

SWAGTAM TRADING & SERVICES LIMITED

CIN: L51909DL1984PLC289131

Registered Office: R-489, GF-A, New Rajinder Nagar, New Delhi – 110060,
Tel: 011-42475489 E-mail: swagtam1984@gmail.com, Website: www.swagtam.com

Notice is hereby given that the Extra-ordinary General Meeting of the members of M/s. Swagtam Trading & Services Limited (CIN: L51909DL1984plc289131) will be held on Friday, the 21st June, 2024 at 11:00 am through VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'), to transact the following business:

SPECIAL BUSINESS:

1. TO APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND TO AMEND THE MEMORANDUM OF ASSOCIATION:

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

RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder and Memorandum and Articles of Association of the company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 4,00,00,000 (Rupees Four Crore) divided into 40,00,000 (Forty Lakhs) Equity Shares of Rs.10/- (Rupees Ten each) to Rs. 16,50,00,000 (Rupees Sixteen Crores Fifty Lakhs) divided into 1,65,00,000 (One Crore Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten each) each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Memorandum and Articles of Association of the company, approval of the Members of the Company be and is hereby accorded to alter and substitute the existing Clause V of Memorandum of Associations of the Company with the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs.16,50,00,000/- (Rupees Sixteen crores fifty lakhs Only) divided into 1,65,00,000 (One Crore Sixty-Five Lakhs) equity shares of Rs.10/- (Rupees Ten Only) each. "

RESOLVED FURTHER THAT Mr. Vinod Bala, (DIN 09790881) Whole Time Director, Mr. Sumit Gupta (DIN: 06911742) Director and Mr. Manish Sharma (DIN: 06489261) Director of the Company be and are severally authorized to execute and sign the documents including but not limited to consent letters, powers of attorney, certificates etc., and filing of e-forms with appropriate authorities as may be required in connection with the above

2. APPOINTMENT OF Ms. APRA SHARMA (DIN: 10149103) AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS I.E. FROM 12TH FEBRUARY 2024 TO 11TH FEBRUARY 2029:

To consider, and, if thought fit, approve the appointment Ms. Apra Sharma (DIN: 10149103) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive five years up to 11th February, 2029 and to pass, with or without modification(s), the following resolution as a Special Resolution: fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Ms. Apra Sharma (DIN: 10149103), who was appointed as an Additional Director by the Board of Directors of the Company ("the Board") based on the recommendation of the Nomination and Remuneration Committee with effect from 12th February 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to 11th February 2029."

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution."

3. APPOINTMENT OF MR. MANISH SHARMA (DIN: 06489261) AS AN INDEPENDENT DIRECTOR FOR A TERM OF 5 YEARS I.E. FROM 12TH FEBRUARY 2024 TO 11TH FEBRUARY 2029:

To consider, and, if thought fit, approve the appointment Mr. Manish Sharma (**DIN: 06489261**) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive five years up to 11th February 2029 and to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Mr. MANISH SHARMA (DIN: 06489261), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from 12th February 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to 11th February 2029.”

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

4. APPOINTMENT OF Ms. ANUPMA KASHYAP (DIN: 09720124) AS AN INDEPENDENT DIRECTOR FOR A TERM OF 5 YEARS I.E. FROM 19TH APRIL 2024 TO 18TH APRIL 2029;

To consider, and, if thought fit, approve the appointment Ms. Anupma Kashyap (DIN: 09720124) as an Independent Director (Non-Executive) of the Company to hold office for a first term of consecutive five years up to 18th April 2029 and to pass, with or without modification(s), the following resolution as a Special Resolution: fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder, read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time Ms. Anupma Kashyap (DIN: 09720124), who was appointed as an Additional Director by the Board of Directors of the Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from 19th April 2024 pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a first term of consecutive five years up to 18th April 2029;

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

5. REGULARIZATION OF APPOINTMENT OF MR. ANMOL VERMA (DIN: 10105072) AS NON-EXECUTIVE NON-INDEPENDENT DIRECTOR OF THE COMPANY;

