

Swasti Vinayaka

S Y N T H E T I C S L I M I T E D

Corporate Office : 306, Tantia Jogani Industrial Estate, J. R. Boricha Marg, Next to Lodha Bellissimo, Lower Parel, Mumbai - 400 011. • Tel.: 022-4344 3555 Fax : 022-2307 1511

Dated: 30th August, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.

Scrip Code: 510245

Dear Sir/ Madam,

Sub: "Annual General Meeting" of the members of the Company, "Book Closure Date" and Dividend payment.

This is to inform that the Thirty Seventh Annual General Meeting of the members of the Company will be held on Saturday, 28th September, 2019 at 10:30 am, at registered office of Company at J - 15, M.I.D.C., Tarapur, Boisar, Dist. Palghar - 401506.

The Company will provide to its members the facility to cast their vote(s) on all resolutions set out in the Notice by electronic means ("e—voting"). The e—voting will Wednesday, September 25, 2019 at 09.00 a.m. and ends on Friday, September 27, 2019 at 5.00 p.m. The instructions for e— voting, will be send along with the Notice of the Meeting.

The Company has fixed Book Closure from Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (both days included) for the purpose of: (a) determining the members eligible to receive (a) dividend for the financial year 2018—19 and (b) determining the members eligible to vote on all resolutions set out in the Notice.

The dividend, if declared at the Annual General Meeting, will be paid or warrants thereof despatched after the AGM.

Thanking you,
Yours faithfully,
For Swasti Vinayaka Synthetics Limited



Rajesh Poddar (DIN: 00164011)
Chairman & Managing Director

NOTICE TO THE MEMBERS

NOTICE is hereby given that the 37th Annual General Meeting of the Company will be held on Saturday, 28th September, 2019 at 10:30 a.m. at the Registered office of the Company at J-15, M.I.D.C., Tarapur, Boisar, Dist. Palghar, Maharashtra – 401506 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2019 and the Profit and Loss Account for the year ended on that date together with the Directors' and Auditors' Report thereon.
2. To declare dividend on equity shares for the financial Year 2018-2019.
3. To appoint a Director in place of Mr. Dinesh Ramprasad Poddar (DIN- 00164182), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. **To re-appoint Mr. Rakesh Kumar Garodia (DIN: 00143438) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications (or re enactment thereof for the time being in force), Mr. Rakesh Kumar Garodia (DIN:00143438), whose term expires on 26th September, 2019 be and is hereby re- appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 42th Annual General Meeting of the Company to be held in the calendar year 2024 or 27th September 2024 whichever is earlier."

RESOLVED FURTHER THAT Mr. Rajesh R. Poddar, Managing Director, Mr. Dinesh Poddar, Director, Mr. Ramprasad Poddar, Director and Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

5. **To re-appoint Mr. Sanjiv V. Rungta (DIN: 00381643) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149,152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications (or re enactment thereof for the time being in force), Mr. Sanjiv V. Rungta (DIN: 00381643), whose term expires on 26th September, 2019 be and is hereby re- appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 42th Annual General Meeting of the Company to be held in the calendar year 2024 or 27th September 2024 whichever is earlier."

RESOLVED FURTHER THAT Mr. Rajesh R. Poddar, Managing Director, Mr. Dinesh Poddar, Director, Mr. Ramprasad Poddar, Director and Company Secretary, be and are hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution."

6. **To approve payment of remuneration to Mr. Rajesh Poddar (DIN: 00164011), Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to payment of such remuneration to Mr. Rajesh Poddar (DIN: 00164011), Managing Director, with effect from w.e.f. September 1, 2019, as set out in the statement annexed to the Notice convening this Meeting with the liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".

Registered Office:

J- 15, M.I.D.C., Tarapur,
Boisar, Dist. Palghar,
Maharashtra – 401506.

**By Order of the Board
Swasti Vinayaka Synthetics Limited**

Date: 23rd August, 2019
Place: Mumbai.

**Rajesh Poddar
(DIN: 00164011)
Chairman & Managing Director**

NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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.

The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to special business to be transacted at the AGM is annex hereto. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM.

