



**SWARAJ SUITING LIMITED**  
CIN : L18101RJ2003PLC018359

**Registered Office:** F-483-487, RIICO Growth Centre Hamirgarh, Bhilwara-311025, Rajasthan, India  
**Tel. No.** +91 9660630663, **Website:** www.swarajsuiting.com, **Email-** cs@swarajsuiting.com

**NOTICE OF THE 20<sup>th</sup> ANNUAL GENERAL MEETING**

To,  
The Members of  
**SWARAJ SUITING LIMITED**  
(CIN: L18101RJ2003PLC018359)

Notice is hereby given that the 20<sup>th</sup> Annual General Meeting of the Members of Swaraj Suiting Limited will be held on Saturday, the 30<sup>th</sup> day of September, 2023 at 01.00 p.m. Indian Standard Time (IST), through Video Conferencing/ Other Audio-Visual Means (VC/OAVM) facility to the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-
  - a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
  - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
2. To appoint Mrs. Samar Khan (DIN:01124399) who retires by rotation as a Director and, in this regard, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Samar Khan (DIN:01124399), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company."

**SPECIAL BUSINESS:**

3. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2024 and, in this regard, 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 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) enactment(s) thereof for the time being in force), the Cost Auditors M/s. Avnesh Jain

& Co., Cost Accountants, (Firm Registration No. 101048) appointed by the Board of Directors of the Company, on the recommendation of Audit Committee, to conduct the audit of the cost records of the Company for the Financial Year ending 31<sup>st</sup> March, 2024, be paid the remuneration as set out in the explanatory statement annexed to the notice convening this meeting and the same is hereby ratified and approved.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

4. To re-appoint Mr. Mohammed Sabir Khan as Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) approval of the members be and is hereby accorded to re-appoint Mr. Mohammed Sabir Khan (DIN:00561917) as Managing Director of the Company, for a period of 5 (five) years, on expiry of his present term of office i.e with effect from January 01, 2024, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

5. To re-appoint Mrs. Samar Khan, as Whole Time Director designated as Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) approval of the members be and is hereby accorded to re-appoint Mrs. Samar Khan (DIN:01124399) as Whole Time Director designated as Executive Director of the Company, for a period of 5 (five) years, on expiry of her present term of office i.e. with effect from January 01, 2024, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution.”

6. To re-appoint Mr. Nasir Khan, as Whole Time Director designated as Executive Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in accordance with the provisions of Sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the



Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) approval of the members be and is hereby accorded to re-appoint Mr. Nasir Khan (DIN:07775998) as Whole Time Director designated as Executive Director of the Company, for a period of 5 (five) years, on expiry of his present term of office i.e. with effect from January 01, 2024, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment as it may deem fit."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient and desirable to give effect to this resolution."

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

Sd/-  
**Rahul Kumar Verma**  
Company Secretary &  
Compliance Officer  
Bhilwara, September 08, 2023

**Registered Office:**

F-483 to F-487, RIICO,  
Growth Center, Hamirgarh,  
Bhilwara-311025, Rajasthan  
CIN:L18101RJ2003PLC018359  
Website: [www.swarajsuiting.com](http://www.swarajsuiting.com)  
Email: [cs@swarajsuiting.com](mailto:cs@swarajsuiting.com)  
Con. No. 9660630663



**Notes: -**

1. The Company is listed with NSE on Emerge (SME) platform
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed there under, in respect of the Special Business under Item Nos. 03 to 06 of the accompanying Notice are annexed hereto.
3. The Ministry of Corporate Affairs (“MCA”) has, vide its circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (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. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.swarajsuiting.com](http://www.swarajsuiting.com). The Notice can also be accessed from the website of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).



10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular dated December 28, 2022, April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”)
11. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

#### **INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -**

The remote e-voting period begins on Wednesday, 27<sup>th</sup> September, 2023 at 9:00 A.M. and ends on Friday, 29<sup>th</sup> September, 2023 at 5:00 P.M. 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 record date (cut-off date) i.e. Saturday, 23<sup>rd</sup> September, 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, being Saturday, 23<sup>rd</sup> September, 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their depository participants	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 <b>or e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting 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	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then

CDSL.	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.nsd.com](http://www.evoting.nsd.com).

