



Swarna Securities Limited

**31st ANNUAL REPORT
2020 - 21**

Registered Office :
27-1-102, II Floor
Governorpet
Vijayawada - 520 002.
Phone : 2575928

BOARD OF DIRECTORS

Sri M. Murali Krishna	: Chairman and Managing Director
Smt. M.V.N.S. Sushma	: Non Executive Director
Sri Pradeep Kumar	: Independent Director
Sri K. Sridhar	: Independent Director (up to 22.04.2021)
Sri V.E.Ch. Vidya Sagar	: Independent Director
Sri Mr. Karunakar Mandava	: Independent Director (w.e.f. 15.07.2021)
Sri M. Anil Kumar	: Compliance Officer & Company Secretary

Audit Committee:

Sri Pradeep Kumar Jain	- Chairman
Sri K Sridhar	- Member (up to 22.04.2021)
Sri V.E.Ch. Vidya Sagar	- Member
Sri Mr. Karunakar Mandava	: Member (w.e.f. 15.07.2021)

Nomination and Remuneration Committee:

Sri Pradeep Kumar Jain	- Chairman
Sri K Sridhar	- Member (up to 22.04.2021)
Sri V.E.Ch. Vidya Sagar	- Member
Sri Mr. Karunakar Mandava	: Member (w.e.f. 15.07.2021)

Stakeholders Relationship Committee:

Sri Pradeep Kumar Jain	- Chairman
Sri K Sridhar	- Member (up to 22.04.2021)
Sri V.E.Ch. Vidya Sagar	- Member
Sri Mr. Karunakar Mandava	: Member (w.e.f. 15.07.2021)

Registered Office

27-1-102, II Floor, Swarnalok Complex, Governorpet
Eluru Road, Vijayawada - 520 002, AP, India.

Statutory Auditors

Ms. V. Shilpa

Chartered Accountant

P-3, Classic Towers, Ratnamamba Street, Mogalrajapuram
VIJAYAWADA - 520010

Secretarial Auditors

Mr. Kode Hemachand

Practicing Company Secretary

#59/A-28-3/1, 1st Floor, More Super Market
Gurunanak Colony, Vijayawada - 520010, AP.

Listed at - BSE Limited

Corporate Identity Number - L52520AP1990PLC011031

Bankers:

HDFC Bank Ltd
Punjab National Bank

Registrars and Share Transfer Agents

Aarathi Consultants Private Limited
1-2-285, Domalguda
Hyderabad - 500029

Phone:040-27638111 040-27638111 040-27638111 040-27638111

Email:info@aarthiconsultants.com

Web: <http://www.aarthiconsultants.com>

31st ANNUAL GENERAL MEETING

Day, Date : Saturday 25th September, 2021

Venue : D.No. 54-15-3, Srinagar Colony
Ring Road, Vijayawada- 8, AP

Time : 11.00 A.M.

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of the Company will be held on Saturday, the 25th day of September, 2021, at D.No.54-15-3, Srinagar Colony, Ring Road, Vijayawada-8 at 11.00 AM to transact the following business:

AS ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2021 and reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. M.V.N.S. Sushma (DIN: 01890545), who retires by rotation and being eligible, offers herself for re-appointment.

AS SPECIAL BUSINESS:

- 3: To appoint Mr.KarunakarMandava(DIN: 07256176)as Independent Director of the Company:

To consider, and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to Sec.149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014(including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, and other applicable provisions if any, Mr. KarunakarMandava(DIN: 07256176), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from July 15th, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Act and the Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the company, be and is hereby appointed as an Independent Director of Company to hold office for a term of five consecutive years commencing from 15thJuly 2021 and not liable to retire by rotation."

BY ORDER OF THE BOARD
SWARNA SECURITIES LIMITED
(Sd/-) (M. MURALI KRISHNA)
Chairman & Managing Director
DIN: 01889812

Regd.Office :
27-1-102, II Floor
Governorpet, Vijayawada-2
Date: 23.08.2021

NOTICE**NOTES:**

- 01 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER. THE PROXY FORMS, IN ORDER TO BE EFFECTIVE, SHALL BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- 02 A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
- 03 The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, the 19th day of September, 2021 to Saturday the 25th day of September, 2021 (Both days inclusive).
- 04 Shareholders desiring any information as regards accounts are requested to write to the Company seven days before the date of the Meeting so as to enable the Company to keep the information ready at the meeting.
- 05 As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.
- 06 As per SS-2, complete particulars of the venue of the Meeting through route map has been attached herewith the Notice.
- 07 The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to item No. 3 forms part of this Notice. Additional Information, pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/ re- appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished annexure to this Notice.

