



#### NOTICE OF THE 3RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Third Annual General Meeting** of the members and shareholders of M/s. Sai Swami Metals and Alloys Limited will be held through Video Conferencing ("VC") / Other Audio Visual Means (OAVM) on Friday, the 19<sup>th</sup> of September 2025 at 3.00 PM (IST), to transact the following businesses:

##### ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year 2024-25 together with the Report of the Board of Directors and the Auditor's thereon.
- 2 To re-appoint Mr. Nipun Anantlal Bhagat (DIN: 00065495), who retires by rotation as a director and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152(6) of the Companies Act, 2013, Mr. Nipun Anantlal Bhagat (DIN: 00065495), who retires by rotation at this meeting, be and is hereby reappointed as a director of the Company, liable to retire by rotation."

- 3 To Appoint M/s. Patel Jain and Associates, Chartered Accountants, as Statutory Auditors of the Company and, in this regard, 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, read with the Companies (Audit and Auditors) Rules, 2014, Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws (including any statutory modification(s) or re-enactment(s) thereof), M/s. Patel Jain and Associates, Chartered Accountants (Firm Registration No. 129797W), who were appointed as Statutory Auditors of the Company in the Extra-Ordinary General Meeting held on February 1, 2025 to hold office till the conclusion of this Annual General Meeting, be and are hereby appointed as the Statutory Auditors of the Company for a term of five (5) consecutive years, commencing from the conclusion of this Annual General Meeting till the conclusion of the AGM to be held in the Year 2029, at such remuneration as may be mutually decided between the Board of Directors and the Statutory Auditors."

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and/or the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

##### SPECIAL BUSINESS:

- 4 To appoint **Ms. Kriya Dipakbhai Shah (DIN: 10714962)** as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV thereto, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Ms. Kriya Dipakbhai Shah (DIN: 10714962), who was appointed as an Additional Director, designated as an Independent Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing her 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 for a term of five consecutive years with effect from December 27, 2024, considering the recommendation made by the Nomination and Remuneration Committee of the Company and approval of the Board of Directors in this regard."

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and is hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be required to give effect to this resolution."

- 5 To appoint **Ms. Vaibhavi Chamanbhai Patel (DIN: 10886214)** as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV thereto, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Ms. Vaibhavi Chamanbhai Patel (DIN: 10886214), who was appointed as an Additional Director, designated as an Independent Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has





received a notice in writing under Section 160 of the Companies Act, 2013, proposing her 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 for a term of five consecutive years with effect from December 27, 2024, considering the recommendation made by the Nomination and Remuneration Committee of the Company and approval of the Board of Directors in this regard."

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and is hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be required to give effect to this resolution."

6. To appoint **Ms. Sakshi Dwivedi (DIN: 11002230)** as an Independent Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 151(1) and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule IV thereto, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof), Ms. Sakshi Dwivedi (DIN: 11002230), who was appointed as an Additional Director, designated as an Independent Director of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing her 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 for a term of five consecutive years with effect from March 20, 2025, considering the recommendation made by the Nomination and Remuneration Committee of the Company and approval of the Board of Directors in this regard."

**RESOLVED FURTHER THAT** any Director of the Company or the Company Secretary be and is hereby authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds, matters, and things as may be required to give effect to this resolution."

7. To Approve Change of Name of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, subject to the approval of the Registrar of Companies, BSE, and such other statutory or regulatory authorities as may be necessary, consent of the Members of the Company be and is hereby accorded for change of the name of the Company from 'Sai Swami Metals and Alloys Limited' to 'Dolphin Kitchen Utensils and Appliances Limited', as made available by the Ministry of Corporate Affairs vide its Name Availability letter (RUN Approval) dated 18/08/2025.

