

SWARNA SECURITIES LIMITED

(CIN: L52520AP1990PLC011031)

Ph: 2575928

Date: 25/08/2021

To

Corporate Relationship Department
BSE Limited, P.J. Towers, Dalal Street
Mumbai - 400001

Dear Sirs,

SUB: Notice of 31st Annual General Meeting and E-Voting Information

Ref: ISIN - INE595G01018 & SYMBOL: SWRNASE

We wish to inform you that the 31st Annual General Meeting of the Company will be held on Saturday, the 25th day of September, 2021 at D.No.54-15-3, Srinagar Colony, Ring Road, Vijayawada-8, AP at 11.00 AM., to transact the business as set out in the Notice of 31st Annual General Meeting. The Notice of AGM is enclosed.

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 members to exercise their right to vote at the Annual

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of the Company will be held on Saturday, the 25th day of September, 2021, at D.No.54-15-3, Srinagar Colony, Ring Road, Vijayawada-8 at 11.00 AM to transact the following business:

AS ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements for the year ended 31st March, 2021 and reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. M.V.N.S. Sushma (DIN: 01890545), who retires by rotation and being eligible, offers herself for re-appointment.

AS SPECIAL BUSINESS:

- 3: To appoint Mr.KarunakarMandava(DIN: 072517)as Independent Director of the Company:

To consider, and if thought fit, to pass with or without modification, the following Resolution as Special Resolution:

"RESOLVED THAT pursuant to Sec.149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications 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, and other applicable provisions if any, Mr. KarunakarMandava(DIN: 072517), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from July 15th, 2021 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 1(1) of the Act and the Articles of Association of the Company, being eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 1(1) of the Act proposing his candidature for the office of Director of the company, be and is hereby appointed as an Independent Director of Company to hold office for a term of five consecutive years commencing from 15thJuly 2021 and not liable to retire by rotation."

BY ORDER OF THE BOARD
SWARNA SECURITIES LIMITED
(Sd/-) (M. MURALI KRISHNA)
Chairman & Managing Director
DIN: 01889812

Regd.Office :

27-1-102, II Floor
Governorpet, Vijayawada-2
Date: 23.08.2021

NOTICE**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 19th day of September, 2021 to Saturday the 25th day of September, 2021 (Both days inclusive).
- 04 Shareholders desiring any information as regards accounts are requested to write to the Company 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 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.
- 07 The Statement pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to item No. 3 forms part of this Notice. Additional Information, pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment/ re- appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished annexure to this Notice.

- 08 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.
- 09 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.
- 10 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.
- 11 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.
- 12 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.
- 13 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.
- 14 Members/Proxies are requested to bring the attendance slip annexed to this Annual Report, duly filled in for attending the Meeting.
- 15 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.

- 16 Electronic copy of the Notice for the 31st Annual General Meeting and the Annual Report 2020-21 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, at free of cost. The Notice together with the Annual Report is also available on the Company's Website <https://www.swarnasecurities.com/financial.php> for their download.
- 17 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.
- 18 Mr. Kode Hemachand, Company Secretary in Whole Time Practice, (CP No. 13416, M No. 35463), Vijayawada, 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.
- 19 The Company has fixed Saturday, the 18th Sept., 2021 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 persons 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.
- 20 Members may address their queries / communications at swarnasecurities@rediffmail.com
- 21 (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).

(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.

E-Voting:

The facility for remote e-Voting shall remain open from 9.00 a.m. on Wednesday, the 22nd September, 2021 to 5.00 p.m. on Friday, the 24th September, 2021. During this period, the members of the Company, holding shares either in Physical Form or in Dematerialized form, as on the cut-off-date, viz., Saturday, the 18th September, 2021, may opt for remote e-Voting.

The e-voting module shall be disabled by CDSL for voting thereafter.

The instructions for e-Voting are as under:

- i) To log on to the e-Voting website www.evotingindia.com
- ii) To Click on Shareholders tab.
- iii) Now enter your **User ID** as given below:
 - ❖ For CDSL: 16 Digits beneficiary ID
 - ❖ For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - ❖ Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Captcha Code as displayed and Click on Login.

v) PASSWORD

- ❖ If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - ❖ If you are the first time user follow the steps given below:
- a) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number * in the PAN Field.

* Sequence number is available in the address label pasted in the cover and / or in the e-mail sent to Members. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

b) Please enter any one of the following details in order to login:

Date of Birth: Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Details: Please enter Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

If both of the above details are not recorded with the depository or Company, please enter the member ID/Folio Number in the Dividend Bank details field.

vi) After entering these details appropriately, click on "SUBMIT" tab.

vii) Members holding shares in physical form will then directly reach the Company selection screen.

However, members holding shares in demat form will now reach 'Set Password' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

viii) For members holding shares in physical form, the details can be used only for remote e-voting on there solutions contained in this Notice.

ix) Click on the relevant EVSN for 'SWARNA SECURITIES LIMITED' on which you choose to vote.

x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or No as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xi) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolutions.

xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xiv) You can also take out print of the voting done by you clicking on "Click here to Print" option on the Voting page. It need not be sent to the Company.

xv) If demat account holder has forgotten the changed password, then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.

xvi) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store; Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

A. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

B. Mr. Kode Hemachand, Company Secretary in Whole Time Practice, (CP No. 13416, M No. 35463), Vijayawada, AP has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.

