

# SWARNA SECURITIES LIMITED

(CIN: L52520AP1990PLC011031)

Ph: 0866 - 2575928

Date: 07/05/2025

To  
**Corporate Relations Department**  
**BSE Limited, P.J. Towers**  
**Dalal Street, Mumbai-400001**

Dear Sir,

**Sub: Notice of 35<sup>th</sup> Annual General Meeting and E-Voting Information.**

**Ref: ISIN - INE595G01018 & SYMBOL: SWRNASE.**

This is to inform that pursuant to the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and all other applicable Rules, Regulations etc, the Board of Directors of the Company in its meeting held on 07.05.2025 resolved to convene the 35<sup>th</sup> Annual General Meeting (“**35<sup>th</sup> AGM**”) of the Company on Saturday, the 31<sup>st</sup> day of May, 2025 at M Hotel, D.No.54-15-3, Srinagar Colony, Ring Road, Vijayawada-520008 at 10.00 AM to transact the business as mentioned in the notice of the AGM.

The Notice of the AGM and the Annual Report 2025 can be found in the website of the company at <https://www.swarnasecurities.com/annual-report.php>. The same is being filed with BSE and circulated to members in electronic mode.

Further that in compliance with provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing remote e-voting facility before the AGM as well as e-voting facility during the AGM to the members to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through such voting, through e-Voting services provided by Central Depository Services (India) limited (“**CDSL**”).

The facility for remote **e-voting** shall remain open **from 9.00 A.M Wednesday, the 28<sup>th</sup> May, 2025 and ends on 5.00 P.M Friday, the 30<sup>th</sup> May, 2025**. During this period, the members of the Company, holding shares either in physical form or in Dematerialized form, as on the **cut-off date Saturday, the 24<sup>th</sup> May, 2025**, may opt for remote e-voting. The voting module shall be disabled by “**CDSL**” for voting thereafter. The members who have not exercised voting right through remote e-voting shall exercise at AGM during the AGM by e-voting or by poll.

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We further inform that the Board also appointed **Mr. Ganga Anil Kumar**, a Practicing Company Secretary (M No. F11250 and CP No. 26347), Amaravati as the Scrutinizer for the voting / e-voting, Poll for the 35<sup>th</sup> Annual General Meeting.

We request you to take above on your record and disseminate to all concerned.

Thanking You,

Yours Faithfully,

For **Swarna Securities Limited**

**Moola Anil Kumar**  
**Company Secretary & Compliance Officer**  
**Membership No: A27989**

**Encl:** As above

**NOTICE**

**NOTICE** is hereby given that the “Thirty Fifth” (35<sup>th</sup>) Annual General Meeting (“**AGM**”) of the members of the Company will be held on Saturday, the 31<sup>st</sup> day of May, 2025 at 10.00 AM at M Hotel, D. No. 54-15-3, Srinagar Colony, Ring Road, Vijayawada-520008 at to transact the following business:

**ORDINARY BUSINESS:**

1. **To consider and adopt the Standalone Audited Financial Statements for the year ended 31<sup>st</sup> March, 2025 and reports of the Directors and Auditors thereon including all the annexures thereof.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the Audited **Standalone Financial Statements** of the Company for the financial year ended 31 March 2025, and the Reports of the Board of Directors and the Statutory Auditor thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. **To re-appoint Smt. Venkata Naga Siva Sushma Muthavarapu (DIN: 01890545), as a Non-Executive Non-Independent Director of the Company who retires by rotation and being eligible, offers herself for re-appointment.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], **Smt. Venkata Naga Siva Sushma Muthavarapu** (DIN: 01890545), Non-Executive Non Independent Director, who retires by rotation at this 35<sup>th</sup> Annual General Meeting, and being eligible for re-appointment, be and is hereby re-appointed as a Non-Executive Non Independent Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS**

3. **Re-appointment of Mr. M Murali Krishna (DIN: 01889812) as a Managing Director of the Company for a period of 5 years.**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V of the Act, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 other applicable provisions, if any, of the Companies Act 2013, and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, the Company's Policy on Appointment and Remuneration of Directors and Senior Management and Succession Planning, as recommended by the Nomination and Remuneration Committee, and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be prescribed or imposed by any of the authorities while granting such approvals, permissions and sanctions the consent of the members be and is hereby accorded to the re-appointment of **Mr. M Murali Krishna** as the Managing Director of the Company y, *liable to retire by rotation* for a further period of five years with effect from 01.06.2025 to 31.05.2030 (both days inclusive), *without* any remuneration."

