

# 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 9830077000

Website: [www.swatiprojects.com](http://www.swatiprojects.com)

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## NOTICE

Notice is hereby given that the **Thirty Eighth (38<sup>th</sup>)** Annual General Meeting of the members of M/s. Swati Projects Limited will be held on Thursday the **30<sup>th</sup> day of September, 2021** at 11:30 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, 2021 including the audited Balance Sheet as at 31<sup>st</sup> March, 2021, 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** Ajay Kumar Gupta, Chartered Accountants, (Membership No. 054378) of “Ballajee Ganges”, Block A, 4<sup>th</sup> Floor, Flat No. 401, 105D, Bidhannagar Road, Kolkata – 700067 be and are hereby appointed as Auditor of the Company to hold office from the conclusion of this Annual General Meeting to next Annual General Meeting of the Company on such remuneration to be mutually decided upon by the Directors and Auditors”.

### Special Business:

4. To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum and Article of Association

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

**“RESOLVED THAT** pursuant to provisions of Section 61 and all other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force); the consent of the members of the Company be and is hereby accorded, to increase the



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Authorised Share Capital of the Company from existing Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakhs Only) divided into 55,00,000 (Fifty-Five Lakhs) equity shares of Rs. 10/- each to Rs. 10,50,00,000 (Rupees Ten Crore Fifty Lakhs Only) divided into 1,05,00,000 (One Crore Five Lakh) equity shares of Rs. 10/- each by creation of additional 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- each.”

**RESOLVED FURTHER THAT** pursuant to provision of Section 13 read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, the consent of the members of the Company be and is hereby accorded, for substituting Clause 5 of the Memorandum of Association and Clause 4 of the Article of Association of the Company with the following clause:

“The Authorised Share Capital of the Company is Rs. 10,50,00,000 (Rs. Ten Crore Fifty Lakhs Only) divided into 1,05,00,000 (One Crore Five Lakh) equity shares of Rs. 10/- (Ten Only) each.”

## **5. To approve the Issuance of Bonus Shares**

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

**“RESOLVED THAT** pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for time being in force) read with Regulation 293 and other relevant provisions, laid down in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, applicable provisions of Article of Association of the Company and applicable Regulatory Authorities and such permissions, sanctions and approvals as may be required in this regard; the consent of the members of the Company be and is hereby accorded for issue 30,37,500 equity shares of Rs. 10/- each for an aggregate nominal value of Rs. 3,03,75,000/- (Rupees Three Crore Three Lakh Seventy-Five Only), as Bonus Shares to the shareholders out of the Free Reserve i.e., Share Premium Account and Profit & Loss Account.”



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## RESOLVED FURTHER THAT:

- a) The bonus issue of shares will be made in the ratio of 3:5 [ i.e., 3 (Three) fully paid-up equity shares for every 5 (Five) equity shares held.] to the shareholders on such date as may be determined by the board of director(s) i.e. Record Date.
- b) The new equity shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari-passu with the existing fully paid-up equity shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these equity shares.”
- c) Board of Directors of the Company be and is hereby authorized to approve capitalization of up to Rs. 3,03,75,000/- (Rupees Three Crore Three Lakh Seventy-Five Only) out of the sum standing to the credit of Securities Premium and General Reserve of the Company as per the audited accounts of the Company for the financial year ended March 31, 2021 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of the said equity shares as Bonus Shares credited as fully paid up.”
- d) Share Certificates shall be issued to those to whom the bonus shares are allotted within the time prescribed in the Companies Act, 2013. With regard to the shares held in dematerialized form, the Bonus shares will be credited to the respective demat account of the holders.
- e) No members shall entitle to a fraction of an equity shares as a result of implementation of this resolution and no certificate shall be issued for fraction of equity shares and the bonus shall be rounded to the lower integer.
- f) All fractions of bonus equity shares shall be ignored and accordingly the number of issuances of bonus share may be reduced.
- g) No letter of allotment shall be issued in respect of the said bonus shares and in the case of members holding shares in dematerialized form, the bonus shares aforesaid shall be credited to the beneficiary accounts of the shareholders with their respective Depository Participants within the stipulated time as may be allowed by the appropriate authorities and in the case of shareholders holding shares in physical form, the share certificates in respect thereof shall be delivered within such time as may be allowed by the appropriate authorities.””



