

NOTICE

To
The Members

NOTICE is hereby given that the 29th Annual General Meeting (AGM) of the Members of the company will be held on Monday, 29th September, 2014 at 11 a.m. at registered office of the company situated at "Shyam Towers", EN-32, Sector-V, Salt Lake City, Kolkata - 700 091 to transact the following business:

Ordinary Business:

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Ravi Beriwal who will retire by rotation and being eligible, offers himself for re-appointment.

RESOLVED THAT Mr. Ravi Beriwal who will retire by rotation and is eligible for re-appointment be and is hereby re-appointed as director of the Company, liable to retire by rotation.

- 3) To appoint M/s. Tiwari & Co., Chartered Accountants, as Statutory Auditors of the company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT M/s. Tiwari & Co., Chartered Accountants, the retiring auditors, be and is hereby re-appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting on such remuneration as may be determined by the Board of Directors in addition to reimbursement of all out of pocket expenses in connection with the audit of accounts of the company."

Special Business:

- 4) 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including the statutory modifications or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 Mrs. Suchi Choudhury (holding DIN: 06958794), who was appointed as Additional Director by the Board of Directors of the Company with effect from September 01, 2014 and who hold the office up to the date of this Annual General

Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice under a provision of section 160 of the Companies Act, 2013 ("Act") from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company whose period of office shall be non-rotational, to hold office for the period of five years ie. Upto 31st August, 2019 from the date of this general Meeting.

- 5) 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 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including the statutory modifications or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 Mr. Sanket Harlalka (holding DIN: 06456485), who was appointed as Additional Director by the Board of Directors of the Company with effect from September 1, 2014 and who hold the office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice under a provision of section 160 of the Companies Act, 2013 ("Act") from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company whose period of office shall be non-rotational, to hold office for the period of five years ie. upto 31st August, 2019 from the date of this general Meeting.

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

RESOLVED THAT Mr. Magan Lal Patel (holding DIN 00529999) who was appointed as an Additional Director of the Company by the Board of Directors with effect from September 01, 2014 in terms of Section 161(1) of the Companies Act, 2013 and whose term of Office expires at this Annual General Meeting and in respect of whom the Company has received a notice under a provision of section 160 of the Companies Act, 2013 ("Act") in writing from member proposing his candidature for the Office of Director, be and is hereby appointed as a Director of the Company.

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule-V of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 and the Rules made there under (including the statutory modifications or re-enactment thereof for the time being in force) the Company hereby approves and accords its consent to the appointment of Mr. Magan Lal Patel (holding DIN 00529999) as a Whole Time Director designated as Executive Director and Chief Financial Officer of the Company for a period of 5 years with effect from September 01, 2014 on such terms and conditions and payment of remuneration and other perquisites / benefits as are set out in the Explanatory Statements annexed to this Notice with an authority to the Board of Directors of the Company to vary and alter such terms and conditions including remuneration in accordance with Schedule-V of the Companies Act, 2013 or any amendment or re-enactment thereof and/or any Rules/Regulations framed there under.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year Mr. Magan Lal Patel, Whole Time Director designated as Executive Director and Chief Financial Officer of the Company will be paid salary and perquisites as minimum remuneration not exceeding the limits specified under Section-II of Part-II of Schedule-V of the Companies Act, 2013 by making such compliance as provided in the said Schedule.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and exercise all such powers as may be required for giving effect to the aforesaid resolutions.

Regd. Office:
"Shyam Towers"
EN-32, Sector-V
Salt Lake City

Kolkata – 700 091
Date: 03.09.2014

By Order of the Board
For Swastik Plywood Limited


Director

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty(50) and holding in the aggregate not more than ten percentage of the total share capital of the company.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

- 2) The register of members and share transfer books of the company will remain closed from 20th september 2014 to 29th september, 2014 (both days inclusive).
- 3) Duly executed and stamped transfer deeds, along with the share certificates, should be submitted to the company before the closure of the register of members for registration.
- 4) Members holding shares in physical form are requested to notify immediately changes, if any in their registered address, bank particulars and income tax permanent account number (PAN) to the company's registrar and share transfer agent at the below mentioned address quoting their folio numbers:-

M/s. Maheshwari datamatics private limited
(unit kothari phytochemicals & industries limited)
6, mango lane, 2nd floor, kolkata- 700 001
phone: (033) 2243-5809/5029, fax: 91-33-2248 4787
email: mdpl@cal.vsnl.net.in/ mdpldc@yahoo.com

In case shares are held in electronic form, these information should be passed on directly to their respective depository participant (dp).

