

# SWATI PROJECTS LIMITED

CIN: L65993WB1983PLC036332

1, BRITISH INDIAN STREET, 4<sup>TH</sup> FLOOR, ROOM NO. 407,

KOLKATA-700069

E mail: [swatiprojectsltd@gmail.com](mailto:swatiprojectsltd@gmail.com)

Phone: +91 9830077000 / 9988796071

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

14<sup>th</sup> May, 2025

To  
The Listing Department  
BSE Limited  
25<sup>th</sup> Floor, P. J. Tower,  
Dalal Street,  
Mumbai- 400001

Dear Sir / Madam,

**Ref: Scrip Code: CSE - 029458, BSE- 543914, MSEI Symbol: SWATI, ISIN: INE210F01016**

**Sub:-Notice for convincing the Extra-Ordinary General Meeting**

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 we are submitting herewith the details regarding convincing the Extra-Ordinary General Meeting of the company to be held on Tuesday, 10<sup>th</sup> June 2025 at 13:00 hours (IST) through Video Conferencing.

Please acknowledge the receipt of the above

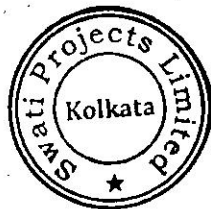
Thanking You.

Yours faithfully,

For Swati Projects Limited

*Ravi Todi*

Compliance Officer & Company Secretary  
Name: Ravi Todi



CC

To

The Metropolitan Stock Exchange of India Limited,  
The Listing Department,  
Building A, Unit 205A, 2nd Floor,  
Piramal Agastya Corporate Park, L.B.S Road,  
Kurla West, Mumbai - 400 070

To

The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata-700001

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## NOTICE

Notice is hereby given to the Shareholders (**the “Shareholders” or the “Members”**) of the Company M/s. Swati Projects Limited that an Extra Ordinary General Meeting of the company will be held on Tuesday the **10<sup>th</sup> day of June, 2025** at 13:00 hours (IST) through **Video Conferencing/** other Audio Visual Means to transact the following businesses:

### Special Business:

**1. Appointment of Mrs. Shika Gupta (DIN: 10654047) as Non-Executive Independent Woman Director of the company**

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 Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Shika Gupta (DIN: 10654047), who was appointed as an Additional Director of the Company, under the category of Independent Woman Director with effect from March 11, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Woman Director (under Non-Executive category) of the Company, to hold office for a First term of 5 (five) consecutive years effective from 11th March, 2025 upto 10 March 2030 and not liable to retire by rotation.

“**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the company, be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

**2. Appointment of Mrs. Puja Shaw (DIN: 10944367) as Non-Executive Independent Woman Director of the company**

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

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**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160, 161, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as other Rules made thereunder and pursuant to applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mrs. Puja Shaw (DIN: 10944367), who was appointed as an Additional Director of the Company, under the category of Independent Woman Director with effect from March 11, 2025, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, read with the Rules made thereunder and the applicable provisions of Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of an Independent Director, be and is hereby appointed as an Independent Woman Director (under Non-Executive category) of the Company, to hold office for a First term of 5 (five) consecutive years effective from 11th March, 2025 upto 10 March 2030 and not liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the company, be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board  
For Swati Projects Limited

SD/-

Ravi Todi

Company Secretary

Kolkata, March 11, 2025

Regd. Office:

“Swati Projects Limited”,

1, Abdul Hamid Street, One BIS Building,

4th Floor, Room No. 407, Income Tax Building,

Kolkata – 700 069

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## Notes:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.
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 EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM/AGM in the VC/OAVM mode 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 EGM/AGM through VC/OAVM will be made available for 1000 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. 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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/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 e-voting on the date of the EGM/AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at [www.swatiprojects.com](http://www.swatiprojects.com) The Notice can also be accessed from the websites of the Stock

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Exchanges i.e. BSE Limited, The Calcutta Stock Exchange Limited, and Metropolitan Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com), [www.cseindia.com](http://www.cseindia.com) and [www.mseindia.com](http://www.mseindia.com) respectively and the EGM/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).

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

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

The remote e-voting period begins on Saturday, 7<sup>th</sup> June, 2025 at 9:00 A.M. and ends on Monday, 9<sup>th</sup> June 2025 at 5:00 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. 3<sup>rd</sup> June 2025, 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 3<sup>rd</sup> June 2025.

### 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 and joining virtual meeting 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.	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After

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successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDeAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” 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 & voting during the meeting.
3. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. 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. 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 **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

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	<p>meeting.</p> <p>5. 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> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No.</p>

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	<p>from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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 &amp; voting during the meeting.</p>

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through 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.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

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**B) Login Method for e-Voting and joining virtual meeting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 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	EVEN Number followed by Folio

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Physical Form.	Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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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).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) 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.

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9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting 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 and General Meeting 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. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join 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.

