



Swadha Nature Limited
(Formerly Known as "M.S. Securities Ltd.")

Annexure – I

INFORMATION MEMORANDUM

➤ **COMPANY PROFILE:**

1	Name and address of registered office of the company	Swadha Nature Limited (Formerly Known as "MS Securities Limited") Add.: 601-B, Ashiana Plaza, Budh Marg, Patna-800001 (Bihar)
2	Name and address of corporate office of the company.	601-B, Ashiana Plaza, Budh Marg, Patna-800001 (Bihar)
3	Names of regional stock exchange and other stock exchanges where listed – Years of listing and current status.	The BSE Limited Year of Listing: 1995 Current status: under the process of revocation of suspensions.
4	Signing with depositories – ISIN no.	INE0P4R01017
5	Name and contact details of compliance officer and Company Secretary	Dhanesh Shah Contact No. 990996192
6	Email-id for Investor Grievances	swadhanaturelimited@gmail.com
7	Date of Suspension and reason of suspension	18 th January, 1999 Due to Non-Compliance (Penal Reasons)



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CAPITAL STRUCTURE OF THE COMPANY:

1	Authorised Capital	Rs. 5,00,00,000/- divided into 50,00,000 Equity Shares of Rs. 10/- each
2	Issued Capital	Rs. 4,25,02,000/- divided into 42,50,200 Equity Shares of Rs. 10/- each
3	Subscribed and fully paid-up capital.	*Rs. 4,09,45,000 divided into 40,94,500 Equity Shares of Rs. 10/- each

**The board of director of the company, by passing board resolution dated 29th September 2018, has forfeited 1,55,700 partly paid equity shares amounting to Rs. 7,77,500. The Company has applied for forfeiture of shares with BSE Limited vide case No. 165056 dated 21st December, 2022.*

COMPANY'S MANAGEMENT:

1. History:

Swadha Nature Limited (Formerly Known as MS Securities Limited) was originally incorporated on 12th February, 1992.

Main Objects:

The main objects of the Company as set out in the Memorandum of Association at the time of incorporation are as follows:

To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items and to cultivate¹ grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers~ gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers. of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce and to carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to Cultivate, grow, produce or: deal in vegetable, fruits and herbs; and to undertake the activities for Its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment's and to provide consulting and support services.

Present Business:

To cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners and to set up processing unit for import, export, distribute or deal in



agriculture produce of all description, like fruits, vegetable, seeds and herbal products and trade in all the products required for cultivation, harvesting, production and developments of seeds, vegetable, fruits and herbal items and to cultivate, grow, produce or deal in agriculture produce and to carry on the business of agriculturists, farmers, gardeners, dairymen, dairy farmers, and to acquire, hold, buy or acquire freehold or leasehold agriculture land, farm, garden or any other, property and to act as growers of corn, hay, straw, seeds or animal feed and to deal in live-stock and deal in such business as may be required by farmers and dealers of agriculture produce and to carry on the business of planters, growers and cultivators of seeds, vegetable, fruits and herbs and to cultivate, grow, produce or deal in vegetable, fruits and herbs and to undertake the activities for its processing, preservation or storage with the installation for plant, machinery, cold storage, air conditioning, refrigeration and other equipment's and to provide consulting and support services

2. Subsidiary(ies) of the company, if any:

The Company does not have any subsidiaries.

3. Names of Promoters and their background:

Name	: Manoj kumar saraf
PAN	: AJKPS5626D
Address	: House no.C-9/9304, Near Rwa Office, Vasant Kunj, South West Delhi-11070
DOB	: 19.04.1964
Shareholding	: 2,02,300 Shares
Background	: He is expert in developing new ideas and also has experience in finance matter and allied services.
Name	: Sangita devi saraf
PAN	: AJHPS4595E
Address	: House no.C-9/9304, Near Rwa Office, Vasant Kunj, South West Delhi-11070
DOB	: 27.05.1966
Shareholding	: 20,800 Shares
Background	: She is having experience in Accounts and finance
Name	: Sanjeev kumar saraf
PAN	: AKQPS2509A
Address	: Flat No. 901, Lavista Apartment, Bariatu Road, Near RIMS, Bariatu, Ranchi-834009, Jharkhand
DOB	: 05.07.1966
Shareholding	: 64,100 Shares



