

S V GLOBAL MILL LIMITED



**8th ANNUAL REPORT
AND
ACCOUNTS**

MARCH 2015

FINANCIAL RESULTS

Rs.in lacs

For the year ended	March 31,2015	March 31,2014	March 31,2013	March 31,2012	March 31,2011
Other income	333.33	11.28	2.53	4.36	0.73
Profit before exceptional items and Taxation	81.58	(86.10)	-34.14	-23.99	-18.64
Provision for Taxation	15.55	-	0	0	0
Net profit before exceptional items after taxation	66.02	(86.10)	-34.14	-23.99	-18.64
Exceptional item	14,255.61	-	0	0	0
Net Profit after exceptional item	14,321.63	(86.10)	-34.14	-23.99	-18.64
Balance of profit brought forward	(169.78)	(83.68)	-49.54	-25.55	-6.91
Profit available for appropriation	14,151.85	(169.78)	-83.68	-49.54	-25.55
Appropriations	-	-	0	0	0
Preference Dividend	874.73	-	0	0	0
Transfer to General reserve	13,277.12	(169.78)	-83.68	-49.54	-25.55
Transfer to Debenture redemption reserve	-	-	0	0	0
Balance carried toward to Balance sheet	13,277.12	(169.78)	-83.68	-49.54	-25.55

**Note : The Registered office of the Company was shifted to Old No. 3/1, (New No. 5/1),
6th Cross Street, C.I.T. Colony, Mylapore, Chennai - 600 004 on 18th August 2015.**

S V Global Mill Limited

8th ANNUAL REPORT

MARCH - 2015

CIN : LI7100TN2007PLC065226

DIRECTORS	M. Ethiraj Chairman E. Shanmugam Managing Director S. Valli Mr. P.S. Pandyan (IAS Retd) R. Narayanan (Resigned w.e.f 13.07.2015) Y. Satyajit Prasad Dr. K.Shivaram Selvakkumar
AUDITORS	Messers M. Kuppuswamy PSG & Co., LLP Chartered Accountants, Vellore – 632 601.
BANKERS	M/S. City Union Bank Limited G.T. Branch, Chennai – 600 001.
COMPANY SECRETARY	S.S. Arunachalam
CHIEF FINANCIAL OFFICER	V. Krishnan
REGISTERED OFFICE	Old No. 3/1 (New No. 5/1), 6th Cross Street, CIT Colony, Mylapore, Chennai 600 004. Tamilnadu*

*Shifted with effect from August 18, 2015

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S V GLOBAL MILL LIMITED

NOTICE

Notice is hereby given that the 8th Annual General Meeting (AGM) of S V Global Mill Limited will be held at 10.30 A.M. on Wednesday the 23rd September, 2015 at the Registered office of the Company, Old No. 3/1 (New No. 5/1), 6th Cross Street, CIT Colony, Mylapore, Chennai 600 004. Tamilnadu

ORDINARY BUSINESS:

1. Adoption of Financial Statements

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2015 including the Audited Balance Sheet as on that date, the Statement of Profit and Loss, and the reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Sri. M. Ethiraj, who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. P B Vijayaraghavan & Co Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M. Kuppaswamy PSG & Co., LLP, Chartered Accountants, Vellore.

RESOLVED FURTHER THAT M/s. P B Vijayaraghavan & Co Chartered Accountants, Chennai be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016 on such remuneration as may be fixed by the Board of Directors in consultation with them."

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

"RESOLVED that Ms. S. Valli (DIN 00468218), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 04.03.2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 98 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

On Behalf of the Board

Place : Chennai
Date : 13th July, 2015

M. ETHIRAJ
CHAIRMAN
DIN: 00041996

S V GLOBAL MILL LIMITED

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE AGM INSTEAD OF HIMSELF/HERSELF AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. Proxy Form, in order to be effective, must be deposited at the Registered Office of the company not later than 48 hours before the commencement of the meeting.
4. Members / Proxies are requested to bring the attendance slip sent herewith, duly filled in, for attending the meeting and their copy of the Annual Report to the meeting.
5. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members may also note that the Notice of the AGM will be available on the Company's Website, www.svgml.com.
8. Members holding shares in physical form can now avail nomination facility for the shares held by them. Members desirous of availing this facility may send in their nominations in Form 2B duly filled and send to the Registrar and Share Transfer Agent of the Company viz., Cameo Corporate Services Ltd., 'Subramanian Building', 5th Floor, No: 1, Club House Road, Chennai – 600 002. Phone: 044 – 2846 0390 to 2846 0395.
9. **M/s. Cameo Corporate Services Ltd.**, 'Subramanian Building', 5th Floor, No: 1, Club House Road, Chennai – 600 002. Phone: 044 – 2846 0390 to 2846 0395 is the Company's **Registrar and Share Transfer Agent** for physical transfer of shares and all correspondence may be addressed directly to them. In respect of shares held in Demat form, members may send requests or correspond through their respective Depository Participants.
10. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board resolution authorising their representatives to attend and vote at the General Meeting.
11. Members who have multiple folios in identical names in the same order are requested to send all the Share Certificates either to the Company addressed to the Registered Office or to the Company's Registrar and Share Transfer Agent for consolidation of such folios into one to facilitate better services.
12. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand, the Company providing e-voting facility and the members who are not able to cast their vote through e-voting facility is entitled to attend and vote at the AGM and is entitled to appoint a proxy to attend and vote in the AGM instead of himself/herself and that the proxy need not be a member of the company.
13. Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members in respect of the business to be transacted at the AGM scheduled to be held on Wednesday, September 23, 2015 at 10.30 a.m. with a request to follow the instructions for voting electronically as under:-
The voting period begins on 19th September 2015 at 9.00 a.m. and ends on 21st September 2015 at 5.00 p.m. During this period the shareholders of the Company, holding shares either in physical form (or) in dematerialized form as on the cut-off date (record date of 17th September 2015) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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In case of member receiving email

- i. Log on to the e-voting website www.evotingindia.com during the voting period.
- ii. Click on "Shareholders"
- iii. Now, select "S V GLOBAL MILL LIMITED" 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 use follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric "PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)" Members who have not updated their PAN with the Company Depository Participant enter their name and the last 8 digits of the demat account/folio number in the PAN field.
	In case the folio number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 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 of folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said demat account or folio.# Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date 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 EVSN 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 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.
- iii. For members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- iv. Click on the **EVSN** of "**S V GLOBAL MILL LIMITED**" on which you choose to vote.
- v. 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.
- vi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- vii. 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.

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- viii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- ix. You can also take out print of the voting done by you by clicking on “click here to print’ option on the Voting page.
- x. If Demat account holder has forgotten the password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xi. Note for institutional Shareholders
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - A scanned copy of Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a Corporate user who would be able to link the account(s) for 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

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

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

The voting rights of the shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 17th September 2015.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman.

Explanatory Statement in respect of the Special Business Pursuant to Section 102 of the Companies Act, 2013

Item No.3

Explanatory Statement under Section 102(1) of the Companies Act, 2013:

M/s. M. Kuppaswamy PSG & Co., LLP, Chartered Accountants, Vellore have tendered their resignation from the position of Statutory Auditors due to health reasons, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 (“Act”). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. P B Vijayaraghavan& Co Chartered Accountants, Chennai, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M. Kuppaswamy PSG & Co., LLP, Chartered Accountants, Vellore.

M/s. P B Vijayaraghavan& Co Chartered Accountants, Chennai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is commended to the meeting for the consideration and approval of members.

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None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution

Item No. 4

Ms. S. Valli has been appointed as an Additional Director of the Company with effect from 4th March 2015. Under Section 161(1) of the Companies Act, 2013 read with article 98 of the Articles of Association of the Company, Ms. S. Valli holds office only up to the date of this Annual General Meeting of the Company. A notice has been received from a member proposing Ms. S. Valli as a candidate for the office of Director of the Company. She has over 2 decades of rich experience in varied industries like sugar, textile, financing and Real Estate. The Board considers that the appointment of Ms. S. Valli as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends her appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Ms. S. Valli, Mr. M. Etiraj and Mr. E. Shanmugam, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

On behalf of the Board

Place : Chennai
Date : July 13, 2015

M. ETHIRAJ
Chairman
DIN 00041996

ANNEXURE

Details of Directors seeking Appointment / Reappointment at the Annual General Meeting (Pursuant to Clause 49 of Listing Agreement)

Name of the Director	Sri M. Ethiraj	Ms. S. Valli
Date of Birth	21.01.1934	06.12.1963
Date of Appointment	30.10.2007	04.03.2015
Expertise in Specific functional areas	He has over 3 decades of rich entrepreneurial experience in varied industries like Sugar, Textile, and real estate.	She has over 2 decades of rich experience in varied industries like Sugar, Textile, Financing and real estate.
Chairmanship / Directorship of other companies (excluding Foreign Companies and Section 25 Companies)	a) The Thirumagal Mills Limited b) Artha Farms Limited c) Thirumagal Enterprise Limited d) S V Technology Solutions Private Limited e) Tiger Farms and Enterprise Private Limited f) Sriraj Mills Private Limited g) Srinidhi Finance Private Limited h) Ethiraj Foundation	a) Solan Minerals & Metals Pvt. Ltd.
Committee position held in other companies	NIL	NIL
Shareholding (No. of shares)	2014920	18800

**S V Global Mill Limited
Directors' Report for FY - 2014-15**

To,

The Members,

Your Directors have pleasure in presenting their 8th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2015.

1. Financial summary or highlights/Performance of the Company (Standalone)

	Rs. in Crores	
	2014-15	2013-14
Profit before Depreciation & Tax	143.61	(0.80)
Depreciation	0.24	(0.06)
Profit before tax	143.37	(0.86)
Profit after tax	143.22	(0.86)

2. Dividend

The Board in order to conserve the funds for future operations does not recommend any dividend for this Financial Year.

3. Reserves

The Board had proposed to carry Rs.134.47Cr to Reserves during the year.