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) f any and Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with Articles of Association of the Company Mr. Anmol Verma (DIN: 10105072), who was appointed as an Additional Director (in the capacity of a Non-Executive, Non-Independent Director) of the company by the Board of Directors at its meeting held on 19th April 2024 pursuant to section 161 of the Act and as recommended by the Nomination and Remuneration Committee and whose term of office expires at the ensuing General Meeting and in respect of whom the company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as Non-Executive Director of the Company liable to retire by rotation to hold office for term of five consecutive years with effect from 19th April 2024 To 18th April 2029;

RESOLVED FURTHER THAT the Board (including its committee thereof) and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

6. APPOINTMENT OF MS. VINOD BALA (DIN: 09790881) AS WHOLE-TIME DIRECTOR DESIGNATED & CHIEF FINANCIAL OFFICER OF THE COMPANY FOR THE PERIOD OF FIVE CONSECUTIVE YEARS.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, and 203 read with Schedule V and provisions of Articles of Association of the Company and all other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and pursuant to the recommendation of the Audit Committee and Nomination & Remuneration Committee, Consent of the Board of Directors be and is hereby accorded, to appoint Ms. Vinod Bala (DIN: 09790881) as an ‘Whole Time Director & Chief Financial Officer’ (WTD & CFO) & Key Managerial Personnel (KMP), on the Board of Directors of the Company, on the terms, remunerations, conditions, etc., as agreed to between the Board and WTD & CEO for the period of 5 (Five) consecutive years from 12th February 2024 to 11th February 2029 liable to retire by rotation upon such terms and conditions including remuneration payable to her as set out in the Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice of this EGM.

RESOLVED FURTHER THAT any Director of the company and/or the Company Secretary be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution.

By Order of the Board

Vinod Bala

Vinod Bala

Whole Time Director

Place: New Delhi

Dated: 24th May 2024

(DIN 09790881)

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 EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM 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) 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 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 venue 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.swagtam.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com 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.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. Since the EOGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act 2013, ("Act") in respect of the Special Business under Item No 1 to 6 of the Notice, is annexed hereto.
10. Since, the EGM is being conducted through VC/OAVM; there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
11. The Notice of the Meeting is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the notice of the Meeting will also be available on the Company's website www.swagtam.com, and on the website of the Stock Exchange i.e. BSE limited at www.bseindia.com. For any communication, the shareholders may also send requests to the Company's dedicated investor email-id: swagtam1984@gmail.com.
12. Members desirous of seeking information in respect of business to be transacted at the Meeting are requested to send their queries to swagtam1984@gmail.com at least one week prior to the meeting date. Replies will be provided in respect of such written queries at the meeting or by reply mail.
13. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Friday, 17th May 2024. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
14. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. 14th June 2024 only shall be entitled to avail the facility of e-voting.
15. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. 14th June 2024; such Member may obtain the User ID and password by sending request at rta@alankit.com.
16. The Board of Directors of the Company has appointed Mr. Sonia Aggarwal, of M/s Sonia Aggarwal & Associates, Company Secretary firm, Mumbai as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
17. The Scrutinizer, after scrutinizing the votes, will, not later than forty-eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.swagtam.com. The results shall simultaneously be communicated to the Stock Exchange.
18. Notice is also given under Section 91 of the Act read with Regulation 42 of Listing Regulations, that the Register of Members and the Share Transfer Book of the Company will remain closed from 17/06/2024 to 21/06/2024.
19. Members seeking any information/desirous of asking any questions at the Meeting regarding the accounts or any matter to be placed at the Meeting are requested to send email to the Company at swagtam1984@gmail.com at least 7 days before the Meeting. The same will be replied by the Company suitably.

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

The remote e-voting period begins on Tuesday, June 18, 2024, at 09:00 A.M. and ends on Thursday, June 20, 2024, 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. June 14, 2024, 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 14 June 2024.

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 to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">  App Store  Google Play </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting

	<p>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 www.cdslindia.com and click on login & 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. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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 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	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.