Background	: He is expert in developing new ideas and also has experience in finance matter and allied services.
Name	: Santosh saraf
PAN	: AKQPS2509A
Address	: 510 Shanti Vihar, Off Frazer Road, Patna-842001
DOB	: 10.12.1966
Shareholding	: 30,100 Shares
Background	: She is having experience in the business
Name	: Deoki devi saraf
PAN	: ACMPS4577L
Address	: Hindustan Company, Sikandarpur Chowk, Muzaffarpur-842001
DOB	: 18.10.1943
Shareholding	: 100 Shares
Background	: She is having experience in the business
Name	: Dr. Rajeev kumar saraf
PAN	: AHOPS5970N
Address	: C/O Hindustan Investment, Sikanderpur Chowk, Muzaffarpur-842001
DOB	: 10.05.1968
Shareholding	: 56,000 Shares
Background	: He is having experience in the Management
Name	: Third eye communications private limited
PAN	: AABCT8616P
Address	: 32, Vaibhav Apartment, Budh Marg, P.S.-Kotwali Patna- 800001 Bihar
CIN	: U32100BR1994PTC005771
Shareholding	: 1,70,100 Shares
Name	: Nature green agri private limied
PAN	: AABCN7611E
Address	: 32, Vaibhav Appartment Ps-Kotwali Patna-800001 Bihar
CIN	: U45200BR1994PTC005787
Shareholding	: 46,000 Shares
Name	: Saraf ergonomics financial services private limited



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PAN	: AAHCS3436R
Address	: 32, Vaibhav Apartment, Budh Marg Ps- Kotwali Patna-800001 Bihar
CIN	: U67110BR1994PTC005773
Shareholding	: 10,88,000 Shares
Name	: Lepton software exports & resorts private limited
PAN	: AAACL6787R
Address	: C-6/6581 Vasant Kunj New Delhi 110070
CIN	: U72200DL1994PTC333197
Shareholding	: 82,000 Shares

4. Name and address of auditor of the company:

Name : CA SANKET SHAH
 Membership No. : 150873
 Address : G B-31, Palm Greens, Nr. Torrent Power, Makarba
 Railway Crossing, Vejalpur, Anmedabad-380 051.

5. Details of KMP's along with their designations (with their DIN wherever applicable) and other directors including nominee- directors, and woman director (giving their directorships in other companies):

Sr. No.	Name of Director	Designation	Address	Other Directorships held
1	Manoj Kumar Saraf DIN: 00175213	Managing Director	House no.C-9/9304, Near Rwa Office, Vasant Kunj, South West Delhi-11070	-Third eye communications private limited. -Saraf Ergonomics Financial Services Private Limited -MS Online Broking Services Limited -Bgates Infotech System Integrators Private Limited
2	Dipakkumar Hasmukhlal Shah DIN: 08234203	Managing Director	Omnagar Society, Gothada, Timba Road, Panch mahals, Gujarat-388710	MS Online Broking Services Limited Saraf Ergonomics Financial Services Private Limited Nature Green Agri Private Limited



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3	Sangita Devi Saraf DIN: 00922074	CFO	House no.C-9/9304, Near Rwa Office, Vasant Kunj, South West Delhi-11070	-Third eye communications private limited - Bgates Infotech System Integrators Private Limited - Nature Green Agri Private Limited
4	Dhanesh Shah	Company Secretary	204 Chitraklekha Apartment, near Medilink Hospital, Satelite, Ahmedabad City, Ahmedabad Gujarat- 380015, .	--

6. Change, if any, in directors/management and auditors during the last one year, and reasons thereof:

NAME OF DIRECTOR	DATE OF APPOINTMENT	DATE OF RESIGNATION
Mrs. Neelam Asthana	--	31.08.2022
Mr. Pulkit Prakashchandra Shah	20.08.2022	--
Mr. Rohitkumar Jasvantlal Parikh	31.08.2022	--
Mr. Dipakkumar Shah	25.04.2023	--
Mrs. Rima Nanavati	10.02.2023	--

7. Details on composition of Board:

Name of Director	Designation
Manoj Kumar Saraf DIN: 00175213	Managing Director
Dipakkumar Shah DIN: 08234203	Managing Director
Rima Nanavati DIN: 08196967	Non-Executive Independent Director



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Sanjeev Kumar Saraf DIN: 01762532	Non-Executive Director
Pulkit Prakashchandra shah DIN: 05272041	Non-Executive Independent Director
Kalindi Arun Sampat DIN: 07277647	Non-Executive Independent Director
Rohitkumar Jasvantlal Parikh DIN: 07394964	Non-Executive Independent Director

8. Details of directors, whole-time directors, their remuneration, appointment and remuneration of managing directors, interests of directors, their borrowing powers and qualification shares:

Sr. No.	Name of Director	Designation	Date of Appointment	Remuneration/Sitting Fees	Other Directorships held
1	Manoj Kumar Saraf DIN: 00175213 House no.C-9/9304, Near Rwa Office, Vasant Kunj, South West Delhi-11070	Managing Director	15/02/2016	Nil	MS Online Broking Services Limited Third Eye Communications Private Limited Saraf Ergonomics Financial Services Private Limited Bgates Infotech System Integrators Private Limited
2	Dipakkumar Hasmukhlal Shah DIN: 08234203 Omnagar Society, Gothada, Timba Road, Panch mahals, Gujarat-388710	Managing Director	25/04/2023	Nil	MS Online Broking Services Limited Saraf Ergonomics Financial Services Private Limited Nature Green Agri Private



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					Limited
3	Sanjeev Kumar Saraf DIN: 01762532 Flat No. 901, Lavista Apartment, Bariatu Road, Near RIMS, Bariatu, Ranchi- 834009, Jharkhand	Non- Executive Director	12/02/1992	Nil	-Third Eye Communications Private Limited. -SMV Agro Products Private Limited
4	Rima Chirag Nanavati DIN: 00922074 B/88, Ghanshyam Nagar Canal Road Ghdasar Ahmadabad City-380050	Non- Executive Independent Director	10/02/2023	Nil	Ms Online Broking Services Limited Nature Green Agri Private Limited
5	Pulkit Prakashchandra shah DIN: 05272041 4, Jalaram Park Society, Opp. Door Sanchar Colony, Bhairavnath Road, Kankar Ahmedabad- 380028	Non- Executive Independent Director	30/09/2022	Nil	Devrup Trading Limited
6	Kalindi Arun Sampat DIN: 07277647 A/305, gokul apartment, 3rd floor S.v road, above mother	Non- Executive Independent Director	28/09/2015	Nil	--



	care nursing home Mumbai - 400102				
7	Rohitkumar Jasvantlal Parikh DIN: 07394964 F/2, Shakuntala Appartment, Opposite ITI College, Prabha Road, Godhra Gujarat- 389001	Non- Executive Independent Director	30/09/2022	Nil	--

9. Rights of members regarding voting, dividend, lien on shares and the process for modification of such rights and forfeiture of shares:

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10. Restrictions, if any, on transfer and transmission of shares/debentures and on their consolidation/splitting:

NO

11. Revaluation of assets, if any (during last five years):

NO

12. Material contracts and inspection of documents- how made available:

Material Contracts: NIL
Documents: NIL
How Made Available: NA

13. No of Employees:

Two

14. Latest Shareholding Pattern:



Shareholding pattern (latest as on 31 st December, 2023)	No. of shares	% of total share- holding	No of shares in demat	Whether 100% in demat for Promoter and 50% in demat for Public	No of Shares Pledged	% of pledged shares
Promoter and Promoter Group	17,59,500	42.97	--	--	--	--
Public Shareholding	23,35,000	57.03	--	--	--	--
Shares held by custodians against DRs issued by the company	--	--	--	--	--	--
TOTAL	40,94,500	100.00	--	--	--	--

PRESENT BUSINESS:

At present, the Company is engaged in the business of cultivate, grow, produce, harvest raise or deal in agriculture produce as agriculturists, farmers or gardeners.

FUTURE PROSPECTUS:

To initiate and innovate agriculture products for private vendors as well as government bodies on large scale basis.

OUTSTANDING LITIGATION PERTAINING TO:

Matters likely to affect operation and finances of the company including disputed tax liabilities of any nature; and Criminal prosecution launched against the company and the directors for alleged offences	NIL
Particulars of default, if any, in meeting statutory dues, institutional dues, and towards instrument holders like debentures, fixed deposits and arrears on cumulative preference shares, etc. (also give the same particulars about the companies promoted by the same private promoters and listed on stock exchanges).	
Any material development after the date of the latest balance sheet and its impact on performance and prospects of the company.	

FINANCIAL INFORMATION: Financials as per format given below:



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Financial performance for last 2 Financial Years	Rs. in lacs	
	31 st March, 2023 (Latest year ended)	31 st March, 2022 (Preceding year)
Sales	7.71	0.00
Other Income	1.53	0.84
Total Income	9.24	0.84
Expenditure	8.59	16.29
Profit bef. Tax	0.65	(15.44)
Prov for Tax	0.00	0.00
Profit aft Tax	0.65	(15.44)
Share Capital	409.45	409.45
Total Reserves	(353.58)	(354.23)

DECLARATION

No statement made under this Information Memorandum contravenes any of the provisions of Companies Act, 1956 / Companies Act 2013, as may be applicable and the rules made thereunder. All the legal requirements connected with the listing / revocation of suspension of trading in equity of shares of our company and also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with. All information contained in this document is true and correct.

For Swadha Nature Limited
(Formerly known as MS Securities Limited)

Dipakkumar Shah
Managing Director
DIN: 08234203