4. Brief description of the Company's working during the year/State of affairs

The Company operates in one segment i.e., Real Estate business only.

5. Change in the nature of business, if any

NIL

6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

The Company redeemed 2,39,02,516 9% Cumulative Preference shares along with dividend due and payable on May 12, 2015 Respective tax on Dividend was also paid during this period.

7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

NIL

8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The Company has an internal control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is determined by the Audit committee. The Internal Audit function reports to the Chairman of the Audit Committee of the Board, who is an independent director to maintain its objectivity and independence.

The Company has engaged the services of an independent Chartered Accountants firm, M/s. Kalayana Sundaram & Associates to carry out the internal audit and ensure that recording and reporting are adequate and proper, the internal controls exist in the system and that sufficient measures are taken to update the internal control system, exercises for safeguarding assets and protection against unauthorized use are undertaken from time to time.

The system also seeks to ensure that transactions are appropriately authorised, recorded, reported in financial statements and exceptions identified and are reported. The Internal Audit team monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company from time to time. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee

9. Risk management

Audit Committee and the Board reviews the risk assessment and minimization procedures on regular intervals during its respective meetings. Accordingly the Management is getting advice of the Audit Committee and the Board Members on mitigating the risk involved in the business.

10. Details of Subsidiary/Joint Ventures/Associate Companies

The Company does not have any Subsidiary, Joint venture or Associate Company

11. Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

Not applicable as there are no subsidiary, associates and joint venture companies.

12. Deposits

The Company has not accepted Deposits.

13. Statutory Auditors

M/s. M. Kuppuswamy PSG & Co., LLP, (Firm Regn. No.001616S) Chartered Accountants, Vellore retire at the conclusion of this Annual General Meeting. However they have expressed that due to their health reason they are not in a position to continue the audit from the conclusion of this Annual General Meeting onwards.

Accordingly, on the recommendation of the Audit Committee, the Board at its meeting held on July 13, 2015 appointed M/s. P.B. Vijayaraghavan & Co, Chartered Accountants (Firm Regn. No:004721S) subject to the approval of the shareholders. The Board had commended the appointment of M/s. P. B. Vijayaraghavan & Co., to the Shareholders to carry on audit from the conclusion of this Annual General Meeting for FY 2015-16.

14. Auditors' Report

There are no observation made in the Auditors' Report read together with relevant notes thereon, are self-explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

15. Share Capital

A) Issue of equity shares with differential rights

The Company has not issued any equity shares with differential rights during the year under review.

B) Issue of sweat equity shares

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

C) Issue of employee stock options

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

D) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

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

16. Extract of the annual return

The extract of the annual return in Form No. MGT-9 shall form part of the Board's report (Annexure - E)

17. Conservation of energy, technology absorption and foreign exchange earnings and outgo

The provisions of Section 134(m) of the Companies Act, 2013 are not applicable. There was no foreign exchange inflow or Outflow during the year under review.

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18. Corporate Social Responsibility (CSR)

Your company has traditional trait of caring the needy, "to improve the quality of life of the communities it serve through long term value creation for all stakeholders", which is in alignment with the Company's core purpose.

Section 135 of the Companies Act, 2013 is applicable during the current financial year. Accordingly, the Board at its meeting held on July 13, 2015 appointed CSR Committee of the Board with the following members.

Mr.M. Ethiraj - Non-Executive, Non-Independent Chairman
Mr. E. Shanmugam - Executive, Non-independent - Member
Mr.P.S. Pandyan (IAS Retd.) - Member
Dr. K. Shivaram Selvakkumar - Member

The annual report as required by the Act, on CSR activities is annexed herewith as Annexure A

19. Directors:

Since Independent/Additional/Managing Directors' are not liable to retire by rotation, Mr. M. Ethiraj, Chairman will be liable to retire by rotation and being eligible offer himself for reappointment.

Ms. S. Valli (DIN 00468218), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 04.03.2015, in terms of Section 161(1) of the Companies Act, 2013 and Article 98 of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

A) Changes in Directors and Key Managerial Personnel

During the year your Company has appointed

Mrs. S. Valli, Women Director
Mr.S.S. Arunachalam, Company Secretary
Mr.V. Krishnan, Chief Financial Officer

During the year the following persons have resigned

Mr.K.Venkatesan, Company Secretary
Mr.R.Sugumaran, Company Secretary

B)Declaration by an Independent Director(s) and re- appointment, if any

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

C) Formal Annual Evaluation of the Board

Company conducts its operations under the directions of Board of Directors within the framework laid down by various statutes, more particularly by the Companies Act, 2013, the Articles of Association, Listing Agreement with stock exchanges and Code of Conduct and policies formulated by the Company for its internal execution.

The Company's Board of Directors is dedicated to act in good faith; exercise their judgment on an informed basis, in the best interest of the company and its stakeholders.

Accordingly, Board's evaluation policy was adopted by the Board of your Company. The present policy for performance evaluation is being put into place in accordance with the requirements of section 178 of the Companies Act, 2013 which provides for the a policy to be formulated and recommended to the Board, setting the criteria, based on which the performance of each and every director including the performance of the Board as a whole shall be assessed by the Board of Directors of the Company. Such an evaluation procedure will provide a fine system of checks and balances on the performance of the directors and will ensure that they exercise their powers in a rational manner.

Following are some of the criteria which was used for evaluation the performance of the Members of the Board & its Committees

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BOARD OF DIRECTORS

Some of the specific issues and questions that should be considered in a performance evaluation of the entire Board by Independent Directors are set out below:

Assessment Criteria	
1	The Board of Directors of the company is effective in decision making.
2	The Board of Directors is effective in developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
3	The Company's systems of control are effective for identifying material risks and reporting material violations of policies and law.
4	The Board reviews the organization's performance in carrying out the stated mission on a regular basis.
5	The Board of Directors is effective in providing necessary advice and suggestions to the company's management.
6	Is the board as a whole up to date with latest developments in the regulatory environment and the market?
7	The information provided to directors prior to Board meetings meets your expectations in terms of length and level of detail.
8	Board meetings are conducted in a manner that encourages open communication, meaningful participation, and timely resolution of issues.
9	The Board Chairman effectively and appropriately leads and facilitates the Board meetings and the policy and governance work of the board.
10	The Board appropriately considers internal audit reports, management's responses, and steps towards improvement.
11	The Board oversees the role of the independent auditor from selection to termination and has an effective process to evaluate the independent auditor's qualifications and performance.
12	The board considers the independent audit plan and provides recommendations.

COMMITTEES OF BOARD

The Board has constituted the following committees:

- i. Audit Committee;
- ii. Nomination and Remuneration Committee; and
- iii. Stakeholders Relationship Committee
- iv. Corporate Social Responsibility Committee;

For evaluating the performance of each committee, the Board of Directors shall pay regards to the following aspects as set out in the annexure below:

S. No	Assessment Criteria of various Committees
1	Committee meetings are conducted in a manner that encourages open communication, meaningful participation and timely resolution of issues
2	Timely inputs on the minutes of the meetings

KEY MANAGERIAL PERSONNEL AND SENIOR EXECUTIVES

For evaluating the performance of Key Managerial Personnel and other Senior Executives, the Board of Directors shall pay regards to the following aspects as set out below:

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S. No.	Assessment Criteria
1	Abidance and behavior in accordance with ethical standards & code of conduct of Company
2	Interpersonal and communication skills
3	Compliance with policies of the Company, ethics, code of conduct, etc.
4	Safeguarding interest of whistle-blowers under vigil mechanism
5	Team work attributes
6	Safeguard of confidential information

20. Number of meetings of the Board of Directors:
- Board Meetings: 7
28/05/2014, 04/08/2014, 29/09/2014, 10/11/2014, 07/01/2015, 30/01/2015&04/03/2015
 - Audit Committee Meetings : 4
28/05/2014, 04/08/2014, 10/11/2014 &30/01/2015,
 - Nomination and Remuneration Committee :3
29/09/2014, 07/01/2015&04/03/2015
 - Stake Holders Relationship Committee Meeting : 34
The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.
- 21. Audit Committee**
- The Company is covered by section 177 of the Companies Act 2013 and Nomination and Remuneration Committee has been constituted consisting of four directors with two independent directors.
Mr.R. Narayanan, Chairman
Mr.E. Shanmugam, Member
Mr.Y. Satyajit Prasad, Member
Dr.K. Shivaram Selvakkumar, Member [appointed during the year]
The above composition of the Audit Committee consists of independent Directors viz., Mr. Y. Satyajit Prasad and Dr.K. Shivaram Selvakkumar who form the majority.
- 22. Details of establishment of vigil mechanism for directors and employees**
- The Company has established a vigil mechanism and oversee 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.
- 23. Nomination and Remuneration Committee**
- The Company is covered by section 178(1) of the Companies Act 2013 and Nomination and Remuneration Committee has been constituted consisting of three directors with one independent director. The Committee is in the process of framing the Company's policy on directors' appointment and remuneration including criteria for determining for qualifications, positive attributes, independence of a director, and senior management and their remuneration.
- 24. Particulars of loans, guarantees or investments under section 186**
- The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013 read with rule 11(1) of Companies (Meetings of Board and its Powers) Rules 2014.
- 25. Particulars of contracts or arrangements with related parties:**
- As per Annexure B which is forming part of this Report.

