

37th
ANNUAL REPORT
2021 - 2022



SWAGTAM TRADING & SERVICES LIMITED

SWAGTAM TRADING & SERVICES LIMITED

CONTENTS

1) Company Information	2
2) - Notice of the Annual General Meeting	3
- and Notes - VC/OAVM login instructions & details	5
- Explanatory Statement	10
3) - Director's Report	12
- MGT - 9 : Extract of Annual Return	20
4) Secretarial Audit Report	28
5) Secretarial Compliance Report	30
6) Management Discussion and Analysis Report	32
7) Corporate Governance Report	34
8) - PCS Certificate on the Compliance with Corporate Governance	
- CEO / CFO Certificate	43
9) Auditor's Report on Financial Statements	44
10) Audited Annual Accounts as at 31.03.2022 & Schedules & Notes to the Accounts	51
11) E-voting particulars & List of Resolutions	68

37th ANNUAL GENERAL MEETING	
Date	23.09.2022
Day	FRIDAY
Time	02:00 P.M.
Via / venue	through VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM') , however, THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT - 'R-489, GF-A, NEW RAJINDER NAGAR NEW DELHI – 110060'
EMAIL & Mobile no.	swagtam1984@gmail.com 9911108800
Video Conferencing details	https://us02web.zoom.us/meeting/register/tZAofuihrzspHNz_pqmHS7jckU0fJeybnk8 In case of any issues in Joining the e-AGM, send a WhatsApp to the technical team by clicking on the link - https://wa.me/9187317548616 or send an email to bookawebinar@gmail.com

SWAGTAM TRADING & SERVICES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS		
Ms. Lalita Mittal	DIN: 06928783	Whole Time Director & CFO
Mr. Sumit Gupta	DIN: 06911742	Director
Mr. Raman Mittal	DIN: 06877244	Independent Director
Mr. Deepak Gupta	DIN: 07580266	Additional Director (Non-Executive Independent)
Mr. Jitendra Kumar	DIN: 06614727	Additional Director (Non-Executive Independent) joined w.e.f. 24.06.2022)
Mr. Chaitanya Jee Srivastava	DIN: 09496752	Additional Director (Non-Executive Independent) joined w.e.f. 11.02.2022 & resigned 24.06.2022)
Mr. Preetika Mishra	ACS: 32490	CS & Compliance Officer (appointed w.e.f. 10.08.2018, resigned w.e.f. 05.02.2022)
Mr. Vijay Kumar Sharma	ACS: 32490	CS & Compliance Officer (appointed w.e.f. 11.02.2022 resigned w.e.f. 10.06.2022)
Mr. Raj Kumar Gupta	DIN: 00074532	Independent Director (resigned w.e.f. 11.02.2022)

STATUTORY AUDITORS M/s G.K. KEDIA & CO. Chartered Accountants, FRN – 013016N Ms. Kanishka Aggarwal, Partner Membership No.: 544129 Address: 812 Naurang House, 21, Kasturba Gandhi Marg New Delhi- 110001 Tel : 011-46259900 Email Id: kanishka.aggarwal@gmail.com	CIN	L51909DL1984PLC289131
	Date of incorporation	19727 dated 31.12.1984
	Date of commencement	19727 dated 05.02.1985
	PAN	AAACS8477Q
	TAN	DELS56140A
	GST	07AAACS8477Q1ZG
	ISIN	INE150R01019

SECRETARIAL AUDITORS B. BHUSHAN & CO. Company Secretaries, COP No. : 14469 Mr. Bharat Bhushan, Proprietor Membership No.: 31951 Address: 1195, Gali Babu Ram, Sita Ram Bazar, Delhi- 110006 Tel : 9650555376, 9311531800 Email Id: b.bhushanandcompany@gmail.com	INTERNAL AUDITORS MITTAL JINDAL & ASSOCIATES Chartered Accountants, FRN – 001467N Mr. Satish Kumar Gupta, Proprietor Membership No.: 080984 Address: 7 / 18, Ansari Road, Daryagaanj, New Delhi - 110002 Tel : 23275297, 43560900 Email Id: hmkd90@gmail.com
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LISTING:	1. Bombay Stock Exchange Ltd. - BSE 2. Calcutta Stock Exchange Ltd. - CSE (Voluntary delisting under process) 3. Delhi Stock Exchange Ltd. - DSE (DSE stands de – recognized)
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BANKERS 1. Punjab National Bank Shankar Road, Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060	REGISTRAR Alankit Assignments Limited R.O: 4E/2, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 2354 1234
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REGISTERED OFFICE : R-489, GF-A, Ground Floor, New Rajinder Nagar, New Delhi – 110060
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CONTACTS DETAILS	
Tel : 011 – 4247 5489 Mob : 9911108800	Email : swagtam1984@gmail.com Website : www.swagtam.com