(b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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](mailto: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 and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. 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 and General Meeting is in active status.



2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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](mailto:somanics@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to at [evoting@nsdl.co.in](mailto: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](mailto: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](mailto: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](mailto: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.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance at least 7 days prior to the AGM mentioning their name demat account number/folio number, email id, mobile number at [cs@swarajsuiting.com](mailto:cs@swarajsuiting.com) . The same will be replied by the company suitably.

#### **OTHER INSTRUCTIONS:**

1. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Saturday, 23<sup>rd</sup> September, 2023, are entitled to vote on the Resolutions set forth in this Notice.
2. The remote e-voting period will commence on Wednesday, 27<sup>th</sup> September, 2023 at 9:00 A.M. and ends Friday, 29<sup>th</sup> September, 2023 at 5:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 23<sup>rd</sup> September, 2023, may cast their vote electronically. The e-voting module shall be disabled by



NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

3. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 23<sup>rd</sup> September, 2023.
4. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
5. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote voting.
6. M/s. Sanjay Somani & Associates, Practicing Company Secretaries, Bhilwara has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within two working days of conclusion of the meeting 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.
8. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to NSE, Mumbai.
9. All the Statutory Registers and Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Regd. office of the Company on all working days, during business hours up to the date of the Meeting.
10. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.
11. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
13. Members who have not registered their email IDs are requested to register their email IDs with the Company's Share Registrars and Transfer Agents.
14. Members are requested to notify the change in their address to the company and always quote their folio number in all correspondence with the company.
15. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31<sup>st</sup> March, 2023 has been uploaded on the Company's website [www.swarajsuiting.com](http://www.swarajsuiting.com) and may be accessed by the members and also on the website of the National Stock Exchange of India Ltd. [www.nseindia.com](http://www.nseindia.com).
16. Electronic copy of the Notice and the Annual Report for 2022-23 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes.



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

### **ITEM NO. 03**

The Board of Directors, on the recommendation of Audit Committee has approved the appointment and remuneration of an amount not exceeding Rs.35,000/- (Rupees Thirty Five Thousand Only) for the financial year ending 31<sup>st</sup> March, 2024 payable to the Cost Auditor M/s. Avnesh Jain & Co., Cost Accountants to conduct the audit of the cost records of the Company for the aforesaid financial year. In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the remuneration payable to the Cost Auditor as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 03 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2024.

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

The Board recommends the Ordinary Resolution, as set out in Item No. 03 of the Notice, for approval of the Members.

### **ITEM NO. 04**

The Board of Directors of the Company (“Board”), at its meeting held on September 08, 2023 has, subject to the approval of Members, re-appointed Mr. Mohammed Sabir Khan (DIN: 00561917) as Managing Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from January 01, 2024, on the terms and conditions as set out in the Annexure to the Explanatory Statement.

It is proposed to seek members’ approval for the appointment of and remuneration payable to Mr. Mohammed Sabir Khan as Managing Director of the Company, in terms of the applicable provisions of the Act.

Mr. Mohammed Sabir Khan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Mohammed Sabir Khan is interested in the resolution set out at Item No. 04 of the Notice. Mrs. Samar Khan and Mr. Nasir Khan, being related to Mr. Mohammed Sabir Khan may be deemed to be interested in the said resolution.

The other relatives of Mr. Mohammed Sabir Khan may be deemed to be interested in the said resolution of the Notice, 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.

The Board recommends the Ordinary Resolution, as set out in Item No. 04 of the Notice, for approval of the Members

### **ITEM NO. 05**

The Board of Directors of the Company (“Board”), at its meeting held on September 08, 2023 has, subject to the approval of Members, re-appointed Mrs. Samar Khan (DIN:01124399) as Whole Time Director designated as Executive Director, for a period of 5 (five) years from the expiry of her present term, i.e.

with effect from January 01, 2024, on the terms and conditions as set out in the Annexure to the Explanatory Statement.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mrs. Samar Khan as Whole Time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Mrs. Samar Khan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for her appointment. She is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mrs. Samar Khan is interested in the resolution set out at Item No. 05 of the Notice. Mr. Mohammed Sabir Khan and Mr. Nasir Khan, being related to Ms. Samar Khan may be deemed to be interested in the said resolution.