S V GLOBAL MILL LIMITED

26. Managerial Remuneration:

5 (1)	(i)	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year;	:	No remuneration was paid to Directors except sitting fee to non-executive Directors to attend the Board Meeting Managing Director is paid a remuneration of Rs. 48,000/- p.a. Accordingly the ratio is 0.41 : 1									
	(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	:	Company Secretary : 18% Others not applicable									
	(iii)	The percentage increase in the median remuneration of employees in the financial year;	:	15%									
	(iv)	The number of permanent employees on the rolls of company	:	19 (of which 10 were Employed for part of the year)									
	(v)	The explanation on the relationship between average increase in remuneration and company performance	:	Not applicable since the Company's performance is not measurable									
	(vi)	Comparison of remuneration of the key managerial personnel against the performance of the Company		As above									
	(vii)	Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase (or) decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;		<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">2015</th> <th style="text-align: center;">2014</th> </tr> </thead> <tbody> <tr> <td>Market Capitalisation</td> <td style="text-align: center;">3232M</td> <td style="text-align: center;">1312M</td> </tr> <tr> <td>Price earning ratio</td> <td style="text-align: center;">2.40</td> <td style="text-align: center;">Negative</td> </tr> </tbody> </table>		2015	2014	Market Capitalisation	3232M	1312M	Price earning ratio	2.40	Negative
	2015	2014											
Market Capitalisation	3232M	1312M											
Price earning ratio	2.40	Negative											
	(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstance for increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	:	<p>Average percentile increase in salaries of non managerial Employees - 2.98%</p> <p>Average percentile increase in salaries of Managerial Employees - Nil</p>									

S V GLOBAL MILL LIMITED

(ix)	Comparison of the each remuneration of the Key Managerial Personnel against the performance of the company	:	refer clause (v)
(x)	The key parameters for any variable component of remuneration availed by the Directors	:	N.A
(xi)	The ratio of remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year and	:	N.A
(xii)	Affirmation that the remuneration is as per the remuneration policy of the company	:	Yes

27. Secretarial Audit Report

The Company appointed M/s R. Kannan & Associates, Practicing Company Secretary Firm, to conduct Secretarial audit pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 to undertake the Secretarial Audit of the Company for FY 2014-15. The Secretarial Audit report is annexed herewith as Annexure D.

28. Corporate Governance Certificate

The report on Corporate Governance forms part of an integral part of this Report. The requisite certificates from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

29. Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:-

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

30. Acknowledgements

Your Directors acknowledge the cooperation and assistance extended by the Government of India, Government of Tamil Nadu and Government of Karnataka and place on record their appreciation and gratitude to them. The Directors also thank the shareholders and employees for their continued cooperation.

By Order of the Board

Regd. Office

13th July 2015

M. ETHIRAJ
Chairman

E. SHANMUGAM
Managing Director

Annexure A to the Report of Board of Directors

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

1. Composition of CSR committee

The Company has constituted during the year, Corporate Social Responsibility Committee (CSR) of the Board consisting of 3 directors, including 2 independent directors.

2. CSR Policy

The CSR Committee is in the process of formulating and recommends to the Board, the Social Responsibility Policy for the Company the activities that are to be undertaken by the company as specified in Schedule VII to the Companies Act 2013 (Act). The Company has not spend 2% of average net profits in pursuance of its CSR activities, since the Company incurred operating cash losses until FY 2013-14. The Company is hopeful that the operating profits are generated in coming years and the Company is firmly committed to spend in CSR activities as envisaged in the Act

- 3. Average net profit of the company for last three financial years: NIL
- 4. Prescribed CSR Expenditure (2% of the amount as in item 3 above): NIL
- 5. Details of CSR spend for the financial year :
 - a) Total amount spent for the financial year : N.A.
 - b) Amount unspent if any :NA
 - c) Manner in which the amount spent during the financial year is detailed below: N.A.

S.No.	Projects/ Activities	Sector	Location	Amount spent on the project or programme	Amount spent on the project or programme	Cumulative expenditure upto reporting period	Amount spent Director / through implementing agency *
				NIL			

**Annexure B to the Report of Board of Directors
Form No. AOC-2**

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

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

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

All transactions entered into by the Company during the year with related parties were at arm's length basis.

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

The transactions entered into by the Company during the year with related parties were on an arm's length basis and were not material in nature.

By Order of the Board

Regd. Office

13th July 2015

M. ETHIRAJ
Chairman

E. SHANMUGAM
Managing Director

Annexure C to the Report of Board of Directors

Report on Corporate Governance

Pursuant to clause 49 of the Listing Agreement, a Report on Corporate Governance is given below.

1. Company's philosophy on Code of Governance

The Company's philosophy of Corporate Governance is proactively meeting its obligations to its Shareholders and creating goodwill with all its Stakeholders.

S V Global Mill Limited believes to enhance the long-term Shareholders value and maximize interest of other Stakeholders through various measures of good governance and further this endeavor, strives to conduct its business with integrity, fairness, accountability, and transparency in all its dealings with

S V GLOBAL MILL LIMITED

Stakeholders and regulatory authorities. We have always believed that a sound Corporate Governance practice is the cornerstone of any enterprise and thus forms an integral part of its business policy. Even before the standards were made mandatory, S V Global Mill Limited has been continuously gearing itself to surpass these. The results of good Corporate Governance practices are reflected in confidence reposed by various Stakeholders.

2. Board of Directors

Composition: The present strength of the Board as on the date of this report is 7 Directors. The Board comprises a combination of Executive and Non-executive Directors.

Composition of Board of Directors (as on last date of Financial Year), their other Directorships and Committee-ships is depicted hereunder:

Sl.No.	Name of the Director	Promoters / Executive / Non-Executive Independent / Promoter	No. of other Companies in which Director*	No. of Committees (other than S V Global Mill Limited) in which he is Member or chairman**	Attendance at last AGM (Yes/ No)
1	M. Ethiraj	Promoters	3	—	Yes
2	E. Shanmugam	Executive Director & M.D.	3	—	Yes
3	S Valli	Non. Executive Director	0	—	No
4	R. Narayanan	Independent Director	5	—	No
5	P.S. Pandyan [IAS Retd]	Independent Director	0	—	No
6	Y Satyajit Prasad	Independent Director	1	—	No
7	K. Shivaram Selvakkumar	Independent Director	1	—	No

* Includes directorships held in Public Limited Companies only. Directorship held in Private Limited Companies, Foreign Companies and Companies formed under Section 25 of the Companies Act, 1956 are excluded.

** Includes positions held in Audit Committee, Securities Transfer and Investors' Grievance Committee

No. of Board meetings held, date on which held & Attendance of each director at the Board Meeting

Totally Seven Board Meetings were held during the Financial year 2014-15

Name of the Director	Date of Board meeting	Presence of the Director
M. Ethiraj	28/05/2014	Present
	04/08/2014	Present
	29/09/2014	Present
	10/11/2014	Present
	07/01/2015	Present
	30/01/2015	Present
	04/03/2015*	Present
E. Shanmugam	28/05/2014	Absent
	04/08/2014	Present
	29/09/2014	Present
	10/11/2014	Present
	07/01/2015	Present
	30/01/2015	Present
	04/03/2015*	Present

S V GLOBAL MILL LIMITED

R. Narayanan	28/05/2014 04/08/2014 29/09/2014 10/11/2014 07/01/2015 30/01/2015 04/03/2015*	Present Present Absent Absent Present Present
Y Satyajit Prasad	28/05/2014 04/08/2014 29/09/2014 10/11/2014 07/01/2015 30/01/2015 04/03/2015*	Present Present Present Present Absent Absent Present
K. Shivaram Selvakumar	28/05/2014 04/08/2014 29/09/2014 10/11/2014 07/01/2015 30/01/2015 04/03/2015*	Present Present Present Present Absent Present Present
P.S. Pandyan [IAS Retd]	07/01/2015 30/01/2015 04/03/2015*	Present Present Present

*Board Meeting Resolution passed through Circulaion.

3. Composition of various Board Committees

Name of the Committee	Names of Directors	Category
Audit Committee	R. Narayanan E. Shanmugam Y. Satyajit Prasad K. Shivaram Selvakumar	Chairman Member Member Member
Stakeholders Relationship Committee	M. Ethiraj E. Shanmugam R. Narayanan	Chairman Member Member
Nomination and Remuneration Committee	R. Narayanan M. Ethiraj Y. Satyajit Prasad	Chairman Member Member
Risk Management Committee	M. Ethiraj E. Shanmugam R. Narayanan	Chairman Member Member

4. Board and Committee functioning

a. Board Meetings

- The Board meetings are generally held in Chennai with the majority of Directors present at each meeting.
- The detailed Agenda with notes is circulated in advance and contains all the matters enshrined in Clause 49 of the Listing Agreement

3. Sufficient time is allocated for discussing items of business, more specifically on the operations front. There is also a detailed presentation made by the Chief Executive Officer.
4. The Board takes on record the Compliance confirmation from the Company Secretary at each meeting which contains the compliance status of all the applicable legislations to the Company. These are also reviewed by the Management at each of its meetings.

b. Audit Committee

The Audit Committee comprises a majority of Non-executive Independent Directors. Terms of reference of the Audit Committee includes a review of :

1. Financial statements before submission to the Board
2. Draft financial statements and Auditors' Report before submission to the Board
3. Accounting policies and practices
4. Risk management policies and practices
5. Compliance with stock exchange and legal requirements concerning financial statements
6. Related party transactions
7. Recommendation of appointment of Auditors and fixing their fees
8. To review the internal control systems and internal audit reports and their compliance thereof

Mr.S.S. Arunachalam, Company Secretary & Compliance Officer is the Secretary of the Committee. Four Audit Committee Meetings were held on 28/05/2014, 04/08/2014, 10/11/2014, 30/01/2015.

Name of the Director	No. of Audit Committee Meetings attended
R. Narayanan	3
E. Shanmugam	3
Y. Satyajit Prasad	3
K. Shivaram Selvakkumar	0

b. Nomination and Remuneration Committee

The committee advises the broad policy for remuneration, terms of employment and any changes, including service contracts of Executive and Non-Executive Directors and supervise the Employee Stock Option Scheme (ESOS).

Nomination and Remuneration Committee Meeting was held on 29/09/2014, 07/01/2015 & 04/03/2015

Name of the Director	No. of Committee Meetings attended
R. Narayanan	3
M. Ethiraj	3
Y. Satyajit Prasad	3

Nomination and Remuneration Committee decides on the remuneration of the Whole-time Director and the Chief Executive Officer. The Committee takes into account the general market trend pertaining to the industry viz., the rules of the Company.

