



NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Company is scheduled to be held on Friday, the 18th day of November, 2011 at 9.00 a.m. at the Registered Office of the Company at 104, 1st Floor, Baba House, M.V. Road, Andheri (East), Mumbai – 400 093 to transact the following business as:

SPECIAL BUSINESS:

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

Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the existing Guidelines for Preferential Issue contained in Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (hereinafter referred to as “the Guidelines”) and all other applicable guidelines / regulations issued by the Securities and Exchange Board of India (“SEBI”) and subject to all necessary approvals, consents, permissions and /or sanctions of the Government of India and any other statutory or regulatory authorities and other applicable laws, and the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted for the time being, thereof) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to offer, issue and allot on a preferential basis upto 1,50,00,000 Equity Shares of the face value of Re. 1/- each for cash at a price of Rs. 38/- per share (including a premium of Rs. 37/- per share) aggregating to Rs. 57,00,00,000/- (Rupees Fifty Seven Crores only), being the price which is in accordance with the Guidelines, and calculated on the basis of, relevant date, being 30 days prior to the date of this Extraordinary General Meeting.

RESOLVED FURTHER THAT the Equity Shares shall rank pari passu in all respects with the existing Equity Shares of the Company, including entitlement to dividend, and shall be locked-in for such period as prescribed under the Guidelines.



RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and shall seek listing of the said Shares at all such Stock Exchanges where the equity shares are already listed.

RESOLVED FURTHER THAT the Board/any Committee thereof be authorized to determine, vary, modify or alter any of the terms and conditions of the issue and allotment of the Equity Shares, including reduction of the size of the issue, as it may deem expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient including in relation to the issue or allotment of the aforesaid securities and listing thereof with the Stock Exchanges as appropriate and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of the said securities, utilization of the issue proceeds, sign all documents and undertakings as may be required and generally to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

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

“**RESOLVED THAT** in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) and in accordance with the provisions of Chapter VIII of the SEBI (ICDR) Guidelines 2009 as amended (hereinafter referred to as “the Guidelines”) and the provisions of the Foreign Exchange Management Act, 2000, Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000 and all other applicable guidelines / regulations issued by the Securities and Exchange Board of India (“SEBI”) and subject to all necessary approvals, consents, permissions and /or sanctions of the Government of India and any other statutory or regulatory authorities and other applicable laws and the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock



Exchanges where the shares of the Company are listed and subject to such terms and conditions as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee constituted for the time being, thereof) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue, offer and allot equity shares of the Company (“Equity Share”) for an amount not exceeding Rs. 80,00,00,000/- Only (Rupees Eighty Crores Only) inclusive of such premium, to Qualified Institutional Buyers (as defined by the Guidelines) pursuant to a qualified institutional placement, as provided under Chapter VIII of the Guidelines.”

“RESOLVED FURTHER THAT the Board or its Committee be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted in accordance with the terms of the offering and all such shares ranking pari passu with the existing Equity Shares of the Company in all respects from the date of allotment; and

(a) the Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(b) the relevant date for the determination of applicable price for the issue of the Securities shall be calculated as per the provisions of Chapter VIII of the Guidelines”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint the Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Stabilizing Agent, Trustees, Bankers, Advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents etc. with such agencies and to seek the listing of such Securities with the Stock Exchanges where the shares of the Company are listed.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to form a committee or delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give directions as may be necessary to settle any questions or difficulty that may arise in regard to issue and allotment of equity shares including but not limited to;



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- a. Approving the offer document and filing the same with any authority or persons as may be required;
- b. Approving the issue price, the number of equity shares to be allotted, the basis of allocation and allotment of equity shares;
- c. Arranging the delivery and execution of all contracts, agreements and all other documents, deeds, and instruments as may be required or desirable in connection with the issue of equity shares by the Company;
- d. Opening a separate special account with a scheduled bank to receive monies in respect of the issue of equity shares of the Company;
- e. Making applications for listing of the equity shares of the Company on one or more stock exchange(s) and to execute and to deliver or arrange the delivery of the listing agreement(s) or equivalent documentation to the concerned stock exchange(s).

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to approach and obtain such of the approvals, permissions, sanctions as may be required from SEBI, Stock Exchanges, Central Government or its Agencies/Authorities like FIPB, RBI etc., and also to do all such acts, deeds and things as may be necessary for giving effect to the above resolutions, whether incidental or ancillary thereto.”