### **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 [csshwetal4@yahoo.com](mailto:csshwetal4@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## 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.com](mailto:evoting@nsdl.com) 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 EGM/AGM ARE AS UNDER:-

- a. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

# SWATI PROJECTS LIMITED

CIN: L65993WB1983PLC036332

1, Abdul Hamid Street,

One BIS Building, 4<sup>th</sup> Floor, Room No. 407, Kolkata-700069

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

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## INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/~~AGM~~ THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/~~AGM~~ through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [swatiprojectsltd@gmail.com](mailto:swatiprojectsltd@gmail.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at [swatiprojectsltd@gmail.com](mailto:swatiprojectsltd@gmail.com) between 4<sup>th</sup> June, 2025 11 a.m. (IST) to 8<sup>th</sup> June, 2025, 5 p.m. (IST). Only those Shareholders who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the ~~AGM~~. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
7. Shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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 03<sup>rd</sup> June, 2025.

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9. The shareholders shall have one vote per equity shares held by them as on the cut-off date of 03<sup>rd</sup> June, 2025. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
10. Shweta Gupta, Practicing Company Secretary (Membership No. F11914, COP No. 21040) 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.
11. 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, Metropolitan Stock Exchange of India Limited and BSE Limited.

By Order of the Board  
For Swati Projects Limited

SD/-  
Ravi Todi  
Company Secretary

Kolkata, March 11, 2025

Regd. Office:  
"Swati Projects Limited",  
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4th Floor, Room No. 407, Income Tax Building,  
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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

### **Item No. 1: Appointment of Mrs. Shika Gupta (DIN: 10654047) as Non-Executive Independent Woman Director of the company**

The Board of Directors of the Company (the 'Board'), at its meeting held on 11<sup>th</sup> March, 2025 had, subject to the approval of members, appointed Mrs. Shikha Gupata (DIN: 10654047) as an additional Independent Woman Director (under Non-Executive category), for a period of 5 (five) years w.e.f. 11<sup>th</sup> March, 2025, at a remuneration recommended by Nomination and Remuneration Committee.

The Company has received a notice in writing from member(s) under Section 160 of the Act proposing the candidatures of Mrs. Shika Gupta for the office of Director of the Company.

Further, Mrs. Shika Gupta has confirmed that she is not disqualified to act as a Director in terms of Section 164 of the Act and she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as an Independent Director of the Company.

Section 149 of the Act, *inter alia*, stipulates the criteria for independence in the event a company proposes to appoint an independent woman director (non-executive) to its Board. As per the said section, an independent woman director (non-executive) may hold office for a term of up to five (5) consecutive years and shall not be counted in the total number of directors liable to retire by rotation.

The Company has received declarations from Mrs. Shika Gupta (DIN: 10654047) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mrs. Shika Gupta is possessing appropriate skills, experience and knowledge.

In the opinion of the Board, Mrs. Shika Gupta (DIN: 10654047) is fulfilling the conditions for her appointment as an Independent Women Directors (Non-Executive) as specified in the Act and the Listing Agreement.

Brief Profile of Mrs. Shika Gupta (DIN: 10654047) is as under:

Mrs. Shika Gupta (DIN: 10654047) and names of companies in which she holds directorships and memberships/chairmanships of Board Committees and shareholdings as stipulated under Clause 49 of

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Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Mrs. Shikha Gupta is a proprietor at Shikha G & Associates. She is a fellow member of the Institute of Company Secretaries of India (ICSI) with more than 20 years of experience in the areas of Secretarial, Corporate, Compounding of offences, SEBI & Other Securities Laws, Compliance with laws and regulations and Legal Affairs.

Apart from being a rank holder in the CS examinations and the Collage topper during her Law graduation, she has also won several accolades both at Regional and National Level from the ICSI. She was also recognised for her entrepreneurship and excellence in Masa Women's excellence Conclave ND Awards held in March 2024.

With almost 2 decades of Corporate Exposure, Mrs Shikha Gupta has recently set her foot into Practice.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that Mrs. Shika Gupta is appointed as an Independent Woman Directors (Non-Executive).

Copy of the draft letters for appointments of Mrs. Shika Gupta as an Independent Woman Directors (Non-Executive) 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.

Mrs. Shika Gupta is interested in resolution set out at Item No. 1 of the Notice with regard to her appointment. The relatives of Mrs. Shika Gupta may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mrs. Shika Gupta is not related to any Director of the Company. Save and except the above, 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.

The Board of Directors of the Company recommends the resolution set out at Item No. 1 for approval of the Members as a Special Resolution

## **Item No. 2: Appointment of Mrs. Puja Shaw (DIN: 10944367) as Non-Executive Independent Women Directors**

The Board of Directors of the Company (the 'Board'), at its meeting held on 11<sup>th</sup> March, 2025 had, subject to the approval of members, appointed Mrs. Puja Shaw (DIN: 10944367) as an additional Independent Woman Director (under Non-Executive category), for a period of 5 (five) years w.e.f. 11<sup>th</sup> March, 2025, at a remuneration recommended by Nomination and Remuneration Committee.