5. Details of Remuneration paid to Directors (Amount in Rs.)

Remuneration paid during the year 2014-15					
Sl.No.	Names of Directors	Salary / Special allowance/ Perquisites Rs.	Commission/ Bonus / Incentive Rs.	Sitting Fees Rs.	Total Rs.
1.	E. Shanmugam	48,000	0	0	48,000

S V GLOBAL MILL LIMITED

6. Securities Transfer and Investors' Grievances Committee

- The Securities Transfer and Investors' Grievances Committee comprises Mr.M. Ethiraj, Mr.R. Narayanan & Mr.E. Shanmugam.
- Mr.S.S. Arunachalam, Company Secretary is the Compliance Officer
- The Table below shows the nature of complaints received from Shareholders during 2014-15:

Sl. No.	Nature of Complaint	No. of Complaints Received	Attended	Pending
1.	Non-receipt of Share Certificates after transfer & Others	Nil	Nil	Nil

- Disclosure on the delegated authority constituted for attending share transfer work

Sl. No.	Description of delegated authority	Full address of delegated authority	Telephone No.	Fax No.	E-mail	Average intervals at which share transfers approved
1.	Company Secretary	106, Armenian Street, Chennai 600 001 *	(044) 47405334	(044) 47405303	svglobal55@gmail.com	15 days
2.	Cameo Corporate Services Limited	"Subramanian Building" 1 Club House Road, Chennai 600002	(044) 28460390	(044) 28460129	investor@cameoindia.com	

7. General Body Meetings

Details regarding venue, date, and time of last three AGM's.

Sl. No.	Financial Year	Details of Location	Date & Time when held
1.	2011-12	106, Armenian Street, Chennai 600 001	29 th September 2012 10.45 A.M.
2.	2012-13	106, Armenian Street, Chennai 600 001	25 th September 2013 10.45 A.M.
3.	2013-14	106, Armenian Street, Chennai 600 001	26 th September 2014 10.00 A.M.

Special Resolutions passed in the previous 3 AGMs : NIL

Postal Ballot: NIL

*The Registered Office of the Company was shifted to Old No. 3/1, (New No. 5/1), 6th Cross Street, C.I.T. Colony, Mylapore, Chennai - 600 004, on 18th August 2015.

S V GLOBAL MILL LIMITED

8. Disclosures

- a. The Company had made deposit in a group Company at arms length price and in the best interest of the Company. These deposits do not have any potential conflict in the interest of the Company.
- b. The Board duly authorized all transactions with the Companies in which the Promoters or Directors or the Management, their subsidiaries or their relatives are deemed to be interested.
- c. There were no instances of non-compliance by the Company, on any matter related to capital markets during the last three years. Further, there has been no penalty, and stricture imposed on the Company by Stock Exchanges or SEBI or any statutory authorities against the Company.
- d. The Company has a Whistle Blower policy, wherein the Employees enjoy access to report of the Audit Committee
- e. All the mandatory requirements have been compiled by the Company and also adopted some of the non-mandatory requirements of this clause.

9. Means of Communications

Financial results of the Company are published in Newstoday and Malai Chudar. The results are also displayed in URL, namely www.svgml.com. The Company does not display official news releases. Company has not made presentations to Institutional Investors or to the Analysts.

10. General Shareholder Information

1. Annual General Meeting
(as indicated in the notice) : September 23, 2015 at Registered Office of the Company
2. Financial year : 2014-15
3. Dates of Book Closure :
4. Listed on Stock Exchange : The Bombay Stock Exchange Limited (BSE)
Scrip Code: 535621
The Madras Stock Exchange
Scrip Code: S V GLOBAL
5. ISIN Number NSDL & CDSL : INE 159L01013
6. Outstanding GDR/ADR/Warrants
or any convertible instruments : No
7. Registrar & Share Transfer Agent : Cameo Corporate Services Limited
8. Address for Communication
 - a. Company Secretary
S V Global Mill Limited*
106, Armenian Street,
Chennai 600 001.
 - b. Cameo Corporate Services Limited
Subramanian Building
1 Club House Road
Chennai 600 002.
9. Share transfer System : All transfer requests received are processed and approved by an Authorized Signatory. Normally transfers are processed and approved twice a month.
10. Factory Location : NIL

*Registered office was shifted to Old No. 3/1, (New No. 5/1) 6th Cross Street, CIT Colony, Mylapore, Chennai - 4 with effect from Aug. 18, 2015.

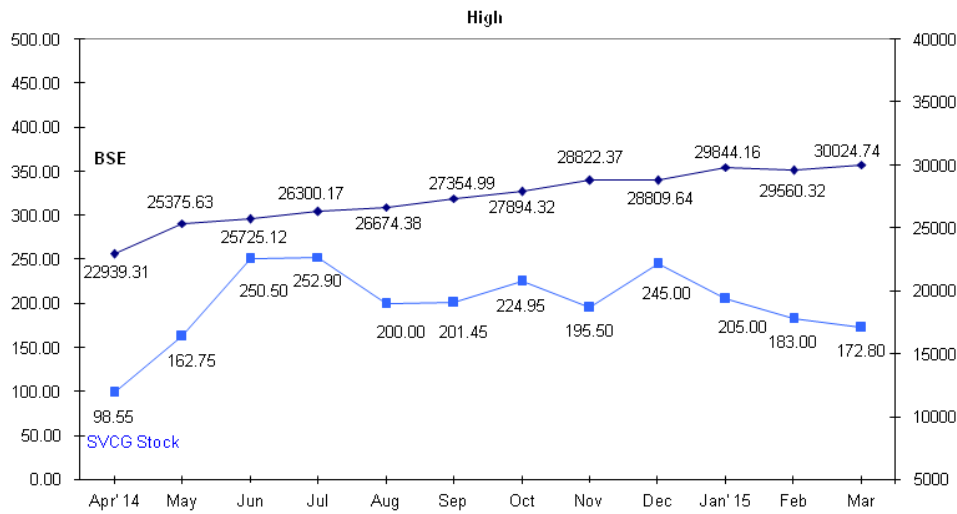
S V GLOBAL MILL LIMITED**11. Distribution of shareholding as on Mar 31, 2015**

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1 - 5000	8478	92.8078	915647	9156470	4.1024
5001 - 10000	379	4.1488	294390	2943900	1.3189
10001 - 20000	149	1.631	214410	2144100	0.9606
20001 - 30000	37	0.405	89813	898130	0.4023
30001 - 40000	16	0.1751	54100	541000	0.2423
40001 - 50000	13	0.1423	58579	585790	0.2624
50001 - 100000	20	0.2189	147230	1472300	0.6596
100001 - And Above	43	0.4707	20545241	205452410	92.051
Total :	9135	100	22319410	223194100	100

12. Shareholding Pattern as on Mar 31, 2015

CATEGORY	NO.OF HOLDERS	TOTAL SHARES	% TO EQUITY
Promoters	6	12775476	57.24
Financial Institutions	3	640310	2.87
Banks	15	982260	4.40
Non-Resident Indians	50	25337	0.11
Domestic Companies	127	221659	0.99
Resident Individuals	8920	3388796	15.18
Clearing Member	7	502	0.00
Corporate Body - State Govt	4	368590	1.65
Corporate Body-Promoters	6	3916440	17.55
TRUST	1	40	0.00
TOTAL	9139	22319410	100.00

12. Stock Performance V/s BSE Sensex



14. Market Price Data High & Low, Trading volume and no. of trades during each month for FY 2014-15

Month	Low Price	High Price	No.of Shares	No. of Trades
Apr-14	56	98.55	28019	446
May-14	94.7	162.75	114512	1228
Jun-14	163.5	250.5	65250	1045
Jul-14	207.1	252.9	33690	401
Aug-14	143.05	200	29909	430
Sep-14	146	201.45	32918	500
Oct-14	147	224.95	10641	473
Nov-14	123.35	195.5	16786	600
Dec-14	160	245	118960	1899
Jan-15	152.1	205	16478	646
Feb-15	137	183	14299	581
Mar-15	116.4	172.8	19578	652

15. Accounting Standards

Your Company is in compliance with Accounting Standards and Accounting Rules in preparation of its financial statements.

16. CEO/CFO Certification

A Certificate of the CEO and CFO of the Company in terms of sub-clause(v) of Clause 49 of Listing Agreement, inter alia, confirming the correctness of the financial statements, adequacy of the internal control measures and reporting of matters to the Audit Committee, is also annexed.

17. Performance Evaluation of the Board and the Directors

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance and the Directors individually.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interests of the Company and its minority shareholders etc. The performance evaluation of Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Executive Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the overall evaluation process.

18. Familiarization Programmes for Board Members

The Board Members of the Company are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the company's procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business apart from performance updates on the Company, global business environment, business strategy and risks involved. Updates are relevant statutory changes encompassing important laws are regularly circulated to the Independent Directors.

17. Non – Mandatory Requirements

a. Nomination and

Remuneration Committee : The Company has a Nomination and Remuneration Committee detailed in this report.

b. Whistle blower policy

: The Company has a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violations of the Company's Code of Conduct or Ethics Policy and the existence of said mechanism was appropriately communicated within the organization.

Managing Director's Declaration on Code of Conduct

As required by Clause 49 of the Listing Agreement, the CEO/MD declaration for Code of Conduct is given below :

To

The Members of S V Global Mill Limited

This is to certify that all Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct for Directors and Senior Management for the period ended Mar 31, 2015.

For S V Global Mill Limited

Place: Chennai
Date : July 13, 2015

E. Shanmugam
Managing Director

MD / CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors
S V Global Mill Limited

We, the undersigned, in our respective capacities as Managing Director of S V Global Mill Limited (“the Company”), to the best of our knowledge and belief certify that:

(a) We have reviewed the financial statements and the cash flow statement for the financial year ended Mar 31, 2015 and based on our knowledge and belief, we state that:

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain any 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 the existing accounting standards, applicable laws and regulations.