Place: Mumbai
Date : October 20, 2011

By Order of the Board
For **SVC RESOURCES LIMITED**

Sd/-
Ashok Gupta
Managing Director



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Notes:

1. The Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956, is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The instrument of proxy, in order to be effective, must be deposited at the Company's registered office not less than forty eight hours before the time of the meeting. A proxy form is enclosed herewith.
4. Members, who hold shares in dematerialized form, are requested to have details of their Client ID and DP ID Nos for earlier identification of attendance at the meeting.
5. M/s. Prem Mishra & Co., Chartered Accountants, the Statutory Auditors of the Company, have certified that the said preferential issue is in accordance with the requirements contained in the Guidelines. The Memorandum & Articles of Association of the Company, Auditors' Certificate and other documents referred to in the proposed resolution and in the Explanatory Statement are open for inspection at the Registered Office of the Company on any working day except Public Holidays, Saturdays and Sundays between 10.00 a.m. and 5.00 p.m. upto the date of Extraordinary General Meeting.



EXPLANATORY STATEMENT

(PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956)

ITEM NO. 1

The Company is looking to generate funds for its diversification, expansion plans and working capital requirements and other corporate purposes. For which, the Company proposes to issue 1,50,00,000 fully paid up Equity Shares of Re. 1/- each at a premium of Rs. 37/- per share on Preferential Allotment Basis.

Pursuant to the provisions of Sections 81 of the Companies Act, 1956, any Allotment of Securities on preferential basis requires approval of members by passing a Special Resolution. The Board of Directors, therefore, recommends the Resolution set out at item No. 1 of the notice for approval of members as a Special Resolution.

The following disclosures for the preferential issue of Equity Shares are being made in accordance with the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the Guidelines").

(I) OBJECTS OF THE ISSUE:

In order to generate resources for diversification, expansion and implementation of future growth plans and for working capital and other general corporate purpose, it is proposed to issue equity shares on a preferential allotment basis.

The proceeds of the proposed preferential allotment of Equity Shares will strengthen the financial position of the Company.

(II) INTENTION OF THE PROMOTERS / DIRECTORS / KEY MANAGEMENT PERSONS TO SUBSCRIBE TO THE OFFER:

The shares proposed to be issued/allotted through the aforesaid resolution are being offered to promoters, and other corporate bodies.



(III) IDENTITY OF THE PROPOSED ALLOTTEE AND THE PRICE AT WHICH ALLOTTMENT IS PROPOSED

The list of proposed allottee for the preferential issue is as under:

	Shareholders	Pre Allotment		Post Allotment	
		No. of Shares	%	No. of Shares	%
	Promoters Shareholding				
1	Ashok Gupta HUF	0	0.00	1,000,000	1.18
2	Ankush Gupta	2,253,333	3.24	3,253,333	3.85
	Total	2,253,333	3.24	4,253,333	5.03
	Non-Promoters Shareholding				
1	Banke Behari Commodeal Private Limited	0	0.00	2,000,000	2.37
2	Chamunda Vinmay Private Limited	0	0.00	1,000,000	1.18
3	Anusuya Constuction Private Limited	0	0.00	2,000,000	2.37
4	Naina Marketing Private Limited	0	0.00	1,000,000	1.18
5	Kapish Packaging Private Limited	0	0.00	1,000,000	1.18
6	Chamunda Financial Consultants Private Limited	0	0.00	1,000,000	1.18
7	Ranisati Barter Private Limited	0	0.00	1,000,000	1.18
8	Mohini Distributors Private Limited	0	0.00	1,000,000	1.18
9	Mangalmurti Dealcom Private Limited	0	0.00	2,000,000	2.37
10	Khemi Advisory Private Limited	0	0.00	1,000,000	1.18
	Total	0	0.00	13,000,000	15.38

The Price per share proposed to be allotted to the proposed allottee shall be higher than the price determined in accordance with the SEBI (ICDR) Regulations, 2009. The Company undertakes that it shall re-compute the price in terms of the provisions of these regulations where it is required to do so.

(IV) CHANGE IN CONTROL:

There is no change in the management of the Company pursuant to the issue of Equity Shares on Preferential Allotment Basis.



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(V) SHAREHOLDING PATTERN OF THE COMPANY BEFORE AND AFTER THE PROPOSED ISSUE OF EQUITY SHARES:

Shareholders	Pre Allotment		Post Allotment	
	No. of Shares	%	No. of Shares	%
Promoters Shareholding	82,04,977	11.80	1,02,04,977	12.07
Non-Promoters Shareholding				
1. Public	6,13,28,356	88.20	6,13,28,356	72.55
2. New Allottees	0	0.00	1,30,00,000	15.38
Total	6,95,33,333	100.00	8,45,33,333	100.00

(VI) LOCK IN PERIOD:

The Equity Shares to be allotted to the proposed allottees under the proposed offering shall be subject to lock-in for a period of 3 (three) years for promoters and 1 (one) year for the other allottees, respectively or as prescribed under the SEBI (ICDR) Regulations, 2009 from the date of allotment of Equity Shares.