1. Members are requested to note that the Company's equity shares are under compulsory demat trading for all investors, subject to the provisions of SEBI Circular No. 21/99 dated July 8, 1999. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
2. The register of members and share transfer books will remain closed from Saturday, 21st September, 2019 to Saturday, 28th September, 2019. (Both days inclusive).
3. Dividend, after declaration, shall be disbursed to the members:-
 - a) Whose name appears as beneficial owners as at the end of business hours on Friday, 20th September, 2019, as per the list to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited, in respect of the shares held in electronic form.
 - b) Whose names appear as members in the register of members of the Company after giving effect to valid transfers in physical form lodged with the Company or registrar and share transfer agents on or before 20th September, 2019.
4. Shareholders seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so that the information is made available by the management on the day of the meeting.
5. Shareholders holding shares in physical form are requested to intimate any change in their residential address to Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East) Mumbai 400059, Registrars and transfer agent of the Company immediately.
6. Shareholders who are holding shares in demat mode are requested to notify any change in their residential address, bank A/c details and/ or email address immediately to their respective depository participants.
7. The government took a 'green initiative in corporate governance' in 2011 by allowing the Companies to service the documents to its shareholders through electronic mode. Accordingly, the Company sends all communication including the notice along with annual report in electronic form to all shareholders whose email Ids are registered with the Company/ depository participant(s) unless a specific request for hard copy has been requested.
8. Shareholders are requested to update their email Id's by downloading the form which is available on the website of the Company i.e. www.swastivinayaka.com and submit the same at the registered office of the Company for receiving the notice and other documents at their email address.
9. The Company has appointed M/s. Sandeep Dar & Co., Practicing Company Secretaries, Navi Mumbai, to act as the scrutinizer, to scrutinize the remote e-voting and physical votes received through ballot in accordance with the law and in a fair and transparent manner.
10. In accordance with Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; our Company is exempted from compliance with the Corporate Governance provisions and hence the Corporate Governance Report is not required to be attached with this Annual Report.

11. VOTING OPTIONS:**I. Voting through electronic means**

The Company is pleased to offer remote e-voting facility, for all its members to enable them to cast their vote electronically in term of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Facility for voting, through ballot/ polling paper will be made available at the venue of the AGM. The members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights through ballot papers at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast

their vote again at the AGM.

The instructions for members for voting electronically are as under:-

(i) The voting period begins on Wednesday, September 25, 2019 at 09.00 a.m. and ends on Friday, September 27, 2019 at 5.00 p.m. Members holding Shares in physical or in demat form as on cut off date i.e. Saturday, September 21, 2019 shall only be eligible for e-voting.

(ii) Log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Members holding shares in Physical Form should enter Folio Number registered with the company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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 (refer serial no. printed on the name and address sticker/ Ballot Form/mail) in the PAN field. - 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. Eg. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(ix) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach to the 'Password Creation' 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained

(xi) Click on the EVSN for the Swasti Vinayaka Synthetics Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(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.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app, 'CDSL 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.

(xviii) Note for Non-individual Shareholders and Custodians.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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

In case of members receiving the physical copy:

Please follow all steps from sr. no. (i) to sr. no. (xix) above to cast vote.

II. Voting Through Ballot:

The Company is also providing the facility for voting through Ballot process at the AGM and the members attending the Meeting who have not cast their vote by remote e-voting will be able to exercise their right to vote at the AGM. The Ballot Forms will be available at the AGM.

III. Other Instructions

A Member can opt for only one mode of voting i.e. either through e-voting or ballot. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.

12. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts.

Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, M/s. Bigshare Services Private Limited, quoting their folio numbers.

Registered Office:

J- 15, M.I.D.C., Tarapur,
Boisar, Dist. Palghar,
Maharashtra – 401506.

Date: 23rd August, 2019

Place: Mumbai.

**By Order of the Board
Swasti Vinayaka Synthetics Limited**

**Rajesh Poddar
(DIN: 00164011)
Chairman & Managing Director**

ANNEXURE TO NOTICE – EXPLANATORY STATEMENT**ITEM NO. 4 & 5**

The Members of Company on 27th September, 2014 in their 32nd Annual General Meeting approved appointment of Mr. Rakesh Kumar Garodia and Mr. Sanjiv V. Rungta as independent director of Company w.e.f. from 27th September, 2014. They will complete their respective tenure on 26th September, 2019. The Board of Directors of the Company at their Meeting held on 26th July, 2019 recommended for approval of member re appointment of Mr. Rakesh Kumar Garodia and Mr. Sanjiv V. Rungta.

Declarations have been received from Mr. Rakesh Kumar Garodia and Mr. Sanjiv V. Rungta that they meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations 2015. In the opinion of the Board, Mr. Rakesh Kumar Garodia and Mr. Sanjiv V. Rungta fulfill the conditions specified in the Act, the Rules there under and the Listing Regulations 2015 for re-appointment as Independent Directors and they are independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Rakesh Kumar Garodia and Mr. Sanjiv V. Rungta, in terms of Section 149 of the Act.

