

SWARAJ SUITING LIMITED

CIN-L18101RJ2003PLC018359

Email ID – cs@swarajsuiting.com, Phone No.-09414112677

Website- www.swarajsuiting.com

SSL/22-23/CS/019

Date: 01.09.2022

To,

The Manager
Listing & Compliance Department,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex, Bandra,
Mumbai- 400051.

Company Symbol: **SWARAJ**

Series: **SM**

ISIN: **INEOGMR01016**

Sub.: Intimation and Notice of 19th Annual General meeting and Cut Off date for e-voting.

Dear Sir/Madam,

In compliance with Regulation 30(2) read with Schedule III Part A of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) we wish to inform you that 19th Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, September 26, 2022 at 01.00 P.M..

In pursuant to compliance of MCA circular No. 14/2020 dated April 8, 2020, and 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 02/2022 dated May 05, 2022, SEBI circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and all other relevant circulars issued from time to time, the 19th Annual General Meeting (AGM) of Swaraj Suiting Limited will be held on Monday, September 26, 2022 at 01.00 P.M. via. Video conference (VC)/other audio-visual means (OAVM).

Further the Company has fixed Monday, September 19, 2022 as the 'Cut-Off date' to ascertain the eligibility of members to vote by remote e-voting.

The e-voting period will commence on Friday, September 23, 2022 at 9:00 a.m. and ends on Sunday, September 25, 2022 at 5:00 p.m.

The details on the manner of attending the AGM and casting votes by the shareholders via. Electronic Mode is set out in the notice of the AGM attached herewith.

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The 19th AGM Notice is also available at the website of company at www.swarajsuiting.com.

You are requested to please take on record the aforesaid information for your reference, records and for further needful.

Thanking You,
Yours Faithfully,

For Swaraj Suiting Limited



Rahul Kumar Verma
Company Secretary &
Compliance Officer

Encl. : As above



SWARAJ SUITING LIMITED
Weaving The Future

SWARAJ SUITING LIMITED

CIN : L18101RJ2003PLC018359

Registered Office: F-483-487, RIICO Growth Centre Hamirgarh, Bhilwara-311025, Rajasthan, India

Tel. No. +91 9660630663, **Website:** www.swarajsuiting.com, **Email-** cs@swarajsuiting.com

NOTICE OF THE 19th ANNUAL GENERAL MEETING

To,
The Members of
SWARAJ SUITING LIMITED
(CIN: L18101RJ2003PLC018359)

Notice is hereby given that the 19th Annual General Meeting of the Members of Swaraj Suiting Limited will be held on Monday, the 26th day of September, 2022, at 01.00 p.m. Indian Standard Time (IST), through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) facility to the following business:

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Nasir Khan (DIN:07775998) who retires by rotation as a Director and, in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Nasir Khan (DIN:07775998), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2023 and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) enactment(s) thereof for the time being in force), the Cost Auditors M/s. Avnesh Jain & Co., Cost Accountants, (Firm Registration No. 101048) appointed by the Board of Directors of the

Company, on the recommendation of Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March, 2023, be paid the remuneration as set out in the explanatory statement annexed to the notice convening this meeting and the same is hereby ratified and approved.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

4. To re-appoint Mr. Ramesh Agarwal as an Independent Director and, in this regard, 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, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ramesh Agarwal (DIN: 01407724), who was appointed as an Independent Director and who holds office as an Independent Director up to October 04, 2022 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, being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, up to October 04, 2027;

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

5. To approve increase in remuneration of Mr. Mohammed Sabir Khan, Managing Director and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to increase in remuneration payable to Mr. Mohammed Sabir Khan, Managing Director of the Company for a period of three years or remaining period of his tenure whichever is earlier, w.e.f. April 01, 2022, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice;

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary such terms and conditions and remuneration so as to not to exceed the limits specified in Schedule V and other applicable sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Mr. Mohammed Sabir Khan.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

6. To approve increase in remuneration of Mrs. Samar Khan, Whole Time Director and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to increase in remuneration payable to Mrs. Samar Khan, Whole Time Director of the Company for a period of three years or remaining period of his tenure whichever is earlier, w.e.f. April 01, 2022, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice;

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary such terms and conditions and remuneration so as to not to exceed the limits specified in Schedule V and other applicable sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Mrs. Samar Khan.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

