



SWARAJ SUITING LIMITED
Weaving The Future

SWARAJ SUITING LIMITED

CIN : L18101RJ2003PLC018359

Registered Office: F-483-487, RIICO Growth Centre Hamirgarh, Bhilwara-311025, Rajasthan, India

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NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS

[Pursuant to Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To the Members of the Company,

Notice is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding General Meetings/conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 in view of the COVID-19 pandemic (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Ordinary/Special Resolutions by way of postal ballot only through voting by electronic means (remote e-voting).

Pursuant to Sections 102 and 110 of the Act and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice ('Notice').

On account of the threat posed by the COVID-19 pandemic and in terms of the requirements specified in the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The details of the procedure is mentioned in the notes.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form physically. The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at www.swarajsuiting.com

Members desirous of exercising their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of

votes by remote e-voting not later than 5.00 p.m. (IST) on Wednesday, May 3, 2023. The remote e-voting facility will be disabled by NSDL immediately thereafter.

The Board of Directors has appointed Mr. Sanjay Somani (Membership No. FCS-6958) of M/s Sanjay Somani & Associates, Practicing Company Secretaries as the Scrutinizer, for conducting the postal ballot, through e-voting process, in a fair and transparent manner and he has communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or to any person authorized by him. The Results of e-voting along with the Scrutinizer's Report will be announced on or before Friday, May 5, 2023 and will be placed on the Company's website www.swarajsuiting.com and on the website of NSDL www.evoting.nsdl.com. The results will be communicated to the Stock Exchanges, where the equity shares of the Company are listed, on or before Friday, May 5, 2023. The Company will also display the results of the Postal Ballot at its Registered Office.

The Resolutions, if passed, with the requisite majority through Postal Ballot, shall be deemed to have been passed, on the last date specified for voting i.e. Wednesday, May 3, 2023.

The Members are requested to consider the following proposed resolution:

SPECIAL BUSINESS:

1. INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, *if any*, of the Companies Act, 2013, read with rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) **(‘Act’)**, read with the rules framed thereunder and in accordance with the provisions of the Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 11,50,00,000/- (Rupees Eleven Crore Fifty Lakh) consisting of 1,15,00,000 (One Crore Fifteen Lakh) Equity Shares of Rs 10/- (Rupees Ten) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crore) consisting of 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs 10/- (Rupees Ten) each and 2,00,00,000 (Two Crore) Preference Shares of Rs 10/- (Rupees Ten) each.

Consequently, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause (Clause V) with the following:

“V. The Authorized Share Capital of the Company shall be Rs. 35,00,00,000/- (Rupees Thirty Five Crore) consisting of 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs 10/- (Rupees Ten) each and 2,00,00,000 (Two Crore) Preference Shares of Rs 10/- (Rupees Ten) each.”

RESOLVED FURTHER THAT the Board and such person(s) authorized by the Board be and are hereby authorized, to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution, including but not limited to settle any questions or resolve difficulties that may arise in this regard.”

2. TO APPROVE BONUS ISSUE OF EQUITY SHARES

To consider and if thought fit, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time, Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities, approval of Members of the Company be and is hereby accorded to the Board of Directors of the Company (‘the Board’, which term shall include any Committee authorized by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalization of a sum not exceeding Rs. 7,20,01,300/- from the General Reserves or any other permitted reserves/ surplus of the Company for the purpose to issue fully paid up Bonus Shares in the ratio of 1 bonus share for every 1 equity share held by Shareholder, i.e., Shareholder of One equity share shall be issued One fully paid up equity share each, aggregating to further issue of 72,00,130 equity shares of Rs. 10/- each by capitalizing the General Reserves to the extent of Rs. 7,20,01,300/- for distribution among the holders of existing fully paid equity shareholders of the Company, whose names will be appearing in the Register of Members/Beneficial Owners of the Company on the Record Date determined by the Board of the Company;

RESOLVED FURTHER THAT the issue of 72,00,130 new fully paid equity shares as bonus shares shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights and benefits as the existing fully paid Equity shares of the Company and shall be entitled to participate in full in any dividends and any other corporate action declared after the New Equity Shares are allotted.

