

JAJODIA AND ASSOCIATES

OFFICE NO. 30, LAXMI NIWAS, 2ND PANJRAPOLE LANE, C.P. TANK, MUMBAI - 400 004.

EMAIL : jajodiaassociate@gmail.com • Telephone No.: 022-22426755/7074

“ANNEXURE-B”

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

For the financial year ended 31st March, 2024

[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,

SPV Global Trading Limited

CIN: L27100MH1985PLC035268

28/30, Anant Wadi Bhuleshwar,

Mumbai-400002

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SPV Global Trading Limited**, (hereinafter called “the Company”). The Secretarial Audit was conducted in accordance with the applicable Auditing Standards issued by the Institute of Company Secretaries of India that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company, and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has during the audit period that is to say, from April 01, 2023 to March 31, 2024, (hereinafter called the ‘Audit Period’) generally complied with the statutory provisions listed hereunder and also that the Company has adequate Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the secretarial compliance based on the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and produced before us for the financial year ended on 31st March, 2024, according to the applicable provisions of following laws:

- (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) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), as applicable:-



- 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, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable to the Company during the Audit Period);**
- i. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

I further report that:

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

- i) Secretarial Standards, issued by the Institute of Company Secretaries of India.
- ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ('Listing Regulations')

During the Audit Period the Company complied with the provisions of the Act, Rules, Regulations, Guidelines etc.

I Further report that, having regard to the compliance system prevailing in the Company and on the examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with The Mines Act, 1952, The Mines and Minerals (Regulation and Development) Act, 1957 and all the Rules Regulations, Guidelines and Circulars etc. which is specifically applicable to the Company.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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.

All decisions made at Board Meetings and Committee Meetings have unanimous consent as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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 the Company has done the following transactions in due compliance with the applicable provisions of the Act-

- i. Mrs. Sarla Devi was re-appointed as Woman Director of the Company w.e.f from 30th September 2023.
- ii. Ms. Meena Tiwari resigned as Company Secretary & Compliance officer of the Company w.e.f. from 14th September 2023.
- iii. Ms. Jessica Gandhi was appointed as Company Secretary & Compliance Officer of the Company w.e.f. from 2nd December 2023.
- iv. On the basis of declaration received from Mr. Balkrishna Binani, Managing Director and Promoter the Company, for acquiring all the Equity shares that are held by public Shareholders, the Board of Directors of Company at the Board Meeting held on 22nd February, 2024, has decided to Voluntarily delist the Equity Shares of the Company, from Stock Exchange where the Equity Shares are presently listed namely, BSE Limited ("BSE"), by making a delisting offer in accordance with the SEBI Delisting Regulations.

**For Jajodia and Associates
Company Secretary in Practice**



Priti Nikhil Jajodia

Mem. No. 36944

CP No. 19900

UDIN: A036944F000950890

Peer review: 2497/2022

Date 12th August 2024

Place: Mumbai

This report is to be read with my letter of even date which is annexed as Annexure I and forms an integral part of this report.

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'Annexure A'

To,
The Members,
SPV GLOBAL TRADING LIMITED,
CIN: L27100MH1985PLC035268
28/30, Anant Wadi Bhuleshwar,
Mumbai-400002

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of Financial Records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Jajodia and Associates
Company Secretary in Practice

Priti Nikhil Jajodia
Mem. No. 36944
CP No. 19900
UDIN: A036944F000950890
Peer review: 2497/2022



Date 12th August 2024
Place: Mumbai