

SWOJAS ENERGY FOODS LIMITED

**6th
ANNUAL REPORT (2019-2020)
(After revival from Voluntary Winding up)**

BOARD OF DIRECTORS & KMP

Mr. Vishal Dedhia	Promoter, Executive Director
Mr. Ketan Kataria	Promoter, Non-Executive Director
Mr. Ashit Shah	Independent Director
Ms. Namrata Malu	Independent Director
Mr. Nikunj Kumar Shah	Company Secretary & Compliance Officer (W.e.f. 15/03/2019)
Mr. Manoj Jadhav	CEO
Mr. Vishal Chavda	CFO

REGISTERED OFFICE

Add : 77, Vijayanagar Colony, 2147, Sadashiv Peth, Pune - 411030

Email: swojasenergyfoodsltd@gmail.com

Website: www.sefl.co.in

AUDITORS**RAMANAND & ASSOCIATES**

Chartered Accountant

Add: 6/C, Ostwal Park Building No. 4 CHSL,
Near Jesal Park Jain Temple,
Bhayander East,
Thane – 401 105

Tel: 022-28171199

Email: rg@caramanandassociates.com

REGISTRARS & SHARE TRANSFER AGENTS**PURVA SHAREGISTRY (INDIA) PVT. LTD**

Add: Unit No. 9, Shiv Shakti Ind. Estate, J. R.
Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai - 400011

Tel: 022 - 2301 6761/8261

Web: www.purvashare.com

ANNUAL GENERAL MEETING

Day	Saturday
Date	28th November, 2020
Venue	Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune – 411 004.
Time	11.30 AM

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NOTICE TO THE MEMBERS

SWOJAS ENERGY FOODS LIMITED

CIN: L15201PN1993PLC074424

Redg. Off. Add: 77, Vijayanagar Colony,
2147, Sadashiv Peth, Pune – 411030

Email: swojasenergyfoodsltd@gmail.com

Website: www.sefl.co.in

NOTICE is hereby given that the Sixth Annual General Meeting of the Members of **SWOJAS ENERGY FOODS LIMITED** will be held on **Saturday, 28th November, 2020** at **11.30 AM** at Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune – 411 004 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vishal Dedhia (DIN: 00728370) who retires by rotation and being eligible offers himself for reappointment.
3. To consider the re-appointment of current Auditors, **RAMANAND & ASSOCIATES, Chartered Accountant** (having firm registration number: 117776W) as statutory auditors of the Company and fix their remuneration and pass the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sec 139 and all other applicable provisions of the Companies Act, 2013 read with rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby re-appoints **RAMANAND & ASSOCIATES, Chartered Accountant** (having firm registration number: 117776W) being eligible to be appointed as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years to hold office from the conclusion of this meeting till the 11th Annual General Meeting (After revival from voluntary Winding up)”.

SPECIAL BUSINESS

4. Regularization of appointment of Namrata Malu (DIN: 03583659) as an Independent Director for Second term of 5 years.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Namrata Malu (DIN: 03583659), a non-executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who was appointed as a Director not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member 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 five consecutive years for a term up to the conclusion of the 11th Annual General Meeting of the Company in the Calendar Year 2025.

5. Regularization of appointment of Ashit Kishorkumar Shah (DIN: 00023944) as an Independent Director for Second term of 5 years.

To consider and, if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof for the time being in force and Companies (Appointment and Qualification of Directors) Rules, 2014, Ashit Kishorkumar Shah (DIN: 00023944), a non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, who was appointed as a Director not liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five consecutive years for a term up to the conclusion of the 11th Annual General Meeting of the Company in the Calendar Year 2025.

6. Change of Registered Office of the Company.

To consider and, if thought fit to pass with or without modification the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to provisions of Companies Act, 2013 and applicable rules thereunder, the Registered Office of the Company be and is hereby shifted from Jurisdiction of Pune ROC to Jurisdiction of Mumbai ROC which is outside the local limits of city, town or village but from the jurisdiction of one registrar to another within the same state where the company’s registered office is presently situated. The shifting of registered office will be effective from immediate effect of receiving confirmation by the Regional Director.”

By Order of the Board of Directors

Place: Pune
Date: 30/10/2020

Vishal Dedhia
Director
DIN: 00728370

REGISTERED OFFICE:

77, Vijayanagar Colony, 2147, Sadashiv Peth, Pune – 411030

NOTES

1. A statement giving the relevant details of the Director seeking re-appointment under Item No. 2,4 & 5 of the accompanying Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty-eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.

5. Share Transfer Books of the Company will remain closed from 22nd November, 2020 to 28th November, 2020 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 28th November, 2020.
6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. Members who hold shares in physical form are requested to send their e-mail address to the following: support@purvashare.com.
11. The Notice of the AGM along with the Annual Report 2019-2020 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Sharegistry (India) Pvt. Ltd., unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
13. **E-Voting process**
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 6th Annual General Meeting (AGM) (after revival from winding up) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th November, 2020 at 09.00 AM and ends on 27th November, 2020 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st November, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.

- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Swojas Energy Foods Ltd. on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote

- on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxi) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 21st November, 2020 shall view the Notice of the 6th AGM (after revival from winding up) on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xxii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (xxiii) M/s PAYAL TACHAK & ASSOCIATES., Practicing Company Secretaries has been appointed as a Scrutinizer to scrutinize the remote e-voting for the AGM. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxiv) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the BSE Ltd. (BSE).