**"RESOLVED FURTHER THAT** the approval of the Members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution."

#### **4. Appointment of Sri. Kosaraju Nagesh Babu (DIN: 11067431) as a Director of the Company.**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 160 and all other applicable provisions contained under the Companies Act, 2013 ("**Act**"), and in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company has received a notice in writing from a member under Section 160(1) of the Act proposing **Sri. Kosaraju Nagesh Babu** (DIN: 11067431) to the

office of Director of the Company, and as recommended by the Nomination and Remuneration Committee, be and is hereby appointed to the office of Director of the Company.”

“**RESOLVED FURTHER THAT** approval of the Members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**5. Appointment of Sri. Kosaraju Nagesh Babu (DIN: 11067431) as Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 149,150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“The Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 as amended from time to time, the consent of the members of the Company be and hereby accorded for appointment of **Sri. Kosaraju Nagesh Babu** (DIN: 11067431), who has submitted a declaration that he meets the criteria of independence as provided in section 149(6) of the Act, as Non-Executive Independent Director of the Company for a period of 5 (Five) consecutive years with effect from 7<sup>th</sup> day of May, 2025 to 06<sup>th</sup> day of May, 2030, whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** approval of the Members of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as in its absolute discretion, it may consider, necessary, expedient or desirable in order to give effect to this resolution.”

**6. Appointment of Secretarial Auditors.**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013, and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, **M/s Ganga Anil Kumar & Associates**, a sole proprietorship firm of Practicing Company Secretaries, (Firm Registration No. S2023AP952200), be and is hereby appointed as the Secretarial Auditors of the Company, for a term of five (5) consecutive financial years commencing from April 01, 2025 till March 31, 2030, at such remuneration as may be determined by the Board of Directors of the Company (including its Committee thereof) in consultation with the Secretarial Auditors.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

BY ORDER OF THE BOARD  
For **SWARNA SECURITIES LIMITED**

Sd/-  
**(M. MURALI KRISHNA)**  
Managing Director  
**DIN: 01889812**

**Regd. Office:**

27-1-102, 2nd Floor, Swarnalok Complex,  
Eluru Road, Governorpet,  
Vijayawada, Andhra Pradesh - 520002, India.  
Tel.: +91-0866-2575928

Email: [swarnasecurities@rediffmail.com](mailto:swarnasecurities@rediffmail.com)

Web: [www.swarnasecurities.com](http://www.swarnasecurities.com)

CIN- L52520AP1990PLC011031

Date : 07.05.2025

Place : Vijayawada

**NOTES:**

- 01 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER. THE PROXY FORMS, IN ORDER TO BE EFFECTIVE, SHALL BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- 02 A person can act as proxy on behalf of members not exceeding 50 (fifty) in number and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
- 03 **The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, the 25<sup>th</sup> day of May, 2025 to Saturday, the 31<sup>st</sup> day of May, 2025 (Both days inclusive).**
- 04 Shareholders desiring any information as regards accounts are requested to write to the Company at E-Mail: [swarnasecurities@rediffmail.com](mailto:swarnasecurities@rediffmail.com) seven days before the date of the Meeting so as to enable the Company to keep the information ready at the meeting.
- 05 As a measure of economy, copies of the Annual Report will not be physically distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.
- 06 As per SS-2, complete particulars of the venue of the Meeting through route map has been attached herewith the Notice.
- Information in respect of M. Murali Krishna, the Managing Director being re-appointment and other Directors who are being appointed / re-appointed as per the AGM Notice, is attached herewith as required under the Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (“ICSI”).
- 07 A proxy form is being sent herewith and is annexed to this Annual Report. Only registered members of the Company or any proxy appointed by such registered members may attend the AGM as provided under the provisions of the Companies Act, 2013.
- 08 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company (10.00 a.m. to 1.00 p.m.), provided not less than 3 days' written notice is given to the Company.

