



SPV GLOBAL TRADING LIMITED

(Formerly Known as Tarrif Cine & Finance Limited)

CIN: L27100MH1985PLC035268

Regd. Off. : Ground Floor, Binani Bhavan 28/30, Anant Wadi, Bhuleshwar Mumbai - 400 002.

• Tel : 2201 4001 • Fax: 2201 4003 • Email Id : spvglobaltrading@gmail.com, BSE CODE NO. 512221.

Website : www.spvglobal.in

SPV GLOBAL TRADING LIMITED

Registered Office: Ground Floor, Binani Bhavan, 28/30, Anant Wadi, Bhuleshwar, Mumbai -400 002

CIN: L27100MH1985PLC035268

E-mail: spvglobaltrading@gmail.com, Website: www.spvglobal.in

Notice of Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Shareholder(s),

Notice is hereby given pursuant to Section 110 and 108 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force hereinafter referred to as the "Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter referred to as the "Rules") read with the General Circular Nos. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and No. 3/2022 dated May 05, 2022 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made there under on account of the threat posed by Covid - 19" issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars"), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company proposes to pass a special resolution as appended below through Postal Ballot/Electronic voting ("e-voting") in compliance with Regulation 11 of the Securities and Exchange of Board of India (Delisting of Equity Shares) Regulations, 2021 ("Delisting Regulations").

An explanatory statement pursuant to Section 102 of the Act and the Delisting Regulations, setting out the material facts and the reasons pertaining to the said resolution, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form ("**Postal Ballot Form**") for your consideration.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Deep Shukla, Partner of M/s. Deep Shukla & Associates, Practicing Company Secretaries having FCS: 5652; CP: 5364 and Peer Review Certificate No.: 2093/202 to act as the Scrutinizers ("**Scrutinizer**") for conducting the Postal Ballot and e-voting process in a fair and transparent manner. The Scrutinizer has given their consent to act as the Scrutinizers to conduct the voting process by e-voting and Postal Ballot.

The Scrutinizer will submit their report to the Chairman of the Company or to any other Director authorized by the Board in writing, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results along with the Scrutinizer's Report will be announced on or before April 08, 2024 and will be displayed at the Registered Office of the Company and hosted on the website of the Company i.e. www.spvglobal.in as well as on the website of the Depository and communicated to BSE Limited (BSE) (hereinafter known as "**Stock Exchange**"), being the stock exchange where the equity shares of the Company are presently listed.

The resolution, where assented to by the requisite majority of the Public Shareholders by means of Postal Ballot (which shall also include the results of e-voting), will be deemed to have been duly passed at a general meeting convened on that behalf and the same shall be considered having been passed on the date of declaration of Postal Ballot results.

Voluntary Delisting of the Equity Shares of the Company from BSE Limited

To consider and if thought fit, to accord assent/dissent to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the initial public announcement dated February 16, 2024 issued in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (“Delisting Regulations”) by Mr. Balkrishna Binani, one of the promoters of the Company (referred to as “Acquirer”), and pursuant to the approval of the Board of Directors of the Company granted in its meeting held on Tuesday, March 05, 2024 to voluntarily delist the Equity Shares of the Company from the Stock Exchange and the provisions of the Companies Act, 2013 (“Companies Act”) and the rules framed thereunder, the Delisting Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Securities Contract (Regulation) Act, 1956 (including the rules issued thereunder), the listing agreement entered with the BSE, Stock exchange where the Equity Shares are listed, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any and subject to such approvals, permissions and consents, as may be required and necessary for the Company and the Acquirer, under applicable laws and subject to the terms of such approvals, permissions and consents, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals and permissions, consent of the Members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from BSE by way of acquisition of upto 6,41,407 equity shares of face value of Rs. 10/- each from the public shareholders of the Company representing 32.72% of total equity and voting share capital at a price of Rs. 370/- per share, by the Acquirer (“Delisting Proposal”).