Members are requested to kindly Update their Contact details, Address, PAN, Email, Mobile etc. for your Company's Updates, Announcements, Results, Reports, Correspondence, etc.

NOTICE OF ANNUAL GENERAL MEETING

To
The Members,
Swagtam Trading & Services Limited
CIN : L51909DL1984PLC289131
New Delhi-110060

NOTICE IS HEREBY GIVEN THAT 37th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY, 23rd DAY OF SEPTEMBER, 2022 AT 02.00 P.M. *through* VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'), *however*, THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT "R-489, GF-A, NEW RAJINDER NAGAR, NEW DELHI-110060"

TO CONSIDER AND TRANSACT THE BUSINESS(ES) MENTIONED BELOW:

ORDINARY BUSINESS

ITEM NO.-1:

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022 and the Statement of Profit and Loss & Cash Flow Statements for the year ended on that date along with the Reports of Auditors and Directors thereon.

ITEM NO.-2:

To appoint a Director in place of Mr. Sumit Gupta (DIN: 06911742) who retires by rotation and being eligible offers himself for re-appointment as a Director.

ITEM NO.-3:

To ratify/re-appoint M/s G.K. Kedia & Co. as 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rule, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force, M/s G. K. KEDIA & Co., Chartered Accountants, FRN 013016N, New Delhi, be and are hereby ratify & re-appointed as Statutory Auditors of the Company to hold the office from conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, at such remuneration as may be settled/ fixed by the Board of Directors of the Company, who were appointed in 35th AGM held on 25.09.2020 for a period of 5 years."

SPECIAL BUSINESS

ITEM NO.-4: TO CONFIRM APPOINTMENT OF MR. JITENDRA KUMAR, AS INDEPENDENT DIRECTOR

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, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder and SEBI (LODR) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Jitendra Kumar (DIN: 06614727), (PAN: BEKPK4660K), (ACS- 27755), who was appointed by the Board at the meeting held on 24.06.2022 as an Additional Director (Non-Executive & Independent Director), and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Jitendra Kumar, (DIN: 06614727), a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five years.

RESOLVED FURTHER THAT any Director and/or Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

ITEM NO.-5: TO MAKE/GRANT LOAN(S) OR GIVE GUARANTEE(S) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ("the

SWAGTAM TRADING & SERVICES LIMITED

Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, consent of the shareholders of the company be and is hereby accorded to the Board of Directors of the Company to (a) grant/give any loans, from time to time, on such terms and conditions as it may deem expedient, to any person(s) or other bodies corporate(s); (b) provide guarantee/ security to secure any loan/ obligations of any other person(s) or bodies corporate(s); and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate(s), from time to time, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more, provided that the loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 4,00,00,000 (Rupees Four Crores Only) over and above the paid up capital of the Company and its free reserves, notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013 as in their absolute discretion deem beneficial and in the interest of the Company."

RESOLVED FURTHER THAT for the purpose of giving effect to the above, any Director and/or Board of Directors, be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file returns with Registrar of Companies, that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO.-6: TO CONFIRM APPOINTMENT OF MR. DEEPAK GUPTA, AS INDEPENDENT DIRECTOR

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, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made thereunder and SEBI (LODR) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), Mr. Deepak Gupta (DIN: 07580266), (PAN: AUVPG2605C), (ACS-37308), who was appointed by the Board at the meeting held on 24.06.2022 as an Additional Director (Non-Executive & Independent Director), and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, Mr. Deepak Gupta (DIN: 07580266), a non-executive Director of the Company, who meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed an Independent Director of the Company, not liable to retire by rotation, for a term of five years.

