www.svaindia.com,
Email: info@svaindia.com

vi) Whether listed company Yes

vii) Name, Address and Contact details of Registrar and Transfer Agent, if any Bigshare Services Pvt. Ltd
E- 2, Ansa Industrail Estate, Sakivihar Road,
Sakinaka, Andheri (E), Mumbai – 400 072
Ph. No. (022) 40430200**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Zinc Oxide and Tea Products	NA	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held
1.	Raghav Realtors Pvt. Ltd. 162 C Mittal Towers Nariman Point, Mumbai-400 021	U45202MH1994PTC082471	Associate	3.02

(i) Individual shareholders holding nominal share capital up to Rs. 1 Lakh	0	196710	196710	5.96	2400	194310	196710	5.96	0
(ii) Individual shareholders holding nominal Share capital in excess of Rs. 1 lakh.	0	147900	147900	4.48	0	147900	147900	4.48	0
(c) Any Other (specify)	0	0	0	0	0	0	0	0	0
(c-i) Non Resident Indians	0	0	0	0	0	0	0	0	0
(c-ii) Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
(c-iii) Foreign Nationals	0	0	0	0	0	0	0	0	0
(c-iv) Clearing Member	0	0	0	0	0	0	0	0	0
Sub-Total (B)(2)	0	966310	966310	29.26	534800	431510	966310	29.26	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	966310	966310	29.26	534800	431510	966310	29.26	0
TOTAL (A)+(B)	0	3302600	3302600	100	963480	2339120	3302600	29.26	0
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public	0	0	0	0	0	0	0	0	0
Sub-Total (C)	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	0	3302600	3302600	100	963480	2339120	3302600	29.26	0

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	386200	11.69	0	386200	11.69	0	0
2.	Abhinav Gupta	669000	20.27	0	669000	20.27	0	0
3.	Ranjana Gupta	233200	7.06	0	233200	7.06	0	0
4.	Vinod Kumar Gupta (HUF)	667680	20.22	0	667680	20.22	0	0
5.	Swapnil Gupta	280210	8.49	0	280210	8.49	0	0
6.	Raghav Realtors Pvt. Ltd.	100000	3.02	0	100000	3.02	0	0

(iii) Change in Promoters' Shareholding (please 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
	No Change				
	At the beginning of the year	2336290	70.74	2336290	70.74
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	Nil	Nil
	At the End of the year	2336290	70.74	2336290	70.74

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and 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				
	No Change				
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)				

(v) Shareholding of Directors and Key Managerial Personnel:

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 Directors and KMP				
1.	Raghav Gupta				
	At the beginning of the year	386200	11.69		
	At the End of the year			386200	11.69
2.	Ranjana Gupta				
	At the beginning of the year	233200	7.06		
	At the End of the year			233200	7.06

V. INDEBTEDNESS

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

(Rs. In Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	75.47	-	75.47
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	75.47	-	75.47
Change in Indebtedness during the financial year				
• Addition		988.34		988.34
• Reduction		206.19		206.19
Net Change		782.15		782.15
Indebtedness at the end of the financial year				
i) Principal Amount		782.15		782.15
ii) Interest due but not paid		46.25		46.25
iii) Interest accrued but not due		-		-
Total (i+ii+iii)	-	903.86	-	903.86

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Rs. In Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager
1.	Gross salary	Mr. Raghav Gupta Whole Time Director
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.63
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	0.60
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify...	- -
5.	Others, please specify	-
	Total (A)	4.23
	Ceiling as per the Act	-

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors 1. Fee for attending board committee meetings 2. Commission		Nil

	3. Others, please specify		
	Total (1)		Nil
2.	Other Non-Executive Directors 1. Fee for attending board committee meetings 2. Commission 3. Others, please specify		Nil
	Total (2)		Nil

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD(Rs. In Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	CFO	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.31	4.65	6.96
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	0.69	0.69
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	2.31	5.35	7.66

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

P. D. Pandya & Associates

PRACTISING COMPANY SECRETARIES

201, Galaxy Arcade Co-op Hsg. Soc., 57, M G Road, Vile Parle (East), Mumbai – 400 057

Tel.: 26100693

SECRETARIAL AUDIT REPORT**FOR FINANCIAL YEAR ENDED ON MARCH 31, 2015****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

**TO,
THE MEMBERS,
SVA INDIA LIMITED,
24B, RAJA SANTOSH ROAD,
1ST FLOOR, KOLKATA-700027**

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 a 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 authorized 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 March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:



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 March 31, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Reserve bank of India Act, 1934 and rules and regulation made there under from time to time and any other modification enactment issue by RBI which is applicable on Non Banking Financial Companies (NBFC);
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits)



Regulations, 2014 notified on October 28, 2014 (Not applicable to the Company during the Audit period);

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit period).

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the Audit period).
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

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:

- 1) The Directors have disclosed their interest and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities as and when required and their disclosures have been noted and recorded by the Board;



2) The Directors have complied with the disclosure requirements in respect of their eligibility of appointments, their being independent and compliance with the Code of Conduct for Directors and Senior Management Personnel;

3) The Company has obtained all necessary approvals under the various provisions of the Act.