C. Copy of the Notice together with Annual Report 2020-21 are being sent to those Members whose names appear in the Register of Members / statements of beneficial ownership maintained by the Depositories as

on the close of business hours on Saturday, the 18th Sept., 2021. Any person who becomes a member of the Company after the said date and holding shares as on the cut-off date i.e. Saturday, the 18th Sept., 2021 may obtain user ID and Password by sending an email request to info@aarthiconsultants.com. Members may also send a request to the Company Secretary by writing to him at the registered office of the Company.

- D. The Chairman shall, at the general meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting, with the assistance of scrutiner, by use of ballot or polling paper or by using an electronic voting system for all those members who are present at the general meeting but have not cast their votes by availing the remote e-voting facility.
- E. 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 not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith. The Results so declared, along with the Scrutinizer's Report, shall be placed on the Company's website viz. <https://www.swarnasecurities.com>. The results shall also be forwarded to stock exchange.

**PARTICULARS OF DIRECTORS RE-APPOINTED IN
PURSUANCE TO CLAUSE 49 OF THE LISTING
AGREEMENT**

- 01 Smt. M.V.N.S. Sushma is a graduate in Science and has more than 20 years of experience in the fields of Hire Purchase and Construction. She is the director of M/s Siva Credits (P) Limited and other companies.
- 02 Sri M. Karunakar is a Graduate in B.A., B.L. and has more than 15 year of experience in fields of Finance, Real Estate etc.,

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 (1) and Section 110 of the Companies Act, 2013)

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

Item No: 3:**To Appoint Mr. Karunakar Mandava (DIN: 07256176) as Independent Director of the Company:**

The Board of Directors of the Company appointed, Mr. Karunakar Mandava (DIN: 07256176) as an Additional Director of the Company with effect from 15.07.2021, pursuant to the provisions of Section 161(1) of the Companies Act, 2013("Act") and the Articles of Association of the Company.

In terms of the provisions of Section 161(1) of the Act, Mr. Karunakar Mandava will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160(1) of the Act proposing the candidature of Mr. Karunakar Mandava for the office of Independent Director of the Company. Mr. Karunakar Mandava is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Karunakar Mandava that he meets with the criteria of independence as prescribed under sub-section (b) of Section 149 of the Act and SEBI Listing Regulations. The resolution seeks the approval of members for the appointment of Mr. Karunakar Mandava as an Independent Director of the company up to July 14, 2026 pursuant to Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board, Mr. Karunakar Mandava fulfils the conditions for his appointment as an Independent Director as specified in the Act and SEBI Listing Regulations. Mr. Karunakar Mandava is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Resume: Mr. Karunakar Mandava has very rich experience of 15 years in the fields of Finance, Hospitality, Real Estate, Business Development etc. He is graduated in B.A, B.L. His interests include venturing in to new assignments, reading books etc.

Keeping in view his expertise and knowledge, it will be in the interest of the Company that Mr. Karunakar Mandava is appointed as an Independent Director of the Company.

Mr. Karunakar Mandava does not hold by himself or for any other person on a beneficial basis, any shares in the Company. The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Karunakar Mandava as an Independent Director. Accordingly, the Board recommends the said resolution for the approval of the shareholders. Copy of the draft letter for appointment of Mr. Karunakar Mandava as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Except Mr. Karunakar Mandava being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3. This Explanatory Statement may also be regarded as a disclosure Regulation 27 of SEBI (Listing obligations and disclosure Requirements) Regulations, 2015.

A brief profile of the Independent Director to be re-appointed, including the nature of his expertise and other disclosures as required under Regulation 36 of SEBI (Listing Obligation and Disclosure requirements) Regulations, 2015 is provided in Annexure-A to this notice.

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

(Sd/-)

(M. MURALI KRISHNA)

Chairman & Managing Director

DIN: 01889812

Regd.Office :

27-1-102, II Floor

Governorpet, Vijayawada-2

Date: 23.08.2021

Information in respect of Director seeking re-appointment as required under the Secretarial Standards on General Meetings issued by ICSI:-

Name of the Director	M. V.N.S. Sushma
Date of Appointment including terms and conditions of appointment	She was Re-appointed in the AGM held on 27/06/2019 upon retirement by rotation.
Date of first appointment on the Board	11.07.2008
Date of Birth	02.11.1966
Directorships in other Companies	1.Siva Credits (P) Ltd., 2.Muthavarapu Leasing (P) Ltd., 3.Kandhari Hotels (P) Ltd., 4. Swarna Spinning Mills Pvt. Ltd., 5.MMK Farms (P) Ltd., 6. Bezawada Real Estates Pvt. Ltd.,
Details of Remuneration sought to be paid and the remuneration last drawn by such Person	N.A.
Shareholding in the Company as on 31.03.2021	237400
Number of Meetings of the Board attended during the year	07

ROUTE MAP



ANNEXURE-A

Details of Directors seeking appointment/ re-appointment at the Annual General Meeting

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

Name of the Director	Mr. Karunakar Mandava
Date of Birth	01/08/1972
Date of Appointment	15-07-2021
Relationship with other Directors	None
Expertise in specific functional areas:	He has very rich experience of 15 years in the fields of Finance, Hospitality, Real Estate, Business Development etc.
Qualifications	BA., BL
Board Membership of other Listed Companies as on March 31, 2021	NIL
Chairman/Member of the Committee of the Board of Directors of Diligent Industries Limited as on March 31, 2021	NIL
Chairman/Member of the Committee of Directors of other companies in which he is a director as on March 31, 2021	NIL
a) Audit Committee	NIL
b) Stakeholders' Relationship	NIL
c) Nomination and Remuneration Committee	NIL
Number of shares held in the Company as on March 31, 2021	NIL