RESOLVED FURTHER THAT any Director and / or Board of Directors of the Company, be and is hereby authorized to take such steps as may be necessary or desirable to give effect to the aforesaid resolution."

**By Order of Board of Directors
Swagtam Trading & Services Limited**

**Date: 10.08.2022
Place : New Delhi**

**LALITA MITTAL
WTD & CFO (DIN: 06928783)**

➤ **IMPORTANT NOTES:**

[A]. General instructions for accessing and participating in the 37th AGM

Through VC/OAVM facility and voting through electronic means including remote e-Voting

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020,17/2020 and 20/2020 dated 8th April 2020, 13th April 2020, 5th May 2020 and 31st December, 2020 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 & Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15.01.2021 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 37th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 37th AGM shall be the Registered Office of the Company.
- b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of Proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 37th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 37th AGM through VC/OAVM facility and e-Voting during the 37th AGM.
- c. *In line with the MCA Circulars and SEBI Circular, the Notice & Annual Report of the 37th AGM will be available on the Website of the Company at www.swagtam.com, on the website of BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com.*
- d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- e. National Securities Depositories Limited ("NSDL") will be providing facility for e-voting through **EVEN [120743]** from **9.00 a.m. September 20, 2022 to 5.00 p.m. September 22, 2022**.
- f. **www.Bookawebinar.com (OA/OAVM Facility) Provider shall provide the Log-In particulars including website url/ links to all the shareholders as on cut-off date for participation in the 37th AGM through VC/OAVM Facility and Voting during the 37th AGM.**
For any query regarding to attend /vote at the E-AGM stakeholders may contact to, please read/ refer point [B] below or Members may also address their Queries relating to e-voting to the company's e-mail ID swagtam1984@gmail.com.
- g. Members may join the 37th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 01:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 37th AGM and the Company may close the window for joining the VC/OAVM Facility after the Conclusion of AGENDA/ Business(es).
- h. Members may note that the VC/OAVM Facility, provided by www.Bookawebinar.com allows participation of all registered shareholders on a first-come-first-served basis. 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 37th AGM without any restriction on account of first-come first-served principle.
- i. Attendance of the Members participating in the 37th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 37th AGM and facility for those Members participating in the 37th AGM to cast vote through e-Voting system during the 37th AGM.

[B]. Instructions for Members for participating in the 37th AGM through VC/OAVM are as under :-

Convenience of different persons positioned in different places/zones has been kept in mind before scheduling the time for this Meeting.

SWAGTAM TRADING & SERVICES LIMITED

The Company has appointed www.Book a webinar.com, to provide VIDEO CONFERENCING FACILITY for the AGM and the "Attendant Enablers" for conducting of the e-AGM. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by www.Book a webinar.com.

Members may access the same at

[https://us02web.zoom.us/meeting/register/tZAofuihrzspHNz_pqmHS7jckU0fJeybnek8](https://us02web.zoom.us/join/9187317548616)

by clicking and registering in advance. Upon registration, members shall receive the login credentials for the said AGM video conference.

➤ Members are requested to follow the procedure given below:

i. Launch internet browser(chrome/Firefox/safari)by copying the URL in address bar:

https://us02web.zoom.us/meeting/register/tZAofuihrzspHNz_pqmHS7jckU0fJeybnek8

ii. While registering, please enter the information in following format:

- a. First Name Field : Full Name
- b. Last Name Field : Folio No/Client ID-DPID
- c. Email : Email ID registered with the Company/Depository
- d. Phone : Phone Number registered with the Company/Depository
- e. Designation : Choose from Dropdown

iii. Register yourself for the meeting to receive joining link embedded with encrypted password on your email id.

iv. On the date of AGM, click on "Click here to Join" received on the registered EMail id from noreply@zoom.us

v. [Zoom App](https://zoom.us) can be downloaded on your smart phone/Computer/Laptop from <https://zoom.us/>

vi. After logging in, click on "[Join with video and audio](#)" option to attend the Meeting

vii. Members intending to ask questions at the AGM, may click "[Raise hand](#)" option available on the platform after the start of the meeting.

viii. For E Voting, Polls and Chat Sections will be used along with show of hands as per availability and technical Feasibility.

ix. Attendance shall be taken at the commencement of the meeting and any subsequent joinees shall have to mention their presence on the chat portal.