- 09 In case you are holding the Company's shares in dematerialized form, please contact your depository Participant and give suitable instructions to update and to notify any changes with respect to any changes of addresses, email id and other details.
- 10 In case you are holding Company's shares in physical form, please inform Company's RTA to update and to notify any changes with respect to any changes of addresses, email id and other details.
- 11 Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 12 Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, between 11.00 A.M. to 1.00 P.M. up to the date of the meeting.
- 13 Members / Proxies are requested to bring the attendance slip annexed to this Annual Report, duly filled in and executed for attending the Meeting.
- 14 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 details to the Company / RTA.
- 15 Electronic copies of the Notice for the 35<sup>th</sup> Annual General Meeting (AGM) and the Annual Report 2024-25 are being sent by electronic mode to all the members whose email IDs are registered with the Company / depository participant(s) and for members who have not registered their email addresses, physical copy of the Notice together with the Annual Report will be sent upon request only, at free of cost. The Notice together with the Annual Report is also available on the Company's Website <https://www.swarnasecurities.com/annual-report.php> for their download.
- 16 Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members, who have not registered their E-Mail IDs, are requested to register their email address and changes therein with the Company / RTA in case of physical shares and with Depository Participants in case of dematerialized shares. Members are also requested to provide their Unique Identification Number and PAN (CIN in the case of Corporate Members) to the Company / RTA / Depository Participants.
- 17 **M/s. Ganga Anil Kumar & Associates, Company Secretaries in Practice, represented by Mr. Ganga Anil Kumar, CP No. 26347, M No. F11250, Amaravati, AP has been appointed as the Scrutinizer to Scrutinize the voting by ballot, remote e-Voting or polling at the meeting in a fair and transparent manner.**

- 18 The Company has fixed Saturday, the **24<sup>th</sup> May, 2025** as **cut-off date** for identifying the Shareholders for determining the eligibility to vote by electronic means or in meeting by the ballot or polling. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off / entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- 19 Members may address their queries / communications at [swarnasecurities@rediffmail.com](mailto:swarnasecurities@rediffmail.com)
- 20 (i) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing members a facility to exercise their right to vote at the Annual General Meeting by electronic means and the business may be transacted through such voting, **through e-Voting services provided by Central Depository Services (India) Limited (“CDSL”)**.

**The EVSN is 250428002**

- (ii) **The facility for voting through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-Voting shall be able to exercise their right at the meeting.**
- (iii) The members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting **but shall not be entitled to cast their vote again.**

## **1. PROCEDURE FOR REMOTE VOTING**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the **e-Voting services provided by Central Depository Services (India) Limited (“CDSL”)** by visiting their website at <https://www.evotingindia.com/homepage.jsp> on all the resolution(s) set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “**e-Voting facility provided by Listed Companies**”, e- Voting process will be enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the

efficiency of the voting process.

- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

### **Remote e-Voting period**

- iv. The remote e-Voting period commences on **Wednesday, 28<sup>th</sup> May, 2025 at 9:00 A.M. (IST) and ends on Friday, 30<sup>th</sup> May, 2025 at 5:00 P.M. (IST)**. The remote e-voting module will be disabled by CDSL thereafter.
- v. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- vi. The members are requested to note that –
  - (a) remote e-voting shall not be allowed beyond the said date and time;
  - (b) the members present at the meeting who have not cast their vote by remote-voting prior to the meeting are entitled to cast their vote through by use of polling paper or by using an electronic voting system by availing the remote e-voting facility which will be made available at the AGM venue.
- vii. The company opts to provide the same electronic voting system (i.e. CDSL e-Voting System) as used during remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting only by the members attending the meeting and who have not exercised their right to vote through remote e-voting.