(b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s code of conduct.

(c) We hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.

(d) We are responsible for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(e) We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:

- (i) significant changes, if any, in the internal control over financial reporting during the year;
- (ii) significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
- (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company’s internal control system over financial reporting.

V.Krishnan
Chief Financial Officer

E. Shanmugam
Managing Director

Date : July 13, 2015
Place : Chennai

S V GLOBAL MILL LIMITED

Auditors' Certificate on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To the Members of S V Global Mill Limited

We have examined the compliance with the conditions of Corporate Governance by **S V Global Mill Limited**, (the company) for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India, with the relevant records and documents maintained by the Company and furnished to us and the report on Corporate Governance as approved by the Board of Directors.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to procedures and implementation thereof adopted by the Company for ensuring the said compliance. It is neither an audit nor is this certificate an expression of opinion on the financial statements of the Company.

Based on the aforesaid examination and according to the information and explanations given to us we certify that the Company has complied with the said conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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.

R. Kannan
Practising Company Secretary
CP No.3363

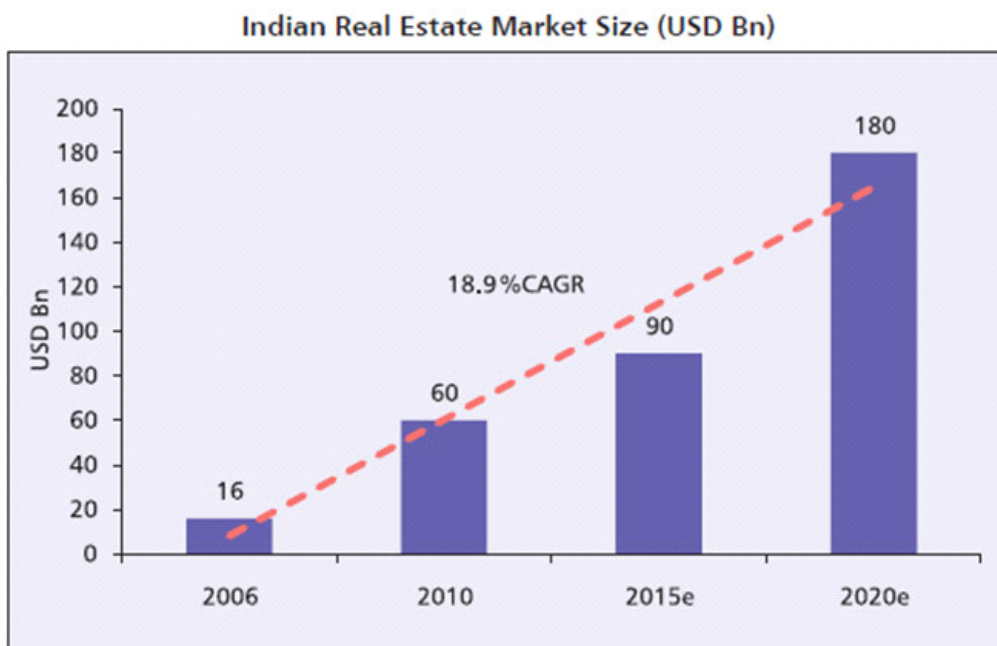
Date : July 13, 2015

Management Discussion and Analysis Report

The Company is not having any operation. However, the Management is looking at various options of effectively utilizing the funds in the best interest of the Company. The Management Discussion Analysis is reported taking this scenario into consideration.

The Company's business operations are in the Real Estate segment. During the year, the Company has advanced a sizable amount towards acquiring certain properties to continue the operation of the business.

The real estate industry is likely to have the following growth Comparative Average Growth Rate [CAGR]



Source: Investment Commission of India, ASSOCHAM, CREDAI

Annexure D of the Report of Board of Directors

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 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,
S V Global Mill Limited

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

Based on my verification of **M/s S V Global Mill Limited's** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **March 31, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s S V Global Mill Limited** ("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 thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) The other laws as may be applicable specifically to the company in our opinion
 - (a) The company has obtained an opinion dated 25.05.2014 regarding the business operation. As per the opinion, the company has not carried any business operation except safeguarding and maintaining the existing assets of the company. The company has received compensation from Karnataka Government by virtue the provision of Land Acquisition Rehabilitation and Resettlement Act 2013. Hence in our view, no other special provision is applicable.

I have also examined compliance with the applicable clauses of the Listing Agreements 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 subject to the following observations:

- (a) It is recommended that the company should have a compliance management system and should be under the In-charge of a responsible person in the senior most management cadre.

I report that there were no actions / events in pursuance of

- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

requiring Compliance thereof by the Company during the year under review and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

I further report that, based on the information provided by the Company, its officers and authorised representatives during the conduct of audit, and also on review of quarterly compliance reports by respective department heads / company secretary, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with other applicable laws such as Labour Laws and Environmental Laws.

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

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

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

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

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

Place: Chennai
Date: 06.07.2015

S/d.
R Kannan
Practicing Company Secretary
FCS No: 6718
C P No: 3363

Annexure E of the Report of Board of Directors Annexure - E
Form No. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH 2015

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L17100TN2007PLC065226
ii.	Registration Date	13/10/2007
iii.	Name of the Company	S V GLOBAL MILL LIMITED
iv.	Category/Sub-Category of the Company	PUBLIC COMPANY, LIMITED BY SHARES
v.	Address of the Registered office and contact details	Old No. 3/1 (New No. 5/1), 6th Cross Street, CIT Colony, Mylapore, Chennai 600 004. Tamilnadu
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of registrar and Transfer Agent, if any	Cameo Corporate Services Limited, "Subramanian Building" 1 Club House Road, Chennai 600002

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

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

S V GLOBAL MILL LIMITED

Sub-total(A)(1):-	16691916	0	16691916	74.78	16691916	0	16691916	74.78	0
2) Foreign									
g) NRIs-Individuals	0	0	0	0	0	0	0	0	0
h) Other-Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI 971000	11260	982260	4.40	971000	11260	982260	4.40	0	
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	368590	368590	1.65	0	368590	368590	1.65	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	640310	0	640310	2.86	640310	0	640310	2.86	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	1611310	379850	1991160	8.92	1611310	379850	1991160	8.92	0
2. Non Institutions									
a) Bodies Corp.									
(i) Indian									
(ii) Overseas	78630	174190	252820	1.13	55919	165740	221659	0.99	-0.13
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	323228	1357252	1680480	7.52	363738	1276587	1640325	7.34	-0.17
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1186862	470300	1657162	7.42	1273755	456450	1730205	7.75	0.32
c) Others(Specify)	29982	15890	45872	0.20	28255	15890	44145	0.19	-0.0077
Sub-total(B)(2)	1618702	2017632	3636334	16.29	1721667	1914667	3636334	16.29	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3230012	2397482	5627494	25.21	3332977	2294517	5627494	25.21	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1992928	2397482	22319410	100.00	20024893	2294517	22319410	100.00	0

S V GLOBAL MILL LIMITED
ii. Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	No. of Shares	% % of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Shanmugam E	10155606	45.50	0	10155606	45.50	0	0
2.	Ethiraj M	2014920	9.02	0	20145920	9.02	0	0
3.	Sheetala Credit And Holdings Pvt. Ltd.,	850000	3.80	0	850000	3.80	0	0
4.	Satluj Credit And Holdings Pvt. Ltd.,	840000	3.76	0	840000	3.76	0	0
5.	Rajat Chakra Credit and Holdings Pvt. Ltd.,	840000	3.76	0	840000	3.76	0	0
6.	Calcom Credit And Holdings Pvt. Ltd.,	840000	3.76	0	840000	3.76	0	0
7.	Rajalakshmi N	578000	2.58	0	578000	2.58	0	0
8.	Twentieth Century-Apco Leasing Private Limited	288440	1.29	0	288440	1.29	0	0
9.	The Thirumagal Mills Limited	258000	1.15	0	258000	1.15	0	0
10.	Valli S	18800	0.08	0	18800	0.08	0	0
11.	Rajagopal Rajeswari	8000	0.03	0	8000	0.03	0	0
12.	Namitha Shanmugam	150	0.0006	0	150	0.0006	0	0
	Total	16691916	74.78	0	16691916	74.78	0	0

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

Sr. no		Share holding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Shanmugam E At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	10155606 10155606 —	45.50 45.50 —	10155606 10155606 —	45.50 45.50 —
2.	Ethiraj M At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	2014920 2014920 —	9.02 9.02 —	2014920 2014920 —	9.02 9.02 —

S V GLOBAL MILL LIMITED

3.	Sheetala Credit and Holdings Private Limited At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	850000 850000 —	3.80 3.80 —	850000 850000 —	3.80 3.80 —
4.	Satluj Credit and Holdings Private Limited At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	840000 840000 —	3.76 3.76 —	840000 840000 —	3.76 3.76 —
5.	Rajat Chakra Credit and Holdings Private Limited At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	840000 840000 —	3.76 3.76 —	840000 840000 —	3.76 3.76 —
6.	Calcom Credit and Holdings Private Limited At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	840000 840000 —	3.76 3.76 —	840000 840000 —	3.76 3.76 —
7.	Rajalakshmi N At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	578000 578000 —	2.58 2.58 —	578000 578000 —	2.58 2.58 —
8.	Twentieth Century Apco Leasing Private Limited At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	288440 288440 —	1.29 1.29 —	288440 288440 —	1.29 1.29 —
9.	The Thirumagal Mills Ltd., At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	258000 258000 —	1.15 1.15 —	258000 258000 —	1.15 1.15 —
10.	Valli S At the beginning of the year 01-04-2014 At the end of the year 31-03-2015 Change	18800 18800 —	0.08 0.08 —	18800 18800 —	0.08 0.08 —

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11.	Rajagopal Rajeswari				
	At the beginning of the year 01-04-2014	8000	0.03	8000	0.03
	At the end of the year 31-03-2015	8000	0.03	8000	0.03
	Change	—	—	—	—
12.	Namitha Shanmugam				
	At the beginning of the year 01-04-2014	150	0.0006	150	0.0006
	At the end of the year 31-03-2015	150	0.0006	150	0.0006
	Change	—	—	—	—

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SI. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount			
1.	Grosssalary	E. Shanmugam				
	(a) Salary as per provisions contained in section 17 (1) of the Income- tax Act, 1961	48,000	---	---	---	48,000
	(b) Value of perquisites/s 17(2) Income-tax Act, 1961	---	---	---	---	---
	(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	---	---	---	---	---
6.	Total(A)	---	---	---	---	---
	Ceiling as per the Act	---	---	---	---	---

S V GLOBAL MILL LIMITED

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Dr.K.Shiva - ram Selva -kkumar	Mr.P.S. Pandyan [I.A.S. Retd]	Mr.R. Narayann	
	Independent Directors				
	·Fee for attending board committee meetings	5000	10000	10000	25000
	·Commission				
	·Others, please specify				
	Total(1)	5000	10000	10000	25000
	<u>Other Non-Executive Directors</u>				
	·Fee for attending board committee meetings				
	·Commission				
	·Others,pleasespecify				
	Total(2)	0	0	0	0
	Total(B)=(1+2)	5000	10000	10000	25000
	Total Managerial Remuneration				73000
	Overall Ceiling as per the Act				

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary S.S. Aruna-chalam Rs.	CFO V. Krishnan Rs.	Total
1.	Grosssalary (a)Salaryasper provisions containedin section17(1)of theIncome-tax Act,1961 (b)Value of perquisitesu/s 17(2)Income-tax Act,1961 (c)Profitsinlieu of salary undersection 17(3)Income-tax Act,1961		1,00,000 p.m.	85,000	1,85,000
			Bonus + reimbursement of conveyance as per company policy & rules	Bonus + conveyance Rs.5,000 on production of bills as per company policy & rules	----
			----	----	---
2.	StockOption	---	---	---	---
3.	SweatEquity	---	---	---	---
4.	Commission	---	---	---	---
	- as%of profit	---	---	---	---
	- others,specify...	---	---	---	---

VII. PENALTIES/PUNISHMENT/COMPOUNDINGOFFENCES: - NIL

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF S V Global Mill LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **S V Global Mill 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 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 profits 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, 2015 ("the Order") issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

S V GLOBAL MILL LIMITED

- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigation on its financial position in its financial statements (where ascertainable) – Refer Note 18 (9) to the financial statements.
 - ii. There are no material foreseeable losses requiring provision under law or accounting standards with respect to long-term contracts including derivative contracts.
 - iii. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Company.

For **M Kuppuswamy PSG & CO LLP**
Chartered Accountants
Firm Regn. No. 001616S

Place : Chennai
Date : May 27, 2015

(S/d)
M. K. KRISHNAN
Partner
M. No. 020116

ANNEXURE TO THE AUDITOR'S REPORT

Annexure referred to in our report of even date to the members of S V GLOBAL MILL LIMITED on the accounts for the year ended March 31, 2015

- (i) (a) **The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.**
 - (b) **The Fixed assets have been physically verified by the Management during the year in accordance with a program of verification, which in our opinion provides for physical verification of the Fixed Assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.**
- (ii) (a) The inventories have been physically verified by the management during the year in accordance with a program of verification, which in our opinion provides for such physical verification at reasonable intervals.
 - (b) The procedures of physical verification of inventory carried out by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) The company has not granted any loans, secured or unsecured, to any companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. However the company has placed a Deposit with a company covered in the register maintained under section 189 of the Companies Act, 2013. The receipt of the principal and interest are regular and there are no overdue amounts.

S V GLOBAL MILL LIMITED

- (iv) 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 and fixed assets. The company's operations during the year did not involve any sale of goods and services. During the course of audit, we have not observed any continuing failure to correct major weaknesses in the internal control systems.
- (v) According to the information and explanations given to us, the company has not accepted any deposits from the public. Therefore, the provisions of clause 3(v) of the Order are not applicable to the company.
- (vi) The Company has no manufacturing activity. Accordingly, in our opinion clause 4 (vi) of the Order is not applicable.
- (vii) a) The Company has been generally regular in depositing undisputed statutory dues, wherever applicable, including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, and Municipal Profession Tax with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above statutory dues is outstanding as at 31st March 2015 for a period of more than six months from the date they became payable.
 - b) According to the information and explanation given to us, there are no dues of income tax, sale tax, wealth tax, service tax, customs duty, excise duty, value added tax and cess which have not been deposited on account of disputes.
 - c) According to the information and explanations given to us, there are no amounts required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 and the rules made thereunder.
- (viii) There are no accumulated losses at the end of the current financial year. The company has not incurred cash losses during the current financial year, but incurred cash losses in the immediately preceding year.
- (ix) In our opinion and according to the information and explanations given to us, the company did not have any dues to financial institutions / banks or debenture holders. Accordingly, clause 4 (ix) of the Order is not applicable.
- (x) In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions. Accordingly, clause 4 (x) of the Order is not applicable.
- (xi) According to the information and explanations given to us no term loans have been obtained during the year. Accordingly, clause 4 (xi) of the Order is not applicable.
- (xii) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud on or by the company has been noticed or reported during year.

For **M Kuppuswamy PSG & CO LLP**
Chartered Accountants
Firm Regn. No. 001616S

(S/d.)

M. K. KRISHNAN

Partner

M. No. 020116

Date : May 27, 2015

Place : Chennai

S V GLOBAL MILL LIMITED

BALANCE SHEET AS AT 31st MARCH, 2015

(Amount in Rupees)

	Note No.	As at 31st March 2015	As at 31st March 2014
1. EQUITY AND LIABILITIES			
(1) Shareholders funds			
(a) Share Capital	2	231,305,630	231,305,630
(b) Reserves & Surplus	3	1,472,231,063	127,539,478
(2) Non Current Liabilities			
(a) Long Term Borrowings	4	5,910,784	4,262,319
(b) Deferred Tax Liability	5	-	24,042
(3) Current Liabilities			
(a) Other Current Liabilities	6	92,187,295	2,208,422
Total		1,801,634,772	365,339,891
ASSETS			
(1) Non - Current Assets			
(a) Fixed assets			
Tangible assets	7	28,069,975	30,336,734
Capital work-in-progress		13,059,217	-
(b) Non Current Investment			
Long Term - Trade (Unquoted)	8	1,000	1,000
(c) Long term Loans & Advances	9	548,419,601	218,419,601
(2) Current Assets			
(a) Inventories	10	91,313,239	91,313,239
(b) Cash & cash equivalents	11	55,484,237	25,040,181
(c) Other Current Assets	12	1,065,287,503	229,136
Total		1,801,634,772	365,339,891

Notes and Accounting Policies forming part of financial statements

1 to 18

As per our report attached of even date

For **M.KUPPUSWAMY PSG & CO LLP**
Chartered Accountants
FRN : 001616S

M.K. KRISHNAN
Partner
Membership No : 020116

M.ETHIRAJ
Chairman

E.SHANMUGAM
Managing Director

Place: Chennai
Date: 27.05.2015

V. KRISHNAN
Chief Financial Officer

S.S. ARUNACHALAM
Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2015

(Amount in Rupees)

Particulars	Note No.	For the year ended 31st March 2015	For the year ended 31st March 2014
INCOME			
Revenue from Operations		-	-
Other Income	13	1,458,871,232	1,127,628
Total		<u>1,458,871,232</u>	<u>1,127,628</u>
EXPENSES			
(a) Employee Benefits Expenses	14	4,341,714	2,258,484
(b) Depreciation	7	2,432,961	572,358
(c) Other Expenses	15	18,400,120	6,882,531
Total		<u>25,174,795</u>	<u>9,713,373</u>
Profit / Loss Before Tax		1,433,696,437	(8,585,745)
Tax Expenses			
Current Tax		1,555,872	-
Deferred Tax	16	(24,042)	24,042
Profit / (Loss) for the year		1,432,164,607	(8,609,787)
Earnings Per equity share of Rs.5/- each	17		
(1) Basic		60.248	(0.386)
(2) Diluted		60.248	(0.386)

As per our report attached of even date

For M.KUPPUSWAMY PSG & CO LLP

Chartered Accountants

FRN : 001616S

M.K. KRISHNAN
Partner
Membership No : 020116

M.ETHIRAJ
Chairman

E.SHANMUGAM
Managing Director

Place: Chennai
Date: 27.05.2015

V. KRISHNAN
Chief Financial Officer

S.S. ARUNACHALAM
Secretary

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH 2015.