(VII) UNDERTAKING

The Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked-up till the time such amount is paid by the allottees.

(VIII) PROPOSED TIME WITHIN WHICH ALLOTMENT WILL BE COMPLETED:

The Company will complete the allotment of shares within a period of 15 days from the date of Extraordinary General Meeting or where the allotment on preferential basis requires any approval by any regulatory authority or Central Government, the allotment of shares will be completed within 15 days from the date of such approval.

(IX) CERTIFICATE FROM AUDITORS:

M/s. Prem Mishra & Co., Chartered Accountants, Statutory Auditors of the Company, have certified that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, 2009.



A copy of the said certificate is available for inspection by the shareholders at the Registered Office of the Company on all working days except Public Holidays, Saturdays and Sundays between 10.00 a.m. and 5.00 p.m.

The price is Rs. 38/- per share (including a premium of Rs. 37/- per share) calculated as per ICDR Regulations and the Relevant Date for the purpose of this Preferential Issue is 30 days prior to the date of this Extraordinary General Meeting.

Stock Exchange for the purpose of this Preferential Issue means any of the recognized stock exchanges in which the shares are listed and in which the highest trading volume in respect of shares of the company has been recorded during the preceding six months prior to the relevant date, in the present case being the Bombay Stock Exchange Limited.

Your Directors commend the above resolution for approval by the shareholders.

Memorandum of Interest:

Directors of the company may be deemed to be concerned or interested in the resolution to the extent of shares held/being allotted to them in the company.

Item No: 2

The Company is looking to generate funds for its diversification, expansion plans and working capital requirements and other general corporate purposes. For that, the Company proposes to issue Equity Shares of Re. 1/- each to Qualified Institutional Buyers. The company proposes to raise such resources upto an amount of Rupees Eighty Crores Only through issue of equity shares or any other convertible instruments [either at the option of the Board or holder thereof] in one or more tranches by way of private placement(s) / preferential offer(s) to Qualified Institutional Buyers (QIP) (as defined by the Securities and Exchange Board (“SEBI”) Issue of Capital and Disclosure Requirements Regulations (“ICDR”) Guidelines, 2009) pursuant to a qualified institutional placement, as provided under Chapter VIII of the SEBI (ICDR)Guidelines.

The aforementioned issue and allotment will require the approval of shareholders by way of Special Resolution and such other approvals, permissions, consents and sanctions of any authorities, as may be necessary for the issue and allotment of Equity Shares, approval pursuant to the relevant provisions of Companies Act, 1956, the listing Agreement entered into between the Company and various stock exchanges, the guidelines and clarifications issued by the SEBI and any other statutory / regulatory authorities.

Your Directors commend the above resolution for approval by the shareholders.



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Memorandum of Interest:

Directors of the company may be deemed to be concerned or interested in the resolution to the extent of shares held by them in the company.

Place: Mumbai

Date: October 20, 2011

By Order of the Board

For **SVC RESOURCES LIMITED**

Sd/-

Ashok Gupta
Managing Director



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PROXY FORM

I/We _____ resident of _____
 in the district of _____ being member/members of the above named
 Company, hereby appoint
 _____ resident of
 _____ in the district of _____ or
 failing him _____ resident
 of _____ in the district of _____ as my/our
 proxy to attend and vote for me/us on my/our behalf at the Extra Ordinary General Meeting of your
 Company to be held on Friday, the 18th day of November 2011 at 9.00 A.M., at 104, Baba House, 1st Floor,
 M.V. Road, Near Cine Magic Cinema, Andheri (E), Mumbai – 400093 and any adjournment thereof.

Registered Folio No./DP-Client ID _____ No. of shares held _____

Signed on this _____ day of _____ 2011

Signature of Proxy _____

Affix
Revenue
Stamp



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ATTENDANCE SLIP

I hereby record my presence at the Extra Ordinary General Meeting of your Company held on Friday, the
 18th day of November, 2011 at 9.00 A.M., at the Registered Office of your Company at 104, Baba House, 1st
 Floor, M.V. Road, Near Cine Magic Cinema, Andheri (E), Mumbai – 400093

Name _____ of _____ Shareholder/s

Father/Husband's _____ Name

Name _____ of _____ Proxy _____ or _____ Company _____ Representative

Registered Folio No. / DP-Client ID _____ No. of shares held _____

Signature of the Shareholder(s) or Proxy or Company Representative _____

Book – Post

If Undelivered, Please Return to:

SVC Resources Limited

Registered Office:

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