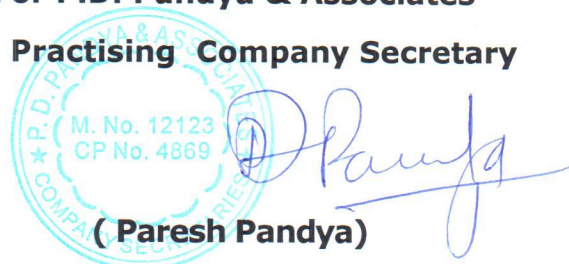
We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Mumbai

Date : 26th May, 2015

For P.D. Pandya & Associates

Practising Company Secretary



(Paresh Pandya)

Proprietor

ACS No.12123

C P No.: 4869

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 MEMBERS,
SVA INDIA LIMITED,
24B, RAJA SANTOSH ROAD,
1ST FLOOR, KOLKATA-700027

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
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 test basis to ensure that correct facts are reflected in secretarial records.
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 the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place : Mumbai

Date : 26th May, 2015

For P D Pandya & Associates

Practising Company Secretary



(Paresh Pandya)

Proprietor

ACS No. 12123

C P No.: 4869

REPORT ON CORPORATE GOVERNANCE

1. 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:-

1. Comply with all statutory regulations
2. Maintain steady growth
3. Ensure responsibility and accountability
4. Maintain a sound system of management control
5. Maintain transparency with professionalism
6. 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.

2. Board of Directors

(a) Composition

The Board has an optimum combination of Executive and Non-Executive Directors as per the Corporate Governance requirements. The company has one Non-executive Chairman. The number of Independent director is 2.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as per Clause 49(I)(C) (ii)) across all the companies in which he is a Director. All the Directors have made the requisite disclosures regarding Committee positions occupied by them in other companies.

The Company's Board at present has 4 Directors comprising one Non-Executive Chairman, one Executive Director and two Non-Executive Directors.

None of the directors are disqualified under section 164 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mrs. Ranjana Gupta, Director retire by rotation at the ensuing Annual General Meeting and being eligible offer herself for re-appointment.

The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and industry, finance, management etc. As on 31st March, 2015 the Company have four Directors.

(b) Number of board meetings held and the dates thereof

Seven Board Meetings were held during the Financial Year ended 31st March, 2015. The Board Meetings were held on 12th May, 2014, 30th May, 2014, 05th August, 2014, 14th August, 2014, 12th November, 2014, 07th February, 2015, 07th March, 2015. The maximum time gap between any two meetings was not more than four calendar months.

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, 2015, are given below:

Name of Directors	Category of Director	Board Meeting attended During the year 2014-15	No of Directorship of other Indian Companies as on 31st March, 2015	No. of Committee positions held in other public limited companies		No. of Ordinary shares held as on 31 st March, 2015
				Chairman	Member	
Ranjana Gupta (Chairperson)	Non Executive Non Independent Promoter	7	05	NIL	0	233,200
Raghav Gupta	Executive Non Independent Promoter	7	06	NIL	0	386,200
Arun Agarwal	Non Executive Independent	5	02	NIL	0	NIL
Aadesh Jain	Non Executive Independent	5	NIL	NIL	0	NIL

(c) Details of remuneration paid to all the Directors for the year ended on 31st March, 2015

Executive Directors (Managing/Whole time Directors)

(Rs. In Lakhs)

Name of the Director	Designation	All elements of remuneration package i.e. salary, perks, benefits, bonuses and pension, among others (Rs. in lacs/ p.)	Performance linked incentives along with the performance Criteria (in Rs.)	Sitting Fees	Total (Rs. in lacs/ p.a.) (2014-15)	Stock, option with details, if any, and whether issued at discount as well as the period over which accrued and over which exercisable
Mrs. Ranjana Gupta	Non-Executive Director	NIL	NIL	-	-	Presently the Company does not have any stock option scheme
Mr. Raghav Gupta	Executive Director	3.60	0.60	-	4.21	
Mr. Arun Agarwal	Independent Director	NIL	NIL	-	-	
Mr. Aadesh Jain	Independent Director	NIL	NIL	-	-	

Non-Executive Directors

During 2014-15, 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 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.

(d) CODE OF CONDUCT:

The Company has laid down a Code of Conduct for all its Board members and Senior Management personnel for avoidance of conflicts of interest. It has received from all of them the necessary declarations affirming compliance with the Code of Conduct for the year 2015. There were no material financial and commercial transactions in which the Senior Management personnel had personal interest, which could lead to a potential conflict of interest with the Company during the year.

3. AUDIT COMMITTEE

(a) Constitution

The terms of reference of the Audit Committee as stipulated by the Board are in accordance with all the items listed in Clause 49(III) of the Listing Agreement 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 the 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 31st March, 2015.

(b) Composition

The Audit Committee of the Company comprises of the following 3 Directors of the Company:

Name of Directors

1. Mr. Aadesh Jain
2. Mr. Arun Agarwal
3. Mr. Raghav Gupta

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

(c) Meetings & Attendances

During the last financial year four Audit Committee Meetings were held on 27th April, 2014, 25th July, 2014, 12th November, 2014 and 15th February, 2015.

The necessary quorum was present at the meetings.

(d) Terms of reference

The Audit Committee along with Mr. Jitendra Yadav, Chief Financial Officer holds discussions with the Statutory Auditors on the 'Limited Review' of the half yearly accounts, quarterly accounts, the yearly Audit Plan, matters relating to compliance of Accounting Standards, their observations arising from the annual audit of the Company's accounts and other related matters.