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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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 demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on 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 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 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 "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 Sonics.aggarwal7@gmail.com with a copy marked to 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to (Abhishek Sharma) at 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 swagtam1984@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 swagtam1984@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 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 to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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.

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 swagtam1984@gmail.com. The same will be replied by the company suitably.
6. The speaker shareholders are required to register themselves with the company by writing e-mail to the company secretary at swagtam1984@gmail.com on or before June 14, 2024. The speaker shareholder should note that the questions at the Extra Ordinary General Meeting are limit to two questions only due to continuing the further proceeding of the EOGM. For any further questions/queries the shareholder can write to the company at swagtam1984@gmail.com

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE EXTRA-ORDINARY GENERAL MEETING [PURSUANT TO REGULATIONS 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARDS ON GENERAL MEETINGS]

Particulars	Ms. Apra Sharma	Mr. Manish Sharma	Ms. Anupma Kashyap	Mr. Anmol Verma	Ms. Vinod Bala
Director Identification Number (DIN)	10149103	06489261	09720124	10105072	09790881
Date of Birth / Age	28/09/1986	08/10/1974	15/08/1990	27/07/1989	13/03/1963
Date of first appointment on the Board	12/02/2024	12/02/2024	19/04/2024	19/04/2024	12/02/2024
Educational Qualification	Company Secretary by profession	Postgraduate in MBA	Company Secretary	Law Graduate	Graduate
Experience (including expertise in specific functional areas) / Brief Resume	Ms. Apra Sharma is a Company Secretary by profession and having a 10-year experience in the field of finance business.	Mr. Manish Sharma is Post Graduate in MBA and having a vast experience in Marketing.	Ms. Anupma Kashyap is Company Secretary has served as Director(s) in various companies.	Mr. Anmol Verma is Law Graduate and has more than 8 Years' experience in the legal matter related to finance Business	Ms. Vinod Bala is Graduate and has served as Director(s) in various companies.
Directorships held in other companies	Nil	Nil	Jindal Intellicom Limited Kotia Enterprises Limited Rajnish Wellness Limited	Chandranshu Marketing Limited Cronosglobal Investments & Holdings Private Limited	Nil
Memberships/ Chairmanships of committees across companies	NA	NA	NA	NA	NA
Relationship with other Directors/Key Managerial Personnel	None	None	None	None	None
No. of shares held in the Company either by self or on a beneficial basis for any other person	Nil	Nil	Nil	Nil	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS

ITEM NO. 1

The present Authorized Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four crore) divided into Rs. 40,00,000 (Forty lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.

Considering the increased fund requirements of the Company in the upcoming period, the Board meeting held on 17th April, 2024 had accorded its approval for increasing the Authorized Share Capital from existing Rs. 4,00,00,000/- (Rupees Four Crore Only) divided into 40,00,000 (Forty Lakhs) Equity Shares of Rs.10/-(Rupees Ten each) to Rs. 16,50,00,000 (Rupees Sixteen Crores Fifty Lakhs Only) divided into 1,65,00,00,000 (One Crore Sixty Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each, subject to shareholders approval.

It is therefore proposed to increase the Authorized Share Capital of the Company by creation of 12,50,00,000/- (Twelve Crores Fifty Lakhs Only) additional equity shares of Rs. 10/- each ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorized Share Capital.

The proposal for increase in Authorized Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

ITEM NO. 2 & 3

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on 12th February 2024 had appointed Ms. Apra Sharma (DIN: 10149103) and Mr. Manish Sharma (Din: 06489261) as Additional Directors (Non-Executive, Independent) of the Company for a first term of five (5) years effective from February 12, 2024, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations. The Company has received from Ms. Apra Sharma (DIN: 10149103) and Mr. Manish Sharma (Din: 06489261) (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Apra Sharma (DIN: 10149103) and Mr. Manish Sharma (DIN: 06489261) for the office of Directors of the Company.

Brief profile of Ms. Apra Sharma is an under: Ms. Apra Sharma is a Company Secretary by profession and having a 10 year experience in the field of finance business.