RESOLVED FURTHER THAT the Bonus Shares shall be credited to the beneficiary accounts of the members maintained with Depository Participants and in case of members who hold shares in physical mode, the share certificate(s) in respect of the Bonus Shares shall be dispatched in accordance with applicable laws, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the Listing Regulations and other applicable Rules and Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question or difficulty that may arise in relation thereto, decide the exact number of Bonus Shares to be issued based on the Paid up capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to a Committee of Directors and / or Company Secretary or any other officer(s) of the Company, as may deem fit or desirable and their decision shall be final and binding.”

3. ISSUE, OFFER AND ALLOT 13.37% (EFFECTIVE YIELD) NON-CUMULATIVE, NON-CONVERTIBLE, NON-PARTICIPATING REDEEMABLE PREFERENCE SHARES (‘NCRPS’) ON PRIVATE PLACEMENT BASIS

To consider and if thought fit, to give assent or dissent to the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules, regulations and notifications (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) (‘Act’), and the provisions of the Memorandum of Association and the Articles of Association of the Company and such other approvals, permissions and sanctions as may be necessary by any of the authorities, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’ which expression includes any Committee constituted by the Board to exercise its powers, including powers conferred by this

resolution) to create, offer, issue and allot, in one or more tranches, unlisted non-cumulative, non-convertible, non-participating redeemable preference shares of face value of Rs.10/- each ('NCRPS'), for an amount not exceeding Rs.10/- crore (Rupees Ten crore only), at a dividend @ 1.50 % p.a. for first three years, @ 3 % p.a. thereafter for next three years, @4.5% p.a. for next three years and @ 6.00 % for the remaining term (effective yield 13.37%) to the Promoter/Promoters Group/Identified Persons, on private placement basis, at par, for cash, to meet the working capital requirements of the Company and/or for other general corporate purposes as may be determined by the Board, on such terms and conditions as set out in the Statement annexed to the Notice.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, regulations and notifications, including any modification or re-enactment thereof, the particulars in respect of the offer are as under:

1. NCRPS shall carry a preferential right vis-a-vis equity shares of the Company with respect to payment of dividend and repayment of capital;
2. NCRPS shall be non-participating in the surplus funds;
3. NCRPS shall be non-participating in surplus assets and profits which may remain after the entire capital has been repaid, on winding up of the Company;
4. The dividend payment to holders of NCRPS is discretionary (non-guaranteed) and non-cumulative in nature;
5. NCRPS shall not be convertible into equity shares;
6. NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013, as amended;
7. NCRPS shall be redeemable at par upon maturity or optional early redemption with accrued interest thereon computed on the basis of the effective yield of the instrument, at the option of the Company on a quarterly basis at 3-month intervals from the date of allotment; and
8. NCRPS will carry a Dividend @ 1.50% p.a. for first three years, @ 3% p.a. thereafter for next three years, @4.5% p.a. for next three years and @ 6.00 % for the remaining term (effective yield 13.37%).

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds and things and take all such steps and actions, execute all such deeds, documents and writings and also give such directions and delegations, as it may in its absolute discretion deem fit, including paying such fees and incurring such expenses in relation thereto and file documents, forms, etc. as required with the regulatory/statutory authorities and authorize the officials of the Company for the aforesaid purpose, as may be deemed fit and to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Members of the Company."