Members can participate in AGM through smart phone/ laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband.

Further Members will be required to use Internet with a good speed preferably more than 15Mbps to avoid any disturbance during the meeting. The same can be independently checked at <https://www.speedtest.net/>

Please note that Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hot spot 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 aforesaid glitches.

The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the e-AGM.

In case of any issues in Joining the meeting, send a Whats App to the technical team by clicking on the following link- <https://wa.me/9187317548616> or send a mail to bookawebinar@gmail.com

The entire proceeding of the meeting shall be recorded and the minutes / proceedings of the meeting shall be preserved by the Company in terms of the General Circular No. 14/2020 dated 8th April, 2020 issued by Ministry of Corporate Affairs, Government of India.

Members can submit Questions in advance with regard to the financial statements or any other matter to be placed at the 37th AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address swagtam1984@gmail.com at least **7 days** in Advance before the start of the meeting i.e. by **16.09.2022 by 5.00 p.m. IST**. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

SWAGTAM TRADING & SERVICES LIMITED

Members, who would like to ask questions during the 36th AGM with regard to the financial statements or any other matter to be placed at the 37th AGM, need to register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address before 16.09.2022. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 37th AGM, depending upon the availability of time.

NOTES:-

1. The relevant 'Explanatory Statement' pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item No. 4, 5 & 6 is annexed hereto.
2. Corporate Members intending to attend the E-AGM through their authorized Representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing the Representatives to attend the AGM through VC not less than 48 hours before the AGM.
3. In case of several joint-holders attending the E-AGM, only such joint-holder who is higher in the order of names will be entitled to vote at the meeting.
4. Register of Members & Share Transfer Books will remain closed from **17.09.2022 to 25.09.2022** (both days inclusive).

Queries proposed to be raised at the AGM may be sent to the Company at least Seven days prior to the date of AGM on Company's email address to enable the Management to compile the relevant information enabling to reply the same.

5. Copies of the MOA and AOA and the Documents referred to in the Notice, shall be opened for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
6. Members who hold shares in de-materialized form are requested to show/ prove their Client ID and DPID Numbers for easier identification of their attendance at the E-AGM.
7. Brief Profile of the retiring Director seeking appointment/re-appointment, forms part of the Notice.
8. Share transfer documents and all correspondence relating thereto, should be addressed to RTA or to Company.
9. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit/update PAN & Email, Mobile no. & other contact details to the Depository Participants with whom they are maintaining their demat accounts.
Members holding shares in physical form are required to submit their PAN, Email, Mobile no. & other contact details to RTA or to the Company and Company encourage & promote shareholders to dematerialize their physical shareholding.
10. Members are requested to:
 - i. Quote their folio number(s)/Client ID/DPID in all correspondence.
 - ii. Please notify change (s), if any, in your contact details, PAN, Registered Address along with Pin Code Number, Mobile, and E-mail ID, etc., to the RTA or to Company.
11. Electronic copy of the Annual Report and Notice of the Annual General Meeting inter-alia indicating the process and manner of e-voting along with the *details of the E-AGM through Video Conferencing/OAVM* is being sent to all the Members whose email IDs are registered with the Company /RTA/ Depository Participants(s) for communication purposes. Members who have not registered their Email, copy of Notice and Annual Report for 2021-22 can be downloaded from the Website of the company or the website of the BSE or the NSDL.

Members may also note that the Notice and the Annual Report for 2021-22 will also be available on the website of Company www.swagtam.com & RTA & NSDL & BSE Ltd. for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may also send requests to Company's email id: swagtam1984@gmail.com.

12. Members, who have not registered their E-mail addresses so far, are requested to register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.

SWAGTAM TRADING & SERVICES LIMITED

13. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc, in electronic form to the E-mail address provided by the shareholders.
14. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained u/s 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested u/s 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
15. Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.

VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the company provides the members facility to exercise their right to vote on resolution proposed to be passed in the Annual General Meeting (AGM) by *electronic means* and the business maybe transacted through Remote E-Voting Services provided by NSDL:

The instructions for E-voting are as under :-

(i) In case of members receiving an email from NSDL:

1. Open E-mail and open attached PDF file "**Swagtam e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder-Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click one-Voting :Active e-Voting Cycles.
7. Select the Electronic Voting Event Number "EVEN" [**120743**] as given in the body of E-mail. Now you are ready for e-voting as Cast Vote page opens and you can cast vote online from **20.9.2022 (9:00 am)** till **22.9.2022 (5:00pm)**.