RESOLVED FURTHER THAT the Board of Directors of the Company (the “Board”), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the power conferred on the Board under this resolution, be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person(s), as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Offer in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchanges for seeking the in-principle and final approvals for the Delisting Offer and to execute all such deeds, documents or writings as are necessary or expedient to settle any questions, difficulties or doubts that may arise in this regard or delegate the aforesaid authority to any person or to engage any advisor, lawyer, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT, Mr. Balkrishna Binani, Ms. Bhumika Siddhpura, Directors of the Company and Ms. Jessica Gandhi, Company Secretary of the Company be and are hereby authorized severally to file applications, documents and other related correspondence as may be required before any regulatory authorities in connection with the said matter.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above are hereby approved, ratified and confirmed in all respects.”

By order of the Board of Directors
For **SPV Global Trading Limited**

X *Bhandhi*

Company Secretary and Compliance Officer

Date: March 05, 2024

Place: Mumbai

NOTES AND INSTRUCTIONS

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 and other applicable provisions in respect of the business specified above is annexed hereto.
2. The resolution as enclosed is proposed to be passed as a special resolution and shall be declared as passed, if the number of votes cast by the public shareholders in favour of the resolution is two times more than the number of votes cast by the public shareholder against the said resolution. The resolution, if passed, shall be deemed to have been passed on the date of declaration of the results of the Postal Ballot.
3. The relevant documents referred to in the Notice and accompanying Explanatory Statement are available for inspection by the shareholders of the Company at the registered office of the Company on all working days except Saturday, Sunday and public holidays between 10.00 am IST to 4.00 pm IST from the date of the notice up to April 07, 2024.
4. The notice of the postal ballot will also be available on the Company's website: www.spvglobal.in and on the website of the National Securities Depository Limited ("NSDL") at <https://www.evoting.nsdl.com>.
5. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, the item of business set out in the attached Notice are proposed to be passed by postal ballot.
6. The Board of Directors of the Company has appointed Mr. Deep Shukla, Partner of M/s. Deep Shukla & Associates, Practicing Company Secretaries having FCS: 5652; CP: 5364 and Peer Review Certificate No.: 2093/2024 as the Scrutinizers for conducting the postal ballot process in accordance with law in a fair and transparent manner.
7. The Company is pleased to provide Electronic Voting (hereinafter referred as "e-voting") facility to its shareholders as an alternative mode to cast their votes electronically instead of dispatching the physical Postal Ballot Form through post. The Company has engaged services of National Securities Depository Limited to provide e-voting facility to its shareholders. It may be noted that e-Voting is optional. In case a shareholder votes through e-voting facility, he/she is not required to send physical Postal Ballot Form and vice versa. In case a shareholder casts his vote through evoting and physical Postal Ballot Form both, the vote cast through e-voting facility shall only be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer and will be treated as invalid.
8. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. Please refer to the instructions for e-voting given along with this Notice in Note No. 17 for the process and manner in which e-voting can be carried out.
9. The Notice is being sent to all shareholders, whose names appear in the Register of members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date being March 06, 2024. The Notice of Postal Ballot is being sent to members in electronic form to the e-mail Ids registered with their Depository Participants (in case of electronic shareholding)/ the Company or its Registrar & Share Transfer Agents (RTA) (in case of physical shareholding). In case of shareholders whose e-mail ID is not registered, physical copy of Notice of Postal Ballot, explanatory statement and Postal Ballot Form along with pre-paid postal envelopes are being sent by permitted mode.
10. The voting rights of shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date being March 06, 2024. A person who is not a shareholder as on the cut-off date should treat this notice for information purpose only.
11. The shareholders opting to vote through physical Postal Ballot Form are requested to carefully read the instructions printed overleaf the Postal Ballot Form and return the Form duly completed in all respects in the enclosed self-addressed, postage prepaid reply envelope so as to reach the Scrutinizer on or before 5:00 P.M. on April 07, 2024.

The Postal Ballot Forms received after close of working hours (5.00 pm IST), April 07, 2024 will be treated as if the same has not been received from the Member.