Brief profile of Mr. Rakesh Kumar Garodia and Mr. Sanjiv V. Rungta is given below for reference of the member

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

Relevant details of Mr. Rakesh Kumar Garodia and Mr. Sanjiv V. Rungta as required by Reg. 36(3) of the Listing Regulations and as required under Secretarial Standards- 2 on General Meetings issued by the Institute of Company Secretaries of India is provided here under:

Name of Director	Mr. Rakesh Kumar Garodia	Mr. Sanjiv V. Rungta
Director Identification Number (DIN)	00143438	00381643
Date of Birth	15 th September, 1963	28 th June, 1962
Experience	40 years in Business	35 years in Business
Other Companies in which he is director excluding private company & Companies u/s. 8 of Companies Act, 2013	Ashirwad Capital Limited Swasti Vinayaka Art & Heritage Corporation Limited Penguin Electronics Limited Balkrishna Paper Mills Limited	Ashirwad Capital Limited Swasti Vinayaka Art & Heritage Corporation Limited
Chairperson/membership of the Committee in other listed Company	4	3

ITEM No. 6

Mr. Rajesh Poddar (DIN: 00164011) was appointed as the Managing Director of the Company for a term of five (5) years w.e.f. April 1, 2015.

The members of the Company at their general meeting held on July 19, 2014 had approved the payment of remuneration to Mr. Rajesh Poddar.

The Board at its meeting held on August 23, 2019 has approved payment of remuneration of Mr. Rajesh Poddar w.e.f. September 1, 2019, for which approval of the members is required.

The remuneration proposed to be paid to Mr. Rajesh Poddar, Managing Director has also been recommended by the Nomination and Remuneration Committee.

The remuneration proposed will be within the limits permissible under Schedule V to the Act.

Keeping in view, the vast experience of Mr. Rajesh Poddar, the Board of Directors has recommended the payment of remuneration w.e.f. September 1, 2019 upto Rs. 5,00,000/- per month including bonus.

Save and except Mr. Rajesh Poddar and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relative are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Registered Office:

J- 15, M.I.D.C., Tarapur,
Boisar, Dist. Palghar,
Maharashtra – 401506.

**By Order of the Board
Swasti Vinayaka Synthetics Limited**

Date: 23rd August, 2019

Place: Mumbai.

**Rajesh Poddar
(DIN: 00164011)
Chairman & Managing Director**

Swasti Vinayaka Synthetics Limited

CIN: L99999MH1981PLC024041

Regd. Office: J-15, M.I.D.C., Tarapur, Boisar, Thane – 401506

Corporate office: 306, Jogani Industrial Estate, J. R. Boricha Marg, Lower Parel, Mumbai - 400013

Website: www.swastivinayaka.com Tel. No.: 022 43443555; Fax No.: 022 23071511

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address

E-mail Id

Folio No /DP ID-Client ID

I/We, being the member(s) of _____ shares of the above named Company. Hereby appoint

1. Name : _____
 Address : _____
 E-mail Id: _____
 Signature: _____, or failing him

2. Name : _____
 Address : _____
 E-mail Id: _____
 Signature: _____, or failing him

3. Name : _____
 Address : _____
 E-mail Id: _____
 Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on the Saturday, September 28, 2019 at 10:30 A.M. at J-15, M.I.D.C., Tarapur, Boisar, Palghar 401506 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution(S)	Type of resolution	Vote	
			For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2019	Ordinary		
2.	Declaration of Dividend for the financial year 2018-19	Ordinary		
3.	Appointment Mr. Dinesh Poddar who retires by rotation	Ordinary		
4.	To re-appoint Mr. Rakesh Kumar Garodia (DIN: 00143438) as an Independent Director	Special		
5.	To re-appoint Mr. Sanjiv V. Rungta (DIN: 00381643) as an Independent Director	Special		
6.	To approve payment of remuneration to Mr. Rajesh Poddar (DIN: 00164011), Managing Director	Ordinary		

Signed this _____ day of _____ 2019

Affix
Revenue
Stamps

Signature of Shareholder Signature of Proxy holder Signature of the shareholder across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the Company.

Swasti Vinayaka Synthetics Limited

CIN: L99999MH1981PLC024041

Regd. Office: J-15, M.I.D.C., Tarapur, Boisar, Thane – 401506

Corporate office: 306, Jogani Industrial Estate, J. R. Boricha Marg, Lower Parel, Mumbai - 400013

Website: www.swastivinayaka.com Tel. No.: 022 43443555; Fax No.: 022 23071511

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

37th Annual General Meeting on Saturday, September 28, 2019

Name and Address of the member _____

(In block capitals)

Ledger Folio No./Client ID No. _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 37th Annual General Meeting of the Swasti Vinayaka Synthetics Limited., at J-15, M.I.D.C., Tarapur, Boisar, Palghar- 401506.

I Certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Swasti Vinayaka Synthetics Limited.

(Member's /Proxy's/ Representative's Signature)

Note:

1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.

Route Map to 37th AGM Venue of SWASTI VINAYAKA SYNTHETICS LIMITED