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Ms. Namrata Malu (DIN: 03583659) was appointed as Independent Director of the Company.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 consecutive years and she shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to re-appoint Ms. Namrata Malu (DIN: 03583659) as Independent Directors of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 11th Annual General Meeting of the Company in the Calendar Year 2025, who shall not be liable to retire by rotation. Ms. Namrata Malu (DIN: 03583659) has given the requisite declarations pursuant to Section 149 (7) of the Companies Act, 2013, to the effect that she meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013. The Company has also received notice along with requisite deposit under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Ms. Namrata Malu (DIN: 03583659) to the extent of their appointment.

The Board recommends the Resolution as set out at item Nos. 4 of the Notice for your approval.

ITEM NO. 5

Mr. Ashit Kishorkumar Shah (DIN: 00023944) Was Appointed As Independent Director Of The Company.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of 5 consecutive years and she shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to re-appoint Mr. Ashit Kishorkumar Shah (DIN: 00023944) as Independent Directors of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 11th Annual General Meeting of the Company in the Calendar Year 2025, who shall not be liable to retire by rotation. Mr. Ashit Kishorkumar Shah (DIN: 00023944) has given the requisite declarations pursuant to Section 149 (7) of the Companies Act, 2013, to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013. The Company has also received notice along with requisite deposit under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Mr. Ashit Kishorkumar Shah (DIN: 00023944) to the extent of their appointment.

The Board recommends the Resolution as set out at item Nos. 5 of the Notice for your approval.

ITEM No. 6

The Registered office of the company is situated at Pune 411030 while the administrative work is executed at Mumbai. Therefor, for administrative convenience and better control over the operations it is proposed to shift the Registered office from Jurisdiction of Pune ROC to Jurisdiction of Mumbai ROC. Since, the new place is within the jurisdiction of another Registrar of Companies, this requires prior approval of the Regional Director as per Companies Act, 2013 and rules made thereunder. Hence it is proposed to pass a special resolution for this purpose.

No Director is interested or concerned in this resolution.

By Order of the Board of Directors

Place: Pune
Date: 30/10/2020

Vishal Dedhia
Director
DIN: 00728370

REGISTERED OFFICE:

77, Vijayanagar Colony, 2147, Sadashiv Peth, Pune – 411030

ANNEXURE TO ITEM NO. 2, 4 & 5 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Vishal Dedhia	Ms. Namrata Malu	Mr. Ashit KishorKumar Shah
Director Identification Number (DIN)	00728370	03583659	00023944
Date of Birth	03 November, 1982	19 September 1982	15 May 1969
Nationality	Indian	Indian	Indian
Date of Appointment on Board	20 April, 2015	25 March 2015	20 April 2015
Qualification	B.Com, MBA	B.Com & MBA	CA
Shareholding in the Company	1,22,28,512	NIL	NIL
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	1. Shree Manufacturing Co. Ltd. 2. Willingdon Properties Private Limited 3. Willingdon Financial Services Private Limited	1. Chitradurga Spintex Limited 2. Emgee Housing Private Limited 3. Emgee Holidays Private Limited 4. Emgee Townships Private Limited 5. Abhyudita Trading Private Limited 6. Emgee Event Management Private Limited 7. Emgee Airways Private Limited	1. Pears Financial Services Private Limited
Number of Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	2	2	NIL

By Order of the Board of Directors

Place: Pune
Date: 30/10/2020

Vishal Dedhia
Director
DIN: 00728370

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting their 6th Annual Report (after revival from Voluntary Winding up) on the business and operations of the Company and the accounts for the Financial Year ended 31st March, 2020.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

This is the second year of implementation of the Indian Accounting Standards (Ind AS). The standalone financial statements for the year ended 31st March, 2020 have been prepared in accordance with the Indian Accounting Standards (IndAS) notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

Financial Summary as under:

(Amounts in Rs.)

Particulars	2019-2020	2018-2019
Gross Income	25,75,234	26,38,518
Profit / (Loss) Before Interest and Depreciation	8,19,106	20,34,398
Gross Profit/(Loss)	8,19,106	20,34,398
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	8,19,106	20,34,398
Provision for Tax	2,20,000	5,67,639
Net Profit/(Loss) After Tax	5,99,106	14,66,759
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	--	--
Surplus carried to Balance Sheet	5,99,106	14,66,759

2. DIVIDEND

Considering the present financial status of the Company, your directors do not recommend any dividend for the year under report.

3. RESERVES AND SURPLUS

The balance of Profit & Loss statement amounting to Rs. 5,99,106/- for financial year under review is transferred to reserves. The total reserves for the Financial Year 2019-2020 is Rs. (27,51,51,525)/-

4. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2020 is Rs. 30,96,26,500/- comprising of 3,09,62,650 Equity Shares of Rs. 10/-.

5. BUSINESS OUTLOOK

The markets your Company is concerned with are undergoing a massive disruption due to the outbreak of COVID-19. The situation caused by the COVID-19 pandemic continues to evolve and the effects on such markets remain uncertain.

The outlook going forward will depend, in addition to other factors, on how COVID-19 continues to affect the economy.