



NOTICE TO THE 33rd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Swiss Military Consumer Goods Limited will be held on Thursday 15th day of December, 2022 at 12:00 Noon IST through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), to transact the following business:

ORDINARY BUSINESS:

- 1) To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, comprising of the Balance Sheet as at March 31, 2022 and the statement of Profit and Loss Account for the Financial Year ended on that date including Statement of cash flows for the year ended as at March 31, 2022, together with the Reports of Board of Directors and Auditors thereon.
- 2) To consider appointment of a Director in place of Mrs. Ashita Sawhney (DIN-08612232) who retires by rotation and being eligible, offers herself for reappointment.
- 3) To consider and if thought fit, approve appointment of M/s B.K. Sood & Co., Chartered Accountants as the Statutory Auditors of the Company for a second term of 5 (five) years and to pass, with or without modification(s), 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 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), M/s B.K. Sood & Co., Chartered Accountants (Firm Registration No. 000948N), be and is hereby appointed as the Statutory Auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this 33rd AGM till the conclusion of 38th AGM of the Company, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors from time to time.

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Vikas Jain, Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:

- 4) To consider and if thought fit, approve the appointment of Mr. Anuj Sawhney (DIN: 00471724) as Managing Director of the Company for a period of five years w.e.f. November 12, 2022 and to pass with or without modification(s), the following resolution as a **Special Resolution**:





“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Anuj Sawhney (DIN: 00471724) as a Managing Director of the Company, for a period of five (5) years from November 12, 2022 to November 11, 2027 on the terms and conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration (including the Fixed pay, Variable Pay/ Commission and other benefits) including periodical increase in his remuneration as may be permissible within the overall remuneration limits as mentioned in the explanatory statement in accordance with Section 197, read with Schedule V of the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Vikas Jain, Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

- 5) To consider and if thought fit, to approve the appointment of Mr. Surendra Kumar Bhagat (DIN: 09365562) as an Independent Director (Non-Executive) of the Company and to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surendra Kumar Bhagat (DIN: 09365562) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board of Directors in their meeting held on October 23, 2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to





retire by rotation, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 38th Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Vikas Jain, Company Secretary and Compliance Officer of the Company, be and are hereby authorised to do all such acts deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

- 6) To consider and if thought fit, to approve the appointment of Mr. Rajesh Tuteja (DIN: 08952755) as an Independent Director (Non-Executive) of the Company and to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajesh Tuteja (DIN: 08952755) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company by the Board in their meeting held on October 23, 2021 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting, who has submitted a declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to the conclusion of the 38th Annual General Meeting to be held in the year 2027.

RESOLVED FURTHER THAT The Board of Directors (including its Committee thereof) and/or Mr. Vikas Jain, Company Secretary and Compliance Officer of the Company, be and are hereby authorised 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 Swiss Military Consumer Goods Limited**

Place: New Delhi
Date: 12th November 2022

**Sd/-
Vikas Jain**
Company Secretary





Notes:

- 1) In view of the COVID pandemic and the social distancing norms followed in the Country, the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 05, 2022 ('MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 ('SEBI circular') (MCA Circular and SEBI Circular collectively referred as Circulars) has permitted the holding of the AGMs through VC/OAVM facility without physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Circulars, the 33rd AGM of the Company is being held through VC/OAVM facility. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
- 2) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 5) The relevant details as required pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under Item Nos. 2, 4, 5 & 6 of the Notice are also annexed.
- 6) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be





transacted at the AGM. For this purpose, the Company has appointed National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- 7) In compliance with the aforesaid SEBI Circulars, the Notice of AGM and Annual Report for are being sent only through electronic mode to those members whose e-mail IDs are registered with the Company or RTA or DP. Members may note that this Notice of AGM and Annual Report will also be available at the Investors Section of the Company's website at www.swissmilitaryshop.com, Stock Exchange's website i.e. BSE Limited ('BSE') at www.bseindia.com and NSDL at www.evoting.nsdl.com.
- 8) All relevant documents or its extracts as referred to in this Notice will also be available electronically for inspection by the members, from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents may send an email to cs@swissmilitaryshop.com.
- 9) The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the "Act", the Register of contracts or arrangements in which the Directors are interested under Section 189 of the "Act" and all other documents referred to in the Notice will be available for inspection in electronic mode.
- 10) SEBI vide its Circular dated November 03, 2021 has made it mandatory for the shareholders holding shares in physical form to furnish PAN, KYC details and Nomination viz Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. In case of any query/assistance, members are requested to contact our RTA, Alankit Assignments Limited, at Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 (Phone No. 011-42541955; Email: rtal@alankit.com).
- 11) On and from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. In addition to that, as per the recent amendments to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from January 24, 2022 and SEBI's Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, it has been mandated that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for (a) issue of duplicate securities certificate; (b) claim from Unclaimed Suspense Account; (c) Renewal/Exchange of securities certificate; (d) Endorsement; (e) Sub-division/Splitting of securities certificate; (f) Consolidation of securities certificates/folios; (h) Transmission, and (i) Transposition.