**RESOLVED FURTHER THAT** the clauses of the Memorandum of Association and Article of Association of the Company be substituted with the following:

'The name of the Company is Dolphin Kitchen Utensils and Appliances Limited'

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper, desirable and expedient, including filing of requisite forms, documents, and returns with the Registrar of Companies and other statutory authorities, and to settle any question, difficulty or doubt that may arise in this regard to give effect to this resolution."

Date: 28.08.2025  
Place: Ahmedabad

By order of the Board,  
SAI SWAMI METALS AND ALLOYS LIMITED

**Registered Office:**  
5, Harekrishana Industrial Estate, Bakrol, Daskroi,  
Ahmedabad-382430, Gujarat, India.  
CIN- L27320GJ2022PLC135697

Sd/-  
NIPUN ANANTLAL BHAGAT  
CHAIRMAN CUM MANAGING DIRECTOR  
DIN: 00065495

Email: [info@saiswamimetals.com](mailto:info@saiswamimetals.com)  
Contact: +91 9909970863  
Web: <https://www.saiswamimetals.com/index.html>





**IMPORTANT NOTES**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on poll to vote instead of himself/ herself and the proxy need not be a member of the company. **Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.**
2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the details relating to the special business to be transacted at the Annual General Meeting is annexed to this Notice
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Company has fixed Friday, 22<sup>nd</sup> August, 2025 as the Record Date (i.e. cutoff date) for taking records of the Members of the Company for the purpose of 3<sup>rd</sup> Annual General Meeting
5. All documents referred to in accompanying Notice and Statement pursuant to section 102 shall be open for inspection at the Registered Office of the Company during the office hours on all working days between 9 a.m. and 6 p.m. up to the date of conclusion of AGM.
6. Disclosure of the route map of the venue of the Annual General Meeting is not mandated in cases where the meeting is convened through Video Conferencing (VC) or other Audio Visual Means (OAVM).
7. Members/Proxies should bring the attendance slip duly filled in and signed for attending the AGM. Duplicate attendance slip will not be provided at the hall.
8. As per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, the brief profile of the Directors including those proposed to be re-appointed is annexed to this Notice.
9. 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 account.
10. Queries on accounts and operations of the Company, if any, may be sent to the Company Secretary of the Company, ten days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
11. Members can inspect the register of Director and Key Managerial personnel and their shareholding, required to be maintained under section 170 of the Companies Act, 2013 during the course of the AGM at the venue.
12. All transfer deeds, requests for change of address, bank particulars/mandates/ECS mandates, PAN in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
13. In case of the joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. Members holding shares in electronic mode are requested to intimate any change in their address to their Depository Participant (s).
15. In terms of section 101 & 136 of the Act, read together with the rules made there under, the Listed Companies may send the notice of AGM and the Annual Report including all Financial Statements, Board Report etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their e-mail IDs with their respective DPs or with the Share Transfer Agent of the Company. The e-mail addresses indicated in your respective Depository Participant (DP) accounts, which will be periodically downloaded from NSDL/CDSL, will be deemed to be your registered e-mail address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 read with rule 11 of the Companies (Accounts) Rules, 2014. Further in consonance with the MCA Circulars and the SEBI Circular dated May 12, 2020, in view of COVID-19 pandemic, the Notice of AGM and the Annual Report for the Financial Year 2024-2025 is being sent only through electronic mode to all the Shareholders. The Notice of AGM and the copies of audited financial statements, Board's Report, Auditor's Report etc. will also be displayed on Company's website <https://www.saiswamimetals.com> and on the website of Bombay Stock Exchange of India (BSE) [www.bseindia.com](http://www.bseindia.com). As per the green initiative taken by Ministry of Corporate Affairs, all the members are requested to ensure to keep their e-mail addresses updated with the Depository Participants to serve them documents/all communications including Annual Reports, Notices, Circulars etc. in electronic form.