**By order of the Board of Directors
For SWARAJ SUITING LIMITED**

Sd/-
Rahul Kumar Verma
Company Secretary &
Compliance Officer

Bhilwara, April 03, 2023

Registered Office
F-483 to F-487, RIICO Growth
Centre, Hamirgarh-311025,
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Notes: -

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (**'Act'**) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (**'Rules'**), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons therefore is annexed hereto and forms part of this Postal Ballot Notice(**'Notice'**).
2. On account of the threat posed by COVID-19 and in terms of the guidelines provided vide the MCA Circulars, the Company is sending this Notice in electronic form only to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Bigshare Services Pvt. Ltd., the Company's Registrar and Transfer Agent (**'RTA'**) as on **Friday, March 31, 2023 ('Cut-Off Date')** and whose e-mail addresses are registered with the Company/ RTA/Depositories/Depository Participants (in case of electronic shareholding) or who will register their e-mail address in accordance with the process outlined in this Notice. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. **Friday, March 31st, 2023**.
3. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.

It is also clarified that all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ RTA/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Note No. 14 of this Notice.
5. The remote e-voting shall commence on **Tuesday, April 4, 2023 at 9.00 a.m. (IST)** and shall end on **Wednesday, May 3, 2023 at 5.00 p.m. (IST)**. During this period, the Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting immediately thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
6. The Scrutinizer shall, immediately after the conclusion of e-voting process of Postal Ballot, will unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer shall within two working days from the conclusion of the e-voting process of Postal Ballot submit a consolidated scrutinizer 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 counter sign on the same.
7. The Resolutions, if passed, by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for E-voting i.e. **Wednesday, May 3, 2023**.
8. The documents referred to in the Notice or Explanatory Statement are available at the registered office of the Company for inspection by the members. Members seeking to inspect such document(s) can send an e-mail to cs@swarajsuiting.com Inspection shall be allowed only till the last date of e-Voting.
9. Members may download the Notice from the Company's website at www.swarajsuiting.com or from NSDL's website at www.evoting.nsdl.com. A copy of the Notice is also available on the website of NSE at www.nseindia.com

10. The vote in this Postal Ballot cannot be exercised through proxy.

11. Process for Registration of e-mail addresses:

One-time registration of e-mail address with RTA for receiving the Notice and casting votes electronically:

To facilitate Members to receive this Notice electronically, member can connect with its RTA, Bigshare Services Private Limited for registration of e-mail addresses in terms of the MCA Circulars. Eligible Members who have not registered their e-mail addresses with the RTA, are required to provide the same to the RTA, on or before **5:00 p.m. (IST) on Wednesday, April 26, 2023**, pursuant to which, any Member, may receive on the e-mail address provided by the Member, this Notice and the procedure for remote e-voting along with the login ID and password for remote e-voting.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the remote e-voting user ID and password, to the Member. In case of any queries, Members may write to Prasadm@bigshareonline.com or evoting@nsdl.co.in

12. For permanent registration of their e-mail addresses, Members are requested to register their e-mail addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's RTA, Bigshare Services Private Limited at RTA Address, E-mail Id: Prasadm@bigshareonline.com

13. Those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their Depository Participants/the Company's RTA, Bigshare Services Private Limited, at RTA Address, E-mail Id: Prasadm@bigshareonline.com to enable serving of notices/documents/Annual Reports electronically to their e-mail addresses.

14. INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Tuesday, 04th April, 2023 at 9:00 A.M. (IST) and ends on Wednesday, 03rd May, 2023 at 5:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 31st March, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date 31st March, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDEAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner**” icon under “**Login**” which is available under ‘**IDEAS**’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “**Access to e-Voting**” under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDEAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio

number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - (a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - (d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

7. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
8. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period
9. Now you are ready for e-Voting as the Voting page opens.
10. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
11. Upon confirmation, the message "Vote cast successfully" will be displayed.
12. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
13. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to somanics@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board

Resolution/ Authority letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-voting” tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022-4886 7000 and 022-2499 7000 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@swarajsuiting.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@swarajsuiting.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the special businesses mentioned in the Notice:

Background (Item Nos. 1 to 3)

The Company recently got listed on NSE Emerge and now, with an increase in Brand Power and in view of further planning of expansion; the management decided to issue of bonus equity shares and preference share which shall be subject to approval by shareholders of the company.