In accordance with the said Circular, our RTA shall verify and process the service requests and thereafter issue a 'Leer of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant. Such 'Leer of Confirmation' shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.





- 12) In terms of Section 72 of the Companies Act, 2013, a member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form SH-13 (to the Company/RTA in case shares are held in physical form and to their respective depository participant, if held in electronic form.
- 13) Members are requested to send their queries concerning the financial statements and operations of the Company at least 10 days before the date of AGM to the Company Secretary at its Registered Office or by sending an email to cs@swissmilitaryshop.com, so that information can be made available at the meeting.
- 14) Members who have not registered their e-mail addresses with the Company can now register the same by submitting a request in this respect to the Company/Registrar & Share Transfer Agents, M/s. Alankit Assignments Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, 12th day of December, 2022 at 09:00 A.M. and ends on Wednesday, 14th day of December, 2022 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 08th day of December, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 08th day of December, 2022.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:






Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>





Type of shareholders	Login Method
	<p data-bbox="537 241 1023 275">NSDL Mobile App is available on</p> <div data-bbox="537 304 1023 357">   </div> <div data-bbox="581 382 730 529"></div> <div data-bbox="834 382 984 529"></div>
<p data-bbox="203 823 482 934">Individual Shareholders holding securities in demat mode with CDSL</p>	<p data-bbox="518 558 1380 751">Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p> <p data-bbox="518 762 1380 873">After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p data-bbox="518 884 1380 957">If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p data-bbox="518 968 1380 1199">Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<p data-bbox="203 1297 482 1491">Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p data-bbox="518 1213 1380 1570">You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.





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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- 2) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
- 3) A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- 4) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****





c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company
For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5) Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.





- 7) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- 8) Now, you will have to click on “Login” button.
- 9) After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

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

- 1) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- 3) Now you are ready for e-Voting as the Voting page opens.
- 4) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- 5) Upon confirmation, the message “Vote cast successfully” will be displayed.
- 6) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- 1) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to svikash630@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.





- 3) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@swissmilitaryshop.com.
- 2) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@swissmilitaryshop.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- 3) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- 4) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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





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

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of “VC/OAVM link” placed under “Join General meeting” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Any Member desirous to ask questions/provide their valuable views during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@swissmilitaryshop.com at least 48 hours in advance before the start of the AGM i.e. by Tuesday 13, 2022 by 12:00 Noon IST. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- 6) Mr. Vikash Kumar Singh, Company Secretary (Membership No ACS-42789) of M/s VK Singh & Co., Company Secretaries has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner by the Board in its meeting held on November 10, 2022.
- 7) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favors or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.



8) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.swissmilitaryshop.com The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 4 to 6 of the accompanying Notice dated November 12, 2022. As an additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 3 of the said Notice.

ITEM No. 3

The Members of the Company at the 28th Annual General Meeting ('AGM') held on September 20, 2017 approved the appointment of M/s B.K. Sood & Co., Chartered Accountants, (Firm Registration No. 000948N), as the Statutory Auditors of the Company for a period of Five (5) years from the conclusion of the said AGM. Accordingly, the auditors will complete their present term on conclusion of this AGM.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, proposed the reappointment of M/s B.K. Sood & Co., Chartered Accountants, (Firm Registration No. 000948N), as the Statutory Auditors of the Company, for the second consecutive term of five years from the conclusion of 33rd AGM till the conclusion of 38th AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s B.K. Sood & Co., have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

M/s B.K. Sood & Co., Chartered Accountants, (Firm Registration No. 000948N), is a firm of Chartered Accountants, registered with the Institute of Chartered Accountants of India and has valid peer review certificate. It is primarily engaged in providing audit and assurance services to the clients.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice.





The Board recommends the Ordinary Resolution at Item no. 3 of this Notice for the approval of the members.

ITEM No. 4

Mr. Anuj Sawhney is one of the promoters of the Company and has been associated with the Company for more than two years in the capacity of Director and Manager. With keen business acumen and strategic planning skills, he has contributed immensely in shaping the long-term vision and mission of the Company with major emphasis on business development in focus areas, undertaking of new projects, achieving operational efficiencies and building upon commercial successes, since he took over the role of Executive Director and Manager in 2020. His leadership is well reflected in the multi-fold growth of the company over the last few years without over leveraging the company, instilling confidence and delivering immense returns to all stakeholders.