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- h) Board of Directors of the Company be and is hereby authorised to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms/ documents/ returns with the Registrar of Companies, SEBI, Stock Exchanges, RBI, NSDL, CDSL, RTA of the company and/ or any other authorities and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.”

## 6. Issue of Equity Shares on Preferential Basis

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

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable provisions, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (“SEBI (LODR) Regulations”), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) as in force and subject to other applicable rules, regulations and guidelines of securities and Exchange Board of India (“SEBI”) and/or the stock exchanges where the shares of the Company are listed and enabling provisions of the memorandum and articles of association of the Company and subject to requisite approvals, consents, permissions and/or sanctions of regulatory and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions (including but not limited to approval from the Competition Commission of India) and which may be agreed to, by the board of directors of the Company (“Board”, which term shall be deemed to include any committee constituted by the Board to exercise its powers including the powers conferred hereunder or any person authorized by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent and approval of the members of the Company be and is hereby granted to Board to create, offer, issue and allot on a preferential basis, 20,00,000 equity shares of face value Rs. 10/- each (“Equity



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Shares”) for cash at a price of Rs. 11/- (including a premium of Rs. 1/- per Equity Share), for an aggregate amount of Rs. 2,20,00,000/- (Rupees Two Crores and Twenty Lakhs), to the following investor (the “Allottees”) by way of preferential allotment on a private placement basis (“Preferential Allotment”), in accordance with the SEBI (ICDR) Regulations, 2018, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Name of Allottee	Category	No. of Shares	Subscription Amount (in Rs.)
Ganpati Stocks Private Limited	Promoter	5,00,000	55,00,000/-
Radhashree Finance Limited	Public	15,00,000	1,65,00,000/-

**RESOLVED FURTHER THAT** in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the “Relevant Date” for the purpose of calculating the floor price for the issue of equity shares be and is hereby fixed as Monday, August 30, 2021 being the 30 days prior to the date of Annual General Meeting i.e., Thursday, September 30, 2021.

**RESOLVED FURTHER THAT** all such equity shares to be issued and allotted by the Board shall be subject to provisions of Memorandum of Association and Article of Association of the Company and shall rank pari-passu in all respect including dividend (if any) with the existing equity shares of the Company;

**RESOLVED FURTHER THAT** the Preferential Allotment shall be made on the following terms and conditions: (i) The Allottees shall be required to bring in 100% of the consideration for the relevant Shares on or before the date of allotment hereof. (ii) The consideration for allotment of the relevant Shares shall be paid to the Company from the bank account of the Allottees (iii) Allotment of Shares shall only be made in dematerialized form. (iv) The Shares allotted to the Allottees shall rank paripassu inter-se with the existing equity shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company and any applicable lock-in requirements in accordance with Regulation 167 of the SEBI (ICDR) Regulations, 2018. (v) The Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.



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**RESOLVED FURTHER THAT** subject to SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, 2013 complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Shares.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deemed necessary, desirable and expedient for such purpose, including without limitation, issuing clarification on the offer, issue and allotment of the equity shares and listing of equity shares at the Stock Exchanges as per the terms and conditions of SEBI (LODR) Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisor for the Preferential Issue), resolving all questions and doubt that may arise with respect to the offer, issued and allotment of equity shares, and to authorize all such person as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Shareholders of the Company and that the decision of the Board shall be final and conclusive;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or to one or more Directors or executive of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution;



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**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors  
For Swati Projects Limited



Director  
Sh. Rishi Kapoor  
DIN: 00397379  
August 27, 2021



## Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM for members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.



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4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.swatiprojects.com](http://www.swatiprojects.com). The AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Attendance slip, proxy form of the venue of the Meeting are annexed hereto.
7. 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.
8. 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.
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.
10. The Company has notified closure of Register of Members and Share Transfer Books from 24<sup>th</sup> September, 2021 to 30<sup>th</sup> September, 2021 (both days Inclusive).



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11. 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.
12. The Notice of the AGM along with the Annual Report 2020-21 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. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
14. The Notice of the AGM 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. All these above-mentioned documents will also be available on the Company's website [www.swatiprojects.com](http://www.swatiprojects.com) for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at [swatiprojectsltd@gmail.com](mailto:swatiprojectsltd@gmail.com).
15. 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.
16. **Voting through Electronic Means**

## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -

The remote e-voting period begins on 27<sup>th</sup> September, 2021 at 09:00 A.M. and ends on 29<sup>th</sup> September, 2021 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23<sup>rd</sup> September, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23<sup>rd</sup> September, 2021.