#### 16. E- VOTING PROCESS:

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company is pleased to provide members facility to exercise their right to vote at the 3<sup>rd</sup> Annual General Meeting by electronic means and business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL). It is hereby clarified that it is not mandatory for a member to vote using the E-voting facility and a member may avail of the facility at his/her discretions, subject to compliance with the instruction for E-Voting given below. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company may order a poll on his own motion in terms of Section 109 of the Companies Act, 2013 for the businesses specified in the accompanying notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not vote by way of poll at the Meeting. The Company is pleased to offer e-voting facility for its Members to enable them to cast their votes electronically. The procedure and instructions for the same are as follows:

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or [cs@saiswamimetals.com](mailto:cs@saiswamimetals.com)

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

The remote e-voting period begins at 9.00 a.m. on Tuesday, 16<sup>th</sup> September 2025 and ends at 5:00 p.m. on Thursday, 18<sup>th</sup> September 2025. 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 cut-off date i.e. Friday, 12 September 2025 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 Friday, 12 September 2025.

#### **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.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 options available against company name or <b>e-Voting service provider - NSDL</b> 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 &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <b>App Store</b> </div> <div style="text-align: center;">  <b>Google Play</b> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	<p>1. 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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>





Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> 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.
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**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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method 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](http://www.evoting.nsdl.com).
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 Meetings on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meetings 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 [csabprofessional@gmail.com](mailto:csabprofessional@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at [evoting@nsdl.co.in](mailto: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), and AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@saiswamimetals.com](mailto:cs@saiswamimetals.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 [cs@saiswamimetals.com](mailto:cs@saiswamimetals.com) If you are an Individual shareholders 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](mailto: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 EGM/AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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.

**Date: 28.08.2025**  
**Place: Ahmedabad**

**By Order of the Board of Directors**  
**For, Sai Swami Metals and Alloys Limited**

**SD/-**  
**Nipun Anantlal Bhagat**  
**Chairman cum Managing Director**  
**DIN: 00065495**

**SD/-**  
**Kashmira Dhirajbhai Mehta**  
**Whole-time director cum CFO**  
**DIN: 00522086**



**ANNEXURE TO THE NOTICE:**

**Profile of the directors seeking appointment/reappointment in this Annual General Meeting:**

<b>Name of Director</b>	<b>Ms. Vaibhavi Chamanbhai Patel</b>	<b>Ms. Sakshi Dwivedi</b>	<b>Ms. Kriya Dipakbhai Shah</b>
Director Identification Number	10886214	11002230	10714962
Date of Birth	15/08/1998	30/10/1998	15/11/2000
Date of first appointment	27/12/2024	20/03/2025	27/12/2024
Qualifications	Post - Graduate	Post - Graduate	Company Secretary
Expertise in specific	Expertise in areas like law, governance, strategy, industry knowledge, risk management, or sustainability to ensure balanced and effective board oversight.	Expertise in domains such as law, governance, strategy, industry experience, risk management, and sustainability to strengthen and ensure effective and well-balanced board oversight.	Proficiency in areas such as corporate law, governance, business strategy, sectoral expertise, financial acumen, risk oversight, and sustainability to enhance and maintain a well-rounded and effective board.
Number of Equity Shares Held	Nil	Nil	Nil
List of other Public Ltd. Co. in which Directorship held	Nil	Nil	1
Chairman/ Member of the Committees of the Board of Directors of the other Co.	Nil	Nil	1





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4: Appointment of Ms. Kriya Dipakbhai Shah (DIN: 10714962) as an Independent Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed **Ms. Kriya Dipakbhai Shah (DIN: 10714962)** as an **Additional Director (Independent)** of the Company with effect from **December 27, 2024**, pursuant to the provisions of Section 161(1) of the Companies Act, 2013. In terms of Section 161, she holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for appointment as a Director. Ms. Kriya has confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief profile of Ms. Kriya, including her qualifications, experience, and expertise, is annexed to this Notice. The Board considers that her appointment would bring in valuable guidance, independent judgment, and expertise in areas such as **corporate governance, business strategy, and risk management**, thereby contributing to the balanced and effective functioning of the Board.