- 5) Members/Proxies should bring the attendance slip duly filled in for attending the meeting and also their copy of the annual report.
- 6) The Register of directors and key managerial personnel and their shareholding, maintained under section 170 of the companies act, 2013 will be available for inspection by the members at the annual general meeting of the company.
- 7) Electronic copy of the Annual report for 2013-14 is being sent to all members whose email ids are registered with the depository participants for communication purpose unless any members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the annual report for 2013-14 is being sent in the permitted mode.
- 8) Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the depository participants for communication purpose unless any members has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the NOTICE OF 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with attendance slip and Proxy Form is being sent in the permitted mode.
- 9) Even after registered for e-communication, members are entitled to receive such communication in physical form, upon making request for the same, by post free of cost. For any communication, the members may also send requests to the Company's email id: compliance@swastikplywood.net
- 10) An explanatory statement as required under section 102 of the companies act, 2013 is annexed hereto and forms part of the notice.
- 11) Corporate members intending to send their authorized representatives to attend the annual general meeting are requested to send a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the annual general meeting.
- 12) Investors may address their queries/communications at compliance@swastikplywood.net.
- 13) Shareholders seeking any information with regard to the accounts are requested to write to the company at least seven days in advance so as to enable the management to keep the information ready at the annual general meeting.
- 14) The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- I. Log on to the e-voting website www.evotingindia.com during the voting period.
- II. Click on "Shareholders" tab.
- III. Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- IV. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

V. Next enter the Image Verification as displayed and Click on Login.

VI. 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.

VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms. / M/s. etc. Example: <p>(1) Mr. V. N. Swami and Folio Number is S00245, the PAN will be VN000S0245</p> <p>(2) M/s. 4Square Company Ltd. and Folio Number is C0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut off date (Record Date) of 22nd August, 2014

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

IX. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' 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.

- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- XII. 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.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. 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.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- XVII. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to 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.


In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B. The voting period begins on 23.09.2014 (10:00 a.m.) and ends on 25.09.2014 (6:00 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 of 22.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instruction:

- 1) The Board of Directors has appointed Mr. Abhijit Jain (FCS- 4975), Practising Company Secretary, as a scrutiniser to scrutinise the e-voting process in a fair and transparent manner, whose e-mail address is: ajasso.abhijeet@gmail.com
- 2) The scrutinisers shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the company and will make a scrutinisers Report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.
- 3) The results on resolution shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisites number of votes in favour of the resolutions.
- 4) The result declared along with the scrutiniser report will be available on the website of company at www.swastikplywood.net and Central Depository Services (India) Limited, within two(2) days of passing of the resolutions and communication of the same to be made to the Calcutta Stock Exchange Limited.

Regd. Office:
"Shyam Towers"
EN-32, Sector-V
Salt Lake City
Kolkata - 700 091


By Order of the Board
For Swastik Plywood Limited

Date: 03.09.2014
Place: Kolkata

Director

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM No. 4

The Securities & Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of an Independent Director by a listed company.

It is proposed to appoint Mrs. Suchi Choudhury as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold Office for 5 (five) consecutive years for a term up to August 31, 2019. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director under Sub-section 5 of Section 152 and a declaration under sub-section (7) of Section 149 of the Companies Act, 2013 that she meets with the criteria of independence as prescribed under Sub-section (6) of Section 149 of the said Act and under Clause 49 of the Listing Agreement respectively.

The Company has received notice in writing from a member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Suchi Choudhury for the Office of Director of the Company.