The terms of reference includes (a) power of the Audit Committee, (b) role of the Audit Committee and (c) review of information by the Audit Committee.

4. SUBSIDIARY COMPANIES

The Company does not have any subsidiary companies.

5. SHARE TRANSFER AND INVESTOR GRIEVANCES COMMITTEE

(a) Constitution

The Share Transfer and Investor Grievances Committee was constituted for approving transfers, transmission etc. and to look into redressal of investor's complaints and requests like delay in transfer of shares, non-receipt annual report, etc.

(b) Composition

The Share Transfer and Investor Grievances Committee comprises of the following 3 Directors of the Company:

Name of Directors

1. Mrs. Ranjana Gupta - Chairman
2. Mr. Raghav Gupta
3. Mr. Arun Agarwal

(c) Meetings & Attendances

The Shareholders'/Investors' Grievance Committee met two times during the last financial year. The necessary quorum was present at the meetings.

During the year the Company has not received any Complaint letters from the Shareholders. There were no pending Complaint letters from the Shareholders as on 31.03.2015.

6. NOMINATION & REMUNERATION COMMITTEE

(a) Constitution

The Remuneration Committee was required to rename the committee as per Clause 49 of Listing Agreement for Corporate Governance and therefore it was renamed as Nomination & Remuneration Committee on 30.03.2015. The Committee has been authorized to determine the 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 comprised the following 3 Directors of the Company:

1. Mr. Arun Agarwal - Chairman
2. Mrs. Ranjana Gupta
3. Mr. Aadesh Jain

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

(c) Meetings & Attendances

The Nomination & Remuneration Committee met one time during the last financial year.

(d) Nomination & Remuneration Policy

As per policy of the Company remuneration paid to the directors as on 31st March, 2015 is as elaborated in Clause (d), hereunder:

Details of remuneration paid to the directors for the year ended 31st March 2015

(Rs. in Lacs)

Name	Directors Remuneration	Contribution to PF	Other Perquisites
Mr. Raghav Gupta			
Director	3.63	-	0.60

7. RISK MANAGEMENT COMMITTEE**(a) Constitution**

The Risk Management Committee was constituted on 27th January 2015 as per Clause 49 of Listing Agreement for Corporate Governance. This committee comprised the following 2 directors of the Company:

(b) Composition

The Risk Management Committee was comprised the following 2 Directors of the Company:

1. Mr. Raghav Gupta
2. Mrs. Ranjana Gupta
3. Mr. Jitendra Yadav, 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.

8. WHISTLE BLOWER POLICY

The model Whistle Blower Policy suggested for SVA India Limited 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.

9. PREVENTION, PROHIBITION REDRESSAL MECHANISM

The Company has zero policy tolerance 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 thereunder for prevention and redressal of complaints of sexual harassment at workplace, along with a structured reporting and redressal mechanism.

10. INDEPENDENT DIRECTORS MEETING

The Independent Directors met on 30th March, 2015 during the last financial year.

11. COMPLIANCE OFFICER

The Board designated, Mr. Jitendra Yadav to act as Compliance Officer of the Company.

12. GENERAL BODY MEETINGS

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

Year ended	Date	Time	Place	Day	Number of special resolutions passed
33 rd AGM 2013-2014	29 th September, 2014	11.00 am	Mumbai	Monday	1
32 nd AGM 2012-2013	26 th September, 2013	11.00 am	Mumbai	Thursday	Nil
31 st AGM 2011-2012	27 th September, 2012	11.00 am	Mumbai	Thursday	2

Details regarding extra-ordinary general meeting held during last financial year were as follows:

Year ended	Date	Time	Place	Day	Number of special resolutions passed
EOGM	30 th March, 2015	11.00 am	Mumbai	Monday	3

13. POSTAL BALLOT

One special resolution requiring a postal ballot was passed in the financial year 2014-15.

14. 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 and their subsidiaries or relatives, among others, that may have potential conflict with the interests of the Company at large. The related party transactions are duly disclosed in the “Annexure I” of the Company.

(b) Statutory Compliance, Penalties and strictures

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

(c) Compliance with mandatory

The Company complied with all the mandatory requirements of Clause 49 of the Listing Agreement.

(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 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) Share Transfer and Investor Grievances Committee (As detailed in separate head of Share Transfer Committee)

(k) Role of committee (Role of different committees have been elaborate under their respective headings)

15. MEANS OF COMMUNICATION

The quarterly, half-yearly and annual results are submitted to the listed stock exchanges and are published in leading newspapers viz. Aapla Mahangar and Financial Express (Hindi & English), in terms of the requirements of Clause 41 of the Listing Agreement. The management discussion and analysis Report is given separately forming part of the Annual Report.