### **Cut-off Date**

- viii. The voting rights of Members 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, 24<sup>th</sup> May, 2025**.
- ix. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he / she is

already registered with CDSL for remote e-Voting then he/she can use his/her existing User ID and password for casting the vote.

- x. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting for Individual shareholders holding securities in demat mode.”
- xi. The details of the process and manner for remote e-Voting are explained herein below:

**Step 1:** Access to Depository e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access to CDSL e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with “NSDL”	1. User already registered for IDeAS facility: <ol style="list-style-type: none"> <li>i. Visit URL : <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a></li> <li>ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>iv. Click on company name or e-Voting service provider and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol>
	2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> <li>i. To register click on link: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a></li> <li>ii. Select “Register Online for IDeAS” or click at: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Proceed with completing the required fields.</li> <li>iv. Follow steps given in points 1</li> </ol>
	3. Alternatively, by directly accessing thee-Voting website of NSDL <ol style="list-style-type: none"> <li>i. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>ii. Click on the icon “<b>Login</b>” which is available under</li> </ol>

	<p>Shareholder/Member' section.</p> <p>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e. CDSL.</p> <p>v. On successful selection, you will be redirected to CDSL e-Voting page for casting your vote during the remote e-Voting period.</p>
<b>Individual Shareholders holding securities in demat mode with "CDSL"</b>	<p>1. Existing user who has opted for Easi/ Easiest:</p> <p>i. Visit URL: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a> URL: <a href="http://www.cdslindia.com">http://www.cdslindia.com</a></p> <p>ii. Click on New System My easi</p> <p>iii. Login with your registered use rid and password.</p> <p>iv. The user will see thee-Voting Menu. The Menu will have links of ESP i.e. CDSL e-Voting portal.</p> <p>v. Click one-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>i. Option to register available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></p> <p>ii. Proceed with completing the required fields.</p> <p>iii. Follow the steps given in point1.</p> <p>3. Alternatively, by directly accessing thee-Voting website of CDSL</p>
	<p>i. Visit URL: <a href="http://www.cdslindia.com">http://www.cdslindia.com</a></p> <p>ii. Provide your demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>iv. After successful authentication, user will be provided links for the respective ESP, i.e CDSL e-Voting system where the e-Voting is in progress.</p>

<b>Individual Shareholder login through their demat accounts/ Website of Depository Participant</b>	<p>I. You can also login using the login credentials of your demat account</p> <p>II. through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>III. Once logged-in, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider–CDSL and you will be redirected to e-Voting website of CDSL for casting your vote during the remote e-Voting period without any further authentication.</p>
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**Important note:** Members who are unable to retrieve User ID / Password are advised to use *Forgot user ID and Forgot Password* option available at respective websites.

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

<b>Login type</b>	<b>Helpdesk details</b>
<b>Securities held with CDSL</b>	Please 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>Securities held with NSDL</b>	Please 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

**Details on Step 2 are mentioned below:****2) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

A. Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from RTA / CDSL which will include details of E-Voting Event Number, USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL:  
<https://www.evotingindia.com/homepage.jsp>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be **EVSN i.e. 240601001**, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with CDSL for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN"
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials
- vi. On successful login, the system will prompt you to select the "**EVSN**" i.e. **250428002 'Swarna Securities Limited-AGM'** and click on "**Submit**".
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “**Submit**”.
- xi. A confirmation box will be displayed. Click “**OK**” to confirm else “**CANCEL**” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to attend the AGM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id at [anilkumar@ananyalegal.com](mailto:anilkumar@ananyalegal.com) with a copy marked to CDSL [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and Company at [swarnasecurities@rediffmail.com](mailto:swarnasecurities@rediffmail.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Even No.”