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The Company has received a notice in writing from member(s) under Section 160 of the Act proposing the candidatures of Mrs. Puja Shaw for the office of Director of the Company.

Further, Mrs. Puja Shaw has confirmed that she is not disqualified to act as a Director in terms of Section 164 of the Act and she is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority and she is in compliance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014. Given her expertise, knowledge and experience, the Board is of the opinion that it would be in the interest of the Company to avail her services as an Independent Director of the Company.

Section 149 of the Act, *inter alia*, stipulates the criteria for independence in the event a company proposes to appoint an independent woman director (non-executive) to its Board. As per the said section, an independent woman director (non-executive) may hold office for a term of up to five (5) consecutive years and shall not be counted in the total number of directors liable to retire by rotation.

The Company has received declarations from Mrs. Puja Shaw (DIN: 10944367) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mrs. Puja Shaw is possessing appropriate skills, experience and knowledge.

In the opinion of the Board, Mrs. Puja Shaw (DIN: 10944367) is fulfilling the conditions for her appointment as an Independent Women Directors (Non-Executive) as specified in the Act and the Listing Agreement.

Brief profile of Mrs. Puja Shaw (DIN: 10944367) is as under:

Mrs. Puja Shaw (DIN: 10944367) and names of companies in which she holds directorships and memberships/chairmanships of Board Committees and shareholdings 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.

Mrs. Puja Shaw is a fellow member of the Institute of Company Secretaries of India (ICSI) with more than 6 years of experience in the areas of Secretarial & Corporate Affairs.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that Mrs. Puja Shaw is appointed as an Independent Woman Directors (Non-Executive).

Copy of the draft letters for appointments of Mrs. Puja Shaw as an Independent Woman Directors (Non-Executive) 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.

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Mrs. Puja Shaw is interested in resolution set out at Item No. 2 of the Notice with regard to her appointment. The relatives of Mrs. Puja Shaw may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company. Mrs. Puja Shaw is not related to any Director of the Company. Save and except the above, 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.

The Board of Directors of the Company recommends the resolution set out at Item No. 2 for approval of the Members as a Special Resolution

By order of the Board  
For Swati Projects Limited

SD/-  
Ravi Todi  
Company Secretary

Kolkata, March 11, 2025

Regd. Office:  
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## BREIF PROFILE OF DIRECTOR SEEKING APPOINTMENT AT EXTRA ORDINARY GENERAL MEETING IN PURSUANCE OF PROVISIONS OF THE COMPANIES ACT, 2013, AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS

<b>Name of the Director</b>	MRS. SHIKHA GUPTA	Mrs. Puja Shaw
<b>Category &amp; Designation</b>	INDEPENDENT	INDEPENDENT
<b>Director Identification Number</b>	10654047	10944367
<b>Date of Birth (Age)</b>	03.08.1981 (43 years)	02.10.1993 (31 years)
<b>Date of appointment on the Board</b>	11.03.2025	11.03.2025
<b>Educational Qualification</b>	B.COM, F.C.S., LL.B.	B.COM, A.C.S
<b>Experience &amp; Expertise</b>	<p>Ms. Shikha Gupta is commerce and a law graduate and a fellow member of the Institute of Company Secretaries of India (ICSI) with more than 20 years of experience in the areas of Secretarial, Corporate and Legal Affairs.</p> <p>With almost 2 decades of Corporate Exposure, Ms. Gupta has recently set her foot into Practice.</p>	<p>Mrs. Puja Shaw is a fellow member of the Institute of Company Secretaries of India (ICSI) with more than 6 years of experience in the areas of Secretarial &amp; Corporate Affairs.</p>
<b>Directorships held in other companies and excluding foreign companies as of the date of this Notice.</b>	<ol style="list-style-type: none"><li>1. Shree Bahubali Stock Broking Limited</li><li>2. Spinaroo Commercial Limited</li><li>3. Manilam Industries India Limited</li></ol>	NIL

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<b>Memberships/ Chairmanships of Committees across companies</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Designation</b>	NIL		
	Manilam Industries India Limited	Audit Committee	Member			
		Nomination & Remuneration Committee	Member			
		Stakeholder Relationship Committee	Member			
	Spinaroo Commercial Limited	Audit Committee	Member			
		Nomination & Remuneration Committee	Chairperson			
		Stakeholder Relationship Committee	Member			
	Shree Bahubali Stock Broking Limited	Audit Committee	Member			
		Nomination & Remuneration Committee	Member			
		CSR Committee	Member			
	<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	N.A.				N.A.
	<b>Shareholding (%) in the Company</b>	NIL				NIL
<b>Remuneration last drawn</b>	NIL			NIL		
<b>Terms and Conditions of appointment / re- appointment</b>	As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.			As per Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Appointment Letter of the Company.		
<b>Number of Board meeting attended during the year</b>	NIL			NIL		
	Date of Appointment-11.03.2025			Date of Appointment-11.03.2025		

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<b>Name of the listed entities from which the director has resigned in the past three years</b>	NIL	NIL
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