7. To approve increase in remuneration of Mr. Nasir Khan, Whole Time Director and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and other applicable provisions, if any of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded to increase in remuneration payable to Mr. Nasir Khan, Whole Time Director of the Company for a period of three years or remaining period of his tenure whichever is earlier, w.e.f. April 01, 2022, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice;

“RESOLVED FURTHER THAT the Board be and is hereby authorised to alter and vary such terms and conditions and remuneration so as to not to exceed the limits specified in Schedule V and other applicable sections of the Act or any statutory modifications thereof as may be agreed to by the Board of Directors and Mr. Nasir Khan.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

8. To increase the borrowing power under Section 180(1)(c) of the Companies Act, 2013 up to Rs.500/- Crore and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and any rules and regulations made thereunder and in supersession of the special resolution passed by the shareholders of the Company on 25.01.2021, the consent of the members of the Company be and is hereby accorded by way of a special resolution, to the Board of Directors of the Company (“Board”) for borrowing from time to time, as it may think fit, any sum or sums of money in any currency as may be permitted by law from time to time, on such terms and conditions as the Board may deem fit, by way of loans, issuance of bonds, notes, debentures or other securities whether convertible into equity/preference shares or not, from banks, financial or other institution(s), investors, mutual fund(s), or any other persons, up to an aggregate amount of Rs.

500/- Crores (Rupees Five Hundred Crores) notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate, for the time being, of the paid up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution."

9. To increase the limit to create charge/ mortgage/ hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013 up to Rs.500/- Crore and, in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and any rules and regulations made thereunder and in supersession of the special resolution passed by the shareholders of the Company on 25.01.2021, the consent of the members of the Company be and is hereby accorded by way of a special resolution, to the Board of Directors of the Company ("Board") to pledge, mortgage, lien, hypothecate and/or create charge, whether fixed or floating (in addition to any other hypothecation, pledge, lien mortgage, charges, created/or to be created by the Company) in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of immovable properties and movable assets (both tangible or intangible) of the company, both present and future, and the whole or substantially the whole of the undertaking(s) or any properties of the Company where so ever situated, in favour of the banks, financial institutions, investors, debenture holders or any other lenders and their agents or trustees (together, the "Lenders") to secure any borrowings, debentures, financial assistance or financial indebtedness availed by the Company or any third party from time to time (including without limitation, the due payment of the principal and/or together with interest, at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the agent(s), trustee(s), prepayment premium, all other costs, charges and expenses and all other monies payable by the Company) (together, the "Financial Indebtedness") in terms of the financing documents, or any other documents, entered into or to be entered into between the Company and any Lender(s) in respect of the Financial indebtedness, on such terms and conditions as may be agreed between the Company does not exceed Rs. 500 Crores (Rupees Five Hundred Crores) at any time."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution."

**By order of the Board of Directors
For SWARAJ SUITING LIMITED**



Rahul Kumar Verma
Company Secretary &
Compliance Officer
Bhilwara, September 01, 2022

Notes: -

1. The Company is listed with NSE on Emerge (SME) platform
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed there under, in respect of the Special Business under Item Nos. 03 to 09 of the accompanying Notice are annexed hereto.
3. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, General Circular no. 20/2020 dated May 5, 2020, General Circular nos. 02/2021, dated January 13, 2021, General Circular nos. 21/2021 December 14, 2021 and General Circular nos. 02/2022 May 05, 2022 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)”, (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. The Members can join the 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 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 AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.swarajsuiting.com. The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

10. 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 and MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
11. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Friday, 23rd September, 2022 at 9:00 A.M. and ends on Sunday, 25th September, 2022 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. Monday, 19th September, 2022 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 Monday, 19th September, 2022.

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.	<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

3. 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.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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-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.
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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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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 :

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	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then

CDSL.	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.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

(d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

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

Step 2: Cast your vote electronically 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 General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 somanics@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ 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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at evoting@nsdl.co.in

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 cs@swarajsuiting.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 cs@swarajsuiting.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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 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 link” placed under **“Join General meeting”** menu against company name. You are requested to click on VC/OAVM link placed under Join General 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 at least 7 days prior to the AGM mentioning their name demat account number/folio number, email id, mobile number at cs@swarajsuiting.com . The same will be replied by the company suitably.