Accordingly, the Board recommends the resolution set out at Item No. 4 for approval of the Members by way of a special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Ms. Kriya, is concerned or interested in the resolution.

**Item No. 5: Appointment of Ms. Vaibhavi Chamanbhai Patel (DIN: 10886214) as an Independent Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed **Ms. Vaibhavi Chamanbhai Patel (DIN: 10886214)** as an **Additional Director (Independent)** of the Company with effect from **December 27, 2024**, pursuant to the provisions of Section 161(1) of the Companies Act, 2013. In terms of Section 161, she holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for appointment as a Director. Ms. Vaibhavi has confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief profile of Ms. Vaibhavi, including her qualifications, experience, and expertise, is annexed to this Notice. The Board considers that her appointment would bring in valuable guidance, independent judgment, and expertise in areas such as **corporate governance, business strategy, and risk management**, thereby contributing to the balanced and effective functioning of the Board.

Accordingly, the Board recommends the resolution set out at Item No. 5 for approval of the Members by way of a special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Ms. Vaibhavi, is concerned or interested in the resolution.

**Item No. 6: Appointment of Ms. Sakshi Dwivedi (DIN: 11002230) as an Independent Director of the Company**

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed **Ms. Sakshi Dwivedi (DIN: 11002230)** as an **Additional Director (Independent)** of the Company with effect from **March 20, 2025**, pursuant to the provisions of Section 161(1) of the Companies Act, 2013. In terms of Section 161, she holds office up to the date of this Annual General Meeting.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for appointment as a Director. Ms. Dwivedi has confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Brief profile of Ms. Dwivedi, including her qualifications, experience, and expertise, is annexed to this Notice. The Board considers that her appointment would bring in valuable guidance, independent judgment, and expertise in areas such as **corporate governance, business strategy, and risk management**, thereby contributing to the balanced and effective functioning of the Board.

Accordingly, the Board recommends the resolution set out at Item No. 6 for approval of the Members by way of a special Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, except Ms. Sakshi Dwivedi, is concerned or interested in the resolution.

**Item No. 7: Approval of Change of Name of the Company**

The Board of Directors of the Company at its meeting held on April 25, 2025, approved, subject to the approval of Members and other statutory/regulatory authorities, the proposal for change of name of the Company from 'Sai Swami Metals and Alloys Limited' to 'Dolphin Kitchen Utensils and Appliances Limited'.

The change in name is proposed to better reflect the business activities, future growth strategy, and brand positioning of the Company.

The Ministry of Corporate Affairs (MCA), vide its "Reserve Unique Name" (RUN) approval letter dated 18/08/2025, has confirmed availability of the proposed new name.

Pursuant to the provisions of Sections 4, 13 and other applicable provisions of the Companies Act, 2013 read with rules framed thereunder, and subject to approval of the Registrar of Companies, the Stock Exchanges where the equity shares of the Company are listed, and such other statutory/regulatory approvals as may be necessary, the name of the Company is required to be changed by altering Clauses of the Memorandum of Association and Article of Association of the Company.

The draft of the altered Memorandum of Association and altered Article of Association reflecting the new name is available for inspection by the Members at the Registered Office of the Company during business hours on all working days (except Saturdays, Sundays and public holidays) up to the date of the Annual General Meeting.

The Board recommends the passing of the resolution set out at Item No. 7 of the Notice as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.

**Date: 28.08.2025**  
**Place: Ahmedabad**

**By Order of the Board of Directors**  
**For, Sai Swami Metals and Alloys Limited**

**SD/-**  
**Nipun Anantlal Bhagat**  
**Chairman cum Managing Director**  
**DIN: 00065495**

**SD/-**  
**Kashmira Dhirajbhai Mehta**  
**Whole-time director cum CFO**  
**DIN: 00522086**