Also, the Company requires working capital and long term capital for expansion and allied activities; inter-alia; to seek their support towards completing legacy projects.

The Company had initiated discussions with its existing and prospective lenders with an intention to finance the company by way of loans. The Company has been successful in its negotiations to get the loans from their lenders; with a condition to bring margin money by virtue of share capital. Therefore, the Company has approached promoter/promoter group/Identified persons for the same.

The promoter/promoter group/Identified is considering infusion of further funds in the Company through NCRPS.

POTENTIAL BENEFITS

Therefore, the Company proposes to diversify its capital sources for medium to long-term. As a result, the Company proposes to raise/avail funds from Promoter/Promoter Group/Identified Persons, to finance the aforesaid liabilities. In view of the same, the Board at its Meeting held on March 30, 2023 has approved the funding options in the form of bonus equity shares and unlisted NCRPS on a private placement basis.

The Company envisages to realize the following benefits through this arrangement:

- I. Improve liquidity position to enable the Company to focus on improvement in operational performance
- II. Defer financial obligations to allow the Company sufficient time to scale up plant utilization to improve free-cash-flows
- III. Effectively mitigate risk of regulatory non-compliance of being unable to service obligations to MSME

The Company is therefore, seeking approval from the Shareholders' of the Company for:

- I. Increase in the Authorized share capital of the Company and consequential amendment in the Memorandum of Association of the Company;
- II. Approval for increase equity by way of Bonus Shares allotment on right issue basis;
- III. Issue, offer and allot 13.37.% (effective yield) non-cumulative, non-convertible, non-participating redeemable preference shares ('NCRPS') on private placement basis, to promoter/promoter group.

ITEM NO. 1:

The existing Authorized share capital of the Company is Rs.11,50,00,000/- (Rupees Eleven crore Fifty Lakh only) divided into 1,15,00,000 (One crore Fifteen Lakh) equity shares of Rs.10/- each. In view of the proposal to issue bonus equity shares and NCRPS to identified promoter/promoter group member

on a private placement basis, it is proposed to increase the Authorized share capital of the Company from Rs.11,50,00,000/- (Rupees Eleven crore Fifty Lakh only) to Rs.35,00,00,000/- (Rupees Thirty Five crore only) comprising:

1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs 10/- (Rupees Ten) each and 2,00,00,000 (Two Crore) Non-Convertible Preference Shares of Rs 10/- (Rupees Ten) each; by creation of additional 3500000 (Thirty Five Lac) equity shares and 2,00,00,000 (Two Crore) preference shares of `10 each.

The aforesaid increase in the Authorized share capital by way of increase in equity and preference share capital, will also require consequential amendment in the capital clause of the Memorandum of Association of the Company.

Pursuant to Section 13, and 61(1)(a) of the Act, the increase in Authorized share capital and the consequential alteration of the Memorandum of Association requires approval of the Members of the Company by way of passing a special resolution to that effect. Accordingly, the approval of the Members is sought to increase the authorized share capital as well as to alter the capital clause of the Memorandum of Association of the Company. A draft copy of the, modified Memorandum of Association and the existing Articles of Association is available for inspection by the Members of the Company as per the process provided in the Notice.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the item of business and to take decision thereon.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the company in the Special Resolution mentioned at Item No. 1 of the Notice.

The Board recommends the special resolution set forth at Item No. 1 of the Notice for approval of the Members.