OTHER INSTRUCTIONS :

1. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 19th September, 2022, are entitled to vote on the Resolutions set forth in this Notice.
2. The remote e-voting period will commence on Friday, 23rd September, 2022 at 9:00 A.M. and ends on Sunday, 25th September, 2022 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 19th September, 2022, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. 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 i.e. Monday, 19th September, 2022.
4. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote evoting.
6. M/s. Sanjay Somani & Associates, Practicing Company Secretaries, Bhilwara has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within two working days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
8. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to NSE, Mumbai.
9. All the Statutory Registers and Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the Company on all working days, during business hours up to the date of the Meeting.
10. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.
11. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
13. Members who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
14. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
15. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2022 has been uploaded on the Company's website www.swarajsuiting.com and may be accessed by the members and also on the website of the National Stock Exchange of India Ltd. www.nseindia.com.
16. Electronic copy of the Notice and the Annual Report for 2021-22 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 03

The Board of Directors, on the recommendation of Audit Committee has approved the appointment and remuneration of an amount not exceeding Rs.35,000/- (Rupees Thirty Five Thousand Only) for the financial year ending 31st March, 2023 payable to the Cost Auditor M/s. Avnesh Jain & Co., Cost Accountants to conduct the audit of the cost records of the Company for the aforesaid financial year. In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 03 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2023.

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

The Board recommends the Ordinary Resolution, as set out in Item No. 03 of the Notice, for approval of the Members.

ITEM NO. 04

At the Annual General Meeting held on October 05, 2021, the Members of the Company had appointed Mr. Ramesh Agarwal (DIN: 01407724) as an Independent Director of the Company, to hold office up to October 04, 2022 (“**first term**”).

The Nomination and Remuneration Committee (the “**NR Committee**”) of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Ramesh Agarwal as an Independent Director, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the NR Committee, considers that, given his professional background and experience and contributions made by him during his tenure, the continued association of Mr. Ramesh Agarwal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ramesh Agarwal as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Ramesh Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given his consent to act as a Director. The Company has also received declaration from Mr. Ramesh Agarwal stating that he meets the criteria of independence as prescribed, both, under Section 149(6) of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulation”).

In the opinion of the Board, Mr. Ramesh Agarwal fulfils the conditions for appointment as an Independent Director as specified in the Act and Listing Regulations and he is independent to the management.

Mr. Ramesh Agarwal shall be paid remuneration by way of fee for attending meetings of the Board and Committee thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of draft letter of appointment of Mr. Ramesh Agarwal setting out the terms and conditions of appointment is available for inspection by the Members at Registered Office of the Company.

Mr. Ramesh Agarwal is interested in the resolution set out at Item No. 4 of the Notice with regard to his reappointment. Relatives of Mr. Ramesh Agarwal may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in 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.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution, as set out in Item No. 04 of the Notice, for approval of the Members

ITEM NO. 05, 06 & 07

The Board of Directors at their meeting held on February 18, 2022 on the recommendation of the Nomination and remuneration Committee has approved the revised increased remuneration of Mr. Mohammed Sabir Khan, Managing Director, Mrs. Samar Khan, Whole Time Director and Mr. Nasir Khan, Whole Time Director with effect from April 01, 2022 on such terms and conditions as detailed below:

Name	Mr. Mohammed Sabir Khan	Mrs. Samar Khan	Mr. Nasir Khan
Designation	Managing Director	Whole Time Director designated as Executive Director	Whole Time Director designated as Executive Director
Tenure	From January 01, 2021 to December 31, 2023,		
Proposed Remuneration	Rs.5,00,000/- (Rupees Five Lakh Only) per month with an annual increase of Rs.50,000/- (Rupees Fifty Thousand Only) (w.e.f. April 01, 2022)		
The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Section 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act or any statutory modification(s) or re-enactment(s) thereof for the time being in force, or otherwise as may be permissible at law.			
The Board of Directors (which term shall be deemed to include any Committee constituted/ to be constituted by the Board) is authorized to revise the remuneration and perquisites payable to the Managing & Whole Time Director from time to time.			
Where in any financial year, the company has inadequate profits then foregoing amount of remuneration and benefits shall be paid subject to the applicable provisions of Schedule V of the Companies Act, 2013.			
Mr. Mohammed Sabir Khan shall not be liable to retire by rotation. Mrs. Samar Khan & Mr. Nasir Khan, Whole Time Directors shall be liable to retire by rotation.			
No sitting fees shall be paid to him/her for attending the meeting of Board of Directors or any committee thereof.			
The following perquisites will be provided in addition to salary			
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed the one month basic salary.		
Medical Reimbursement	Medical Reimbursement expenses incurred for self and family, but shall not exceed one month basic salary a year or 3 Months' basic Salary over a period 3 Years.		
Medical Insurance	Actual premium on personal accidental/ medical insurance for self and the family.		
Provident Fund, Superannuation fund, and gratuity as per rules of the Company, subject to ceiling as per guidelines for Managerial Remuneration.			