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## 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
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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" under 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 or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg">https://eservices.nsd.com/SecureWeb/IdeasDirectReg</a>.</li></ol>



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	<p><a href="#">jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p>



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	<ol style="list-style-type: none"><li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li><li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li></ol>
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.



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# 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 9830077000

Website: [www.swatiprojects.com](http://www.swatiprojects.com)

## Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

### **B) Login Method for e-Voting 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.	8 Character DP ID followed by 8 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	16 Digit Beneficiary ID



*Signature*

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demat account with CDSL.	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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



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- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto: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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
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.



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## 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](mailto:evoting.pdrandar@outlook.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2021 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. **1800 1020 990 and 1800 22 44 30** . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September, 2021 may follow steps mentioned in the Notice of the AGM under Step 1: "Access to NSDL e-Voting system" (Above).
3. 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](http://www.evoting.nsdl.com) to reset the password.
4. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to to Mr. Amit Vishal, Senior Manager and /or Ms. Pallavi Mhatre, Manager at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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**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 [swatiprojectsltd@gmail.com](mailto:swatiprojectsltd@gmail.com).
2. 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 [swatiprojectsltd@gmail.com](mailto:swatiprojectsltd@gmail.com). If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

## **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- c. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.



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17. 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.
18. The results shall be declared on or after the AGM of the Company. The results declared shall be placed on the website of Vinal Investments Limited within two (2) days of passing of the resolution at the AGM of the Company and will be communicated to The Calcutta Stock Exchange Limited and Metropolitan Stock Exchange of India.

By Order of the Board of Directors  
For Swati Projects Limited



Director

Sh. Rishi Kapoor

DIN: 08422654

August 27, 2021

Reg. Office:

168B, Jamunalal Bajaj Street,

Kolkata-700007

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## EXPLANATORY STATEMENT PURSUENT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FORMING PART OF THE NOTICE

### Item No. 4: To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum of Association and Article of Association

At present the Authorised Share Capital of the Company is Rs. 5,50,00,000 (Rupees Five Crore Fifty Lakhs Only) divided into 55,00,000 (Fifty-Five Lakhs) equity shares of Rs. 10/- each out of which paid up share capital of the Company is Rs. 5,06,25,000 (Rupees Five Crore Six Lakh Twenty-Five Thousand Only) divided into 50,62,500 (Fifty Lakh Sixty-Two Thousand Five Hundred) equity shares of Rs. 10/- each.

The Board of Directors of the Company in its meeting held on Friday, August 27, 2021 have recommended the issuance of bonus shares in the ratio of 3:5 [ i.e., 3 (Three) fully paid-up equity shares for every 5 (Five) equity shares held.] if the resolution for issuance of bonus shares as recommended by the Board; shall be approved by the members of the Company then additional 30,37,500 paid up equity shares shall be allotted to the members post completion of process of bonus issue. So, the total paid up share capital post bonus issue shall be Rs. 8,10,00,000/- which shall exceed the present Authorised Share Capital of the Company. So, in view of the proposed issuance bonus shares, the present Authorised Share Capital of the Company need to be increased from Rs. 5,50,00,000/- to Rs. 10,50,00,000/- by creation of additional 50,00,000 (Fifty Lakhs) equity shares of Rs. 10/- each. Further, in view of increasing the Authorised Share Capital it is also necessary to amend Clause 5 of the Memorandum of Association and Clause 4 of the Article of Association to increase the Authorised Share Capital from 5,50,00,000/- to Rs. 10,50,00,000/-.

As per the provisions of Sections 13 & 61 of the Companies Act, 2013, approval of the shareholders is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 1 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.



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## **Item No. 5: To approve the issuance of Bonus Shares**

As you all are aware that the Company's shares have been listed on Calcutta Stock Exchange and Metropolitan Stock Exchange of India. Over the years, the Company has performed significantly well both in terms of profit and business. As on March 31, 2021 total free reserves and surplus of the Company is Rs. 3,31,79,820/- including Share Premium Account of Rs. 2,37,50,000/-. With a view to capitalize the Share Premium Account and to rationalize the capital structure, Board of Directors in its meeting held on Friday, August 27, 2021 have proposed to issue bonus shares at the ratio of 3:5 [ i.e., 3 (Three) fully paid-up equity shares for every 5 (Five) equity shares held]. This bonus allotment will also rationalize the paid-up capital of the Company with the funds employed in the Company.

