

SWATI PROJECTS LIMITED

CIN: L65993WB1983PLC036332

168-B, JAMUNALAL BAJAJ STREET, KOLKATA-700007

E mail: swatiprojectsltd@gmail.com

Phone: 033-22385102/+91 9830077000

Website: www.swatiprojects.com

NOTICE

Notice is hereby given that the Extra-ordinary General Meeting of the members of M/s. Swati Projects Limited will be held on Thursday the **11th day of February, 2021** at 11 A.M. at the registered office of the Company at 168B, Jamunalal Bajaj Street, Kolkata – 700007 to transact the following businesses:

Ordinary Business:

1. **REGULARIZATION OF SMT. VATSALA DAGA (DIN: 08820036) AS WOMEN DIRECTOR OF THE COMPANY**

to consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with rules made there under, Smt. Vatsala Daga (DIN: 08820036) who was appointed as an Additional Women Director in the meeting of the Board of Directors held on September 14, 2020 and in respect of whom the Company has received a notice in writing proposing his candidature, be and is hereby appointed as Women Director of the Company.”

“RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required in this regard.”

By Order of the Board of Directors
For Swati Projects Limited

Shreego
pal Daga

Digitally signed by
Shreegopal Daga
Date: 2021.01.05
18:40:32 Z



Managing Director
Sh. Shreegopal Daga
DIN: 00397379
January 5, 2021

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ANNEXURE TO AND FORMING PART OF THE NOTICE CONVENING THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

The Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee, in their meeting held on September 14, 2020 appointed Smt. Vatsala Daga as Additional Women Director.

She has a rich experience of over 27 years in fund raising, strategy turn around, project management and project finance and wholesale trading of Bearings and Electronics goods. She is also promoter of the Company.

Taking into consideration her rich profile and in view of the increased responsibility, the Board proposed the regularization of Smt. Vatsala Daga (DIN: 08820036) as Women Director of the Company subject to requisite approvals.

The Board recommends the Ordinary Resolutions set out at Item No. 1 of the Notice for approval by the Shareholders.

By Order of the Board of Directors
For Swati Projects Limited

Shreego Digitally signed by
pal Daga Shreegopal Daga
Date: 2021.01.05
18:41:28 Z



Managing Director
Sh. Shreegopal Daga
DIN: 00397379
January 5, 2021

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1. A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXY (IES) IN ORDER TO BE EFFECTIVE MUST SUBMIT PROXY FORM AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE ACT IS ATTACHED HEREWITH
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members holding shares in dematerialized form are advised to inform the particulars of change of address and email ids to their respective Depository Participants only. The Company or its Registrar and Transfer Agents cannot act on any request received directly from the members holding shares in dematerialized mode for such changes and such instructions shall be given directly to the Depository Participants by the members.
6. Copies of notice of the EGM are being sent by electronic mode to those members whose email ids are available with our Registrar and Transfer Agents, unless members have requested for physical copy specifically. For members whose e-mail ids are not available, physical copy is being sent by permitted mode. The notice of the EGM is also available on the website of the company: www.swatiprojects.com.
7. Pursuant to Section 108 of Companies Act, 2013 read with rules made thereunder and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing e-voting facility to its Members to exercise their votes electronically on the item of business given in the Notice through the electronic voting service facility provided by NSDL.
8. Members can opt for only one mode of voting i.e. either by physical ballot paper or remote evoting. However, if members cast their vote through both modes of voting, then the voting through remote e-voting shall prevail. The



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members who have cast their vote by remote e-voting may also attend the EGM but shall not be entitled to cast their vote again.

9. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed at the EGM. The result declared, along with the Scrutinizer's Report, will be placed on the Company's website after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the CSE Ltd & MSEI Ltd.

10. VOTING THROUGH ELECTRONIC MEANS

- I. Pursuant to Provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).
- II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e., physically and e-voting, then votes casted e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:
- III. The instructions for shareholders voting electronically are as under:
 - a. The voting period begins on 8th February, 2021 at 9 A.M. and ends on 10th February, 2021 at 5.00 P.M. during this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 4th February, 2021, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - b. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:



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Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 are mentioned below:

How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12*****



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	then your user ID is IN300***12*****.
b) For Members who holdshares in demat account with CDSL.	16 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. Your password details are given below:

- a) If you are already registered for e-Voting, then you can user 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



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file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - 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.



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Details on Step 2 are given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 to evoting.pdrandar@outlook.com with a copy marked to evoting@nsdl.co.in.
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.



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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.: 1800-222-990 or send a request at evoting@nsdl.co.in

11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 4th February, 2021.