Car with Driver and telephone at residence are provided to him/her for business purpose as well as for personal use. Perquisite value for the use of Car with Driver has been included in his Computation of Income as per Section 17(2) of the Income Tax Act, 1961. However telephone provided to him/her is not a taxable perquisite as per section 17(2) of the Income Tax Act, 1961.
Encashment of leave as per rules of the Company.
Club Fees is subject to a maximum of one club, this will not include admission and life membership fees.
Apart from the remuneration as aforesaid, he/she shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in discharge of his duties efficiently in connection with the business of the Company

Statement of particulars pursuant to Schedule-V of the Companies Act, 2013

1. General information of the company

Nature of Industry	Manufacturing Cotton, Denim and Synthetic Fabric		
Date or expected date of commencement of commercial production	The Company has already commenced commercial production in the past years of earlier expansion(s). Commercial Production of Denim Processing Plant at Jhanjharwara, Neemuch (M.P.) commenced on May 31, 2022		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	Particulars for the Financial Year ended 31.03.2022 and 31.03.2021	(Rs. In Lakh)	
		21-22	20-21
	Sales including other Income	12930.39	6021.56
	Profit (before exceptional & extraordinary items & tax)	609.58	325.29
	Profit after tax	457.31	261.14
Foreign Investment and Collaboration if any	No such Foreign investment or collaboration		

2. Information about the appointee

Name	Mr. Mohammed Sabir Khan	Ms. Samar Khan	Mr. Nasir Khan
Background Details			
Qualification	B.Com	Hr. Secondary	Sen. Secondary
Past Experience	24 Years in textile industry	20 Years in textile industry	3 years in textile industry
Association with Company	19 Years	19 Years	6 Years
Past remuneration paid during the year 2021-22	Rs. 2,00,000/- paid during the year	Rs. 2,00,000/- paid during the year	Rs. 2,00,000/- paid during the year
Recognition or awards	N.A.	N.A.	N.A.

<p>Job Profile and his /her suitability</p>	<p>In the capacity of Managing Director of the Company Mr. Mohammed Sabir khan reviewed the Company's performance in detail from cost, production and marketing perspectives with a view to further improve the Company's performance in the future; Factory overheads, raw material prices, power and fuel expenses, and logistics are also discussed in depth. All the Company's new proposals are sent, evaluated and monitored by him.</p> <p>He shall be responsible for defining and executing business strategy, strengthening governance practice and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.</p>	<p>In the capacity of Whole Time Director Mrs. Samar Khan looks after the day-to-day running of the company and has substantial powers under supervision, control, direction of Managing Director. She focuses on streamlining the administrative framework of the Company, enterprise resource planning, inventory management and stores procurement.</p>	<p>In the capacity of Whole Time Director Mr. Nasir Khan is responsible for Overall productions & marketing activities and day to day affairs of the Company. They have substantial powers under the supervision, control and directions of the Managing Director of the Company.</p>
<p>Remuneration Proposed</p>	<p>Rs.5,00,000/- (Rupees Five Lakh Only) per month with an annual increase of Rs.50,000/- (Rupees Fifty Thousand Only) (w.e.f. April 01, 2022)</p>		
<p>Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person</p>	<p>Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.</p>		
<p>Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.</p>	<p>Father of Mr. Nasir Khan and husband of Ms. Samar Khan, Whole Time Directors of the Company. Company has also entered into transactions with companies in which he is interested.</p>	<p>Mother of Mr. Nasir Khan Whole Time Director of the Company and wife of Mr. Mohammed Sabir Khan, Managing Director of the Company. Company has also entered into transactions with companies in which she is interested.</p>	<p>Son of Ms. Samar Khan, Whole Time Director of the Company and Mr. Mohammed Sabir Khan, Managing Director of the Company. Company has also entered into transactions with companies in which he is interested.</p>