In the opinion of the Board Mrs. Suchi Choudhury fulfill the conditions for appointment of an Independent Director as specified in the said Act and in the Listing Agreement. Mrs. Suchi Choudhury is an independent of the management.

Copy of the draft letter for appointment of Mrs. Suchi Choudhury, an Independent Director, setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during working hours from 11.00 a.m. to 1.00 p.m. except Saturday.

Mrs. Suchi Choudhury is interested in the resolution as set out at Item No. 4 of the Notice with regard to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at item No. 4 of the Notice for approval by the shareholders.

ITEM No. 5

The Securities & Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement interalia stipulating the conditions for the appointment of an Independent Director by a listed company.

It is proposed to appoint Mr. Sanket Harlalka as an Independent Director under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold Office for 5 (five) consecutive years for a term up to August 31, 2019. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director under Sub-section 5 of Section 152 and a declaration under sub-section (7) of Section 149 of the Companies Act, 2013 that she meets with the criteria of independence as prescribed under Sub-section (6) of Section 149 of the said Act and under Clause 49 of the Listing Agreement respectively.

The Company has received notice in writing from a member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sanket Harlalka for the Office of Director of the Company.

In the opinion of the Board Mr. Sanket Harlalka fulfill the conditions for appointment of an Independent Director as specified in the said Act and in the Listing Agreement. Mr. Sanket Harlalka is an independent of the management.

Copy of the draft letter for appointment of Mr. Sanket Harlalka, an Independent Director, setting out the terms and conditions are available for inspection by members at the Registered Office of the Company during working hours from 11.00 a.m. to 1.00 p.m. except Saturday.

Mr. Sanket Harlalka is interested in the resolution as set out at Item No. 5 of the Notice with regard to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at item No. 5 of the Notice for approval by the shareholders.

ITEM NO. 6 and 7

Under Section 161(1) of the Companies Act, 2013, Mr. Magan Lal Patel was appointed as an Additional Director with effect from September 01, 2014 to hold office only up to the date of this Annual General Meeting of the Company. A Notice under Section 160 of the Companies Act, 2013 with requisite deposit has been received from a member proposing his candidature for the office of the Director of the Company.

The Board of Directors of the Company in their meeting held on September 01, 2014 has also appointed Mr. Magan Lal Patel as Whole Time Director designated as Executive Director and Chief Financial Officer of the Company for a period of 5 years with effect from 1st September, 2014 subject to the approval of the members of the Company.

Mr. Magan Lal Patel satisfies all the conditions set out in Part-I of Schedule-V and the conditions given under Sub-section (3) of Section 196 of the Companies Act, 2013 for being eligible for his appointment.

Mr. Magan Lal Patel is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013.

Mr. Magan Lal Patel, Whole Time Director designated as Executive Director and Chief Financial Officer of the Company shall, subject to the provision of the Companies Act, 2013 and overall superintendence and control of the Board of Directors of the Company to perform such duties and exercises such powers as have been made from time to time be entrusted to or conferred to him by the Board of Directors.

The terms and conditions, of his appointment and remuneration are as follows :-

- A) Basic Salary and Allowances – Rs. 4,06,000/- (Rupees Four Lacs and Six thousand only) per annum
- B) Encashment of leaves — Encashment of leaves as per Rules of the Company.
- C) In the event of absence or inadequacy of profits in any financial year, the present Salary and other benefits shall be governed by the provisions of Section-II of Part-II of Schedule-V of the Companies Act, 2013 or reenactment thereof as may be for the time being in force.

The Board considers that the appointment of Mr. Magan Lal Patel as Whole Time Director of the Company would be in the interest of the Company. Accordingly, the Board of Directors recommends his appointment as a Whole Time Director of the Company.

It is proposed to seek the shareholders' approval for the appointment of Mr. Magan Lal Patel as Whole Time Director designated as Executive Director and Chief Financial Officer of the Company in terms of appropriate provisions of the Company.

Mr. Magan Lal Patel and their relatives may be deemed to be interested in the above resolution at Item No. 6 and 7 of the Notice. Save as aforesaid none of the Directors and Key Management Personnel of the Company and their relatives is in any way concerned or interested in the said resolution.