12. The shareholders shall have one vote per equity shares held by them as on the cut-off date of 4th February, 2021. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.

13. Sri Prabhu Dayal Randar, Practicing Chartered Accountants (Membership No. 054778, Firm Reg. No.: 319295E) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

14. The results shall be declared on or after the EGM of the Company. The results declared shall be placed on the website of Swati Projects Limited within two (2) days of passing of the resolution at the EGM of the Company and will be communicated to The Calcutta Stock Exchange Limited and Metropolitan Stock Exchange.

By Order of the Board of Directors
For Swati Projects Limited

Shreego
pal Daga

Digitally signed by
Shreegopal Daga
Date: 2021.01.05
18:42:34 Z



Managing Director
Sh. Shreegopal Daga
DIN: 00397379
January 5, 2020

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BALLOT FORM

- 1) Name & Registered Address of the Sole/first named member: _____
- 2) Name of the Joint Holder(s), if any: _____
- 3) Registered Folio No. /DP ID No. (Applicable to Investors holding shares in Dematerialized Form): _____
- 4) Number of Ordinary Shares held: _____
- 5) EVEN (e-voting event number): _____
- 6) User-ID: _____
- 7) Password: _____

Notice is hereby given that the Extra-ordinary General Meeting of the members of M/s. Swati Projects Limited will be held on Thursday the 11th day of February, 2021 at 11:00 AM at the registered office of the company at 168B, Jamunalal Bajaj Street, Kolkata-700007 to transact the following businesses:

Resolution No.	Description of Resolution	FOR	AGAINST
Ordinary Business			
1	REGULARIZATION OF SMT. VATSALA DAGA (DIN: 08820036) AS WOMEN DIRECTOR OF THE COMPANY		

Place: Kolkata

Date:

Signature of the Member

Note: Please read the instructions printed below carefully before exercising your vote.

INSTRUCTIONS:

1. This Ballot Form is provided for the benefit of the Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member cast votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.



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ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.: _____ DP-ID No.: _____ Client-ID No. _____

Name of Member(s): _____

Name of the Proxy holder: _____

Registered Address: _____

Number of Shares Held: _____

I hereby record my presence of the **Extra-ordinary General Meeting** of the Company held on Thursday the 11th February, 2021 at 11.00 A.M. at Registered Office of the Company at "168B, Jamunalal Bajaj Street, Kolkata – 700007

Signature of the Member / Representative / Proxy Holder*

*Strike out whichever is not applicable



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(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

FORM OF PROXY

Folio No.: _____ DPID No. : _____ Client ID No.: _____

Name of the Member(s): _____ Email Id: _____

Registered Address: _____

I/We, being the member(s) of _____ shares of the above company hereby appoint:

1. Name: _____ E-mail Id _____
Address: _____ or failing him/her

2. Name: _____ E-mail Id _____

Address: _____ or failing him/her

3. Name: _____ E-mail Id _____

Address: _____

as my / our Proxy to vote for me / us, on my / our behalf at the **EXTRA-ORDINARY GENERAL MEETING** of the Company held on Thursday the 11th February, 2021 at 11.00 A.M. and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Description of Resolution	FOR	AGAINST
1.	REGULARIZATION OF SMT. VATSALA DAGA (DIN: 08820036) AS WOMEN DIRECTOR OF THE COMPANY		

Signed this _____ day of _____ 2021. Signature of Member _____

Signature of Proxyholder(s): 1. _____ 2. _____ 3. _____

Affix Revenue Stamp

NOTE: The Form of Proxy duly completed must be deposited at the Registered Office of the Company, "168-B, Jamunalal Bajaj Street, Kolkata-700007 not later than 48 hours before the time for holding the meeting.



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ANNEXURE TO THE NOTICE FOR THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON 11th FEBRUARY, 2021

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID:

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Extra-ordinary General Meeting (EGM) to be held on Thursday, 11th February, 2021 at 11.00 AM. at 168-B, Jamunalal Bajaj Street, Kolkata-700007 and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link evoting@nsdl.co.in

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER-ID	PASSWORD

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
8 th February, 2021 at 9:00 A.M. (IST)	10 th February, 2021 at 5:00 P.M. (IST)

#Please read the instructions mentioned in point no.10 of the Notice before exercising your vote.

Place: Kolkata
Date:



By Order of the Board
For Swati Projects Limited
Shreegopal Daga
al Daga
Managing Director
Sh. Shreegopal Daga

Digitally signed by
Shreegopal Daga
Date: 2021.01.05
18:43:16 Z