16. GENERAL SHAREHOLDER INFORMATION

34th Annual General Meeting (AGM for year ended 31st March, 2015)	Day: Wednesday Date: 30th September, 2015 Time: 11:00 am Venue: 162-C, Mittal Tower, Nariman Point, Mumbai – 400 021
Accounting calendar Years	For the accounting year 2015-16, the interim and final results be announced on: a. 1st quarter results - First week of August, 2015 b. 2nd quarter results- Third week of November 2015 c. 3rd quarter results- Second week of February 2016 d. 4th quarter & Annual results(Audited)- Fifth week of May, 2016
Date of book closure	Saturday, 26 th September, 2015 to Tuesday, 29 th September, 2015 (both days inclusive)
Listing on stock Exchange	Bombay Stock Exchange Limited, P.J. Towers, Dalal Street, Mumbai – 400 001
Registrar and Transfer Agents	M/s Big Share Services Private Limited, E-2 & 3, Ansa Industrial Estate, Sakinaka, Andheri (E), Mumbai- 400 072 Tel-91-2228470652/40430200 E-mail:marketing@bigshareonline.com
Address for correspondence	162-C, 16 th Floor, Mittal Tower, Nariman Point Mumbai- 400 021, Maharashtra.
ISIN	INE763K01014
Demat of Shares	Available on and Central Depository Services (India) Ltd. (CDSL). Shares of the Company are not in Demat mode. 963480 Shares of the Company are in Demat mode as on 31.03.2015.

Share Transfer System

The Company has appointed Big Share Services Pvt Ltd, Registrar and transfer Agent, name and address of which is given in the General Shareholder Information and to process share transfer in physical form. The transfers are normally processed and share certificates are dispatched within 30 days from the date of receipt if the documents are complete in all respects. Requests for dematerialization are confirmed within 15 days.

Distribution of Shareholding as on 31.3.2015

Particulars	No of shares	%
Promoter Holding		
- Individuals	2236290	67.71
-Body Corporate	100000	3.03
Others		
-Individual	966310	29.26
-Other Than individuals	-	-
TOTAL	3302600	100

Distribution Schedule as on 31.3.2015

Sr.No	No of Shares	Holdings	Amount(Rs)	% of Total Capital	No of Holders	% to total Shares
1.	1 to 5000	175910	1759100	5.33	464	95.08
2.	5001 to 10000	34300	343000	1.04	5	1.02
3.	10001 to 20000	78900	789000	2.39	5	1.02
4.	20001 to 30000	21000	210000	0.64	1	0.20
5.	30001 to 40000	-	-	-	-	-
6.	40001 to 50000	47300	473000	1.43	1	0.20
7.	50001 to 100000	84000	840000	2.54	1	0.20
8.	100001 and above	2861190	28611900	86.63	11	2.25
	TOTAL	3302600	33026000	100	488	100

Dematerialization of shares and liquidity

963480 (Total shares demated with CDSL) of the Company's share capital is dematerialized as on 31.03.2015.

Status of compliance of non- mandatory requirements:

- a. Expenses on Non-Executive Chairman's Office and Tenure of Independent Directors:

The Company does not defray / reimburse expenses pertaining to Chairman's Office.

- b. Shareholder Rights:

The company's quarterly, half yearly and annual financial results are published in Financial Express (English) and in Aapla Mahanagar (Marathi) newspapers.

- c. Unqualified Audit Report :

There is no qualification in the Auditors' Report on the Accounts for the year ended 31st March, 2015.

CEO/CFO Certification

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

- (a) We have reviewed financial statements and the cash flow statement for the year ending 31st March, 2015 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 Limited 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 Limited 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 propose 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).

Sd/-
Jitendra Yadav
CFO

Place: Mumbai
Dated: 29th May, 2015

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
SVA India Limited

1. We have examined the compliance of conditions of Corporate Governance by SVA India Limited ('the Company'), for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchange(s).
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.

Place: Mumbai
Date: 29th May, 2015

VKM & Associates
Practising Company Secretaries
Sd/-
(Vijay Kumar Mishra)
Partner
C.P.No.4279

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(A) Industry overview and Future Outlook

The Company is concentrating to increase sale for its principals in Sri Lanka. The commodity prices which were down are expected to improve. The slump in the international market is also affecting our sale. In the coming year the Company feels that the uncertainty in the global markets will go down and that would create consumers to come back in to the market. Company has come up with tea and tea products and is moving with a steady growth. The Company has tied up with the International brand “BASILUR INDIA”. The Company has also entered a joint venture with Future Enterprise Consumer Limited and has set up a company ‘AUSSEE OATS’ in Sri Lanka dealing with manufacturing production of Oats. The company expects to generate good amount of profit in the coming financial years.

(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 tested for quality by company's field staff, brokers' representatives and by reputed quality testing equipment's 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 certain 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 Limited
Sd/-
Raghav Gupta
(Whole Time Director)

Place: Mumbai
Date: 29/05/2015

UDAY PASAD AND ASSOCIATES

CHARTERED ACCOUNTANTS

Office Address- 6, Savitri Smruti, Pt. Malviya Road, Dombivli (East) – 421 201

INDEPENDENT AUDITOR’S REPORT

TO,
THE MEMBERS,
SVA INDIA LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of SAV INDIA LIMITED (“the Company”), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT’S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

AUDITOR’S RESPONSIBILITY

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit/loss and its 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 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2) As required under provisions of section 227(3) of the Companies Act, 1956, we report that:

(a) We have 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 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 Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement comply with the accounting standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;

(e) On the basis of written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with the 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, we report that:

- i) The Company does not have any pending litigations which would impact its financial position.
- ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
- iii) There were no amounts which were required to be transferred to the Investors Education and Protection Fund by the Company.

For UDAY PASAD AND ASSOCIATES
Chartered Accountants
(Firm's Registration No.107688)

Sd/-

Place: Mumbai
Date: 29th May, 2015

UDAY PASAD
(Designation: Proprietor)
(Membership No. 46581)

ANNEXURE TO INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2015, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. The same has thus been recorded properly in the books of accounts.