The other relatives of Mrs. Samar Khan may be deemed to be interested in the said resolution of the Notice, 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.

The Board recommends the Ordinary Resolution, as set out in Item No. 05 of the Notice, for approval of the Members.

#### **ITEM NO. 06**

The Board of Directors of the Company ("Board"), at its meeting held on September 08, 2023 has, subject to the approval of Members, re-appointed Mr. Samar Khan (DIN:07775998) as Whole Time Director designated as Executive Director, for a period of 5 (five) years from the expiry of his present term, i.e. with effect from January 01, 2024, on the terms and conditions as set out in the Annexure to the Explanatory Statement.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Nasir Khan as Whole Time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Mr. Nasir Khan satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Mr. Nasir Khan is interested in the resolution set out at Item No. 06 of the Notice. Mrs. Samar Khan and Mr. Mohammed Sabir Khan, being related to Mr. Nasir Khan may be deemed to be interested in the said resolution.

The other relatives of Mr. Nasir Khan may be deemed to be interested in the said resolution of the Notice, 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.

The Board recommends the Ordinary Resolution, as set out in Item No. 06 of the Notice, for approval of the Members.



**Annexure to the Explanatory Statement (Item No. 4, 5 & 6)**

Terms and Conditions of Appointment of Managing and Whole Time Director(s)

Name	Mr. Mohammed Sabir Khan	Mrs. Samar Khan	Mr. Nasir Khan
Designation	Managing Director	Whole Time/Executive Director	Whole Time/Executive Director
Period	From January 01, 2024 to December 31, 2029,	From January 01, 2024 to December 31, 2029,	From January 01, 2024 to December 31, 2029,
Salary	Rs.6,50,000/- (Rupees Six Lakh fifty thousand Only) per month with an annual increase of Rs.50,000/- (Rupees Fifty Thousand Only) (w.e.f. April 01, 2024)		
Notice Period	The appointment may be terminated by either party giving three month notice		
The aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limits prescribed from time to time under Section 197 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said act or any statutory modification or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.			
The Board of Directors (which term shall be deemed to include any Committee constituted/ to be constituted by the Board) is authorized to revise the remuneration and perquisites payable to the Managing & Whole Time Directors from time to time.			
Where in any financial year, the company has inadequate profits then foregoing amount of remuneration and benefits shall be paid subject to the applicable provisions of Schedule V of the Companies Act, 2013.			
Mr. Mohammed Sabir Khan, Managing Director shall not be liable to retire by rotation. Mrs. Samar Khan & Mr. Nasir Khan, Whole Time Directors shall be liable to retire by rotation.			
No sitting fees shall be paid to Managing and Whole Time Directors for attending the meeting of Board of Directors or any committee thereof.			
Leave Travel Concession	For family and self, once in a year as per rules of the Company, but shall not exceed the one month basic salary.		
Medical Reimbursement	Medical Reimbursement expenses incurred for self and family, but shall not exceed One month basic salary a year or 3 Months' basic Salary over a period 3 Years.		
Medical Insurance	Actual premium on personal accidental/ medical insurance for self and the family.		
Provident Fund, Superannuation fund, and gratuity as per rules of the Company, subject to ceiling as per guidelines for Managerial Remuneration.			
He/She shall, however, be entitled to reimbursement of expenses incurred for travelling, boarding and lodging including for spouse and attendant(s) during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.			
Encashment of leave as per rules of the Company.			
Club Fees is subject to a maximum of one club, this will not include admission and life membership fees.			
Apart from the remuneration as aforesaid Managing and Whole Time Director(s) of the Company shall also be entitled to reimbursement of such expenses as are genuinely and actually incurred in discharge of his/her duties efficiently in connection with the business of the Company			

The above may be treated as a written memorandum setting out the terms of appointment(s) of Mr. Mohammed Sabir Khan, Mrs. Samar Khan and Mr. Nasir Khan under Section 190 of the Act.



