

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE is hereby given that FORTEITH ANNUAL GENERAL MEETING of the Members of SWAL CORPORATION LIMITED will be held on Wednesday, 31<sup>st</sup> July, 2019 at 11.00 a. m. at 167, Dr A B Road, Readymoney Terrace, Worli, Mumbai-400018, to transact the following business:**

## **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2019 along with the Report of the Board of Directors and Auditors thereon.
2. To declare dividend, if any on equity shares.
3. To appoint a Director in place of Mr. K R Srivastava (DIN: 00810303), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and fix their remuneration and to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the eligibility, the Company hereby ratifies the appointment of M/s T R Chadha & Co. LLP, Chartered Accountants having Firm Registration No. 006711N/N500028 as Statutory Auditors of the company for the financial year 2019-20, on such remuneration as may be agreed upon by the Board of Directors and the Auditors."

## **SPECIAL BUSINESS:**

5. **To sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking of the Company as per Section 180 (1) (a) of the Companies Act, 2013.**

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) of the Companies Act, 2013 (as amended or re-enacted from time to time) and other applicable provisions if any and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals, sanctions, consents and permissions as may be deemed necessary be obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the "Board"), to sell, lease or otherwise dispose-off the whole or substantially the whole of the undertaking of the Company, at such price and on such terms and conditions (including the receipt of the consideration thereof) and in such manner as may be decided by the Board, with effect from such date and in such manner as the Board deems appropriate with power to the Board of Directors to finalize the terms and conditions as well as the means, methods or modes in respect thereof and to finalize and execute all the required documents, memorandum, deeds of assignment/conveyance and other incidental transactional documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to execute the documents, deeds or writings required to be executed in relation to the transfer and vesting of the Business Undertaking and other incidental documents, make applications to regulatory and governmental authorities for the purposes of obtaining all approvals, consents, permissions and sanctions required by the Company and to do all acts and deeds as may be necessary,

# NOTICE OF ANNUAL GENERAL MEETING

proper, desirable and/or expedient to give effect to this resolution, to settle any questions, difficulties or doubts that may arise in regard to such sale/disposal and transfer of the Business Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board is hereby authorized to further delegate the above powers to any of the signatories as required."

## NOTES:

- 1 Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is attached herewith which forms part of this Notice.
- 2 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 PROXY NEED NOT BE A MEMBER.

The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 3 All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.
- 4 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.

- 5 Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- 6 The Members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Administrative office at Uniphos House, Madhu Park, Khar west, Mumbai-400052.
7. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- 8 The Statutory Register of the Company, will be available for inspection by the members at the Meeting.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT

### Item No. 5:

The management of the Company is of the opinion to consolidate the business, by selling and disposing off the non-contributing assets from time to time with the core competence of the Company and thereby the Board to take the approval of the shareholders as well as members within the Board enabling the Company to undertake such transactions in the long term interest of the Company.

The Board at its meeting held on 03<sup>rd</sup> July, 2019 has considered the proposal and recommended for the approval of the shareholders by way of special resolution.

The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

# NOTICE OF ANNUAL GENERAL MEETING

---

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

Mumbai: 03<sup>rd</sup> July, 2019

**By Order of the Board of Directors  
For SWAL CORPORATION LTD**

Sd/-

**RAJNIKANT D SHROFF**

**DIRECTOR**

**DIN: 00180810**

# NOTICE OF ANNUAL GENERAL MEETING

**ROUTE MAP TO THE VENUE OF THE**  
**40<sup>TH</sup> ANNUAL GENERAL MEETING**  
**OF SWAL CORPORATION**  
**LIMITED**