2. (a) The Inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventory as compared to the book records.

3. (a) The Company has granted loans to three bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(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 interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.

(c) There are no overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies 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, there is an adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of inventory, fixed assets and with regard to sale of services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

5. The Company has not accepted any deposit from the public. Therefore, the provisions of clause (vi) of paragraph 4 of the Order are not applicable to the Company.

6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by 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. 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 31 March 2015 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, sales tax, service tax and value added tax have not been deposited by the Company on account of disputes:

(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 does not have accumulated losses at the end of the financial year. The Company has not incurred any cash losses during the financial year covered by our audit and in the immediately preceding financial year.

9. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.

10. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

11. The Company did not have any term loans outstanding during the year.

12. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For UDAY PASAD AND ASSOCIATES

Chartered Accountants

(Firm's Registration No.107688)

Sd/-

UDAY PASAD

(Designation: Proprietor)

(Membership No. 46581)

Place: Mumbai

Date: 29th May, 2015

SVA INDIA LTDBALANCE SHEET AS AT 31st MARCH, 2015

(Amount in Lacs.)

Particulars	NOTE NO.	Amount As On 31st March, 2015	Amount As On 31st March, 2014
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	A	330.26	330.26
(b) Reserves and Surplus	B	552.06	625.43
(c) Money received against share warrants		-	-
(2) Share application money		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	C	903.86	75.47
(b) Other Long term liabilities	D	0.50	0.50
(c) Long term provisions		3.72	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	E	185.73	232.60
(c) Other current liabilities	F	10.07	6.29
(d) Short-term provisions	G	-	4.05
Total		1986.20	1274.60
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	H	43.43	61.07
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	I	742.79	195.52
(c) Deferred tax assets (net)		6.11	3.41
(d) Long term loans, advances & deposits	J	994.66	407.76
(e) Other non-current assets		-	-
(2) Current assets			
(a) Current investments		-	-
(b) Inventories	K	31.97	76.66
(c) Trade receivables	L	155.86	225.78
(d) Cash and cash equivalents	M	10.31	281.02
(e) Short-term loans and advances	N	0.26	4.93
(f) Other current assets	O	0.82	18.45
Total		1986.20	1274.60

SIGNIFICANT ACCOUNTING POLICIES
 NOTES TO ACCOUNTS
FOR UDAY PASAD & ASSOCIATES
CHARTERED ACCOUNTANTS

P
Q

Sd/-
 (UDAY PASAD)
 PROPRIETOR
 DATE - 29/05/2015
 PLACE – MUMBAI

Sd/-
 Raghav Gupta
 MANAGING DIRECTOR

Sd/-
 Ranjana Gupta
 CHAIRPERSON

Sd/-
 JITENDRA YADAV, CFO

Sd/-
 SNEHA SATPUTE,CS

SVA INDIA LTD.**STATEMENT OF PROFIT & LOSS A/C FOR THE YEAR ENDED 31ST MARCH, 15**

(Amount in Lacs)

Particulars	NOTE NO.	Amount As On 31st March, 2015	Amount As On 31st March, 2014
I. Revenue from operations	R	207.09	321.27
II. Other Income	S	5.52	3.04
III. Total Revenue (I +II)		212.61	324.31
<u>IV. Expenses:</u>			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade		96.97	185.07
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	T	42.35	32.05
Employee benefit expense	U	32.54	33.63
Financial costs	V	45.47	12.43
Depreciation and amortization expense		19.62	12.34
Other expenses	W	49.03	50.23
Total Expenses		285.97	325.75
V. Profit before exceptional and extraordinary items and tax	(III - IV)	(73.37)	(1.44)
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		(73.37)	(1.44)
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		(73.37)	(1.44)
X. Tax expense:			
(1) For Current Tax		-	1.05
(1) Earlier Year Tax		-	-
(2) Deferred tax		-	(0.88)
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	(73.37)	(1.61)
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations(XII- XIII)		-	-
		(73.37)	(1.61)
XVI. Earning per equity share:			
(1) Basic		(2.22)	(0.05)
(2) Diluted		(2.22)	(0.05)

SIGNIFICANT ACCOUNTING POLICIES
 NOTES TO ACCOUNTS
FOR UDAY PASAD & ASSOCIATES
CHARTERED ACCOUNTANTS

O
P

Sd/-
 (UDAY PASAD)
 PROPRIETOR
 DATE - 29/05/2015
 PLACE – MUMBAI

Sd/-
 Raghav Gupta
 MANAGING DIRECTOR

Sd/-
 Ranjana Gupta
 CHAIRPERSON

Sd/-
 JITENDRA YADAV, CFO

Sd/-
 SNEHA SATPUTE,CS

SVA INDIA LTD.**NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31stMARCH, 2015****(Rs. In Lakhs)**

