

SWADESHI INDUSTRIES AND LEASING LIMITED

SWADESHI INDUSTRIES AND LEASING LIMITED

33RD ANNUAL REPORT (2016-17)

BOARD OF DIRECTORS:

Mr. Gaurav Jain	(DIN 06794973)	Managing Director
Mr. Jagdishchandra Hansraj Ghumara	(DIN 00519468)	Director
Ms. Krishna Kamalkishor Vyas	(DIN 07444324)	Director
Mr. Amit Kumar	(DIN 06393899)	Director

BOARD COMMITTEES

Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Share Transfer Committee
Amit Kumar, Chairman	Amit Kumar, Chairman	Amit Kumar, Chairman	Amit Kumar, Chairman
Jagdishchandra Ghumara	Jagdishchandra Ghumara	Jagdishchandra Ghumara	Jagdishchandra Ghumara
Krishna Vyas	Krishna Vyas	Krishna Vyas	Krishna Vyas
Gaurav Jain	Gaurav Jain	Gaurav Jain	Gaurav Jain

KEY MANAGERIAL PERSONNEL

Gourav Jain	Chairman & Managing Director
Vikas Kushalchand Sanklecha	Chief Financial Officer & Compliance Officer

AUDITOR

M/s. Dhawan & Co., Chartered Accountants,
404B, Bajrang Building, Maruti Nagar Complex,
Dahisar (E), Mumbai- 400068 Tel: 8652494370
E-mail: gupta9404@gmail.com

BANKERS

HDFC Bank Limited (Borivali East Branch, Mumbai)

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd. (w.e.f 01st January, 2017)

C 101,247 Park, L. B. S. Marg, Vikhroli (W), Mumbai -400 083

Tel.No.: 022-49186000 Fax No. : 022-49186060 Email - mumbai@linkintime.co.in.

M/s System Support Services

209, Shivai Ind. Estate, Saki Naka, 89 Andheri Kurla Road, Andheri (East), Mumbai - 400 072.

Phone: 022 2850 0835 Fax: 022-28501438 Email: sysss72@yahoo.com

REGISTERED OFFICE

Old Address : Shop No. 2-3, Shree Nath Krupa Building, Opp. Swagat Hall, Kasturba Rd No.5, Borivali (E), Mumbai - 400066.

New Address : T/303, A Wing, 3rd Floor, Bhattad Tower, opp. Kora Kendra Ground, R.M Bhattad Road, Borivali (W) , Mumbai 4000 92.

Phone 022 2864 8850 Email: compliance@swadeshiglobal.com Website: www.swadeshiglobal.com

SWADESHI INDUSTRIES AND LEASING LIMITED

NOTICE

NOTICE is hereby given that the 33rd ANNUAL GENERAL MEETING of the Members of **SWADESHI INDUSTRIES AND LEASING LIMITED** (CIN: L45209MH1983PLC031246) will be held on Saturday, 23rd September 2017 at 4.30 p.m. at Hotel Granville, Plot No. 680/D, Opp. Kora Kendra Ground, R.M. Bhattar Road, Borivali (West), Mumbai – 400 092 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2017, together with the Reports of Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Gaurav Jain, (DIN 06794973) who retires by rotation and being eligible offers himself for re-appointment.
- 3) To pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of Audit Committee to appoint M/s. Dhawan & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 002864N, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company's financial year 2017-18, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to applicable taxes and re-imbursment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

- 4) To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company may serve documents on its Members, by sending the document(s) that he/she is entitled to receive as a Member under the Act or by registered post or by courier or such other electronic or other mode as may be prescribed, depending on event and circumstance of each case from time to time.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded to charge from the shareholder, the fee in advance, equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by any Member for delivery of such documents to him/her, through a particular mode of service mentioned above, provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and the Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters

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and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubts that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

BY ORDER OF THE BOARD OF DIRECTORS
For **SWADESHI INDUSTRIES AND LEASING LIMITED**

GAURAV JAIN
DIN: 06794973
Managing Director

Registered Office:

T/303, A Wing, 3rd Floor, Bhattad Tower, opp. Kora Kendra Ground,
R.M Bhattad Road, Brorivali (W) , Mumbai 4000 92.

Date: 27th May 2017

Place: Mumbai

CIN: L45209MH1983PLC031246

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of member and the Share Transfer Books of the Company will remain closed from, Saturday, 16th September, 2017 to Saturday, 23rd September, 2017 (both days inclusive).
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out above is annexed hereto.
4. In respect of Resolution at Item No. 2, details as mandated under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
5. Electronic copy of the 33rd Annual Report 2016-17, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard

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copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual Report 2016-17, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.

