

BOARD OF DIRECTORS

Mr. Gaurav Swarup Chairman

Mr. Hartaj Sewa Singh Vice Chairman

Mr. A. Sukumar Director

Mr. A. Sukumar

Mr. Pankaj Agarwal

Mr. Manoj Kumar K.G.

Mr. B. Mehrotra

Mr. Arun Kumar Singhania

Director

Director

Director

Mr. S. S. Madan Independent Director
Mr. N. K. Gupta Independent Director
Mr. Naveen Aggarwal Independent Director
Ms. Purti Marwaha Independent Director

KEY MANAGERIAL PERSONNELS

Mr. Bhuwan Chaturvedi Chief Executive Officer Ms. Surbhi Basantani Company Secretary

REGISTERED OFFICE

CIN: L25209UP1970PLC003320

New Kavi Nagar Industrial Area Ghaziabad - 201002 (U.P.)

Website: www.splindia.co.in

REGISTRAR AND SHARE TRANSFER AGENT

M/s RCMC Share Registry Private Limited

B-25/1, Okhla Industrial Area,

Phase-II, Near Rana Motors, New Delhi - 110 020

Phone: 011-26387320/21

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 50th Annual General Meeting of the Members of Swadeshi Polytex Limited will be held on Thursday, 24th September, 2020 at 12 Noon IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS

- 1. To receive, consider and adopt the Audited Financial Statements for the financial year ended March 31, 2020 together with the reports of Directors and Auditors thereon.
- To appoint a Director in place of Mr. Gaurav Swarup having Director's Identification Number-00374298, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re- appointment.
- To appoint a Director in place of Mr. Bipin Behari Mehrotra having Director's Identification Number 03279399, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re- appointment.

SPECIAL BUSINESS

- 4. 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 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Manoj Kumar Kanjirakkattu Gopalan (DIN- 08497328) who was appointed as an Additional Director of the Company with effect from 19th December, 2019, by the Board of Directors in terms of Section 161(3) of the Act and whose term of office expires at the conclusion of the Annual General Meeting, be and is hereby appointed as Nominee Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation."
- 5. 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 152 and any other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Arun Kumar Singhania (DIN- 00160194) who was appointed as an Additional Director of the Company with effect from 17th August, 2020, by the Board of Directors in terms of Section 161(3) of the Act and whose term of office expires at the conclusion of the Annual General Meeting, be and is hereby appointed as Nominee Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation."

By order of the Board For **Swadeshi Polytex Limited**

Sd/-(Bipin Behari Mehrotra)

> Director (DIN: 03279399)

Sd/-(Shyam Sunder Madan)

> Director (DIN: 02427885)

Dated: 17th August, 2020

Place: Ghaziabad

NOTES: -

- 1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its Circular dated 5 May 2020 read with Circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 have permitted the holding of the Annual General Meeting ("AGM") through Video Conference/ Other Audio Visual Means, without the physical presence of the Members at a common venue.
 - Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Circulars issued by MCA and SEBI, 50th AGM of the Company shall be conducted through VC / OAVM. National Securities Depositories Limited ('NSDL') will be providing facility for remote e-voting, participation in the AGM through VC / OAVM and e-voting during the AGM.
- 2. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at investor.grievances@splindia. co.in or to RCMC Share Registry Private Limited Ltd, Registrar and Share Transfer Agent at investor.services@rcmcdelhi.com with a copy marked to evoting@nsdl.co.in.
- 4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18th September 2020 to Thursday, 24th September 2020 (both days inclusive) for the purpose of AGM.
- 5. The details required under Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI Listing Regulations, 2015) and Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM forms part of the Notice.

DISPATCH OF ANNUAL REPORT THROUGH EMAIL AND REGISTRATION OF EMAIL IDS

- 6. In compliance with MCA Circular No. 20/2020 dated 5 May, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report), the Annual Report for FY 2019-20 and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
- 7. Members holding shares in physical mode and who have not registered/updated their email addresses with the Company are requested to register/update their email addresses by writing to the Company's Registrar and Share Transfer Agent, RCMC Share Registry Private Limited at investor.services@rcmcdelhi.com. Members are requested to submit request letter mentioning the Folio No. and Name of Shareholder along with scanned copy of the Share Certificate (front and back), self-attested copy of PAN card and Aadhaar for registration/updation of email address.
- 8. Members holding shares in dematerialised mode are requested to register /update their email addresses with their Depository Participants.