Mr. Anuj Sawhney was appointed as a Manager of the Company by the members of the Company for a period of Five (5) years at their meeting dated November 30, 2020. The Board of Director of the Company at its meeting held on November 12, 2022, on the recommendation of the Nomination and Remuneration Committee and, subject to the approval of members of the Company, has appointed Mr. Anuj Sawhney as Managing Director of the Company for a period of five (5) years from November 12, 2022 to November 11, 2027 on the terms and conditions including remuneration in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

The brief particulars of re-appointment and remuneration payable to Mr. Anuj Sawhney are as follows:

- a) Period 12th November 2022 to 11th November 2027
- b) Remuneration/ Salary Rs. 10,00,000/- per month

In addition to salary, he may be provided any benefit, allowances or perquisites as may be determined by the Board of Directors or Nomination and Remuneration Committee within the overall ceiling limit of Schedule V of the Act.

The total remuneration which can be paid to Mr. Anuj Sawhney shall not exceed the maximum limit admissible under provisions of Schedule V of the Act. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committee thereof.

In the event of absence or inadequacy of profits of the Company in any financial year, Mr. Anuj Sawhney will be entitled to receive the same remuneration, perquisites and benefits as aforesaid, subject to the compliance with the applicable provisions of Schedule V of the Act.

The Board of Directors or Nomination and Remuneration Committee is authorized to fix, alter and/or vary from time to time the quantum / periodicity / composition of the remuneration payable to the Managing Director, including the modes of payment, in such manner and to such extent not exceeding the limits



specified in the Act and Schedule V thereto or such other provisions as may be applicable in this regard, as in force from time to time.

Mr. Anuj Sawhney satisfies all the conditions set out in Para – I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

Mr. Anuj Sawhney is son of Shri Ashok Kumar Sawhney, Chairman of the Company and husband of Mrs. Ashita Sawhney, Director of the Company. Hence, he is covered under the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder.

Except Mr. Anuj Sawhney, being an appointee and Shri Ashok Kumar Sawhney, and Mrs. Ashita Sawhney, Directors, being his relative, 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.4.

The above may be treated as a written memorandum setting out terms of re-appointment of Mr. Anuj Sawhney under Section 190 of the Act.

The brief resume of Mr. Anuj Sawhney, his nature of expertise in specific functional areas, names of Companies in which he holds directorships/ chairmanship of Board Committees, shareholding and relationships between directors is provided in the Annexure attached to the Notice, pursuant to the provisions of (i) Companies Act, 2013 (ii) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The resolution seeks approval of members as a Special Resolution for the appointment of Mr. Anuj Sawhney, as the Managing Director of the Company with effect from November 10, 2022 pursuant to the provisions of Section 117, 196 and 197 and 203 read with Schedule V other applicable provision of the Companies Act, 2013 and the rules made there under.

The Board recommends the Special Resolution at item no. 4 of this Notice for approval by the members.

ITEM No. 5

Mr. Surendra Kumar Bhagat (DIN: 09365562) was appointed as an Additional Director in the category Non-Executive Independent Director of the Company by the Board of Directors in their Meeting held on October 23, 2021 to hold office of Independent Director up to the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) appointment of Independent Directors requires approval of the members of the Company by way of Special Resolution. Accordingly, the appointment of Mr. Surendra Kumar Bhagat (DIN: 09365562) would require the approval of the members of the Company by way of Special Resolution.

Based on recommendations of Nomination and Remuneration Committee, Board have approved the appointment of Mr. Surendra Kumar Bhagat (DIN: 09365562) as Non-Executive Independent Director of





the Company, not liable to retire by rotation to hold office for a First term of Five (5) consecutive years up to the conclusion of 38th Annual General Meeting to be held in the year 2027 subject to approval of the Shareholders.

Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations.

Mr. Surendra Kumar Bhagat (DIN: 09365562) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declarations from Mr. Surendra Kumar Bhagat (DIN: 09365562) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Surendra Kumar Bhagat (DIN: 09365562) fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

The details of Mr. Surendra Kumar Bhagat (DIN: 09365562), nature of his expertise in specific functional areas and names of company in which he hold directorships, shareholding and relationships between directors are provided in “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of the draft letter for re-appointment of Mr. Surendra Kumar Bhagat (DIN: 09365562) as an Independent Director (Non- Executive) setting out terms and conditions would be available for inspection in electronic mode.

Except the appointee Director with regard to the resolution of his appointment, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the shareholders.

ITEM No. 6

Mr. Rajesh Tuteja (DIN: 08952755) was appointed as an Additional Director in the category Non-Executive Independent Director of the Company by the Board of Directors in their Meeting held on October 23, 2021 to hold office of Independent Director up to the ensuing Annual General Meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) appointment of





Independent Directors requires approval of the members of the Company by way of Special Resolution. Accordingly, the appointment of Mr. Rajesh Tuteja (DIN: 08952755) would require the approval of the members of the Company by way of Special Resolution.