**B. Members whose email IDs are not registered with the Company / Depository Participants(s), and consequently the Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Members who have not registered their email address and in consequence the Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number registered with Depositories and RTA by accessing the respective websites and Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e- voting instructions along with the User ID and Password. In case of any queries, member may write to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- ii. Alternatively, member may send an e-mail request at to the RTA at the email id [info@arthiconsultants.com](mailto:info@arthiconsultants.com) or can contact at Phone(s): 040 27638111, 040-27638111, 040-27638111 and 040-27638111 along with scanned copy of the signed copy of the request letter providing the email

address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of AGM and the e- voting instructions.

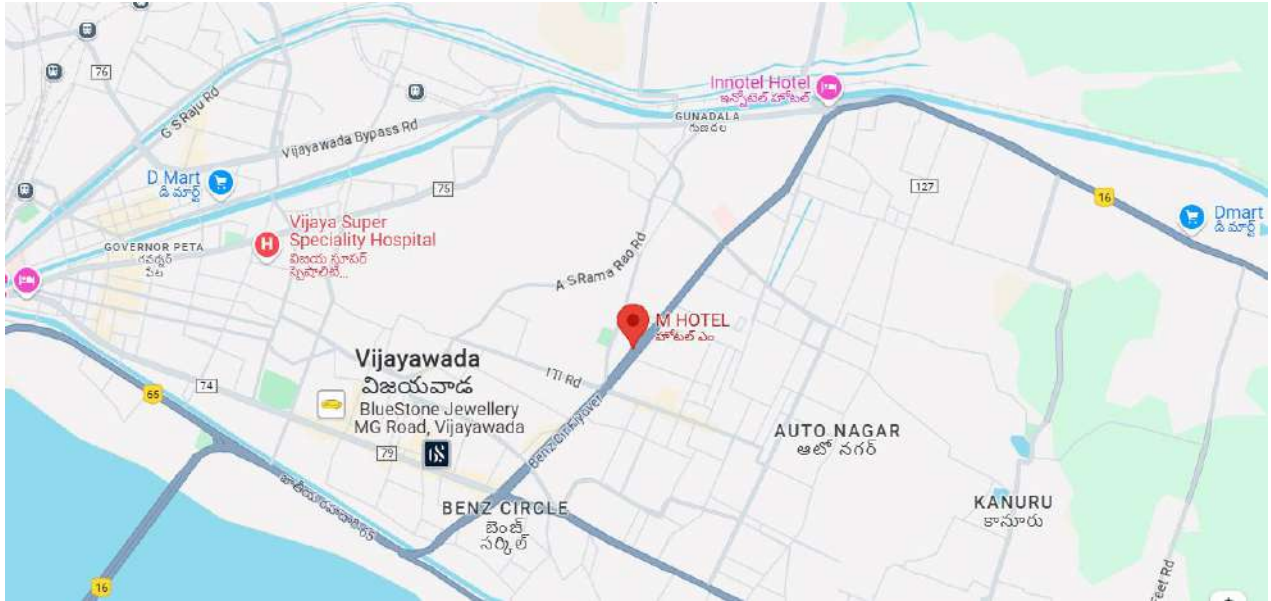
- iii. After receiving thee-voting instructions, please follow all steps above to cast your vote by electronic means.

## OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views by sending an email at before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by using the above-mentioned mode.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E- voting user manual available at Help section of CDSL e-Voting at <https://www.evotingindia.com/Help.jsp> for any further clarifications you can contact e-Voting Helpdesk (Timings Monday - Friday : 10:00 AM to 6.30 PM) Toll Free : 1800225533.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners after **Saturday, 24<sup>th</sup> May, 2025, being the cut-off date**, are not entitled to vote on the Resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **Saturday, 24<sup>th</sup> May, 2025** being the **cut-off date**. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
1. Example for NSDL: MYEPWD<SPACE> IN12345612345678
  2. Example for CDSL: MYEPWD<SPACE> 1402345612345678
  3. Example for Physical: MYEPWD<SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the homepage of <https://www.evotingindia.com/homepage.jsp> the member may click “**Forgot Password**” and enter Folio No. or DPID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact CDSL e-Voting at <https://www.evotingindia.com/Help.jsp> for any further clarifications you can contact e-Voting Helpdesk (Timings Monday - Friday: 10:00 AM to 6.30 PM) Toll Free: 1800225533.
- iv. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favor of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorized by him. The Chairman or any other person authorized by him shall declare the result of the voting forthwith.
- v. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolution(s). The Results declared along with the Scrutinizer’s Report(s) will be available on the website of the Company at <https://www.swarnasecurities.com/> and Service Provider’s website at <https://www.evotingindia.com/homepage.jsp> and the communication will be sent to the BSE Limited.

