

NOTICE

To,
The Members

NOTICE is hereby given that the 33rd Annual General Meeting (AGM) of the Members of the Company will be held on Saturday, 29th September, 2018 at 01:00 P.M. at the 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 Financial Statements consisting of the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the year ended 31st March, 2018.
2. To appoint a director in place of Mr. Ajay Kumar Gupta (holding DIN: 00531644), who retires by rotation and being eligible, offers himself for re-appointment.
3. **Ratification of Appointment of Auditors**

To ratify the appointment of auditors of the Company, and to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the Board of Directors in consultation with the auditors, and that such remuneration may be paid as may be agreed upon between the auditors and the Board of Directors.

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 139, 142 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder from time to time, member of the Company, do hereby ratify the appointment of M/s. D Mitra & Co., Chartered Accountants (having Firm's registration Number: 328904E) as the Statutory Auditors of the Company, to hold office for a term of 5 years from the conclusion of the 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting subject to ratification of the appointment by the members at every intervening Annual General Meeting held after this Annual General Meeting in respect of the financial years beginning from April 1, 2017 and ending March 31, 2022 and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019, as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid as may be agreed upon between the auditors and the audit committee / Board of Directors.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to fix such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors."

Regd. Office:

"Shyam Towers"
EN-32, Sector-V,
Salt Lake City,
Kolkata - 700 091

Date: 05.09.2018
Place: Kolkata

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 such proxy need not be a member of the company. Proxies, in order to be effective, must be received by the Company not less than 48 hours before the commencement of the Meeting.
- 2) 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.
- 3) Members/Proxies should bring the attendance slip duly filled in for attending the meeting and also their copy of the annual report.
- 4) The register of members and share transfer books of the Company will remain closed from Monday, 24th September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
- 5) Members holding shares in physical form are requested to notify changes immediately, 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
23, R.N Mukherjee Road, 5th Floor, Kolkata - 700001
Phone: (033) 2243-5809/5029, Fax: 91-33-2248 4787
Email: mdpl@calvsnl.net.in / mdpldc@yahoo.com

In case shares are held in electronic form, this information should be passed on directly to their respective Depository Participant (DP).

- 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 Notice of the 33rd 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

By Order of the Board
For Swastik Plywood Limited

Ankita Daga.

Ankita Daga
Company Secretary and
Compliance Officer

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 33rd 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.

- 8) 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
- 9) An explanatory statement as required under section 102 of the Companies Act, 2013 is annexed hereto and forms part of the notice.
- 10) 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.
- 11) Investors may address their queries/communications at compliance@swastikplywood.net.
- 12) 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.
- 13) The instructions for members for voting electronically are as under:-

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Wednesday, 26th September, 2018 at 10:00 a.m. and ends on Friday, 28th September, 2018 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 (record date) of 22nd September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **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 on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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.
- (xxii) Any person who acquire share and became the member after despatch of Notice and hold shares as of the cut-off dates may obtain the sequence number for remote e-voting by sending a request to the Company's RTA at mdpldc@yahoo.com.

General Instruction:

- 1) The Board of Directors has appointed Mr. Abhijeet Jain of M/s A J & Associates, Practising Company Secretary (FCS-4975), as a scrutinizer to scrutinise the e-voting process in a fair and transparent manner, whose e-mail address is: ajasso.abhijeet@gmail.com
- 2) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 3) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting 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 and shall make, not later than three days of the 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 authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

4) 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.

5) 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 48 (forty-eight) hours of passing of the resolutions and communication of the same to be made to the Calcutta Stock Exchange Limited.

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By Order of the Board
For Swastik Plywood Limited

Ankita Daga.

Ankita Daga
Company Secretary and
Compliance Officer

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**ITEM No. 3****Ratification of appointment of auditors**

Under Section 139 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, it is mandatory to rotate the Statutory Auditors on completion of the maximum term permitted under the said section.

In line with the requirements of the Act, M/s. D Mitra & Co., Chartered Accountants (having Firm's Registration Number: 328904E) was appointed as the Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 32nd Annual General Meeting of the Company held on 26th September, 2017, till the conclusion of the 37th Annual General Meeting to be held in the year 2022, subject to ratification by shareholders at the general meeting or as may be necessitated by the Act from time to time. Accordingly, the appointment of M/s. D Mitra & Co., Chartered Accountants is being placed before the shareholders for ratification.

The related documents are available for inspection between business hours on all working days at the registered office of the Company before the Annual General Meeting of the Company.

Your Directors, recommend the above resolution for your approval as an Ordinary Resolution.

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

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