6. Members are requested to :-
 - i. Members holding shares in Physical form are requested to convert their holding into Dematerialize form to eliminate all risk associated with Physical shares; Members can contract our RTA in this regard.
 - ii. Members holding shares in Dematerialize form are requested to intimate all changes pertaining to their Bank details, Email address, Contact Numbers which will help Company and its Registrar's to provide better & efficient services.
 - iii. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2017, so as to enable the Company to keep the information ready.
 - iv. Intimate to the Registrar & Transfer Agent (RTA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ RTA.
 - v. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
 - vi. Approach the RTA of the Company for consolidation of folios.
 - vii. Avail of Nomination facility by filing in and forwarding the nomination form to the RTA, if not already done.
 - viii. Send all share transfer lodgments (physical mode)/ correspondence to the RTA of the Company, M/s. Link Intime India Pvt. Ltd., C/101,247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083 up to the date of book closure.
7. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. Members/Proxies/Authorized Representatives should bring their copy of the Annual Report and Attendance Slip sent herein for attending the Meeting. Proxy/Authorized Representatives of Members should state on the Attendance Slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
9. In case of joint holders, the vote of only such joint holder who is higher in the order of names, whether in person or proxy, shall be accepted to the exclusion of the votes of other joint holders.
10. The Company has listed its shares on the BSE Limited. The listing fees till date have been paid.
11. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
12. The Company is supporting "Green Initiative in Corporate Governance", a step taken by the Ministry of Corporate Affairs wherein the service of various documents including Notice, Directors' Report, Annual Accounts and

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various correspondences by a Company can be made through electronic mode which shall also be in compliance with the provisions of Section 20 of the Companies Act, 2013.

Supporting this initiative the Company sends its Annual Report to the members whose email ids are available in electronic form. To support this initiative in full measure, Members who have not registered their email address with the Depository through their concerned Depository Participants (DPs) are requested to register the same with their DPs. Members who hold shares in physical form are requested to register their email address with M/s. Link Intime India Pvt. Ltd, C/101,247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.

In case you desire to receive the documents mentioned above in physical form or register or change your email address, you are requested to send an e-mail to compliance@swadeshiglobal.com

13. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market and Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to RTA, if not already submitted.
14. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting systems from a place other than venue of the AGM ("remote e voting") will be provided by National Securities Depositories Limited (NSDL).
15. The members shall note that the facility for voting shall also be provided at the meeting through ballot paper and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.
16. The e-voting period commences on Wednesday, 20th September, 2017 (9:00 am) and ends on Friday, 22nd September, 2017 (5:00 pm). During this period, members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, 16th September, 2017, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

For Members receiving e-mail on their registered email ids from NSDL:

- a. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- c. Click on "Shareholder - Login".
- d. Put User ID and password as initial password noted in step (1) above and Click Login.

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- e. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- f. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
- g. Select “EVEN” of SWADESHI INDUSTRIES AND LEASING LIMITED.
- h. Members can cast their vote online from 9.00 am on Wednesday, 20th September, 2017 till Friday 22nd September, 2017.
- i. E-Voting shall not be allowed beyond 5.00 pm on Friday, 22nd September, 2017.
- j. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- k. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted. Kindly note that vote once casted cannot be modified.
- l. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.

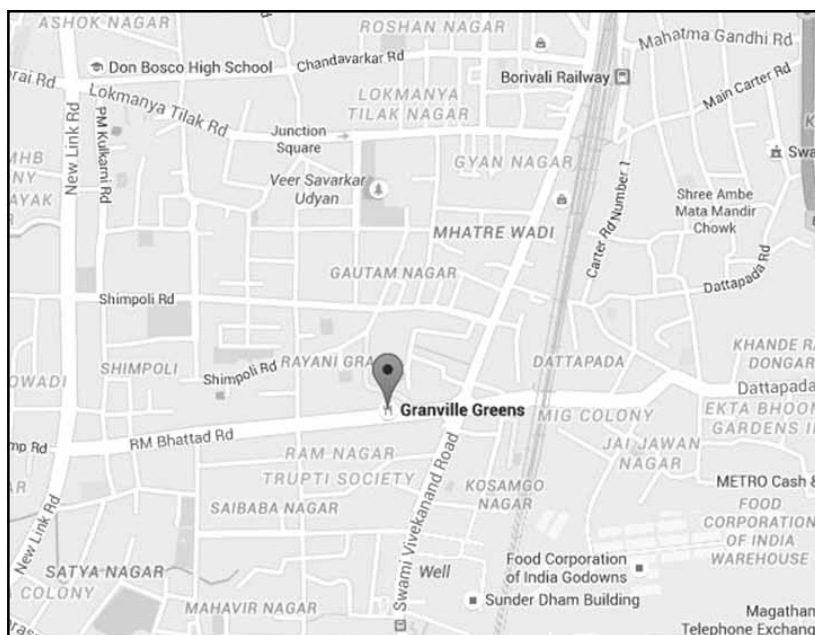
For Members whose e-mail address is not registered:

- a. Initial password is provided separately in the Annual report posted for the AGM:

EVEN (e-voting Event Number)	USER ID	PASSWORD/PIN
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- b. Please follow all steps from Sl. No. 16 (b) to Sl. No. (k) above, to cast vote.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- d. If you are already registered with NSDL for remote e-voting, you can use your existing user ID and password/PIN for casting your vote.
- e. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f. Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, 16th September, 2017.
- g. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, 16th September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- h. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.