As per provisions of Sections 63 of the Companies Act, 2013, approval of the Shareholders is required to be accorded for issuance of Bonus Shares to the members of the Company by way of passing a Special Resolution.

Accordingly, the Directors recommend the matter and the resolution set out under Item no. 2 for the approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of Companies Act, 2013, The Board of Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution.

## **ItemNo.6 - Issuance of Equity Shares through Preferential allotment on Private Placement Basis to the entities belonging to Promoters and public category**

The Company being a NBFC company is engaged in financing to corporates which requires adequate capital not only to meet the needs of growing business, but also to meet the compete with large players. As business grows, capital requires to be augmented. The objective of every commercial enterprise is to grow. Added to the economic and regulatory factors, innovative, technological, new digitized business methods are to be introduced and such methods to be not only updated, but also have to be up graded from time to time. The Company expects to continue its growth trajectory in medium to long-term. Availability of adequate capital is one of the key requirements for achieving this feat. Members may note that the Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including longterm capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes. Accordingly, the Board of Directors of the Company (the "Board") had pursuant to its resolution passed on August 27, 2021, subject to the consent of the members, approved the issue and allotment of up to 20,00,000 equity shares of Re.10/-



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(Rupees Ten only) face value ("Shares") at an issue price of Rs. 11/- (Rupees Eleven only) for a consideration not exceeding an aggregate amount of Rs.2,20,00,000/-(Rupees Two crore Twenty lakh only) each (as determined by the Board in accordance with the pricing guidelines prescribed under Regulation 164 of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations")) as on the relevant date to investor i.e. August 30, 2021 in terms of ICDR Regulations ("Investors") in the manner as recorded by the Board ("Preferential Allotment"). In terms of Sections 42 and 62(1)(c) of the Companies Act, 2013 and Regulation 160 of the ICDR Regulations, approval of the members by way of a special resolution is required to issue the Shares on preferential basis.

**The relevant detail sand other material facts in connection there to are provided hereunder:**

1. Objects of the preferential issue:

The Company is undertaking an issue and allotment of certain equity shares, the proceeds of which will be primarily used to meet the needs of the growing business of the Company, including long term capital requirements for pursuing growth plans, to increase the capacity of the Company to lend, and for general corporate purposes.

2. Size of the preferential issue

The Company proposes to offer, issue and allot, by way of a preferential issue, up to 20,00,000 equity shares of Rs. 10/-(Rupees Twenty laths only) face value ("Shares") at an issue price of Rs.11/- (Rupees Eleven only) for a consideration not exceeding an aggregate amount of Rs.2,20,00,,000/-(Rupees Two crore Twenty lakh only).

3. Price of the preferential issue

The Company proposes to offer, issue and allot Shares each at an issue price of Rs. 11/- (Rupees Eleven only) each (as determined by the Board in accordance with the pricing guidelines prescribed under the SEBI(ICDR)Regulations,2018).

4. Basis on which the price of the preferential issue has been arrivedat

The equity shares of the Company are listed on the Metropolitan Stock Exchange Limited ("MSE"),the Calcutta Stock Exchange Limited("CSE") (MSE together with CSE shall hereinafter be referred to as the "Stock Exchanges") The equity shares are infrequently traded and thus the issue prices is arrived at in accordance with the provisions of Regulation 165 of the SEBI (ICDR) Regulations, 2018. The price per



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Share has been arrived at take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies.

5. Relevant date with reference to which the price has been arrived at

The relevant date as per the relevant provisions of Chapter V of the ICDR Regulations, for the determination of the said issue price for the Shares is August 30, 2021.

6. The class or classes of persons to whom the allotment is proposed to be made

The Shares pursuant to the preferential issue shall be allotted to the following Investor in the manner as recorded below:

Name of Allottee	Permanent Account Number(PAN)	No. of Shares	Subscription Amount (in Rs.)
Ganpati Stocks Private Limited	AABCG1598F	5,00,000	Rs.55,00,000/-
Radhashree Finance Limited	AABCP9588J	15,00,000	Rs.1,65,00,000/-

7. Intention of the Promoters, Directors or Key Managerial Personnel to subscribe to the preferential issue.

Ganpati Stocks Private Limited, promoter, would be subscribing to the proposed issue. None of the key management personnel intend to subscribe to this offer.