Note: e-Voting shall not be allowed beyond said time.

8. Cast your vote by selecting appropriate options and click on "Submit" and also "Confirm", when prompted.
9. Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail b.bhushanandcompany@gmail.com with a copy marked to evoting@nsdl.co.in.

General Instructions

1. E-voting period begins at 09.00 A.M. on 20.09.2022 and ends at 5:00P.M. on 22.09.2022.

During this period Member's of the company, holding shares either in physical form or in dematerialized form, as on the Cut-off date (record date) i.e. 17.09.2022 may cast their vote electronically. Once the vote on are solution is cast by member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.

SWAGTAM TRADING & SERVICES LIMITED

2. The facility for voting through poll shall be made available at the E-AGM and the Members attending through VC/OAVM who have not cast their vote by remote e-voting shall be able to vote at the E-AGM through voice/show of hands.
3. Members who have cast their vote by remote e-voting may also attend E-AGM but shall not be entitled to cast vote again.
4. Company has appointed M/s. **B. Bhushan & Co.**, Practicing Company Secretaries, New Delhi (M.No.:A31951, COP:14469) to act as the “**Scrutinizer**”, to scrutinize the remote e-voting and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member /beneficial owner (in case of electronic shareholding) as on the **Cut-off date i.e. 17.09.2022**.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date shall be entitled to avail facility of remote e-voting/Poll at E-AGM.
7. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.
8. In case of any Query pertaining to e-voting, please visit Instructions FAQ’s for Members and E-voting User Manual for Members in download section of NSDL’s e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 18001020990, 1800224430 or contact Assistant Manager NSDL at designated email id evoting@nsdl.co.in or at telephone nos 022-24994360 / 022-24994738. Members may also address their Queries relating to e-voting to the company’s e-mail ID swagtam1984@gmail.com.
9. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. There after please follow the steps from Sl. Nos. (6) to (9) mentioned in (above), to cast your vote.
10. Every Client ID No./Folio No. shall have one e-vote, irrespective of the number of joint holders.
11. Remote E-voting right cannot be exercised by a proxy.
12. **Scrutinizer**, after scrutinizing the votes cast at the meeting through voice/show of hand and through remote e-voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer’s Report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company www.swagtam.com and on the website of NSDL www.evoting.nsdl.com. Results shall simultaneously be communicated to the Stock Exchange(s), where the Company’s shares are Listed.

**By Order of Board of Directors
Swagtam Trading & Services Limited**

**Date: 10.08.2022
Place : New Delhi**

**LALITA MITTAL
WTD & CFO (DIN: 06928783)**

SWAGTAM TRADING & SERVICES LIMITED

EXPLANATORY STATEMENT

(Pursuant to section 102 of the Companies Act, 2013 relating to the special business(es) to be transacted at the Annual General Meeting (AGM) is annexed hereto)

ITEM NO. – 4: APPOINTMENT OF MR. JITENDRA KUMAR, AS INDEPENDENT DIRECTOR

Board of Directors express that Mr. Jitendra Kumar (DIN: 06614727), on the recommendation of the Nomination & Remuneration Committee, was appointed as an Additional Director (Non -Executive Independent), for a term of five years with effect from 24.06.2022 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Jitendra Kumar (DIN: 06614727), (PAN: BEKPK4660K), (ACS-27755), as an Independent Director for a term of five years, commencing from 24.06.2022.

Further, Mr. Jitendra Kumar (DIN: 06614727), shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received from Mr. Jitendra Kumar (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and Form MBP – 1, i.e. Notice of interest by Director, pursuant to the Section 184(1) of the Companies Act, 2013 and Rule 9 of Companies (Meeting of Board and its Powers) Rules 2014.

Mr. Jitendra Kumar has given a Declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Jitendra Kumar fulfils the conditions specified in the Act, for his appointment as an Independent Director.

In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Jitendra Kumar for appointment.

The terms and conditions of appointment of Mr. Jitendra Kumar shall be open for inspection by the Members at the Office of the Company during normal business hours on any working day, excluding Saturday & will also be available at the website www.swagtam.com of the company.