<u>L. EQUITY AND LIABILITIES</u>	<u>NOTE NO</u>	<u>AS AT 31ST MAR 2015</u>	<u>AS AT 31ST MAR 2014</u>
<u>SHAREHOLDERS FUNDS</u>	A		
<u>(A) SHARE CAPITAL</u>			
<u>AUTHORISED</u> 40,00,000 (Previous Year 40,00,000) Equity Shares of Rs.10/- Each.		400.00	400.00
<u>ISSUED</u> 37,00,000 (Previous Year 37,00,000) Equity Shares of Rs.10/- Each		370.00	370.00
<u>SUBSCRIBED & PAID UP</u> 33,02,600 Equity Shares of Rs.10/- Each		330.26	330.26
<u>TOTAL RS.</u>		330.26	330.26
<u>Par Value per Share (Rs.)</u>		10.00	10.00
<u>SHAREHOLDERS HOLDING MORE THAN 5% HOLDING ATTACHED AT</u>		ANNEXURE – I	
Reconciliation of no. of shares outstanding at the beginning and at the end of the year			
PARTICULARS		As at 31st March, 2015	As at 31st March, 2014
		Qty.	Qty.
Number of Equity Shares at beginning of the Year		330.26	330.26
Add - Subscribed on Incorporation		-	-
Add - Right Issue		-	-
Add - Bonus Issue		-	-
Less - Buy Back		-	-
Number of Equity Shares at the end of the Year		330.26	330.26
<u>Rights of Equity Share Holders</u>			
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 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.			
<u>RESERVES & SURPLUS</u>	B	592.44	592.44
<u>Share Premium</u>		592.44	592.44
<u>Special Reserve Fund</u> Balance As per Last Balance Sheet		-	-
Add : Additions during the year		-	-
		-	-
<u>General Reserve Fund</u> Balance As per Last Balance Sheet		-	-
Add : Additions during the year		-	-
		-	-
<u>Profit & Loss A/c.</u> Balance As per Last Balance Sheet		32.99	34.60
Add : Additions during the year		(73.37)	(1.61)
		(40.37)	32.99
<u>TOTAL RS.</u>		552.06	625.43
<u>LONG TERM BORROWINGS</u> Unsecured Loans	C	903.86	75.47
<u>OTHER LONG TERM LIABILITIES</u> Deposit from Seagull	D	0.50	0.50
<u>LONG TERM PROVISIONS</u> Provision for Gratuity	D	3.72	-
<u>TRADE PAYABLE</u> Sundry Creditors	E	185.73	232.60

<u>OTHER CURRENT LIABILITIES</u>	F		
Duties & Taxes		6.16	6.29
Outstanding Expenses		3.91	-
		10.07	6.29
<u>SHORT TERM PROVISIONS</u>	G		
Provision for Income Tax		-	1.05
Provision for Other Expense		-	3.00
		-	4.05
<u>LONG TERM INVESTMENTS</u>	I		
Share Investment in non-tradeable unquoted Companies - At Cost (Considered good by Management)		742.79	195.52
<u>LONG TERM LOANS, ADVANCES & DEPOSITS</u>	J		
Loans to Companies, Firms & Other Securities		566.99	-
Advances Recoverable in Cash or Kind or for value to be received		407.76	407.76
Trade Deposits & Other deposit		19.91	-
TOTAL RS.		994.66	407.76
<u>INVENTORIES</u>	K		
Stock of finished goods		31.97	74.32
Shares (Tradeable)		-	2.34
(At cost & as taken, valued & certified by Management)			
TOTAL RS.		31.97	76.66
<u>TRADE RECEIVABLES</u>	L		
More than six months (Considered good by management)		136.81	93.11
Others (Considered good by management)		19.05	132.67
TOTAL RS.		155.86	225.78
<u>CASH AND CASH EQUIVALENTS</u>	M		
Cash Balance (As certified by the Management)		6.96	6.54
Bank Balances On Current Accounts		3.35	274.48
TOTAL RS.		10.31	281.02
<u>SHORT TERM LOANS AND ADVANCES</u>	N		
Advance Receivable in Cash or Kind		0.26	-
TOTAL RS.		0.26	-
<u>OTHER CURRENT ASSETS</u>	O		
Deposits		-	18.45
Advance Tax & TDS		0.82	-
TOTAL RS.		0.82	18.45

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

<u>PARTICULARS</u>	GROSS BLOCK					DEPRECIATION			NET BLOCK	
	<u>COST AS AT 01/04/14</u>	<u>ADDITINS DURING THE YR.</u>	<u>SALES DURING THE YR.</u>	<u>PROFIT /(LOSS) ON SALE</u>	<u>COST AS AT 31/03/15</u>	<u>AS AT 01/04/14</u>	<u>FOR THE YEAR</u>	<u>AS AT 31/03/15</u>	<u>AS AT 31/03/15</u>	<u>AS AT 31/03/14</u>
<u>A. TANGIBLE ASSETS</u>										
Residential Flat	0.98	-	-	-	0.98	0.66	0.03	0.69	0.29	0.32
Motor Car	18.81	-	-	-	18.81	18.81	-	18.81	-	(0.00)
Motor Car (Audi)	35.06	-	-	-	35.06	28.29	3.51	31.80	3.26	6.77
Furniture & Fixture	75.57	-	-	-	75.57	41.14	7.95	49.09	26.48	34.43
Computer	13.98	1.28	-	-	15.26	13.21	1.10	14.31	0.95	0.77
Air Conditioner	7.77	-	-	-	7.77	4.77	2.26	7.03	0.74	3.00
Office Equipment	11.30	0.94	0.24	-	12.00	6.77	3.63	10.40	1.60	4.53
Office at Vadgadi	15.80	-	-	-	15.80	4.54	1.14	5.68	10.12	11.26
	179.27	2.22	0.24	-	181.26	118.21	19.62	137.83	43.43	61.06
<u>B.INTANGIBLE ASSETS</u>										
COMPUTER SOFTWARE	-	-	-	-	-	-	-	-	-	-
TOTAL	-	-	-	-	-	-	-	-	-	-
TOTAL	179.27	2.22	0.24	-	181.26	118.21	19.62	137.83	43.43	61.06