**Route Map of AGM Venue**



**STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF  
THE COMPANIES ACT, 2013 (“the Act”)**

The following Explanatory Statement sets out the relevant information as required by Section 102 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) as may be amended, modified, replaced, substituted, re-stated and/or re-issued from time to time:

**Item No:3**

The Managing Director was re-appointed for period of 5 years with effect from 01.06.2020 to 31.05.2025, without any remuneration in the 30<sup>th</sup> Annual General Meeting held on Thursday, the 23rd day of July, 2020. Therefore, the term of office of the Managing Director comes to an end at the ensuing 35<sup>th</sup> Annual General Meeting (35<sup>th</sup> AGM) to be held on 31<sup>st</sup> May, 2025.

Accordingly, the Board at its meeting held on 07.05.2025, as recommended by the Nomination and Remuneration Committee, approved the re-appointment of Mr. M Murali Krishna (DIN: 01889812) as a Managing Director of the company for a further term of 5 years with effect from 01-06-2025, subject to the shareholders’ approval.

Considering the experience of the Managing Director in the fields of Driving the P & L, Business Management, Business Development and Leadership, your Board, recommends his appointment as set out at Item No. 3 of this Notice, for approval of the Members as a **Special Resolution**.

Further details of Mr. M Murali Krishna pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“**Listing Regulations**”) and Secretarial Standard-2 on General Meetings is provided in the Annexure to this Notice.

Being the promoter and current Managing Director of the Company, Mr. M Murali Krishna and being wife of Mr. M Murali Krishna, Smt. Venkata Naga Siva Sushma Muthavarapu (DIN: 01890545) are interested in this resolution. Except as stated above none of the Directors, Key Managerial Personnel or their relatives, are interested, financially or otherwise, in the Resolution as set out at Item No. 3 of this Notice.

**Item No:4 & 5**

The Board at its meeting held on 07.05.2025, as recommended by the Nomination and Remuneration Committee, approved the appointment of Sri. Kosaraju Nagesh Babu (DIN: 11067431) as an Independent Director of the Company for a term of 5 years with effect from 07-05-2025, subject to the shareholders’ approval.

Considering the experience of Sri. Kosaraju Nagesh Babu in the fields of Engineering and Construction, your Board, recommends his appointment as set out at Item No. 4 & 5 of this Notice, for approval of the Members as an **Ordinary Resolution** and a **Special Resolution respectively**.

Further details of Sri. Kosaraju Nagesh Babu pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and Secretarial Standard-2 on General Meetings is provided in the Annexure to this Notice.

None of the Directors, Key Managerial Personnel or their relatives, are interested, financially or otherwise, in the Resolution as set out at Item No. 4 & 5 of this Notice.

#### **Item No:6**

Pursuant to provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder, read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), every listed company is required to annex with its Board's Report, a secretarial audit report, issued by a Practicing Company Secretary. For this purpose, the Board of Directors of the Company had appointed M/s Ganga Anil Kumar & Associates ("**GAKA**"), a firm of Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2024 and they have issued their report which is annexed to the report of the Board of Directors of the Company as a part of the Annual Report.

SEBI vide its notification dated December 12, 2024, amended the SEBI Listing Regulations, 2015. The amended regulations require companies to obtain shareholders' approval for appointment of Secretarial Auditors, in addition to approval by the Board of Directors. Further, such Secretarial Auditor must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified by SEBI.

In light of the aforesaid, the Board of Directors of the Company, pursuant to the recommendations of the Audit Committee, has recommended appointment of GAKA, a firm of Practicing Company Secretaries, as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from April, 1, 2025 till March 31, 2030.