8. Proposed time for completion of Preferential Allotment

The Company will complete the allotment pursuant to this preferential issue within a period of 15 (fifteen) days from the date when the shareholders' resolution approving this Preferential Allotment is passed. Where the allotment of the Shares is pending on account of pendency of any approval for the preferential issue/ for such allotment by any regulatory/ statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

9. Names of the proposed allottees and the percentage of post preferential issue capital that may be held by them The names of the Investor together with their post issue capital held with them will be asset out below:



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Name of Investor	Permanent Account Number (PAN)	Post-issue capital held (in %)
Radhashree Finance Limited	AABCP9588J	4.95*
Ganpati Stocks Private Limited	AABCG1598F	14.85*

\* The % post issue capital held is calculated after considering the issue of bonus shares as proposed at item no 5. of the notice.

10. Change in control if any, in the Company that would occur consequent to the preferential issue

There will be no change in control of the Company pursuant to the Preferential Allotment.

11. The number of persons to whom allotment on a preferential basis has been made during the year, in terms of number of securities as well as the price

During the current financial year 2021-22, no allotment of securities on preferential basis has been made by the Company.

12. Pre and Post-Issue Share holding Pattern The Pre and Post-Issue Share holding Pattern of the Company is set out below:

Sr. No.	Category	Pre-Issue (27.08.2021)		Post Issue*	
		No. of shares held	% of share holding	No. of shares held	% of share holding
<b>A.</b>	<b>Promoter Holding</b>				
1.	Indian	1045125	20.645	1672200	18.90
	Individual	0	0.00	0	0.00
	Bodies Corporate	148200	2.927	237120	0.00
	Preferential Allotment (Ganpati Stocks Pvt Ltd)	0	0	500000	4.95
	Sub-total (1)	<b>1193325</b>	<b>23.572</b>	<b>2409320</b>	<b>23.85</b>
2.	Foreign Promoters	0	0.00	0	0.00
	Sub-total (2)	0	0.00	0	0.00



*[Handwritten Signature]*

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Total(A)(1+2)		1193325	23.572	2409320	23.85
<b>B. Non-Promoter Holding</b>					
1. Institutional Investors		0	0	0	0
2. Non-Institutional Investors		3869175	76.428	6190680	61.30
(i) Private Corporate Bodies		0	0	0	0
(ii) Directors and relatives		0	0.00	0	0.00
(iii) Others		0	0.00	0	0.00
(iv) Preferential Allotment		0	0	1500000	14.85
Total(B)		3869175	76.428	7690680	76.14
Grand Total (A+B)		5062500	100.00	10100000	100.00

\* The post issue capital is calculated after considering the issue of bonus shares as proposed at item no 5. of the notice.

13. Identity of the natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control the Investors

The natural persons who are the ultimate beneficial owners of the Shares proposed to be allotted and / or who ultimately control the Investors

Name of Allottees	Name of beneficial owners
Radhashree Finance Limited	Mr. Amit Kumar Lakhotiya
Ganpati Stocks Private Limited	Mr. Prabhu Dayal Randar

14. Contribution being made by the promoters or directors either as part of the preferential issue or separately in furtherance of objects

The 25% contribution is being made by promoters of the Company namely Ganpati Stocks Private Limited, and remaining 75% by other company as part of the preferential issue. No director of the Company is making any contribution in their respective individual capacities.



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15. Auditors' certificate

A certificate from the Statutory Auditors of the Company namely Ajay Kumar Gupta, Chartered Accountants, (Membership No. 054378) of "Ballajee Ganges", Block A, 4<sup>th</sup> Floor, Flat No. 401, 105D, Bidhannagar Road, Kolkata – 700067, as required under the SEBI (ICDR) Regulations, 2018, shall be made available on the day of the AGM on the web site of the Company viz [www.swatiprojects.com](http://www.swatiprojects.com).

16. Lock-in requirements

The Shares allotted pursuant to the preferential issue will be subject to applicable lock-in and transfer restrictions in accordance with the SEBI (ICDR) Regulations, 2018 as under:

Name of Allottees	Category of allottees	No. Shares to be locked-in upto 3 years from the date of trading approval	No. Shares to be locked-in upto 1 year from the date of trading approval
Radhashree Finance Limited	Public	3,00,000	12,00,000
Ganpati Stocks Private Limited	Promoter	1,00,000	4,00,000

17. Other disclosures

- Valuation Report dated August 27, 2021, of a Registered Valuer under provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, is obtained from Mr. Mayur Agarwal, Chartered Accountants, IBBI Registration no. IBBI/RV/06/2019/11642.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Shares is for a cash consideration.
- Principle terms of assets charged as securities: NA