	(Amount in Rupees)	
	Year Ended 31.3.2015	Year Ended 31.3.2014
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/loss for the year	1,433,696,437	(8,585,745)
Adjustment for:		
Depreciation	2,432,961	572,358
Interest income	(32,572,005)	(160,328)
Surplus on acquisition of land by Karnataka Govt	(1,425,537,961)	—
Operating Income /(loss) before working capital changes	(21,980,568)	(8,173,715)
Increase/Decrease in Other Current Liabilities for expenses	2,505,851	(2,706,498)
Income tax (TDS)	(3,647,507)	
Net Cash from operating activities A	(23,122,224)	(10,880,213)
B CASH FLOW FROM INVESTING ACTIVITIES		
Additions to Fixed assets	(252,655)	—
Additions to Capital work in progress	(13,059,217)	—
Increase/Decrease in Loans and advances	(330,000,000)	31,500,000
Received on acquisition of land by Karnataka Govt	701,324,574	—
Increase in Other Current Assets	(336,458,164)	(52,378)
Interest Receipts	30,363,277	160,328
Net cash from investing activities B	51,917,815	31,607,950
C CASH FLOW FROM FINANCING ACTIVITIES		
Increase in Long Term Borrowings	1,648,465	4,262,319
Net cash used in financing activities C	1,648,465	4,262,319
Total Increase/ (Decrease) in cash and cash equivalents during the year (A+B+C)	30,444,056	24,990,056
Cash and cash equivalents at the beginning of the year	25,040,181	50,125
Cash and cash equivalents at the end of the year	55,484,237	25,040,181

As per our report attached of even date

For M.KUPPUSWAMY PSG & CO LLP
Chartered Accountants
FRN : 001616S

M.K. KRISHNAN
Partner
Membership No : 020116

M.ETHIRAJ
Chairman

E.SHANMUGAM
Managing Director

Place: Chennai
Date: 27.05.2015

V. KRISHNAN
Chief Financial Officer

S.S. ARUNACHALAM
Secretary

Notes forming part of the Financial Statements for the year ended 31st March 2015

NOTE:1. SIGNIFICANT ACCOUNTING POLICIES

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

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

2. USE OF ESTIMATES

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

3. INVENTORIES

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

4. REVENUE RECOGNITION

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

5. FIXED ASSETS AND DEPRECIATION

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

6. INVESTMENTS

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

7. BORROWING COSTS

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

8. SEGMENT REPORTING

Property development is the main business of this company and this is the only reportable segment.

9. LEASES

Leases in which the company does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Lease rental received in respect of operating lease

arrangements are recognized as income in the Statement of Profit and Loss on a straight line basis over the lease term.

10. TAXES ON INCOME

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

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

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

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

11. MAT CREDIT

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

12. EARNINGS PER SHARE

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

13. IMPAIRMENT OF ASSETS

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

14. PROVISION AND CONTINGENCIES

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

Note 2: Share Capital

Particulars		As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
(i)	Authorised		
(a)	2,240,000 Equity shares of Rs.5/- each	112,000,000	112,000,000
(b)	1,00,000 9.75% Cumulative Redeemable Preference Shares of Rs. 5/- each	500,000	500,000
(c)	24,000,000 9.00% Cumulative Redeemable Preference Shares of Rs. 5/- each	120,000,000	120,000,000
		232,500,000	232,500,000
(ii)	Issued, Subscribed and fully paid up		
(a)	22,319,410 Equity shares of Rs.5 each with voting rights	111,597,050	111,597,050
(b)	39,200 9.75% Cumulative Redeemable Preference Shares of Rs. 5/- each	196,000	196,000
(c)	23,902,516 9.00% Cumulative Redeemable Preference Shares of Rs. 5/- each	119,512,580	119,512,580
	Total	231,305,630	231,305,630

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

Particulars	As at 31st March 2015		As at 31st March, 2014	
	Number	Amount	Number	Amount
Equity Shares outstanding at the beginning of the year	22,319,410	111,597,050	22,319,410	111,597,050
Equity Shares Issued during the year	—	—	—	—
Bonus Equity Shares Issued during the year	—	—	—	—
Equity Shares bought back during the year	—	—	—	—
Equity Shares outstanding at the end of the year	22,319,410	111,597,050	22,319,410	111,597,050

S V GLOBAL MILL LIMITED

9.75% Cumulative Redeemable Preference Shares:

Particulars	As at 31st March 2015		As at 31st March, 2014	
	Number	Amount	Number	Amount
9.75% CRP Shares outstanding at the beginning of the year	39,200	196,000	39,200	196,000
9.75% CRP Shares Issued during the year	—	—	—	—
9.75% Bonus CRP Shares Issued during the year	—	—	—	—
9.75% CRP Shares bought back during the year	—	—	—	—
9.75% CRP Shares outstanding at the end of the year	39,200	196,000	39,200	196,000

9% Cumulative Redeemable Preference Shares:

Particulars	As at 31st March 2015		As at 31st March, 2014	
	Number	Amount	Number	Amount
9% CRP Shares outstanding at the beginning of the year	23,902,516	119,512,580	23,902,516	119,512,580
9% CRP Shares Issued during the year	—	—	—	—
9% Bonus CRP Shares Issued during the year	—	—	—	—
9% CRP Shares bought back during the year	—	—	—	—
9% CRP Shares outstanding at the end of the year	23,902,516	119,512,580	23,902,516	119,512,580

Terms/Rights attached to various classes of Shareholders

Equity Shareholders:

Every shareholder is entitled to such rights as to attend the meeting of the shareholders, to receive dividend distributed and also has a right in the residual interest in the assets of the company. Every shareholder is also entitled to right of inspection of documents as provided in the Companies Act, 2013.

Preference Shareholders:

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

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

	Rs.	Redeemable on or before
39,200 (9.75%) CRPS of Rs.5 each issued on 02.06.2010	196,000	30.06.2016
2,39,02,516 (9%) CRPS of Rs.5 each issued on 02.06.2010	119,512,580	12.05.2015
	<u>119,708,580</u>	

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

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31st March 2015		As at 31st March, 2014	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights:				
Mr.M.Ethiraj	2,014,920	9.03%	2,014,920	9.03%
Mr.E.Shanmugam	10,155,606	45.50%	10,155,606	45.50%
Cumulative Redeemable Preference Shares				
9.75% CRPS of Rs.5 each The Thirumagal Mills Limited	39,200	100.00%	39,200	100.00%
9.% CRPS of Rs.5 each The Thirumagal Mills Limited	23,802,516	99.58%	23,802,516	99.58%

S V GLOBAL MILL LIMITED

Note 3. Reserves and Surplus

Particulars	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
(a) Capital Reserve	144,517,565	144,517,565
(b) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	(16,978,087)	(8,368,300)
Add: Profit/(Loss) for the year	1,432,164,607	(8,609,787)
	1,415,186,520	(16,978,087)
Less: Provision for Arrears of Preference Dividend (Ref note 18(5))	87,473,022	—
Closing balance	1,327,713,498	(16,978,087)
Total	1,472,231,063	127,539,478

Note 4. Long Term Borrowings

Particulars	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Loans and Advances from Related Parties (Unsecured and interest free)	59,10,784	42,62,319
Total	59,10,784	42,62,319

Note 5. Deferred Tax Liability

Particulars	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Opening Balance - Deferred tax liability related to Fixed assets	24,042	-
Add- (Deferred tax assets) Deferred tax liability related to Fixed assets	(24,042)	24,042
Closing Balance	—	24,042

Note 6. Other Current Liabilities

Particulars	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Others - For expenses	4,714,273	2,208,422
Dividend on Preference Shares Payable (ref note 18(5))	87,473,022	—
Total	92,187,295	2,208,422

Note 8. Non Current Investment

Particulars	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Investment in Equity Instruments Unquoted and Valued at Cost		
Adyar Property Holding Co Pvt Ltd 810 shares -Face value Rs.100 per share and paid up Rs.65 per share	1,000	1,000
Total	1,000	1,000

Sch. II Depreciation for Financial Year 2014-2015

FIXED ASSETS									
PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 31-03-2014	For the year		As at 31-03-2014	For the year	As at 31-03-2015	As at 31-03-2014	As at 31-03-2015	As at 31-03-2015
		Additions	Deletions						
Land	25,065,036		86,453	24,978,583				24,978,583	25,065,036
Building	4,902,524			4,902,524	1,169,047	2,607,974		2,294,550	3,463,597
Plant & Machinery	509,651			509,651	199,269	484,168		25,483	224,752
Office Equipments		116,183		116,183	7,042	7,042		109,141	
Computer		136,472		136,472	50,171	50,171		86,301	
Furniture	10,921,965			10,921,965	1,007,432	10,375,867		546,098	1,553,530
Vehicles	799,351			799,351		769,532		29,819	29,819
Total	42,198,527	252,655	86,453	42,364,729	2,432,961	14,294,755		28,069,975	30,336,734
Previous Year	42,112,074	86,453		42,198,527	572,358	11,861,793		30,336,734	
Capital Work in Progress	—	13,059,217	—	13,059,217	—	—		13,059,217	—

Note: 7

S V GLOBAL MILL LIMITED

Note 9. Long Term Loans and Advances unsecured considered good

Particulars	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Capital Advance	213,419,601	218,419,601
Advance for Purchase of Property	335,000,000	—
Total	548,419,601	218,419,601

Note 10. Inventories

Particulars	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Stock In Trade - Land and Building. (Valued at lower of Cost and Net Realisable value)	91,313,239	91,313,239
Total	91,313,239	91,313,239

Note 11. Cash & Cash equivalents

Particulars	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Cash on hand Balance with Banks	7,444	208
- in Fixed deposits	55,300,000	25,000,000
- in Current accounts	176,793	39,973
Total	55,484,237	25,040,181

Note 12. Other Current Assets

Particulars	As at 31st March 2015 Rs.	As at 31st March 2014 Rs.
Income Tax Account (Tax Deducted at Source)	2,125,085	33,450
Interest Receivable	2,208,728	29,326
Compensation receivable from Govt of Karnataka	724,299,840	—
Prepaid property tax	31,118	—
Prepaid insurance	127,046	—
Deposit with Corporates	336,300,000	—
Deposit with TNEB	195,686	166,360
Total	1,065,287,503	229,136

Note 13: Other Income

Particulars	For the year ended 31st March 2015 Rs.	For the year ended 31st March 2014 Rs.
Surplus from acquisition of land by Govt of Karnataka	1,425,537,961	—
Interest receipts	32,572,005	160,328
Rent Received	511,266	615,000
Other Income	250,000	352,300
Total	1,458,871,232	1,127,628

S V GLOBAL MILL LIMITED

Note 14: Employee Benefits Expense

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
	Rs.	Rs.
Salaries to employees	2,305,897	1,977,763
Salary to Managing Director (including Rs.96000/- relating to Prior years)	144,000	—
Welfare expenses	1,891,817	280,721
Total	4,341,714	2,258,484