Based on recommendations of Nomination and Remuneration Committee, Board have approved the appointment of Mr. Rajesh Tuteja (DIN: 08952755) as Non-Executive Independent Director of the Company, not liable to retire by rotation to hold office for a First term of Five (5) consecutive years up to the conclusion of 38th Annual General Meeting to be held in the year 2027 subject to approval of the Shareholders.

Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) inter alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations.

Mr. Rajesh Tuteja (DIN: 08952755) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declarations from Mr. Rajesh Tuteja (DIN: 08952755) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Rajesh Tuteja (DIN: 08952755) fulfills the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations and is independent of the management. He shall be paid remuneration by way of sitting fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

The details of Mr. Rajesh Tuteja (DIN: 08952755), nature of his expertise in specific functional areas and names of company in which he hold directorships, shareholding and relationships between directors are provided in “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Copy of the draft letter for re-appointment of Mr. Rajesh Tuteja (DIN: 08952755) as an Independent Director (Non- Executive) setting out terms and conditions would be available for inspection in electronic mode.

Except the appointee Director with regard to the resolution of his appointment, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.





**SWISS
MILITARY**

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the shareholders.

**By order of the Board
For Swiss Military Consumer Goods Limited**

Place: New Delhi
Date: 12th November 2022

**Sd/-
Vikas Jain**
Company Secretary





DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO ITEM NO. 2, 4, 5 & 6 OF THE AFORESAID NOTICE, AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 & SECRETARIAL STANDARD ON GENERAL MEETINGS IS PROVIDED HEREIN BELOW:

Name of the Director	Mrs. Ashita Sawhney	Mr. Anuj Sawhney	Mr. Surendra Kumar Bhagat	Mr. Rajesh Tuteja
DIN	08612232	00471724	09365562	08952755
Date of Birth and age	10th July, 1973 Age: 49 years	9th March, 1974 Age: 48 years	12th June, 1957 Age: 65 years	01st September, 1960 Age: 62 years
Date of first appointment on the Board	23/09/2020	23/09/2020	23/10/2021	23/10/2021
Qualifications	B.A (Hons)	B.com (Hons.) from Shri Ram college of commerce, Delhi MBA from Owen Graduate School of Commerce, Vanderbilt University, USA.	Masters in Political Science	CA & CS
Experience and Expertise	She is having experience of around 12 years in business development, lifestyle branding and related business	He has experience of around 22 years in operational management, lifestyle branding and related business. With keen business acumen and strategic planning skills, he has contributed immensely in shaping the long-term vision and mission of the Company with major emphasis on business development in focus areas, undertaking of new projects, achieving operational efficiencies and building upon	He served as SP/SSP of several districts of UP; as SP and DIG in CBI; as IG in Sashastra Seema Bal; as ADG (Admin.) (Law & Order), and DG Vigilance in Uttarakhand. He was Special DG CRPF J&K Zone before taking over as Director General, Railway Protection Force. He is the recipient of several awards, including Kathin Sewa Padak and President's Police Medal for Distinguished Service.	He has been over 30 years' experience in different capacities in administrative capacity for managing Income Tax taxation as well as Investigation and Intelligence.





Name of the Director	Mrs. Ashita Sawhney	Mr. Anuj Sawhney	Mr. Surendra Kumar Bhagat	Mr. Rajesh Tuteja
		commercial successes, since he took over the role of Executive Director and Manager in 2020.		
Terms and Conditions of Appointment	As per the resolution of appointment.	As per the resolution of appointment.	As per the resolution of appointment.	As per the resolution of appointment.
Number of Meetings of the Board attended during the year.	Ten (10) out of Ten (10) board meetings during the FY 2021-22	Ten (10) out of Ten (10) board meetings during the FY 2021-22	Five (5) out of Five (5) board meetings during the FY 2021-22	Five (5) out of Five (5) board meetings during the FY 2021-22
List of Directorship of other Board.	Swiss Military Lifestyle Products Private Limited Promoshirt SM Private Limited	Swiss Military Lifestyle Products Private Limited Promoshirt SM Private Limited AAA Shenyang Container Seal Private Limited	NIL	Anant Raj Limited Orchid Infrastructure Developers Private Limited
List of Membership / Chairmanship of Committees of other Board.	NIL	NIL	NIL	NIL
Shareholding in Swiss Military Consumer Goods Limited	NIL	NIL	NIL	NIL
Relationship with other directors, manager and other Key Managerial Personnel of the Company	Mrs. Ashita Sawhney, is wife of Mr. Anuj Sawhney	Mr. Anuj Sawhney, is husband of Mrs. Ashita Sawhney and Son of Mr. Ashok Kumar Sawhney.	No relation with any other director or KMP.	No relation with any other director or KMP.