ITEM NO. 2:

The equity shares of the Company are listed and traded on the NSE Emerge platform of National Stock Exchange(NSE) India Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares in the Market. With a view to encourage small investor participation by making the Company's equity shares more affordable, increasing the liquidity of the equity shares, and expanding the retail shareholder base, as well as in appreciation of the Company's shareholders continued support, the Board in its Meeting at 30th March, 2023 recommended an issue of Bonus Shares in the proportion of 1 (One) New Equity Share for every 1 (One) Equity Shares of the Company of Rs. 10/- each held by the Members on the Record Date (to be determined), by capitalizing the amount standing to the credit of General Reserve and or free reserves (including security premium account) of the company. The shareholding pattern will proportionately change.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of Bonus Shares of the Company requires the approval of the Members of the Company. Accordingly, approval of members of the Members of the Company is hereby sought by way of Ordinary Resolution as set out in Item No.2 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, except to the extent of their shareholding in the company in the Special Resolution mentioned at Item No. 2 of the Notice.

The Board recommends the Ordinary resolution set forth at Item No. 2 of the Notice for approval of the Members.

ITEM NO. 3:

In terms of Sections 42 and 55 of the Act, read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company making an allotment of preference shares on private placement basis is required to obtain the approval of the Members by way of a special resolution for each of such offer or invitation.

It is proposed to enable the Company (hereinafter also called 'Issuer')to make a private placement of non-cumulative, non-participating, non-convertible, redeemable preference shares ('NCRPS'), in one or more tranches, for an amount not exceeding Rs.10 crore (Rupees Ten crore only) to prospective allottees, on the terms and conditions set out hereunder.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the aforesaid issue of Preference Shares (the '**NCRPS Issue**') are as follows:

S. No.	Particulars	Remarks
a)	The size of the issue and number of preference shares to be issued and nominal value of each share	1,00,00,000 (One Crore) NCRPS of nominal value Rs.10/- each aggregating to Rs. 10 crore (Rupees Ten crore only)
b)	The nature of such shares i.e. cumulative or noncumulative, participating or nonparticipating, convertible or non-convertible	The NCRPS will be non-cumulative, non-participating, non-convertible, redeemable preference shares.
c)	The objectives of the issue	The proceeds of the issue will be primarily utilized <i>inter-alia</i> , for general corporate purposes including expansion of business and capitalizing the prospective projects of the company.
d)	The manner of issue of shares	Proposed NCRPS of Rs. 10.00 Crore will be allotted to Promoter/Promoter Group/Identified Persons, on private placement basis, at nominal value Rs.10/- each, subject to shareholders' approval. Names of Investors: 1. Gomoto Textiles Private Limited 2. Divine Suiting Private Limited 3. Mr. Nasir Khan 4. Mr. Mohammed Sabir Khan
e)	The price at which such shares are proposed to be issued	The NCRPS are proposed to be issued at nominal value of ₹10/- each.
f)	The basis on which the price has been arrived at	The NCRPS will be issued at par. An independent valuation report has been used to arrive at the redemption price.
g)	The terms of issue, including terms and rate of dividend on each share, etc.	The NCRPS are proposed to be issued for a period not exceeding 15 years from the date of allotment and shall be redeemed at maturity at par. Dividend on NCRPS is @ 1.50 % p.a. for first three years, @ 3% p.a. thereafter for next three years, @4.5% p.a. for next three years and @ 6.00 % for the remaining term (effective yield 13.37%). The dividend payment to holders of NCRPS is discretionary (non-guaranteed) and non-cumulative in nature.

h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The NCRPS are mandatorily redeemable at the end of 15 years from the date of allotment at par. The NCRPS may be redeemed early with accrued interest thereon computed on the basis of the effective yield of the instrument, at the option of the Company on a quarterly basis at 3-month intervals from the date of allotment or shall be redeemable at par on maturity. The NCRPS are non-convertible.
i)	The manner and modes of redemption	The NCRPS shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules.
j)	The current shareholding pattern of the Company	The shareholding pattern of the Company as on March 24, 2023 is annexed to this Notice. (Annexure A)
k)	The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the NCRPS are proposed to be issued on non-convertible basis.