Note 15: Other Expenses

Particulars	For the year ended 31st March 2015	For the year ended 31st March 2014
	Rs.	Rs.
Power and Water	1,678,155	648,526
Insurance	113,499	115,733
Rates & Taxes	1,339,281	1,353,579
Service tax paid (under reverse charge)	835,142	—
CSDL/NSDL Fees & ROC Fees	426,452	15,842
Repairs to Buildings	2,557,360	583,281
Repairs to machinery and equipments	414,160	46,022
Audit Fees		
- For Statutory Audit (Including Service Tax of Rs.15450/-)	140,450	140,450
- For Taxation matters (Including Service Tax of Rs.247/-)	2247	2247
Printing & stationery	214,660	87,168
Postage & courier	349,632	140,393
Telephone Expenses	204,294	157,315
Travelling and Conveyance expenses	502,608	179,758
Advertisement expenses	176,995	29,680
Certification Fees	—	22,472
Internal Audit Fees	67,416	—
Professional Fees	290,590	251,493
Legal Fees	5,055,918	204,500
Security charges	1,899,635	1,014,996
Donation	20,000	1,000,000
Vehicles upkeep	424,485	1,12,386
Garden Maintenance	521,056	2,72,413
Miscellaneous Expenses	1,166,085	504,277
Total	18,400,120	6,882,531

S V GLOBAL MILL LIMITED**Note 16: Deferred Tax Credit:**

Particulars	For the year ended 31st March 2015 Rs.	For the year ended 31st March 2014 Rs.
Related to Fixed Assets (Reversed)	24042	—
Total	24,042	—

Note 17: Earnings per Share:

Particulars	For the year ended 31st March 2015 Rs.	For the year ended 31st March 2014 Rs.
Net Profit / (Loss) as per Statement of Profit and Loss attributable to Equity Shareholders (after provision for arrears of cumulative dividend Rs. 87473022 to preference shareholders)	1,344,691,586	(8,609,787)
Weighted Average Number of Shares Outstanding	22,319,410	22,319,410
Earnings per Share:		
(1) Basic	60.248	(0.386)
(2) Diluted	60.248	(0.386)
Face value per Equity Share	5	5

NOTE. 18: OTHER NOTES ON ACCOUNTS1. CORPORATE INFORMATION

S V Global Mill Limited was incorporated on 30th October 2007 under the Companies Act, 1956 and is listed in the Bombay stock Exchange. The company is engaged in the business of real estate property development and has undertaken the related activities during the year in this regard

2. In respect of Lands to the extent of 3 acres and 16 guntas acquired during the year 2013-14, by Government of Karnataka for public purpose for which the Company is entitled to compensation under the Right to Fair Compensation & Transparency in Land Acquisition Rehabilitation and Resettlement Act, 2013 (LARR 2013), the company has received the Final award and the total compensation amount of Rs.142.56 crores has been recognized as Income during the year. As per section 96 of the LARR Act, no Income Tax shall be levied on any award under the said Act.

3. Related Party Disclosure:

(a) Parties where control exists:

Mr. M. Ethiraj (Father of Mr. E. Shanmugam)
Mr. E. Shanmugam (Son of Mr.M Ethiraj)
Mrs S Valli (Daughter of Mr.M.Ethiraj, Sister of Mr.E.Shanmugam)

Other Related Parties:

The Thirumagal Mills Limited
Tiger Farms Private Limited
Srinidhi Finance Private Limited

S V GLOBAL MILL LIMITED

(b) Transactions during the year	(Rs. In lakhs)		
	<u>Name of the company</u>	<u>Maximum Amount Outstanding during The year</u>	<u>Outstanding as on 31-03-2015</u>
i) Loans / advances taken from			
Mr.M.Ethiraj (Chairman)	16.18	11.18	
Mr.E.Shanmugam (Managing Director)	47.93	47.93	
ii) Deposit with			
Srinidhi Finance Private Ltd (Interest at 14% Per Annum)	2963.00	2963.00	
iii) Rent received during the year			
Tiger Farms Private Limited	1.20		
Srinidhi Finance Private Limited	1.20		
iv) Interest Received on Deposits:			
Srinidhi Finance Private Limited	32.53		
v) Remuneration to Managing Director:			
Mr.E.Shanmugam	1.44 (incl Rs.0.96 lakhs relating to prior years)		

4. Dividend on Preference Shares (Provision)

Name of the Related party	Dividend on 9.00% preference shares	Dividend on 9.75% preference shares
Thirumagal Mills Ltd	87085749	167328
Mr M Ethiraj	105573	
Mr E Shanmugam	105573	
Mrs S Valli	1100	

5. Provision for Dividend on cumulative preference shares

Provision for dividend on cumulative shares has been made at Rs. 0.45 per share on 9% preference shares of 2,39,02,516 from 01.10.2005 to 31.03.2015 and 0.4875 per share on 9.75% preference shares of 39,200 from 01.07.2006 to 31.03.2015.

6. Deferred Tax Asset:

The company has carry forward losses under the income tax law as at the reporting date. In the absence of virtual certainty supported by convincing evidence no Deferred Tax Asset has been recognized in the financial statements. Similarly Deferred Tax Asset in respect of timing difference on account of difference between book depreciation and tax depreciation has been recognized in the financial statements only to the extent of reducing the opening balance of Deferred Tax Liability of Rs.24042/- to NIL.

The company is in the process of approaching the Income Tax Department for apportioning the brought forward losses and business losses as per the Income Tax Act. Hence, on a conservative basis, the net deferred tax assets are not recognized in the balance sheet as on 31st March 2015 as a measure of prudence.

7. The Managing Director Mr E. Shanmugam is eligible for a Remuneration of up to Rs.5 lakhs per annum as per the Resolution of the Shareholders dated 29-09-2012. However, in view of the Losses during the years 2012-13 and 2013-14, the Managing Director was not paid any remuneration for these years. Now in view of profits during the current year and as per the arrangement with the

S V GLOBAL MILL LIMITED

Managing Director, a sum of Rs.48000/- per annum has been provided towards Remuneration for the financial years 2012-13, 2013-14 & 2014-15.

8. The company has not received any information from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures if any relating to amounts unpaid as at the yearend together with interest paid / payable as required under the said Act have not been made.
9. Labour case:
Labour disputes case (amount not ascertained) is pending with the High court of Karnataka, Bangalore, Karnataka State. However the company is contesting the case against the labour claims.
10. Capital expenditure commitments pending and remaining to be executed as on March 31, 2015 Rs.419.41 Lakhs.
11. The company has revised the useful life of fixed assets in accordance with Part C of Schedule II to the Companies Act, 2013. Consequently the impact on Statement of Profit and Loss for the year ended on March 31, 2015 is increase in depreciation charge by Rs.19.15 Lakhs.
12. Figures in the financial statements and in the Notes have been rounded off to the nearest rupee.
13. Previous year figures have been regrouped wherever necessary to conform to current period classification/ grouping.

As per our report attached of even date

For M.KUPPUSWAMY PSG & CO LLP
Chartered Accountants
FRN : 001616S

M.K. KRISHNAN
Partner
Membership No : 020116

M.ETHIRAJ
Chairman

E.SHANMUGAM
Managing Director

Place: Chennai
Date: 27.05.2015

V. KRISHNAN
Chief Financial Officer

S.S. ARUNACHALAM
Secretary

S V Global Mill Limited

Registered Office : Old No. 3/1, (New No.5/1) 6th Cross Street, CIT Colony, Mylapore, Chennai - 600 004

ATTENDANCE SLIP

PLEASE COMPLETE THIS SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

1. Name of the attending Member
(in Block Letters)
2. Folio No. / D.P. ID No. :
3. Name of the Proxy (In Block Letters) :
(To be filled if the Proxy attends instead of the Member)

No. of Shares held

I hereby register my presence at the 8th Annual General Meeting of the Company
Old No. 3/1, (New No. 5/1) 6th Cross Street, CIT Colony, Mylapore, Chennai - 600 004
on Wednesday, the 23rd September 2015 at 10.30 a.m.

.....
Member's/Proxy's Signature

S V Global Mill Limited

Registered Office : Old No. 3/1, (New No.5/1) 6th Cross Street, CIT Colony, Mylapore, Chennai - 600 004

PROXY FORM

Folio No. :
DP ID No. :

I / We of
in the District ofbeing a member/s of S V Global Mill Limited hereby appoint
..... of in the District of
or failing himof in the District of

as my/our proxy to vote for me/us on my/our behalf at the 8th Annual General Meeting
of the Company at Old No. 3/1, (New No. 5/1) 6th Cross Street, CIT Colony, Mylapore,
Chennai - 600 004 on Wednesday, the 23rd September 2015 at 10.30 a.m. and/or
at any adjournment thereof.

Signed this day of _____ 2015.

Signature

Affix
Re. 1/-
Revenue
Stamp

Note : The Proxy Form should be deposited at the Registered Office of the Company
not later than 48 hours before the commencement of the Meeting



Please Note : No gifts will be distributed

BY REGISTER BOOK-POST / COURIER

To

If Undelivered please return to :

SV GLOBAL MILL LIMITED

(Secretarial Dept.)

Old No. 3/1, (New No. 5/1), 6th Cross Street,
CIT Colony, Mylapore, Chennai - 600 004.

Phone : 25389361

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

1.	Name of the company	S.V GLOBAL MILL LIMITED
2.	Annual Financial statement for the year ended	31 st March 2015
3.	Type of Audit observations	Unqualified Report
4.	Frequency of observations	No observation found
5.	<p>To be signed by</p> <p>Managing Director</p> <p>CFO</p> <p>Auditor of the Company</p> <p>Audit Committee Chairperson</p>	<p>For S.V. GLOBAL MILL LTD</p> <p><i>[Signature]</i> Managing Director</p> <p><i>[Signature]</i></p> <p>M. RUPPUSWAMY PSG & CO LLP CHARTERED ACCOUNTANTS FRN 0216165</p> <p><i>[Signature]</i> M. KRISHNAN - M.No. 0201164 PARTNER</p> <p><i>[Signature]</i></p>