# SWATI PROJECTS LIMITED

CIN: L65993WB1983PLC036332

168-B, JAMUNALAL BAJAJ STREET, KOLKATA-700007

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## 18. Undertakings

- (a) Neither the Company nor any of its Promoters or Directors is a wilful defaulter.
- (b) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI(ICDR) Regulations,2018.
- (c) The equity shares of the Company have been listed for a period of more than twenty six weeks as on the relevant date, the provisions of Regulation 164(3) of the SEBI (ICDR) Regulations, 2018, governing re-computation of the price of shares shall not be applicable.
- (d) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of the SEBI (ICDR) Regulations,2018, where it is required to do so.
- (e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the allottee.
- (f) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the SEBI(LODR)Regulations,2015,as amended and circulars and notifications issued by the SEBI there under.

The proposed offer is in the interests of the Company and the Board recommend the passing of the Special Resolution,as set forth in Item No.6 of this Notice for approval by the Members of the Company. Save as aforesaid, except for the Managing Director of the Company being persons in the Director employment with the Promote entity namely Ganpati Stocks Private Limited being interested as such in this resolution, none of the other Directors and Key Managerial Personnel, except for the MD who being a Director of the Promoter entity namely Ganpati Stocks Private Limited is interested in this resolution,of the Company and their relatives in any way are concerned or interested, financially or otherwise, in passing the resolution set out at Item No. 6.A copy of the a fore mentioned documents are available for inspection by members during working hours at the registered office of the Company and electronically until the date of the AGM.



A handwritten signature in black ink, appearing to be "D. K. Saha".

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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 Investments 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	2250 Equity shares



A handwritten signature in black ink, appearing to read "Anurag Daga".

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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 Thirty eighth Annual General Meeting of the members of M/s. Swati Projects Limited will be held on Thursday the 30<sup>th</sup> day of September, 2021 at 11:30AM 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	Adoption of the financial statements of the Company for the year ended 31 <sup>st</sup> March, 2021 together with the reports of the Directors' and Auditors' thereon.		
2	Re-appointment of Sri Anurag Daga (DIN:05239623), who retires by rotation.		
3	Appointment of Ajay Kumar Gupta, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
4	To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum and Article of Association		
5	To approve the Issuance of Bonus Shares		
6	Issue of Equity Shares on Preferential Basis		

Place: Kolkata

Date:



A handwritten signature in black ink, appearing to be "D. Gupta".

Signature of the Member

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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.



A handwritten signature in black ink, appearing to be "Dufy" or similar, written in a cursive style.

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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 **38<sup>th</sup> Annual General Meeting** of the Company held on Thursday the 30<sup>th</sup> September, 2021 at 11.30 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



A handwritten signature in black ink, appearing to be "D. P. P." with a dot at the end.

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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 38<sup>th</sup> ANNUAL GENERAL MEETING of the Company held on Thursday the 30<sup>th</sup> September, 2021 at 11:30 A.M. and at any adjournment thereof in respect of the following resolutions:

Resolution No.	Description of Resolution	FOR	AGAINST
1.	Adoption of the financial statements of the Company for the year ended 31 <sup>st</sup> March, 2021 together with the reports of the Directors' and Auditors' thereon.		
2.	Re-appointment of Sri Anurag Daga (DIN:05239623), who retires by rotation.		
3.	Appointment of Ajay Kumar Gupta, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.		
4.	To increase the Authorised Share Capital of the Company and amend the Capital clause in the Memorandum and Article of Association		
5.	To approve the Issuance of Bonus Shares		
6.	Issue of Equity Shares on Preferential Basis		

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 38<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 30<sup>th</sup> SEPTEMBER, 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 Annual General Meeting (AGM) to be held on Thursday , 30<sup>th</sup> September, 2021 at 11.30 AM. at *168-B, Jamunalal Bajaj Street, Kolkata-700007* and at any adjournment thereof. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.helpdesk.evoting@cdslindia.com>.

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
27 <sup>th</sup> September, 2021 at 9:00 A.M. (IST)	29 <sup>th</sup> September, 2021 at 5:00 P.M. (IST)

#Please read the instructions mentioned in point no.12 of the Notice before exercising your vote.

Place: Kolkata  
Date:



By Order of the Board  
For Swati Projects Limited

  
Director  
Sh. Rishi Kapoor