GAKA has a rich experience and the team is mentored by a senior professional of repute who has worked with a large conglomerates and government undertakings. Furthermore, in terms of the amended regulations, GAKA has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. GAKA has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. GAKA has further furnished a declaration that they have not taken up any prohibited non-secretarial audit assignments for the Company.

The Board shall decide the remuneration for obtaining the secretarial audit certificate from time to time. The Company would also obtain certifications which are to be mandatorily received from the Secretarial Auditors under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms. The Board of Directors and the Audit Committee shall approve the remuneration of the Secretarial Auditors.

None of the Directors and Key Managerial Personnel of the Company and their relatives, are concerned or interested, financially or otherwise, in this resolution. Hence, the Board recommends the **Ordinary Resolution** set out at item number 6 of the notice for approval by the members.

BY ORDER OF THE BOARD  
For **SWARNA SECURITIES LIMITED**

**Sd/-**  
**(M. MURALI KRISHNA)**  
Managing Director  
**DIN: 01889812**

**Regd. Office:**

27-1-102, 2nd Floor, Swarnalok Complex,  
Eluru Road, Governorpet,  
Vijayawada, Andhra Pradesh - 520002, India.  
Tel.: +91-0866-2575928

Email: [swarnasecurities@rediffmail.com](mailto:swarnasecurities@rediffmail.com)

Web: [www.swarnasecurities.com](http://www.swarnasecurities.com)

CIN- L52520AP1990PLC011031

Date : 07.05.2025

Place : Vijayawada

**Details of Directors seeking appointment / re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings.**

**Smt. Venkata Naga Siva Sushma Muthavarapu (DIN: 01890545)**

Nationality	Indian
Date of birth and age	02.11.1966 and 58 years
Date of first appointment on the Board	11/07/2008
Qualification	B. Sc
Expertise in specific functional areas	Business Management, Promotion and marketing.
Experience (including brief resume)	<p>She has 30 years of experience in the field of Hospitality, Real estate, Hire Purchase, Financing etc.</p> <p>She is director in many companies including Kandhari Hotels, Siva Credits etc.</p> <p>She graduated in Bachelor of Science.</p>
Directorships of other Boards (including Directorships on the Board of listed companies) as on March 31, 2025	<ol style="list-style-type: none"> <li>1. Siva Credits Private Limited</li> <li>2. Mmk Farms Private Limited</li> <li>3. Bezawada Real Estates Private Limited</li> <li>4. Kandhari Hotels Pvt Ltd.</li> <li>5. Muthavarapu Leasing Private Limited</li> <li>6. Swarna Spinning Mills Private Limited</li> </ol>
Memberships/ Chairmanship of Committees (including Memberships/Chairmanship of Committees of Board of listed entities) as on March 31, 2025	Nil
Disclosure of inter-se relationships between directors and key managerial personnel	Her spouse is also one of the Directors and Promoter of the Company.
Number of Equity shares held in the Company, including shareholding as a beneficial owner.	237400
Details of Board / Committee Meetings attended during the year	Board Meetings – 06 Committee Meetings - NA
Terms and conditions of Appointment	Appointed as Non-Executive Non-Independent Director eligible to retire by rotation with no remuneration.

Details of Remuneration sought to be paid	Nil
Remuneration last drawn by the Director	Nil
Names of the listed entities from which the appointee has resigned in the past three years	NA