Brief Resume of Appointee Director

Mr. Jitendra Kumar is Professional, Company Secretary in Practice (M. No. 37308) and he has experience & knowledge in the fields of finance, accounts, law, corporate governance, securities laws, etc.

At present, he holds the Directorship in the following Companies

S. No.	Name of the Company	Category of Directorship	Shareholding	Date on which interest or concern arose/ changed
1.	FACTUM CONSULTANCY SERVICES PVT. LTD. U93000UP2020PTC126731	Director	98%	07-02-2020

Disclosure of Interest of Board Members

Mr. Jitendra Kumar does not hold any shares/securities in this Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Jitendra Kumar and/or his relatives, if any, None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Mr. Jitendra Kumar shall be deemed to be interested in the resolution to the extent of his appointment as the Independent Director.

The resolution stated in the item No. 4 is placed for kind consideration and approval of members of the Company. The Board recommends the Ordinary Resolution for the appointment of Mr. Jitendra Kumar as the Non Executive Independent Director of the Company.

ITEM No. — 5 : TO MAKE/GRANT LOAN(S) OR GIVE GUARANTEE(S) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business Objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons, entities, or other body corporate as and when required. Members may note that pursuant to Section 186 of the Companies Act, 2013 (Act), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special

SWAGTAM TRADING & SERVICES LIMITED

resolution, up to a limit of Rs. 4,00,00,000 Crores (Rupees Four Crores only) as proposed in the Notice.

The Directors therefore, recommend the Special Resolution for approval of the shareholders.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No.5 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 5 of the accompanying notice.

ITEM NO. – 6: APPOINTMENT OF MR. DEEPAK GUPTA, AS INDEPENDENT DIRECTOR

Board of Directors express that Mr. Deepak Gupta (DIN: 07580266), on the recommendation of the Nomination & Remuneration Committee, was appointed as an Additional Director (Non -Executive Independent), for a term of five years with effect from 24.06.2022 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Deepak Gupta (07580266), (PAN: AUVPG2605C), (ACS-37308), as an Independent Director for a term of five years, commencing from June 24, 2022.

Further, Mr. Deepak Gupta (DIN: 07580266), shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received from Mr. Deepak Gupta (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and Form MBP – 1, i.e. Notice of interest by Director, pursuant to the Section 184(1) of the Companies Act, 2013 and Rule 9 of Companies (Meeting of Board and its Powers) Rules 2014.

Mr. Deepak Gupta has given a Declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Deepak Gupta fulfils the conditions specified in the Act, for his appointment as an Independent Director.

In terms of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Deepak Gupta for appointment.

The terms and conditions of appointment of Mr. Deepak Gupta shall be open for inspection by the Members at the Office of the Company during normal business hours on any working day, excluding Saturday & will also be available at the website www.swagtam.com of the company.

Brief Resume of Appointee Director

Mr. Deepak Gupta is a Professional, Company Secretary in Practice (M. No. 37308) and he has experience & knowledge in the fields of finance, accounts, law, corporate governance, etc.

At present, he holds the Directorship in the following Companies

S. No.	Name of the Company	Category of Directorship	Shareholding	Date on which interest or concern arose/ changed
1.	HARNAV KAUSHALYA FOUNDATION U85300DL2019NPL345279	Director	50%	31-01-2019
2.	CHARTBUSTERS HOMEAPPLIANCES PVT. LTD. U31900DL2021PTC380908	Director	50%	07-05-2021

Disclosure of Interest of Board Members

Mr. Deepak Gupta does not hold any shares/securities in this Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Deepak Gupta and/or his relatives, if any, None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

Mr. Deepak Gupta shall be deemed to be interested in the resolution to the extent of his appointment as the Independent Director.

The resolution stated in the item No. 6 is placed for kind consideration and approval of members of the Company. The Board recommends the Ordinary Resolution for the appointment of Mr. Deepak Gupta as the Non Executive Independent Director of the Company.

Date: 10.08.2022

Place : New Delhi

By Order of Board of Directors
Swagtam Trading & Services Limited

LALITA MITTAL

WTD & CFO (DIN: 06928783)

Address: F-22, House No. 148,
Sector – 3, Rohini, Delhi – 110085