SVA INDIA LTD.**SCHEDULE FORMING PART OF PROFIT & LOSS ACCOUNT FOR THE YEAR 2014-15**

<u>PARTICULARS</u>	<u>NOTE No.</u>	<u>AS AT 31stMAR 2015</u>	<u>AS AT 31stMAR 2014</u>
REVENUE FROM OPERATIONS			
Sales	R	180.60	302.78
Marketing Commission Income		26.49	18.50
		207.09	321.27
<u>OTHER INCOME</u>	S		
Dividend		0.04	0.02
Balance written off		0.17	0.36
Deferred Tax		3.26	
Interest on FDR		1.50	1.29
Bank Interest Received		0.32	-
IT Refund		0.24	-
Service Charges		-	1.37
		5.52	3.04
<u>EXPENSES IV</u>			
<u>Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</u>	T		
Decrease/(Increase)in Stock of Goods & Shares:			
Opening Stock: Goods		74.32	106.37
Less: Closing Stock of Goods		31.97	74.32
		42.35	32.05
<u>EMPLOYEES BENEFIT COST</u>	U		
Staff Salaries		32.05	33.15
Staff Welfare Expenses		0.48	0.49
		32.54	33.63
<u>FINANCIAL COST</u>	V		
<u>INTEREST & FINANCE CHARGES</u>			
Interest paid		40.73	9.47
Bank Interest Paid		1.57	-
Bank Charges		3.17	2.95
		45.47	12.43

<u>OTHER EXPENSES</u>	W		
Advertisement Expenses		-	0.30
Audit Fees		0.40	0.18
Business Promotion		-	3.36
CDSL Charges		0.11	-
Computer Maintenance Charges		0.66	0.38
Consultation Charges		0.10	-
Conveyance Charges		1.60	2.58
Delhi Branch Expenses		1.14	0.39
Detention Charges		3.14	-
Directors Remuneration		9.81	8.01
Discounts		0.03	0.08
Donation Expenses		-	0.07
Electricity Charges		4.18	3.59
Exhibition Charges		3.51	3.88
Foreign Exchange Gain/Loss		0.36	-
Insurance on Motor Car A/c		0.40	0.44
Legal & Professional charges		2.06	3.30
Listing fees		1.28	0.17
Membership & Subscription		0.29	0.78
Miscellaneous Expenses		0.00	-
Motor Car Expenses		3.25	3.30
Office Expenses		1.35	0.90
Office Rent		1.80	1.80
Other Expenses		0.25	-
Other Charges		0.02	-
Postage, Courier & Telegram Charges		2.30	3.04
Printing & Stationery		1.54	1.39
Registration Charges		-	0.12
Repairs & Maintenance		0.22	0.51
ROC Filing Fees		0.19	0.31
RTA Expense		0.52	0.30
Selling and Distribution Expenses		1.57	-
Service Charges		0.08	-
Telephone & Internet Charges		3.99	3.92
Testing Charges		-	0.15
Travelling Expenses		0.40	4.40
Warehouse Charges		2.47	2.16
Web designing and Advertisement Exp.		-	0.41
		49.03	50.23

SVA INDIA LTD
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2015

<u>PARTICULARS</u>	<u>2014-15</u> <u>(Rs. In Lacs)</u>	<u>2013-14</u> <u>(Rs. In Lacs)</u>
<u>A) CASH FLOW FROM OPERATING ACTIVITIES</u>		
<u>NET LOSS BEFORE TAX & EXTRA ORDINARY ITEMS</u>	(73.37)	(1.44)
Adjustment For :		
Depreciation	19.62	12.34
	-2.70	(3.04)
Foreign Exchange Loss		
Operating Profit Before Working Capital Changes	(56.44)	7.86
<u>Adjustment For:</u>		
Decrease in Inventories	44.69	
Increase in Long Term Provision	3.72	
Decrease in Other Current Assets	17.63	
Increase in Other Current Liabilities	3.78	
Decrease in Short term Loans and Advances	4.67	
Decrease in Short Term Provisions	(4.05)	
Increase in Trade Receivables	69.92	(90.86)
Decrease in Trade Payables	(46.87)	32.96
Cash Generated From Operations	93.48	(50.04)
Income Tax Deducted / Paid during the Year	-	0.17
Cash Flow From Operating Activities	37.03	(50.21)
<u>B) CASH FLOW FROM INVESTING ACTIVITIES</u>		
Addition to Fixed Assets	(2.22)	-
Sale of Fixed Assets	0.24	-
Purchase/ Sale of Investment	(547.27)	-
Loans & Deposits to Companies & Others	(586.90)	-
Dividend Income		0.02
Other Income		3.02
NET CASH FLOW IN INVESTING ACTIVITIES	(1,136.14)	3.04
<u>C) CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds From Borrowings (Nett)	828.40	67.25
Interest Paid		
Net Cash Flow In Financing Activities	828.40	67.25
Net Changes In Cash and Cash Equivalents (A+B+C)	(270.71)	20.08
Cash and Cash equivalents Opening	281.02	260.92
Cash and cash equivalents Closing	10.31	281.02

DATE: 29/05/2015
PLACE : MUMBAI

Sd/-
Director
Sd/-
CFO

Sd/-
Director
Sd/-
Company Secretary

AUDITOR'S CERTIFICATE

WE HAVE VERIFIED THE ABOVE CASH FLOW STATEMENT OF SVA INDIA LIMITED DERIVED FROM THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH'2014 AND FOUND TO BE DRAWN IN ACCORDANCE THEREWITH AND ALSO AS PER REQUIREMENTS OF CLAUSE 32 OF LISTING AGREEMENT WITH THE STOCK EXCHANGE.