12. The period for voting through physical Ballot and e-voting starts from March 09, 2024 at 9.00 am IST and ends on April 07, 2024 at 5.00 pm IST and any physical ballots received thereafter shall not be considered and e-voting shall be disabled by NSDL.
13. The Scrutinizer will submit their report to the Chairman of the Company or to any other Director authorized by the Board after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot along with the Scrutinizer's Report will be displayed at the Registered Office of the Company and hosted on the website of the Company: www.spvglobal.in as well as on the website of NSDL. The results will also be communicated to the Stock Exchange where the shares of the Company are listed.
14. The resolutions, where assented to by the requisite majority of the public shareholders by means of postal ballot (which shall also include the results of e-voting), will be deemed to have been duly passed at a general meeting convened in that behalf and the same shall be considered having been passed on the date of declaration of Postal Ballot results.
15. Any query/grievances connected with the postal ballot including voting by electronic means, may be addressed to, Ms. Jessica Haresh Gandhi, Company Secretary and Compliance Officer at SPV Global Trading Limited at 28/30, Anant Wadi, Binani Bhavan, Ground Floor, Bhuleshwar, Mumbai- 400 002, India or at www.spvglobal.in or evoting@nsdl.co.in.
16. Information and other instructions relating to e-voting are as under:
In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its shareholders facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by NSDL.
17. **PROCEDURE TO LOGIN TO E—VOTING WEBSITE**
How do I vote electronically using NSDL e-Voting system?



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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” tinder e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReR.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depositor site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;"> <p>App Store</p>  </div> <div style="text-align: center;"> <p>Google Play</p>  </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://webcdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of East/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting@nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	h Character DP ID followed by b Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	IG Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on *Submit* and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority' letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail cs.goe1aakash@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board resolution/ Power of Attorney/ Authority letter etc. by clicking on “**Upload Board Resolution/ Authority Letter**” displayed under “**e-voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cfo@spvglobal.in.

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to cfo@spvglobal.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode..](#)

2. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1: APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM BSE LIMITED (“BSE”)

- 1) The equity shares of the Company, each having a face value of Rs.10/- (“Equity Shares”) are presently listed on BSE Limited (“BSE”/ “Stock Exchange”).
- 2) The request has been received from one of the promoters of the Company, Mr. Balkrishna Binani expressing his intention to voluntarily delist the equity shares of the Company from the BSE Limited. Based on which the management has decided to go for the process of voluntary delisting of the Company. The management would like to highlight the trading of the shares on the stock exchange which is merely 0.0001% in last 12 months. The Company is listed on BSE since October 23, 1985 and was later taken over by the present management of the Company in the year 1990. The management is of the opinion that infrequent trading is not gaining any benefit of listing to the Company.

On February 16, 2024, the Board of Directors of the Company received Intent Letter dated February 16, 2024 from Mr. Balkrishna Binani, promoter of the Company for voluntarily delisting of the Equity Shares from BSE Limited, the only stock exchange where the Equity Shares of the Company are presently listed, in accordance with the Delisting Regulations.

- 3) As on date of this postal ballot notice, issued, subscribed and paid up capital of the Company is Rs. 1,96,00,000/- (Rupees One Crore Ninety-Six Lakhs), divided into 19,60,000 (Nineteen Lakh Sixty Thousand) Equity Shares of the face value of Rs. 10/- each. Further, the aggregate shareholding of the Acquirer along with the Promoter Group, as on the date of this postal ballot notice is 13,18,593 (Thirteen Lakhs Eighteen Thousand Five Hundred and Ninety Three) Equity Shares aggregating to 67.28% of the paid-up equity share capital of the Company. The Public Shareholders hold 6,41,407 (Six Lakh Forty-One Thousand Four Hundred and Seven) Equity Shares representing 32.72% of the Paid-up Share Capital of the Company. There is very minuscule trading in the equity shares of the Company and no benefit is being derived by the virtue of being listed on BSE Limited.
- 4) As per the Initial Public Announcement, the rationale for the Delisting Proposal is as follows:
 - a. To obtain full ownership of the Company, which will provide the Promoters with increased operational flexibility to support the Company's business;
 - b. The Company's equity shares are listed on the BSE Limited since October 23, 1985. However, there is hardly any trading in the Company's equity shares and no listing gain is available to the public shareholders. The Equity Shares of the Company are infrequently traded and the traded volume is just 0.0001% during the last 12 months (February 2023-January 2024).
 - c. While the Company is not paying dividend regularly to the Public shareholders, it is thought appropriate to make delisting offer and pay off the public shareholders for their patience and continuous support to the Company.
- 5) Pursuant to the receipt of Delisting proposal, the Company appointed Mr. Deep Shukla, Partner of M/s. Deep Shukla & Associates, Practicing Company Secretaries having FCS: 5652; CP: 5364 and Peer Review Certificate No.: 2093/202 (“Peer Review Company Secretary”) as the Peer Review Company Secretary in terms of the provisions of Regulation 10 of the Delisting Regulations and other applicable provisions of the Delisting Regulations in the Board Meeting held on February 22, 2024 and the same was duly intimated to BSE on February 22, 2024.