3. Other Information

<p>Reasons of Inadequate profit</p>	<p>Subdued sentiments in the global textile market, reduced overall demand, volatile raw material prices and a constant struggle for</p>
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	prices has resulted in a decrease in the Company's bottom line. Despite this Company has earned profit after tax of Rs. 457.31 lakh for the year ended on 31.03.2022.
Steps taken or proposed to be taken for improvement	The Indian textile market is gaining momentum and is set for resurgence on account of strong growth in the domestic and export markets. Your Company intends to leverage this along with its long-standing customer relations, deep focus on understand its customer's needs, excellent post-sales service, innovative product development and versatile product mix to further strengthen its sales in the domestic market. Furthermore, in its efforts to remain ahead of the curve, the company has actively taken steps to enhance economies of scale, increase productivity, reduce costs, shrink delivery schedules and aggressively pursue opportunities in new markets. Finally, Your Company commenced the commercial production of denim processing plant, which will further improve the Company's bottom line.
Expected increase in the productivity and profits in measurable terms.	The Company expected with further expansion & modernization of plant, to suitable increase in the turnover & profitability.

4. Disclosures

The Corporate Governance requirements as stipulated under SEBI (LODR) Regulations, 2015 is not applicable to the company as per Regulation 15 of the said regulations. Therefore, this clause is not applicable.

Mr. Mohammed Sabir Khan, Managing Director, Mrs. Samar Khan, Whole Time Director and Mr. Nasir Khan, Whole Time Director of the Company are interested in the resolution set out at Item No. 05, 06 & 07 of the Notice. Relatives of Mr. Mohammed Sabir Khan, Mrs. Samar Khan and Mr. Nasir Khan may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in 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 recommends the Ordinary Resolution(s), as set out in Item No. 05, 06 and 07 of the Notice, for approval of the Members

ITEM NO. 08

Keeping in the view Company's existing and future financial requirements to support or grow its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits from Rs.300/- Crore to Rs. 500/- Crore for the Company.

The Board of Directors of a Company shall not, except with the consent of Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves as per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act") and its rules thereunder.

Hence the members are requested to accord their approval to enable the Board of Directors to borrow money up to Rs. 500/- Crores.

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

The Board commends the Special Resolution set out at Item No. 08 of the Notice for approval by the members.

ITEM NO. 09

The borrowings of the Company are in general, required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorized Committee of the Company from time to time, in consultation with the lender(s).

It is therefore, necessary for the members to pass a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, as set out at Item No. 09 of the Notice, to enable the Board of Directors to secure its borrowing by mortgage /pledge/hypothecation/ charge or otherwise or through combination, on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company. In accordance to the provisions of section 180(1)(a) of the Companies Act, 2013 the Board of Directors of the Company shall not, without the consent of the members in general meeting, sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company.

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

The Board commends the Special Resolution set out at Item No. 09 of the Notice for approval by the members.

By order of the Board of Directors
For SWARAJ SUITING LIMITED



Rahul Kumar Verma
Company Secretary &
Compliance Officer
Bhilwara, September 01, 2022

Additional Information on Directors Seeking election at the Annual General Meeting

[under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

Resolution/Item No.	04
Name	Mr. Ramesh Agarwal
DIN	01407724
Date of Birth	18.03.1968
Date of first appointment on the Board	05.10.2021
Qualification	B.Com
Brief Profile & Nature Expertise in specific functional areas	Mr. Ramesh Agarwal is 54 years of age. He is B.Com graduate from University of Rajasthan. He engaged in own business in textile and Solar Energy industry. He has vast industrial experience of more than 36 years in textile industry.
Terms & Conditions of appointment/reappointment	Independent Director for second term up to 04 th October, 2027
Other Companies in which he is a director (excluding section 8 companies & Private companies)	01. Suraj Universal Limited 02. Leoni Motors India Limited 03. Gridfree Solar Energy Limited
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	For details, please refer to the Director's Report
Chairperson/ Membership of the Committee(s) of Other Boards (excluding section 8 companies & Private companies)	None
Number of meetings of the Board attended during the year	For details, please refer to the Director's Report
Listed entities from which he has resigned in the past three years	Nil
Shareholding in the Company as on 31/03/2022	Nil
Relationship with other Directors & KMPs	None