- 08 A proxy form is being sent herewith and is annexed to this Annual Report. Only registered members of the Company or any proxy appointed by such registered members may attend the AGM as provided under the provisions of the Companies Act, 2013.
- 09 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company (10.00 a.m. to 1.00 p.m.), provided not less than 3 days' written notice is given to the Company.
- 10 In case you are holding the Company's shares in dematerialized form, please contact your depository Participant and give suitable instructions to update and to notify any changes with respect to any changes of addresses, email id and other details.
- 11 In case you are holding Company's shares in physical form, please inform Company's RTA to update and to notify any changes with respect to any changes of addresses, email id and other details.
- 12 Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 13 Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. up to the date of the meeting.
- 14 Members/Proxies are requested to bring the attendance slip annexed to this Annual Report, duly filled in for attending the Meeting.
- 15 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 details to the Company / RTA.

- 16 Electronic copy of the Notice for the 31st Annual General Meeting and the Annual Report 2020-21 are being sent by electronic mode to all the members whose email IDs are registered with the Company /depository participant(s) and for members who have not registered their email addresses, physical copy of the Notice together with the Annual Report will be sent upon request, at free of cost. The Notice together with the Annual Report is also available on the Company's Website <https://www.swarnasecurities.com/financial.php> for their download.
- 17 Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not registered their E-Mail IDs, are requested to register their email address and changes therein with the Company/RTA in case of physical shares and with Depository Participants in case of dematerialized shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company/RTA/ Depository Participants.
- 18 Mr. Kode Hemachand, Company Secretary in Whole Time Practice, (CP No. 13416, M No. 35463), Vijayawada, AP has been appointed as the Scrutinizer to Scrutinize the voting by ballot, remote e-Voting or polling at the meeting in a fair and transparent manner.
- 19 The Company has fixed Saturday, the 18th Sept., 2021 as cut-off date for identifying the Shareholders for determining the eligibility to vote by electronic means or in meeting by the ballot or polling. A persons 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/entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- 20 Members may address their queries / communications at swarnasecurities@rediffmail.com
- 21 (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing members a facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through such voting, through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

(ii) The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting.

(iii) The members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

E-Voting:

The facility for remote e-Voting shall remain open from 9.00 a.m. on Wednesday, the 22nd September, 2021 to 5.00 p.m. on Friday, the 24th September, 2021. During this period, the members of the Company, holding shares either in Physical Form or in Dematerialized form, as on the cut-off-date, viz., Saturday, the 18th September, 2021, may opt for remote e-Voting.

The e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for e-Voting are as under:

- i) To log on to the e-Voting website www.evotingindia.com
- ii) To Click on Shareholders tab.
- iii) Now enter your **User ID** as given below:
 - ❖ For CDSL: 16 Digits beneficiary ID
 - ❖ For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - ❖ Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Captcha Code as displayed and Click on Login.
- v) **PASSWORD**
 - ❖ If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - ❖ If you are the first time user follow the steps given below:
- a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number * in the PAN Field.

* Sequence number is available in the address label pasted in the cover and / or in the e-mail sent to Members. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

b) Please enter any one of the following details in order to login:

Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

If both of the above details are not recorded with the depository or Company, please enter the member ID/Folio Number in the Dividend Bank details field.

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

vii) Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii) For members holding shares in physical form, the details can be used only for remote e-voting on there solutions contained in this Notice.

ix) Click on the relevant EVSN for 'SWARNA SECURITIES LIMITED' on which you choose to vote.

x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or No as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolutions.

xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv) You can also take out print of the voting done by you clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.

xv) If demat account holder has forgotten the changed password, then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.

xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store; Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

A. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

B. Mr. Kode Hemachand, Company Secretary in Whole Time Practice, (CP No. 13416, M No. 35463), Vijayawada, AP has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

C. Copy of the Notice together with Annual Report 2020-21 are being sent to those Members whose names appear in the Register of Members / statements of beneficial ownership maintained by the Depositories as