**Mr. M Murali Krishna (DIN: 01889812)**

Nationality	Indian
Date of birth and age	010.06.1958 and 67 years
Date of first appointment on the Board	01/06/2003
Qualification	Post Graduate in Commerce i.e. M. Com.
Expertise in specific functional areas	Driving P& L, Business Management and Leadership, Promotion and Marketing.
Experience (including brief resume)	<p>Mr. M Murali Krishna is a post graduate in commerce and has to his credit more than 35 years of experience in finance, re-finance, hire-purchase, banking, hospitality, real estate, engineering, agriculture commodities and organic produce.</p> <p>He is active member of several industry bodies in the state of Andhra Pradesh and national bodies including Chairman of most of them in the past.</p>
Directorships of other Boards (including Directorships on the Board of listed companies) as on March 31, 2025	<ol style="list-style-type: none"> <li>1. Siva Credits (P) Ltd.,</li> <li>2. Muthavarapu Leasing (P) Ltd.,</li> <li>3. Kandhari Hotels (P) Ltd.,</li> <li>4. Swarna Spinning Mills Pvt. Ltd.,</li> <li>5. M.V.R. Estates (P) Ltd.,</li> <li>6. MVR Hotels &amp; Estates (P) Ltd.,</li> <li>7. MMK Farms (P) Ltd.,</li> <li>8. Kakatiya Organic Farms &amp; Resorts Pvt. Ltd.,</li> <li>9. Amaravati Kosta Marina &amp; Club (P) Ltd.</li> </ol>
Memberships / Chairmanship of Committees (including Memberships / Chairmanship of Committees of Board of listed entities) as on March 31, 2025	Nil
Disclosure of inter-se relationships between directors and key managerial personnel	His spouse is also one of the Directors and Promoter of the Company.
Number of Equity shares held in the Company, including shareholding as a beneficial owner.	718750
Details of Board / Committee Meetings attended during the year	Board Meetings – 06 Committee Meetings - NA
Terms and conditions of Appointment	Appointed as Managing Director eligible to retire by rotation with no remuneration.

Details of Remuneration sought to be paid	Nil
Remuneration last drawn by the Director	Nil
Names of the listed entities from which the appointee has resigned in the past three years	NA

**Sri. Kosaraju Nagesh Babu (DIN: 11067431)**

Nationality	Indian
Date of birth and age	11/09/1966 and 59 years
Date of first appointment on the Board	07/05/2025
Qualification	Diploma in Civil Engineering
Expertise in specific functional areas	Engineering, Project feasibility, conducting & supervising site surveys.
Experience (including brief resume)	Mr. Kosaraju Nagesh Babu is a highly experienced Civil Engineer with over 30 years of expertise in infrastructure development, construction management, and project execution. He holds a Diploma in Civil Engineering from AANM & VVRSR Polytechnic, Gudlavalleru, Andhra Pradesh, India. Throughout his career, he has contributed significantly to reputed organizations such as Kusalava International and The Krishna Industrial and Agricultural Exhibition Society, demonstrating a strong command over cost estimation, site surveying, infrastructure development and maintenance.
Directorships of other Boards (including Directorships on the Board of listed companies) as on March 31, 2025	Nil
Memberships/ Chairmanship of Committees (including Memberships/Chairmanship of Committees of Board of listed entities) as on March 31, 2025	Nil
Disclosure of inter-se relationships between directors and key managerial personnel	NA
Number of Equity shares held in the Company, including shareholding as a beneficial owner.	Nil

Details of Board / Committee Meetings attended during the year	Board Meetings – NA Committee Meetings - NA
Terms and conditions of Appointment	Appointed for a period of 5 years w.e.f. 07/05/2025 as an Independent Director not required to retire by rotation with no remuneration or sitting fee.
Details of Remuneration sought to be paid	Nil
Remuneration last drawn by the Director	Nil
Names of the listed entities from which the appointee has resigned in the past three years	NA

BY ORDER OF THE BOARD  
For **SWARNA SECURITIES LIMITED**

**Sd/-**  
**(M. MURALI KRISHNA)**  
Managing Director  
**DIN: 01889812**

**Regd. Office:**

27-1-102, 2nd Floor, Swarnalok Complex,  
Eluru Road, Governorpet,  
Vijayawada, Andhra Pradesh - 520002, India.  
Tel.: +91-0866-2575928  
Email: [swarnasecurities@rediffmail.com](mailto:swarnasecurities@rediffmail.com)  
Web: [www.swarnasecurities.com](http://www.swarnasecurities.com)  
CIN- L52520AP1990PLC011031

Date : 07.05.2025  
Place : Vijayawada