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

S. No.	Particulars	Remarks
a)	Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company at its meeting held on March 30, 2023 approved the issuance of NCRPS, in one or more tranches, to Prospective Allotees, on a private placement basis, aggregating to an amount not exceeding Rs.10 crore (Rupees Ten crore only) in the form of 1,00,00,000 (One crore) NCRPS of nominal value Rs.10/- each.
b)	Kinds of securities offered and the price at which security is being offered	The Company proposes to issue non-cumulative, non-convertible, non-participating redeemable preference shares at nominal value of Rs.10/- per share.
c)	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	The NCRPS will be issued at par. An independent valuation report has been used to arrive at the redemption price. (Basis)
d)	Name and address of valuer who performed valuation	Mr. Nitin Mehta Address-N. Mehta & Associates, 1st Floor, "Gulab House", B-156, Bapu Nagar, Bhilwara-311001(Rj.) Contact-091-9166633455 (IBBI/RV/03/2019/12443)
e)	Amount which the Company intends to raise by way of such securities	The Company intends to raise up to Rs.10 crore (Rupees Ten crore only) by way of issue of NCRPS.
f)	Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the	The Company proposes to issue, in one or more tranches, non-cumulative, non-convertible, non-participating redeemable preference shares at a nominal value of Rs.10/- per share to prospective

<p>promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.</p>	<p>allotees on a private placement basis.</p> <p>The NCRPS are unsecured and do not carry any charge on the assets of the Company.</p> <p>The NCRPS are proposed to be issued for a period not exceeding 15 years from the date of allotment and shall be redeemed at maturity at par. Dividend on NCRPS is @ 1.50 % p.a. for first three years, @ 3% p.a. thereafter for next three years, @4.5% p.a. for next three years and @ 6.00 % for the remaining term (effective yield 13.37%).</p> <p>The dividend payment to holders of NCRPS is discretionary (non-guaranteed) and non-cumulative in nature.</p> <p>The NCRPS may be redeemed early at the option of the Company, quarterly at 3-month intervals from date of allotment or will be redeemed at maturity.</p> <p>The proceeds of the issue will be primarily utilized <i>inter-alia</i>, for other general corporate purposes.</p>
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Mr. Mohammed Sabir Khan, Managing Director, Mrs. Samar Khan and Mr. Nasir Khan, Whole Time Directors of the Company are interested in the resolution set out at Item No. 03 of the Notice. Relatives of Mr. Mohammed Sabir Khan, Mrs. Samar Khan and Mr. Nasir Khan may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 3 of the Notice.

The Board recommends the Special resolution set forth at Item No. 3 of the Notice for approval of the Members.

**By order of the Board of Directors
For SWARAJ SUITING LIMITED**

Sd/-
Rahul Kumar Verma
Company Secretary &
Compliance Officer

Bhilwara, April 03, 2023

Registered Office
F-483 to F-487, RIICO Growth
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Bhilwara, Rajasthan
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Tel.:9660630663

ANNEXURE-A
EQUITY SHAREHOLDING PATTERN AS ON 31/03/2023
(Pre Issue of NCRPS)

Shareholders	No. of Shares Held	%of Shares Held
A) Promoter & Promoter Group	5278130	73.31
B) Public Shareholding		
1. Institutional		
2. Non-Institutional	1922000	26.69
C) Shares against custodians & against which depository receipts have been issued		
Total (A+B+C)	7200130	100.00

ANNEXURE-B
SHAREHOLDING PATTERN
(Post Issue of NCRPS)

Shareholders	Equity Shares*		Preference Shares	
	No. of Equity Shares Held	% of Equity Shares Held	No. of NCRPS Held	% of NCRPS Held
A) Promoter & Promoter Group	5278130	73.31	10000000	100.00
B) Public Shareholding				
1. Institutional				
2. Non-Institutional	1922000	26.69		
Total (A+B)	7200130	100.00	10000000	100.00
<i>*Note:- The above shareholding pattern of equity shares is before consideration of forthcoming bonus issue.</i>				