## Statement of particulars pursuant to Schedule-V of the Companies Act, 2013

### 1. General information of the company

Nature of Industry	Textile -Manufacturing Cotton, Denim and Synthetic Fabric		
Date or expected date of commencement of commercial production	The Company has already commenced commercial production in the past years of earlier expansion(s). Commercial Production of Denim Processing Plant at Jhanjharwara, Neemuch (M.P.) commenced on May 31, 2022		
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
Financial performance based on given indicators	Particulars for the Financial Year ended 31.03.2023 and 31.03.2022	(Rs. In Lakh)	
		<b>22-23</b>	<b>21-22</b>
	Sales including other Income	21992.66	12930.39
	Profit (before exceptional & extraordinary items & tax)	761.37	609.58
	Profit after tax	553.71	457.31
Foreign Investment and Collaboration if any	No such Foreign investment or collaboration		

### 2. Information about the appointee

Name	Mr. Mohammed Sabir Khan	Ms. Samar Khan	Mr. Nasir Khan
<b>Background Details</b>			
Qualification	B.Com	Hr. Secondary	Sen. Secondary
Past Experience	23 Years in textile industry	19 Years in textile industry	6 years in textile industry
Association with Company	20 Years	20 Years	6 Years
Past remuneration paid during the year 2022-23	Rs. 5,00,000/-per month paid during the year	Rs. 5,00,000/-per month paid during the year	Rs. 5,00,000/-per month paid during the year
Recognition or awards	N.A.	N.A.	N.A.
Job Profile and his /her suitability	In the capacity of Managing Director of the Company Mr. Mohammed Sabir khan reviewed the Company's performance in detail from cost, production and marketing perspectives with a view to further improve the Company's performance in the future; Factory overheads, raw material	In the capacity of Whole Time Director Mrs. Samar Khan looks after the day-to-day running of the company and has substantial powers under supervision, control, direction of Managing Director. She focuses on streamlining the	In the capacity of Whole Time Director Mr. Nasir Khan is responsible for Overall productions & marketing activities and day to day affairs of the Company. They have substantial powers under the

	<p>prices, power and fuel expenses, and logistics are also discussed in depth. All the Company's new proposals are sent, evaluated and monitored by him.</p> <p>He shall be responsible for defining and executing business strategy, strengthening governance practice and providing overall leadership to the Company's operations or such other roles and responsibilities as may be assigned to him by the Board from time to time.</p>	<p>administrative framework of the Company, enterprise resource planning, inventory management and stores procurement.</p>	<p>supervision, control and directions of the Managing Director of the Company.</p>
Remuneration Proposed	<p>Rs.6,50,000/- (Rupees Six Lakh fifty thousand Only) per month with an annual increase of Rs.50,000/- (Rupees Fifty Thousand Only) (w.e.f. April 01, 2024)</p>		
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	<p>Taking into account the turnover of the Company and responsibilities of the directors, the remuneration being proposed to be paid to them is reasonable and in line with the remuneration levels in the industry across the country.</p>		
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	<p>Father of Mr. Nasir Khan and husband of Ms. Samar Khan, Whole Time Directors of the Company.</p> <p>Company has also entered into transactions with companies in which he is interested.</p>	<p>Mother of Mr. Nasir Khan Whole Time Director of the Company and wife of Mr. Mohammed Sabir Khan, Managing Director of the Company.</p> <p>Company has also entered into transactions with companies in which she is interested.</p>	<p>Son of Mrs. Samar Khan, Whole Time Director of the Company and Mr. Mohammed Sabir Khan, Managing Director of the Company.</p> <p>Company has also entered into transactions with companies in which he is interested.</p>

### 3. Other Information

Reasons of Inadequate profit	<p>Subdued sentiments in the global textile market, reduced overall demand, volatile raw material prices and a constant struggle for prices has resulted in a decrease in the Company's bottom line. Despite this Company has earned profit after tax of Rs. 553.71 lakh for the year ended on 31.03.2023.</p>
Steps taken or proposed to be taken for improvement	<p>The Indian textile market is gaining momentum and is set for resurgence on account of strong growth in the domestic and export markets. Your Company intends to leverage this along with its long-standing customer relations, deep focus on understand its customer's needs, excellent post-sales service, innovative product development</p>



