

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that ANNUAL GENERAL MEETING of the Members of SWAL CORPORATION LIMITED will be held on Wednesday, 30th September, 2015 at 10.00 a. m. 167, Dr A B Road, Readymoney Terrace, Worli, Mumbai-400018, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:

a) The audited financial statement of the Company for the financial year ended on 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Mr. R D Shroff (DIN: 00180810), who retires by rotation and being eligible, offers himself for re-appointment.

4. To appoint Auditors and fix their remuneration and to consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs. T R Chadha & co, (Chartered Accountants), Mumbai having ICAI Firm Registration No.006711N, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company, for the year, 2015-16, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company."

SPECIAL BUSINESS:

5. To regularise the appointment of Mrs. Asha Arun Ashar (DIN: 00531597), Additional Director as Woman 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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Mrs Asha Arun Ashar, having DIN 00531597, a non-executive Director of the Company, who was appointed as an Additional Director of the Company on 28th march, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Woman Director of the Company, liable to retire by rotation, to hold office up to the next annual general meeting".

6. To regularise the appointment of Mr. Bhupendrakumar D. Dalwadi (DIN: 05305875), Additional Director as a Director (Independent) of the Company. Mr B D Dalwadi was having over Three decades of experience in Industry and possesses skills experience and knowledge in finance, law, management, sales, marketing, administration, research, corporate governance, technical operations etc. found suitable for the profile of Ind Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Mr Bhupendrakumar D Dalwadi, DIN 05305875, a non-executive Director of the Company, who was appointed as an

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Additional Director of the Company on 28th march, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.”.

7. To regularise the appointment of Mr. Salim Pyarali Govani (DIN 00364026), Additional Director as a Director (Independent) of the Company. Mr. Salim P Govani, a Graduate having over 25 years of experience in Industry and possesses skills experience and knowledge in finance, law, management, sales, marketing, administration, research, corporate governance, technical operations etc and found suitable for the profile of Ind Director.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Mr. Salim Pyarali Govani, DIN 00364026, a non-executive Director of the Company, who was appointed as an Additional Director of the Company on 28th march, 2015 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years.”.

8. To Ratifying Re-appointment of Mr. K. R. Srivastava (DIN: 00810303) as Managing Director for the term of another years.

RESOLVED THAT, Re-appointment of Mr. K R Srivastava (DIN: 00810303), an Executive Director of the Company, as proposed and passed in the meeting of Board of Directors of the company held on 31st July, 2015, pursuant to the applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the

time being in force, is hereby reatified and approved to hold office up to 5 (five) consecutive years, w.e.f, 01 Oct, 2015.

Notes

1. 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 PROXY NEED NOT BE A MEMBER.

The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of 31st Annual General Meeting.

- a. 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.

3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.

4. The Register of Members and The Share Transfer Books of the Company will remain closed from Saturday, 18th Sep, 2015 to 30th Sep, 2015 (both days inclusive).

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5. The Members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Administrative office at Uniphos House, Madhu Park, Khar west, Mumbai-400052.

6. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.

Mumbai: 01st September, 2015

By Order of the Board of Directors
For SWAL CORPORATION LTD,

Sd/-
COMPANY SECRETARY
V SRINIVAS

Map of Venue of Annual General meeting