FOR UDAY PASAD & ASSOCIATES
CHARTERED ACCOUNTANTS
Sd/-
(UDAY PASAD)
PROPRIETOR

SVA India Limited
162-C Mittal Towers, 16th Floor, Nariman Point, Mumbai-40001

NOTE P: 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	30 Years

Motor Car	6 Years
Furniture and Fixtures	10 Years
Computer	3 Years
Air Conditioner	5 Years
Office Equipment's	5 Years
Office at Vadgadi	30 Years

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

5. Investments:

Investments are classified as Non-Current Investment. Such are investment 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 settled 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 translations are recognized in the Statement of Profit and Loss.

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 part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other Borrowing Costs are charged to Profit and Loss A/c.

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 identified 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. Mrs. Ranjana Gupta
- b. Mr. Raghav Gupta

2. Relatives of Key Management Personnel:

Name of the Person:Relation:

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

3. Parties where control exists:

Name of the Party:

Nature of Control:

- | | |
|---|---------------------|
| a. Arkay Enclave Pvt. Ltd. | Common Directorship |
| b. Mangala Capital Services Pvt. Ltd. | Common Directorship |
| c. Basilur Tea 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 following Related Party Transactions were noted during the year-

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

<u>Name of the Director/Relative</u>	<u>Relationship</u>	<u>Amount (Rs. Lacs)</u>
Aussee Oats Milling Pvt. Ltd	Common Directorship	566.99

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

<u>Name of the Director/Relative</u>	<u>Relationship</u>	<u>Amount (Rs. Lacs)</u>
Aussee Oats Milling Pvt. Ltd	Common Directorship	544.93

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

<u>Name of the Director/Relative</u>	<u>Relationship</u>	<u>Amount (Rs. Lacs)</u>
VRAR Properties Pvt. Ltd.	Common Directorship	77.87
Vinod Gupta (HUF)	HUF of Mr. Raghav Gupta	195.33

16. Contingent Liabilities and Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable 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 P: NOTES TO ACCOUNTS

1. Figures have been stated in Lacs, unless otherwise stated.
2. Accounting standards as prescribed have been followed & reported wherever applicable.
3. In the opinion of the Board 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.
4. The Company has given guarantee for Ausee Oats Milling Pvt Ltd.
5. 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.
6. 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.
7. Previous year's figures has been re-classifies/ re-grouped wherever considered necessary to make them comparable with the current year's figures.

8. Fees paid to Auditor:

<u>Particulars:</u>	<u>Amount:</u>
For Statutory audit	40,000/-

9. 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 - (2.22)
 Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding = (7336515)/3302600 = (Rs.2.22)

Diluted Earning Per Share - (2.22)
 Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding = (7336515)/3302600 = (Rs. 2.22)

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

SVA INDIA LIMITED

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

ATTENDANCE SLIP**ANNUAL GENERAL MEETING**

Regd. Folio No. No. of Shares held

* Demat A/c. No. DPID NO.

I CERTIFY THAT I AM A Member/ Proxy of the Company.

I/We hereby record my/our presence at the **ANNUAL GENERAL MEETING** of the Company at Registered Office on Wednesday, the 30th September, 2015 at 11.00 am

.....
Member/ Proxy's Name

.....
(Signature of the Member/ Proxy)

(In Block Letters)

Note: Please complete the Attendance Slip and hand it over at the entrance of the Meeting Place

* Those who hold shares in Demat form must quote their Demat A/c No. and Depository Participant (DP) No.

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 Company: SVA INDIA LIMITED

Registered Office: 162-C, MITTAL TOWER, NARIMAN POINT, MUMBAI-400021

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:

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____ **or failing him**

2. .Name: _____ Address: _____
E-mail Id: _____ Signature: _____ **or failing him**

3. .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 34th Annual General Meeting of the company, to be held on the 30th September, 2015, Wednesday at 11.00 a.m at Registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this.....day of, 2015

Signature of Shareholder

Signature of Proxy holder(s)

Affix Rs. 1/-
Revenue
Stamp

Note:

1. 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.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 34th 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**

Corporate office: 162-C, Mittal Tower, Nariman Point, Mumbai-400021

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 resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Sr. No.	Ordinary Resolution:	Assent	Dissent
1.	To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31 st March, 2015 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To re-appointment of Mrs Ranjana Gupta as Director		
3.	To Re-appointment M/s. Uday Pasad & Associates as Auditors		

Place:

Date:

(Signature of the shareholder)

BOOK - POST

If undelivered, please return to:
SVA INDIA LIMITED
162-C, Mittal Tower,
Nariman Point,
Mumbai 400 021.