	<p>and versatile product mix to further strengthen its sales in the domestic market. Furthermore, in its efforts to remain ahead of the curve, the company has actively taken steps to enhance economies of scale, increase productivity, reduce costs, shrink delivery schedules and aggressively pursue opportunities in new markets. Finally, Your Company commenced the commercial production of denim processing plant, which will further improve the Company's bottom line.</p>
<p>Expected increase in the productivity and profits in measurable terms.</p>	<p>The Company expected with further expansion &amp; modernization of plant, to suitable increase in the turnover &amp; profitability.</p>

#### 4. Disclosures

The Corporate Governance requirements as stipulated under SEBI (LODR) Regulations, 2015 is not applicable to the company as per Regulation 15 of the said regulations. Therefore, this clause is not applicable.

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

Sd/-  
**Rahul Kumar Verma**  
Company Secretary &  
Compliance Officer  
Bhilwara, September 08, 2023

**Registered Office:**

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Growth Center, Hamirgarh,  
Bhilwara-311025, Rajasthan  
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Con. No. 9660630663



## Additional Information on Directors seeking re-appointment at the Annual General Meeting

[under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

Resolution/Item No.	04	05	06
<b>Name</b>	<b>Mr. Mohammed Sabir Khan</b>	<b>Mrs. Samar Khan</b>	<b>Mr. Nasir Khan</b>
DIN	00561917	01124399	07775998
Date of Birth	05/07/1974	13/05/1979	01/02/1998
Date of first appointment on the Board	09/06/2003	09/06/2003	01/01/2019
Qualification	B.Com	Hr. Secondary	Sen. Secondary
Brief Profile & Nature Expertise in specific functional areas	<p>Mr. Mohammad Sabir Khan, aged 49 years, is the Chairman and Managing Director of the Company. He holds bachelor degree in commerce. He is also serve as a member various Committee of the Board. He is having a strong network in the textile market and is good in management skills. Being a Managing Director, he has also assisted the Board in making business strategies, formation of policies, technological up gradation plan and new product development.</p> <p>Swaraj Suiting Limited was the idea conceived by him. He has vast industrial experience of more than 23 years in the textile industry. He is also the secretary of the Synthetic Weaving Mills Association.</p>	<p>Mrs. Samar Khan, aged 43 years, promoted the Swaraj as a Director and thereafter was appointed as Whole Time Director of the Company in January, 2021. She has gained over 19 years of working experience in the textile industry. She is looking the office administration matters and managing internal affairs of the business.</p>	<p>Mr. Nasir Khan, aged 25 years, joined the Swaraj in 2016, thereafter he was appointed to the Board of Swaraj in January, 2019. Mr. Khan was designated as Executive Director of Swaraj in January 2021. He is also member of Stakeholders Relationship &amp; CSR Committee of the Board. He leads the financial stewardship of the Company including growth and M&amp;A strategy, financing strategy, investor relations, enterprise risk management, financial operational control.</p>
Terms & Conditions of appointment/reappointment	He appointed as Managing Director for five years effective from January 01, 2024	She appointed as WTD designated as Executive Director for five years effective from January 01,	He appointed as WTD designated as Executive Director for five years effective from January 01, 2024

		2024	
Shareholding in the Company as on 31/03/2023	13,12,920 Equity shares	1,84,200 Equity Shares	Nil
Relationship with other Directors & KMPs	He is husband of Mrs. Samar Khan and father of Mr. Nasir Khan, Whole Time Directors of the Company	She is wife of Mr. Mohammed Sabir Khan, Managing Director and mother of Mr. Nasir Khan, WTD of the Company.	He is son of Mr. Mohammed Sabir Khan, MD and Mrs. Samar Khan, WTD of the Company
Other Companies in which he/she is a director (excluding section 8 companies & Private companies)	None		
Chairperson/ Membership of the Statutory Committee(s) of Board of Directors of the Company	For details, please refer to the Director's Report		
Chairperson/ Membership of the Committee(s) of Other Boards (excluding section 8 companies & Private companies)	None		
Number of meetings of the Board attended during the year	For details, please refer to the Director's Report		
Listed entities from which he has resigned in the past three years	Nil		