9. The Notice of AGM along with Annual Report for FY 2019-20, is available on the website of the Company at www.splindia.co.in, on the website of Stock Exchanges i.e., BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC / OAVM:

- 10. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at https://www.evoting.nsdl.com by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.
- 11. 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. Further, Members can also use the OTP based login for logging into the e-voting system of NSDL.
- 12. Members are requested to join the Meeting through Laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connected 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 glitches.
- 13. Members may note that the VC / OAVM Facility, provided by NSDL, allows participation of atleast 1,000 Members on a first-come-first-served basis and facility of joining the AGM shall open 30 minutes before the time scheduled for the AGM. The large shareholders (i.e. 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. can attend the AGM without any restriction on account of first-come-first-served principle.
- 14. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/@nsdl.co.in/@nsdl.co.in/#91 9920264780 or Ms. Pallavi Mhatre, Manager, at pallavid@nsdl.co.in/+91 75066 82281.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

- 15. As the AGM is being conducted through VC / OAVM, members are encouraged to express their views / send their queries in advance mentioning their name, DP Id and Client Id/Folio No., e-mail id, mobile number at investor.grievances@splindia.co.in to enable smooth conduct of proceedings at the AGM. Questions /Queries received by the Company on or before Thursday, 17th September 2020 on the aforementioned e-mail id shall only be considered and responded to during the AGM.
- 16. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP Id and Client Id / Folio No., PAN, mobile number at investor.grievances@splindia.co.in on or before Thursday, 17th September 2020. Speakers are requested to submit their questions at the time of registration to enable the Company to respond appropriately. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the AGM, depending upon the availability of time.
- 17. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

- 18. In compliance with provisions of Section 108 of the Companies Act, 2013; Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or reenactment thereof, for the time being in force); Regulation 44 of SEBI Listing Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members with a facility to exercise their right to vote by electronic means for the business to be transacted at the AGM.
- 19. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e. Thursday, 17th September 2020 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
- 20. The remote e-voting period commences on Monday, 21st September 2020 (9:00 A.M. IST) and ends on Wednesday, 23rd September 2020 (5:00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Thursday, 17th September 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting.
- 21. The procedure and instructions for remote e-voting are given below:

Step 1: Log-in to NSDL e-voting system at

URL: https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-voting system.

Details on Step 1 to log in to NSDL e-voting system are mentioned below:

- 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 "Shareholders" section.
- 3. A new screen will open. You will have to enter your User ID, your Password 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:

	anner of holding shares i.e., emat (NSDL or CDSL) or Physical	Your User ID is:	
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 is12****** 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 No. registered with the company For example, if EVEN is 123456 and Folio No. is 001*** then user ID is 123456001***	

- 5. Your password details 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 by NSDL. 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 E-Mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your E-Mail ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e., a .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 No. for shares held in physical form. The .pdf file contains your 'User Id' and your 'initial password'.
 - ii. In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned above in this notice.
- 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 No., your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, click 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.

Details on Step 2 to cast vote electronically on NSDL e-Voting System are mentioned below:

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on

e-voting. Then, click on Active Voting Cycles.

- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of the Company, which is XXXXXX.
- 4. Now you are ready for e-voting as the Voting page opens.
- 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.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Procedure for E- Voting on the day of the AGM:

- Only those members who will be present in the AGM through VC / OAVM facility and have not
 cast their vote on the Resolutions by remote e-voting prior to the AGM shall be entitled to cast
 their vote through the e-voting system at the AGM.
- 2. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.

GENERAL INFORMATION FOR SHAREHOLDERS

- 22. 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 https://www.evoting.nsdl.com/ to reset the password.
- 23. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of https://www.evoting.nsdl.com/ or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

In case of any grievances connected with facility for remote e-voting or e-voting at the AGM, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013.