Brief profile of Mr. Manish Sharma is an under Mr. Manish Sharma is Post Graduate in MBA and having a vast experience in Marketing.

ITEM NO. 4

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on April 19, 2024 had appointed Ms. Anupma Kashyap (DIN: 09720124) as Additional Directors (Non-Executive, Independent) of the Company for a first term of five (5) years effective from April 19, 2024, not liable to retire by rotation, subject to approval of the shareholders of the Company.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, effective from January 01, 2022, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations. The Company has received from Ms. Anupma Kashyap (DIN: 09720124)(i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Ms. Anupma Kashyap (DIN: 09720124) for the office of Directors of the Company.

Brief profile of Ms. Anupma Kashyap is Company Secretary has served as Director(s) in various companies.

ITEM NO 5

REGULARIZATION OF APPOINTMENT OF MR. ANMOL VERMA (DIN: 10105072), AS THE NON-EXECUTIVE DIRECTOR OF THE COMPANY.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, had appointed Mr. Anmol Verma (DIN: 10105072), as an Additional Director w.e.f. 19th April 2024. In terms of Section 161 (1) of the Companies Act, 2013 read with Articles of Association of the Company, Mr. Anmol Verma (DIN: 10105072) holds the office as an Additional Director (Non - Executive, Non-Independent) up to the date of ensuing Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from one of the members signifying his intention to propose the appointment of Mr. Anmol Verma (DIN: 10105072), as a Director.

In the opinion of the Board, Mr. Anmol Verma fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as a Non- Executive, Non-Independent Director of the Company w.e.f. 19th April 2024, is being placed before the Members for their approval.

Mr. Anmol Verma has vast knowledge and more than 8 Years' experience in the legal matter related to finance Business.. The Board of Directors is of the opinion that his knowledge and experience can transform the business model and strengthen the organizational roots and hence recommends the Resolution for your approval. Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day.

None of the Directors, Key Managerial Personnel and relatives thereof other than, Mr. Anmol Verma has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of the Notice.

ITEM NO 6

The Board of Directors of the Company at its meeting held on 12th February 2024 approved the appointment of Ms. Vinod Bala (DIN: 09790881) as Whole Time Director with effect from 12th February 2024, and subject to the approval of the Members, also as Whole Time Director for a period of 5 years from 2022, on the following terms: Based on the recommendation of the Nomination and Remuneration Committee and keeping in view of his vast experience and exposure on Graduate and has served as Director(s) in various companies, the Board of Directors of the Company at its meeting held on 12th February 2024, has re-appointment as a Whole Time Director designated as Director for a period of 5 years w.e.f. 11th February 2029, subject to approval of the members of the Company.

The terms and condition of his re-appointment are as under: Period: For the period of 5 years w.e.f. 12th February 2024

Remuneration: 1. Basic Salary: 30000/- (Rupees Thirty thousand only) per month, with such increment(s) as may be decided by the Nomination and Remuneration Committee from time to time in accordance with the policy of the Company;

2. He shall be entitled to the perquisites, benefits, and allowance as may be decided by Board and / or Nomination and Remuneration Committee from time to time;

3. In addition to above, he shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the HR Policy of the Company;

4. Overall Remuneration: The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to Ms. Vinod Bala in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force);

5. Ms. Vinod Bala shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof;

6. The perquisites shall be valued in terms of actual expenditure incurred by the Company and shall be evaluated wherever applicable as per Income Tax Act, 1961 or rules made thereunder and any modification thereof. The above may be treated as a written memorandum setting out the terms of reappointment of Ms. Vinod Bala under Section 190 of the Act. Details of Mr. Ms. Vinod Bala are provided in the "Annexure" to the Notice.

The Board recommends the special resolution set out at Item No. 6 of the Notice for approval by the members.

For & on Behalf of the Board
Swagtam Trading & Services Limited

Vinod Bala

Vinod Bala
Whole Time Director
(DIN No. 09790881)

Place: New Delhi
Dated: 24th May 2024