

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of the Members of the Company will be held on Monday, 30th September, 2019 at 1:00 P.M. at the registered office of the Company situated at "Shyam Towers", EN-32, Sector-V, Salt Lake City, Kolkata-700 091, at shorter notice, 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, 2019, 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, 2019.
2. To appoint a director in place of Mr. Ajay Kumar Gupta (DIN: 00531644), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-

"RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the re-appointment of Mr. Sanket Harlalka (DIN: 06456485) as an Independent Director (Non-Executive) of the Company for a period of five years with effect from 1st September, 2019, not liable to retire by rotation"

4. To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:-

"RESOLVED THAT, in accordance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this Meeting hereby approves the re-appointment of Ms. Suchi Choudhury (DIN: 06958794) as an Independent Director (Non-Executive) of the Company for a period of five years with effect from 1st September, 2019, not liable to retire by rotation."

Regd. Office:

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

Date: 12.09.2019
Place: Kolkata

**By Order of the Board
For Swastik Plywood Limited**



Magan Lal Patel
Whole-time Director
DIN: 00529999



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 Wednesday, 25th September, 2019 to Monday, 30th 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) 2243-5029/2248-2248, Fax: 91-33-2248 4787
Email: mdpl@cal.vsnl.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 34th 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 34th 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 registering 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) 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.

10) Investors may address their queries / communications at compliance@swastikplywood.net.

11) 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.

12) 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 Friday, 27th September, 2019 at 10:00 a.m. and ends on Sunday, 29th September, 2019 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 23rd September, 2019 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	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

Details OR Date of Birth (DOB)	login. <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).
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- (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:

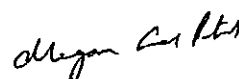
1. The Board of Directors has appointed Mr. Abhijeet Jain of M/s A J & Associates, Practising Company Secretary (FCS-4975), as a scrutinizer to scrutinise the e-voting process in a fair and transparent manner, whose e-mail address is: ajasso.abhijeet@gmail.com
2. The Chairman shall, at the AGM, at the 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 communicated to the Calcutta Stock Exchange Limited.

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Date: 12.09.2019
Place: Kolkata

**By Order of the Board
For Swastik Plywood Limited**


Magan Lal Patel
Whole-time Director
DIN: 00529999

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

ITEM Nos. 3. & 4

Re-appointment of Mr. Sanket Harlalka and Ms. Suchi Choudhury as Independent Directors

The Members of the Company had approved the appointment of Mr. Sanket Harlalka and Ms. Suchi Choudhury as Independent Directors of the Company for a period of five years with effect from 1st September, 2014. Mr. Sanket Harlalka and Ms. Suchi Choudhury have completed their respective terms on 1st September, 2019.

The Board of Directors of the Company ('the Board') at the meeting held on 7th September, 2019, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the re-appointment of Mr. Sanket Harlalka and Ms. Suchi Choudhury as Non-Executive Independent Directors of the Company with effect from 1st September, 2019, in terms of Section 149 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), as set out in the Resolutions relating to their respective re-appointment. Their term shall not be liable to retire by rotation.

Declarations have been received from Mr. Sanket Harlalka and Ms. Suchi Choudhury that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Sanket Harlalka and Ms. Suchi Choudhury fulfil the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as Independent Directors and they are independent of the management of the Company.

Mr. Sanket Harlalka and Ms. Suchi Choudhury are interested in the Resolutions relating to their respective re-appointment. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Resolutions.

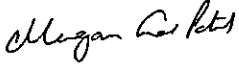
The Board recommends these Special Resolutions for your approval.

Regd. Office:

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Date: 12.09.2019
Place: Kolkata

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Magan Lal Patel
Whole-time Director
DIN: 00529999