

# SWATI PROJECTS LIMITED

CIN: L65993WB1983PLC036332  
168-B, JAMUNALAL BAJAJ STREET, KOLKATA-700007  
E mail: [swatiprojectsltd@gmail.com](mailto:swatiprojectsltd@gmail.com)  
Phone: 033-22385102/+91 983007700  
Website: [www.swatiprojects.com](http://www.swatiprojects.com)

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## NOTICE

Notice is hereby given that the **Thirty second (32<sup>nd</sup>)** Annual General Meeting of the members of M/s. Swati Projects Limited will be held on Wednesday the **30<sup>th</sup> day of September, 2015** 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. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 including the audited Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors (the Board) and Auditors thereon.
2. To appoint a Director in place of Sri Anurag Daga (DIN: 05239623), who retires by rotation and has offered himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard 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 of the Companies Act, 2013 and the Rules made thereunder, M/s. N. K. Jain & Co, Chartered Accountants (Reg. No. 304078E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

### Special Business:

4. **Appointment of Smt. Sudha Daga as Director**

To pass with or without modification(s), the following resolution as **Ordinary Resolution:**





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“RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder read with Schedule IV to the Companies Act, 2013, Smt. Sudha Daga, who has submitted a declaration that she meets the criteria of Director as provided in section 149 of the Act and who is eligible for appointment, be and is hereby appointed as Director of the Company till the conclusion of next Annual General Meeting of the Company.”

By Order of the Board of Directors  
For Swati Projects Limited

Managing Director  
Sh. Shreegopal Daga  
DIN: 00397379

August 22, 2015

Reg. Office:

168B, Jamunalal Bajaj Street

Kolkata-700007

CIN: L65993WB1983PLC036332

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## Notes:

1. A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting





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**rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
4. 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.
5. A Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
6. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the Annual General Meeting.
7. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
8. The Company has notified closure of Register of Members and Share Transfer Books from 24<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days Inclusive).
9. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company/Registrar.





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10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
12. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose E-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their E-mail addresses, physical copy is being sent by the permitted mode.
13. To support the 'Green Initiative', the Members who have not registered their E-mail addresses are requested to register the same with the Registrar/Depositories.

## **14. 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 Central Depository Services Limited (CDSL).
- 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:





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### III. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **September 21, 2015 at 10.00 A.M. and ends on September 23, 2015 at 6.00 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 (record date) of August 21, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (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, excluding the special characters.
- (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](http://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 user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical





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	<p>shareholders)</p> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc.</p> <p>Example:</p> <p>(1) Mr. S. K. Sharma and Folio No. is 2270, the PAN will be SK00002270</p> <p>(2) M/s. ABC Limited and Folio No. is 2231, the PAN will be AB00002231</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. ⇒ Please Enter the DOB or Bank Account Number in order to Login. ⇒ If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares held by you as on Cut-off date (record date) of August 21, 2015.

(viii) After entering these details appropriately, click on "SUBMIT" tab.





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- (ix) Members holding shares in physical form will then directly reach the Company 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Swati Projects Limited" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.





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(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

→ Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.

→ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

→ After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user 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](mailto: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.

15. Institutional Members / Bodies Corporate (i.e. other than Individual, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [evoting.pdrandar@outlook.com](mailto:evoting.pdrandar@outlook.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before **23<sup>rd</sup> September, 2015 upto 6.00 P.M.** without which the vote shall not be treated as valid.





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16. 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 (record date) of 21<sup>st</sup> August, 2015.
17. The notice of Annual General Meeting will be sent to the Members, whose names appear in the register of members / depositories as at closing hours of business, on 21<sup>st</sup> August, 2015.
18. The shareholders shall have one vote per equity shares held by them as on the cut-off date (record date) of 21<sup>st</sup> August, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Shri Prabhu Dayal Randar, Practicing Chartered Accountant (Membership No. 054778) 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.
20. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers Report shall be placed on the website of Swati Projects Limited within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to The UP Stock Exchange Limited and The Calcutta Stock Exchange Limited.

## STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

### Item No. 4: Approval to their appointment as Director

The Company has received a notice in writing from member(s) alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Smt. Sudha Daga for the office of Director of the Company.





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Smt. Sudha daga is not disqualified from being appointed as a Directors in terms of Section 164 of the Act and has given their consent to act as a Director.

The Company has received declaration from Smt. Sudha Daga that she meet with the criteria of Director as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Smt. Sudha Daga possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Smt. Sudha Daga fulfill the conditions for his appointment as a Director as specified in the Act and the Listing Agreement.

Brief resume of Smt. Sudha Daga and names of companies in which she hold directorships and memberships/chairmanships of Board Committees and shareholding as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that Smt. Sudha Daga is appointed as Directors.

Copy of the draft letters for appointment of Smt. Sudha Daga as Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Save and except Smt. Sudha Daga and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice, which pertain to their respective appointments.





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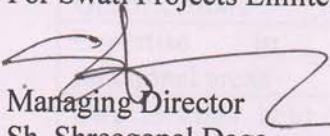
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The Board recommends Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

By Order of the Board of Directors  
For Swati Projects Limited

  
Managing Director  
Sh. Shreegopal Daga

DIN: 00397379

August 22, 2015

Reg. Office:

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## Details of Directors seeking appointment/re-appointment at the Annual General Meeting:

Name	Shri Anurag Daga
Date of Birth	30 <sup>th</sup> April, 1972
Date of Appointment	25 <sup>th</sup> June, 2012
Qualifications	MS in MIS
Expertise in specific functional areas	Finance
Directorships held in other companies (excluding foreign companies)	M/s. Vinal Investment Limited
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Griavance Committee)	NIL
Number of shares held in the Company	1500 Equity shares

Name	Smt. Sudha Daga
Date of Birth	22 <sup>nd</sup> November, 1946
Date of Appointment	13 <sup>th</sup> March, 2015
Qualifications	
Expertise in specific functional areas	Finance
Directorships held in other companies (excluding foreign companies)	M/s. Vinal Investment Limited
Memberships/Chairmanships of Board Committees of other companies (includes only Audit Committee/Shareholders' Investors' Grievance Committee)	NIL
Number of shares held in the Company	3,91,750 Equity shares



A handwritten signature in black ink, appearing to be "Sudha Daga", written over the stamp.



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Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Registered Address		
E-mail Id	Folio No /Client ID	DP ID
I/We, being the member(s) of _____ shares of the above named company. Hereby appoint		
Name :	E-mail Id:	
Address:		
Signature , or failing him		
Name :	E-mail Id:	
Address:		
Signature , or failing him		
Name :	E-mail Id:	
Address:		
Signature , or failing him		

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the company, to be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 11:00 a.m. at 168B, Jamunalal Bajaj Street, Kolkata-700007 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Re-appointment of Sh. Anurag Daga(DIN: 05239623) who is liable to retire by rotation		
3.	Re-appointment of M/s N. K. Jain & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		
	Special Business		
4.	Appointment of Smt. Sudha Daga (DIN: 00397313) as a Director		

\* Applicable for investors holding shares in Electronic form.

Signed this 30<sup>th</sup> day of September 2015

Signature of Shareholder  
Signature of Proxy holder  
across Revenue Stamp

Signature of the shareholder

Affix Revenue  
Stamps

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.





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## ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

### 32<sup>nd</sup> Annual General Meeting on 30<sup>th</sup> September, 2015

Full name of the members attending \_\_\_\_\_  
(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the M/s. Swati Projects Limited held at 168B, Jamunalal Bajaj Street, Kolkata-700007 at 11:00 A.M. on Wednesday, the 30<sup>th</sup> day of September 2015.

(Member's /Proxy's Signature)

#### Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



A handwritten signature in black ink, consisting of a stylized 'S' followed by a long horizontal line extending to the right.

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