- 6) Further, the Board, in their meeting held on March 05, 2024, took on record the due diligence report dated February 28, 2024 ("**Due Diligence Report**") submitted by Peer Review Company Secretary in accordance with Regulation 10(3) of the Delisting Regulations. Based on the information available with the Company and after taking on record the Report, the Board approved the said Delisting proposal and in accordance with Regulation 10(4) of the Delisting Regulations, certified that:
- a. The Company is in compliance with applicable provisions of securities laws;
 - b. The Acquirer and/or entities related to him are in compliance with the applicable provisions of Securities Laws in terms of the Due Diligence Report, and are also in compliance with Regulation 4(5) of the SEBI Delisting Regulations;
 - c. The Delisting Proposal is in the interest of the shareholders of the Company.
- 7) Further, the Board of Directors of the Company ("**Board**"), at its meeting held on March 05, 2024, after having discussed and considering various factors including the due diligence report submitted by the Peer Review Company Secretary, approved the delisting proposal.
- 8) In terms of Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by Public Shareholders in favour of the Delisting Resolution are at least two times the number of votes cast by the Public Shareholders against it. Accordingly, approval for the Delisting Resolution is sought from the shareholders, in accordance with the Delisting Regulations.

The Board recommends the special resolution and places it for consideration and approval of the Shareholders of the Company.

None of the directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution, except Mr. Balkrishna Binani, being one of the Promoters of the Company, to the extent of his shareholding.

By Order of the Board
For SPV GLOBAL TRADING
LIMITED



Balkrishna Binani
Managing Director
DIN: 00175080

Date: March 05, 2024

Place: Mumbai

Form No. MGT-12

POSTAL BALLOT FORM

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

Name of the Company : SPV Global Trading Limited

Registered Office : 28/30, Anant Wadi Bhuleshwar, Mumbai – 400002, Maharashtra, India.

CIN : L27100MH1985PLC035268

Sr.No.	Particulars	Details
1.	Name of the First Named Shareholders (in block letters)	
2.	Postal Address	
3.	DP ID	
4.	Client Id	
5.	Registered Folio No.	
6.	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Ballot/Poll for the business stated in the Notice of the Company dated March 05, 2024 by sending my/our assent or dissent to the said Resolution by placing tick (✓) mark at the appropriate box below:

Item No.	Resolution	No. of equity shares held by me	(For) I/ we assent to the Resolution	(Against) I/we dissent to the Resolution
	<u>SPECIAL BUSINESS</u>			
1.	Voluntary Delisting of the Equity Shares of the Company from BSE Limited			

Place:

Date:

Signature of the Shareholder

Note: Kindly read the instructions carefully before filling the form.

INSTRUCTIONS

1. This Ballot Paper should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named Member and in his absence by the next named Member.
2. There will be one Ballot Paper for every Folio/ Client ID irrespective of number of joint holders.
3. A member can opt for only single mode of voting i.e. either through e-voting or by Ballot Paper. If a member casts votes by both modes then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
4. Unsigned Ballot Paper will be rejected.
5. In case of shares held by companies, trusts, societies, etc, the duly completed Ballot Paper should be accompanied by a certified true copy of the Board Resolution/ Authority.
6. The votes should be cast either in favour or against by putting the tick (/) mark in the column provided for asset or dissent. Ballot Paper bearing tick marks in both the columns will render the Ballot Paper invalid.
7. Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the Member(s) / Beneficial Owner(s) as on Wednesday, March 06, 2024 (The '**Cut-off date**').
9. The Postal Ballot shall not be exercised by a Proxy.