Email: evoting@nsdl.co.in/pallavid@nsdl.co.in

Tel: +91 22 2499 4545/ 1800-222-990/ +91 75066 82281

- 24. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e., 17th September 2020, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- The Company has appointed Ms. Shruti Singhal (CP No.: 22138) Practising Company Secretary, Address: B-139/4, Mahalaxmi Enclave, Karawal Nagar, Delhi-110094 as the Scrutinizer to scrutinize

the e-voting process in a fair and transparent manner.

- 26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting and e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- 27. The result declared along with the Scrutinizer's Report shall be placed on the Company's website: www.splindia.co.in and on NSDL's website: https://www.evoting.nsdl.com/ immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

- 28. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, basis the request being sent on investor.grievances@splindia.co.in.
- 29. During the AGM, the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection upon login at NSDL e-voting system at https://www.evoting.nsdl.com/.

OTHER INFORMATION:

- 30. To prevent fraudulent transactions, members are advised to exercise due diligence and notify any change in information to Registrar and Share Transfer Agent or Company as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
- 31. Members who hold shares under more than one folio in name(s) in the same order, are requested to send the relative Share Certificate(s) to the Company's Registrar and Transfer Agent for consolidating the holdings into one account. The Share Certificate(s) will be returned after consolidation.
- 32. Members holding shares in dematerialised form may please note that, while opening a depository account with Participants they may have given their bank account details, which will be printed on their dividend warrants.
 - However, if Members want to change/correct the bank account details, they should send the same immediately to the Depository Participant concerned. Members are also requested to give the MICR code of their bank to their Depository Participant. The Company will not entertain any direct request from Members for cancellation/change in the bank account details furnished by Depository Participants to the Company.
- 33. 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 the 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 Registrar and Share Transfer Agent or the Company.
- 34. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository

Participant for recording the nomination in respect of their holdings.

35. All documents, transfers, dematerialization requests and other communications in relation thereto should be addressed directly to the Company's Registrar and Transfer Agent, RCMC Share Registry Private Limited, at the address mentioned below:

RCMC Share Registry Private Limited

Add: B-25/1, Okhla Industrial Area, Phase-2,

Near Rana Motors, New Delhi-110020

Tel. No.: 011-26387320,21

E-mail Id: investor.services@rcmcdelhi.com

Website: www.rcmcdelhi.com

- 36. Pursuant to provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is maintaining an E-mail Id: investor.grievances@splindia.co.in exclusively for quick redressal of members/investors grievances.
- 37. Pursuant to the provisions of Regulation 40 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, securities can be transferred only in dematerialised form w.e.f. 1 April 2019. Members are requested to convert their physical holdings into demat form to avoid any possibility of loss, mutilation etc., of physical share certificates. Any shareholder who is desirous of dematerializing their securities may write to Surbhi Basantani, Company Secretary at cs@splindia.co.in or investor.grievances@splindia.co.in or to the Registrar and Share Transfer Agent at investor. services@rcmcdelhi.com.

By order of the Board For **Swadeshi Polytex Limited**

Sd/- Sd/-

(Bipin Behari Mehrotra) (Shyam Sunder Madan)

Place : Ghaziabad Director Director Dated : 17th August, 2020 (DIN: 03279399) (DIN: 02427885)

<u>DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDERREGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOUSER REQUIRMENTS) REGULATION, 2015</u>

ITEM NO. 2, 3, 4 & 5: BRIEF PROFILE OF DIRECTORS

Details of Directors seeking re-appointment at the Annual General Meeting scheduled to be held on 24th September, 2020 (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and disclosure requirements) Regulations 2015:

Name of the Director	Mr. Gaurav Swarup	Mr. Bipin Behari Mehrotra	Mr. Manoj Kumar Kanjirakkattu Gopalan	Mr. Arun Kumar Singhania
DIN	00374298	03279399	08497328	00160194
Age	63 years	85 years	50 years	54 years
Date of first Appointment on the Board of the Company	30/05/1988	26/08/2010	19/12/2019	17/08/2020