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- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16th September 2017.
18. The Company has appointed Mr. Sanjay Dholakia, Practising Company Secretary FCS 2655 and CP 1798 as the Scrutinizer to count the votes casted in favour or against the resolutions proposed from item No. 1 to 4 of the Notice for point No. 16 as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013.
19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. The Scrutinizer shall, after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through ballot paper in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared along with the report of the scrutinizer shall be placed on the website of the Company i.e. www.swadeshiglobal.com and on the website of NDSL.
22. Map of venue of AGM:



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23. Details of Directors seeking re-appointment as per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015 and Secretarial Standards -2 issued by the Institute of Company Secretaries of India at the forth coming Annual General Meeting:

Name	Mr. Gaurav Jain
Date of Birth	18 th February, 1980
Qualification	B.Com.
Nature of Expertise	Expert in Manufacturing of Textile Cloth. & Experience of Financial & Management.
Experience	11 years
Name of other Public Companies in which holds Directorship	NIL
Name of other Companies in Committees of which holds Membership/ Chairmanship	NIL
Shareholding in Swadeshi Industries & Leasing Limited.	NIL

BY ORDER OF THE BOARD OF DIRECTORS
For **SWADESHI INDUSTRIES AND LEASING LIMITED**

GAURAV JAIN
DIN: 06794973
Managing Director

Registered Office:

T/303, A Wing, 3rd Floor, Bhattad Tower, opp. Kora Kendra Ground,
R.M Bhattad Road, Brorivali (W) , Mumbai 4000 92.

Date: 27th May 2017

Place: Mumbai

CIN: L45209MH1983PLC031246

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EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)

That following explanatory statement sets out the material facts referring to Item No. 4 of the Notice.

Item No. 4:

Pursuant to the provisions of Section 20 of the Companies Act, 2013 a document may be served on any Member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a Member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the Company in its Annual General Meeting.

Therefore, to enable the Members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc. It is therefore proposed that actual expense borne by the Company for such dispatch will be paid in advance by the shareholder to the Company.

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting, the Directors accordingly recommend the Ordinary Resolution at Item No. 4 of the notice, for the approval of the Members of the Company.

Save and except the above, none of the Directors/Key Managerial Personnel of the Company/their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution.

BY ORDER OF THE BOARD OF DIRECTORS
For **SWADESHI INDUSTRIES AND LEASING LIMITED**

GAURAV JAIN
DIN: 06794973
Managing Director

Registered Office:

T/303, A Wing, 3rd Floor, Bhattad Tower, opp. Kora Kendra Ground,
R.M Bhattad Road, Brorivali (W) , Mumbai 400092.

Date: 27th May 2017

Place: Mumbai

CIN: L45209MH1983PLC031246

SWADESHI INDUSTRIES AND LEASING LIMITED

DIRECTORS' REPORT

[(Disclosure under Section 134(3) of the Companies Act, 2013)
{Read With Companies (Accounts) Rules, 2014}]

Dear Shareholders,

Your Directors are presenting the 33rd Annual Report of your Company and the Audited Financial Statements for the period ended 31st March 2017.

1. Financial Results:

(in Lacs)

Particulars	For the year ended 31.03.2017	For the year ended 31.03.2016
Revenue from Operations	2580.98	49.78
Profit before Depreciation & Amortization	11.45	12.16
Depreciation & Amortization	NIL	NIL
Profit / (Loss) before taxation	11.45	12.16
Provision for taxation (incl. deferred tax)	3.79	3.76
Profit/ (Loss) for the year carried to Balance Sheet	7.66	8.40

2. Dividend:

To consolidate the future position of the Company and support the fund requirements to stimulate growth, your Board of Directors regret their inability to recommend any dividend for the year.

3. Reserves:

The whole profit after tax has been transferred to P&L surplus. There is no amount that has been proposed to be carried to any other reserves.

4. Brief description of the Company's working during the year/ state of Company's affair:

During the year under review, the revenue from operations stood at Rs. 2580.98 Lacs as against Rs. 49.78 Lacs in the previous year and the total income (which includes other income) stood at Rs. 2629.23 Lacs as against Rs. 90.51 Lacs. The Company has earned a Net profit of Rs. 7.66 Lacs as compared to the Profit of Rs. 8.40 Lacs during the previous accounting year.

5. Change in the nature of business, if any:

There was no change in nature of business.

6. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:

No material changes have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future: