Swadeshi

Swadeshi
INDUSTRIES & LEASING LTD.
CIN NO. L45209 MH 1983 PLC 031246

Ref :

Date :

Date: 27th Sep 2018

To,
The Secretary
BSE Limited
Corporate Relations Department,
P. J. Towers, Dalal Street,
Mumbai-400 001

Dear Sir,

Sub: Submission of Annual Report under Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Ref: Scrip Code- 506863

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith 34th Annual Report of the Company.

Kindly take the above on your records.

Thanking you,

Yours faithfully,
For Swadeshi Industries and Leasing Limited

Gourav Jain

SWADESHI INDUSTRIES AND LEASING LTD. MUMBAI

Gourav Jain
Managing Director
(DIN: 06794973)
Address: 72, Teli Pada, 101 1st Floor, Opp. Payal Takies,
New Kaneri, Bhiwandi, Thana - 421302

SWADESHI INDUSTRIES AND LEASING LIMITED

34TH ANNUAL REPORT (2017-18)

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.

REGISTERED OFFICE

Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City MH 400101 IN. Phone 022 2854 0094
Email: compliance@swadeshiglobal.com Website: www.swadeshiglobal.com

SWADESHI INDUSTRIES AND LEASING LIMITED

N O T I C E

NOTICE is hereby given that the 34th ANNUAL GENERAL MEETING of the Members of **SWADESHI INDUSTRIES AND LEASING LIMITED** (CIN: L45209MH1983PLC031246) will be held on **Wednesday, 26th** September 2018 at 11.30 A.M. at Shop No.137, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City MH 400101 IN to transact the following business:

ORDINARY BUSINESS:

1) To receive, consider and adopt the Audited Financial Statements for the year ended 31st March 2018, 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 2018-19, 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-imbursement 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 a **Special Resolution:**

"RESOLVED THAT Pursuant to Provisions of section 12 and any other provisions of the Companies Act ,2013 and Companies (Incorporation) Rules, 2014 and any other applicable provisions if any, the Registered office of the company be and is hereby shifted from its present location at Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai - 400101 to Munisuvrat Complex, Phase III, Building. A1, 1st Floor, Near Anjur Phata, Bhiwandi, Thane - 421302. w.e.f. 26th Sepetember 2018."

"RESOLVED FURTHER THAT, **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 sign, execute any deeds, documents and file with the Registrar of Companies, the required e-form/s, and any other statutory body or if required verification of the situation of the registered office of the company."

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

GAURAV JAIN
DIN: 06794973
Managing Director

Registered Office:
Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital,
Thakur Complex, Kandivali (East), Mumbai City MH 400101.
Date: 28th May 2018
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, Wednesday, 19th September, 2018 to Wednesday, 26th September, 2018 (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 34th Annual Report 2017-18, 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 copy of the same. For members who have not registered their email address, physical copies of the Notice of the 34th Annual Report 2017-18, 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 demat 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 2018, 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 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 Sunday, 23rd September, 2018 (9:00 am) and ends on Tuesday, 25th September, 2018 (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, 19th September, 2018, 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.

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

Step 1: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into 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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:

   a) If you are already registered for e-Voting, then you can user 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, your 'initial password' is communicated to you on your postal address.

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

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 sanjayrd65@yahoo.com with a copy marked to 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 to reset the password.

3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in

18 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 17th September, 2018.

19. 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.

20. 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.

21. 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.

22. 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.

23. Map of venue of AGM:

24. 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 issued by the Institute of Company Secretaries of India at the forth coming Annual General Meeting:

Name	Mr. Gaurav Jain
Date of Birth	18th February, 1980
Qualification	B.Com.
Nature of Expertise	Expert in Manufacturing of Textile Cloth. & Experience of Financial & Management.
Experience	12 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

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:

As per Provision of section 12 of the Companies Act, 2013 read with rule 27 of Chapter II The Companies (Incorporation) Rules, 2014 relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution.

The Registered office of the Company is presently situated in Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai - 400101, Now the Board of Directors of the company at its meeting held on 28th May 2018 decided that the registered office of the Company is to be shifted to Munisuvrat Complex, Phase III, Building. A1, 1st Floor, Near Anjur Phata, Bhiwandi, Thane - 421302, a place outside the local limits of the town where the company's registered office is presently situated but which is situated within the same State, with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to Munisuvrat Complex, Phase III, Building. A1, 1st Floor, Near Anjur Phata, Bhiwandi, Thane 421302

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

Save and expect 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 of item No. 4.

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

GAURAV JAIN
DIN: 06794973
Managing Director

Registered Office:
Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital,
Thakur Complex, Kandivali (East), Mumbai City MH 400101.
Date: 28th May 2018
Place: Mumbai
CIN: L45209MH1983PLC031246

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 34th Annual Report of your Company and the Audited Financial Statements for the period ended 31st March 2018.

1. Financial Results:

(in Lacs)

Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
Revenue from Operations	736.61	2580.98
Profit before Depreciation & Amortization	-24.19	11.45
Depreciation & Amortization	NIL	NIL
Profit / (Loss) before taxation	-24.19	11.45
Provision for taxation (incl. deferred tax)	0.14	3.79
Profit/ (Loss) for the year carried to Balance Sheet	-24.33	7.66

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/(Loss) after tax has been transferred to Reserves. 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. 736.61 Lacs as against Rs. 2580.98 Lacs in the previous year and the total income (which includes other income) stood at Rs. 740.00 Lacs as against Rs. 2629.23. The Company has earned a Net profit of Rs. (24.33) Lacs as compared to the Profit of Rs. 7.66 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:

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

8. Details of Subsidiary/ Joint Ventures/ Associate Companies:

The Company did not have any Subsidiary Company/Joint Venture/Associate Company during the year under review.

9. Auditors:

M/s. Dhawan & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 002864N being eligible offer themselves for re-appointment till the conclusion of the next AGM. If re-appointed, it will be within the prescribed limits specified in Section 139 of the Companies Act, 2013. Members are requested to appoint the auditors and to fix their remuneration.

There are no qualifications contained in the Auditors Report and therefore, there are no further explanations to be provided for in this Report.

10. Extract of the Annual Return:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in Form MGT – 9 is appended as **Annexure 2** of the Board's Report.

11. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

A. CONSERVATION OF ENERGY:

i. The steps taken or impact on conservation of energy:

Though our operations are not energy- intensive, efforts have been made to conserve energy by utilizing energy- efficient equipments.

ii. The steps taken by the Company for utilizing alternate sources of energy:

The Company is using electricity as the main source of energy and is currently not exploring any alternate source of energy. In future your Company will take steps to conserve energy and use alternative source of energy such as solar energy.

iii. The capital investment on energy conservation equipments:

Your Company firmly believes that our planet is in dire need of energy resources and conservation is the best policy. Your Company has not made any investment on energy conservation equipments.

B. TECHNOLOGY ABSORPTION:

i. The efforts made towards technology absorption:

During the year the Company does not have any plant & machinery. Therefore no technology absorption and research and development activity are carried out.

ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

No such specific benefit derived during the year due to technology absorption.

iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

No technology has been imported by the Company.

iv. The expenditure incurred on Research and Development: Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

	Current Year	Previous Year
Foreign Exchange Earnings and Outgo	NIL	NIL

12. Directors And Key Managerial Personnel:

A. Changes in Directors and Key Managerial Personnel

Mr. Gaurav Jain (DIN 06794973), Managing Director who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, seek re-appointment pursuant to Section 152 of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

B. Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, of individual Directors as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Directors:

i. Independent Directors:

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (in the absence of the director getting evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders, etc. The Board was of the unanimous view that every Independent Director was a reputed professional and brought his rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all Independent Directors in guiding the management to achieving higher growth and continuance of each independent director on the Board will be in the interest of the Company.

ii. Non-Independent Directors:

The performance of all the non-independent directors was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance, stakeholders etc. The Board was of the unanimous view that all the non-independent directors were providing good business and people leadership.

iii. Declaration by an Independent Director(s) and re-appointment, if any:

All the Independent Directors have provided the declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6).

iv. Familiarization Programme to Independent Directors:

The Company has provides suitable familiarization programme to Independent Directors so as to associate themselves with the nature of the industry in which the company operates and business model of the company in addition to regular presentation on technical operations, marketing and exports and financial statements. In addition to the above, Directors are periodically advised about the changes effected in the Corporate Law, Listing Regulations with regard to their roles, rights and responsibilities as Directors of the company. The same is available on the website of the company.

13. Details of Committee of the Board:

Currently the Board has 4 Committees: the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Share Transfer Committee. The Composition of various committees and compliances, as per the applicable provisions of the Companies Act, 2013 and the Rules thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, are as follows:

A. Audit Committee:

i. Constitution of Audit Committee:

The Audit Committee comprising of Mr. Amit Kumar Independent Director as the Chairman of the committee and Ms. Krishna Kamalkishor Vyas & Mr. Jagdishchandra Hansraj Ghumara and Mr. Gaurav Jain Director as other members of the Committee. The recommendations of the Audit Committee is always welcomed and accepted by the Board and all the major steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee.

ii. Details of establishment of vigil mechanism for directors and employees:

The Company has established vigil mechanism pursuant to Section 177(9) of the Companies Act, 2013 for Directors and Employees to report their concerns and has also taken steps to safeguard any person using this mechanism from victimization and in appropriate and exceptional cases, there is direct access to approach Mr. Amit Kumar, Chairman of the Audit Committee.

B. Nomination and remuneration committee:

The Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013 comprises of Mr. Amit Kumar Independent Director as the Chairman of the committee and Ms. Krishna Kamalkishor Vyas & Mr. Jagdishchandra Hansraj Ghumara and Mr. Gaurav Jain Director as other members of the Committee. The Committee has framed a policy to determine the qualification and attributes for appointment and basis of determination of remuneration of all the Directors, Key Managerial Personnel and other employees. A copy of policy is annexed as Annexure- 4

Details of remunerations paid to the Directors and Key Managerial Personnel during 2017-18 are given below:

Name of the Directors	Directors' Position	Relationship with other Directors	Salary & allowances (Rs.)	Perquisites (Rs.)	Sitting Fees (Rs.)
Mr. Gaurav Jain (DIN 06794973)	Managing Director	—	Nil	Nil	Nil
Mr. Amit Kumar (DIN 06393899)	Independent Director	—	Nil	Nil	Nil
Mr. Jagdishchandra Hansraj Ghumara (DIN 00519468)	Independent Director	—	Nil	Nil	Nil
Ms. Krishna Kamal Kishor Vyas (DIN 07444324)	Independent Director	—	Nil	Nil	Nil
Mr. Vikas Sanklecha	CFO	—	300000	Nil	Nil
Total		**—**	**300000**	**Nil**	**Nil**

C. Stakeholder's Relationship Committee:

The Stakeholder's Relationship Committee comprises of Mr. Amit Kumar Independent Director as the Chairman of the committee and Ms. Krishna Kamalkishor Vyas & Mr. Jagdishchandra Hansraj Ghumara and Mr. Gaurav Jain Director as other members of the Committee. The role of the Committee is to consider and resolve securities holders' complaint. The meetings of the Committee are held once in a quarter and the complaints are responded within the time frame provided.

D. Share transfer Committee:

The Share Transfer Committee comprises of Mr. Amit Kumar Independent Director as the Chairman of the committee and Ms. Krishna Kamalkishor Vyas & Mr. Jagdishchandra Hansraj Ghumara and Mr. Gaurav Jain Director as other members of the Committee. The role of the Committee is to approve/ratify transfer of securities and look into share transmission, rematerialization and dematerialization of shares. The meetings of the Committee are held on periodical basis and the complaints are responded within the time frame provided.

14. Secretarial Audit Report:

The Board of Directors have appointed M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries to conduct Secretarial Audit for the financial year 2017-18, as required under Section 204 of the Companies Act, 2013 and the rules framed thereunder. The Secretarial Audit Report for the financial year 2017-18 forms part of the Directors' Report as **Annexure 1**. The management replies to the observation of the Secretarial Auditors are as under:

Auditors Observation	Reply of Management
The Company has not appointed a Whole-time Company Secretary as its Compliance Officer as required under regulations 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also as per section 203 of the Companies Act, 2013 and the rules made thereunder.	The Company is searching for a suitable candidate and shall appoint the Whole-time Company Secretary on finding right candidate.

15. Board Meetings:

During the year under review, the Company has conducted 4 (four) Board Meetings. The intervening gap between any two meetings was not more than 120 days as prescribed by the Companies Act, 2013

Sr. No	Type of Meeting	Date
1	Board Meeting	May 27, 2017
2	Board Meeting	September 13, 2017
3	Board Meeting	November 10, 2017
4	Board Meeting	February 13, 2017

16. Particulars of loans, guarantees or investments under section 186:

During FY 2015-16 the Company had given Corporate Guarantee of Rs. 200.00 Lacs to bank for the credit facilities granted by them to M/s. Park View Developers, a Partnership Firm where the Company is a Partner. The said Guarantee also Continue for the FY 2017-18. (The Loan taken by the partnership firm has been repaid fully on 03.05.2018). Apart from it during the year under review, the Company has not taken any Loan, made investment as per provisions of Section 186 of the Companies Act, 2013.

17. Particulars of contracts or arrangements with Related Party:

All the related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and listing regulation. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at Large. Hence, no separate annexure in Form No. AOC -2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is given. All related party transactions are presented to the Audit Committee and the Board, if required for approval. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature.

18. Directors' Responsibility Statement:

As stipulated under clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors subscribe to the Directors Responsibility Statement and state that:

a) In preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from them;

b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors had prepared the annual accounts on a going concern basis;

e) the Directors had laid down internal financial controls to be followed by the Company & that such internal financial controls are adequate and were operating effectively; and

f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

19. Managerial Remuneration:

A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The Company has not paid any remuneration or sitting fees to the Directors of the Company. However, your Company has paid remuneration to Chief Financial Officer of the Company and hence the information as required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure - 3.

B) Details of the every employee of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The relevant particulars of employees as required to the extent applicable under rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is set out in the Annexure

- 4 to this report.

20. Management Discussion and Analysis Report:

There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks facing business. Risks would include significant weakening in demand from core-end markets, inflation uncertainties and any adverse regulatory developments, etc. During the period a risk analysis and assessment was conducted and no major risks were noticed. The report on the same is appended as **Annexure 7**.

21. Corporate Governance:

At Swadeshi, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. As per the Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015 a separate section for Report on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance is annexed as a part of the Annual Report as **Annexure 5 & 6**.

22. Corporate Social Responsibility (CSR):

In line with the new provisions of the Companies Act, 2013 and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your company is not governed by the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. So, the Company is not required to formulate a policy on CSR and also has not constituted a CSR Committee.

23. Internal Financial Control System and their Adequacy:

Adequate internal controls, systems, and checks are in place, commensurate with the size of the Company and the nature of its business. The management exercises financial control on the operations through a well-defined budget monitoring process and other standard operating procedures.

24. Risk Management Policy:

There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks facing business. Risks would include significant weakening in demand from core-end markets, inflation uncertainties and any adverse regulatory developments, etc. During the year a risk analysis and assessment was conducted and no major risks were noticed.

25. Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 :

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14, the internal authorized person under the said act has confirmed that no complaint/ case has been filed/pending with the Company during the year.

26. Other Disclosures / Reporting:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

a) Details relating to deposits covered under Chapter V of the Act.

b) Issue of equity shares with differential rights as to dividend, voting or otherwise.

c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

d) Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from any of its subsidiaries as the Company does not have any Subsidiaries/Joint Venture/ Associate Company.

e) Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

27. Acknowledgement:

Your Directors wish to place on record their appreciation for the co-operation extended by all the employees, Bankers, Financial Institutions, various State and Central Government authorities and stakeholders.

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

Mr. Gaurav Jain	Ms. Krishna Kamalkishor Vyas
Managing Director	Director
(DIN 06794973)	(DIN 07444324)

Registered Office:
Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway,
Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City MH 400101

Date: 28th May 2018
Place: Mumbai
CIN: L45209MH1983PLC031246

Annexure 1

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

SWADESHI INDUSTRIES AND LEASING LIMITED

Mumbai.

CIN: L45209MH1983PLC031246

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SWADESHI INDUSTRIES AND LEASING LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (Not applicable to the Company during the Audit Period);

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto May 14, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective May 15, 2015);

   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **There were no further issue of securities during the year under review.**

   d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / The Securities and Exchange Board of India (Share Based Employee Benefits)

Regulations, 2014 (effective October 28, 2014); **There were no ESOPS issued during the year under review.**

e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **There were no debts securities issued during the year under review**

f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period); and

h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period);

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective July 1, 2015;:

ii. The Listing Agreements entered into by the Company with BSE Limited and SEBI (Listing Obligations and Disclosure Requirements), 2015 made effective 1st December 2015,

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines Standards mentioned above except to the extent as mentioned below:

The Company has not appointed a Whole-time Company Secretary as required pursuant to Section 203 of the Companies Act, 2013 and not appointed Company Secretary as Compliance Officer under regulations 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors / Committees thereof that took place during the period under review were carried out in compliance with the provisions of the Act.

Based on the representation given by the Management of the Company and as verified by me, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this Report.

For **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: 28th May 2018
Place: Mumbai

Annexure A

To,
The Members,
SWADESHI INDUSTRIES AND LEASING LIMITED
Mumbai.
CIN: L45209MH1983PLC031246

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes I have followed provide a reasonable basis for my opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.

4. Wherever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.

5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. My examination was limited to the verification of procedure on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

7. We have reported, in my audit report, only those non-compliance, especially in respect of filing of applicable forms/ documents, which, in my opinion, are material and having major bearing on financials of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Date: 28th May 2018
Place: Mumbai

Annexure 2

EXTRACT OF ANNUAL RETURN FORM MGT 9

(Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014)

Financial Year ended on 31.03.2018

I. REGISTRATION & OTHER DETAILS:

1	CIN	**CIN: L45209MH1983PLC031246**
2	Registration Date	31st October 1983
3	Name of the Company	**SWADESHI INDUSTRIES AND LEASING LIMITED**
4	Category/Sub-category of the Company	Public Limited Company/ Limited by shares
5	Address of the Registered office & contact details	Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City MH 400101 IN. Phone: 022-2854-0094, Email-compliance@swadeshiglobal.com Web: www.swadeshiglobal.com
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	**Link Intime India Pvt. Ltd.** C 101,247 Park, L. B. S. Marg, Vikhroli(W), Mumbai -400 083. Tel.No.: 022-49186000 Fax No. : 022-49186060 E-mail: mumbai@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Trading of Cloth	51311	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
NIL					

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)
(i)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters	0	0	0	0	0	0	0	0	0
(i) Indian	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt. Or									
State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	30808500	0	30808500	28.48	30808500	0	30808500	28.48	0.00
d) Bank/FL	0	0	0	0	0	0	0	0	
e) Any other	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	
Sub Total: (A) (i)	**30808500**	**0**	**30808500**	**28.48**	**30808500**	**0**	**30808500**	**28.48**	0.00
(ii) Foreign	0	0	0	0	0	0	0	0	0
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Sub Total (A) (ii)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
Total Shareholding									
of Promoter(A)= (A)									
(i)+(A)(ii)	**30808500**	**0**	**30808500**	**28.48**	**30808500**	**0**	**30808500**	**28.48**	0.00
B. Public Shareholding									
(i) Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	500	500	0.00	0	500	500	0.00	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub Total: (B) (i)	**0**	**500**	**500**	**0.00**	**0**	**500**	**500**	**0.00**	**0**
(ii) Non Institutions									
a) Bodies corporate	39503860	74000	3,95,77,860	36.58	42233670	74000	42307670	39.11	2.5
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakhs	5203379	4004500	9207879	8.51	17566163	3988500	21554663	19.93	11.41
ii) Individuals shareholders holding nominal share capital in excess of Rs.2 lakhs	23705349	500000	24205349	22.38	9998385	0	9998385	9.24	13.14
c) Any Other									
(specify) NRIs	9650	0	9650	0.01	44990	0	44990	0.04	0.03
Clearing Members	325620	0	325620	0.30	1724673	0	1724673	1.59	1.29
HUF	4044142	0	4044142	3.74	1740119	0	1740119	1.61	(2.13)
Sub Total (B)(ii):	**72792000**	**4578500**	**77370500**	**71.52**	**73308000**	**4062500**	**77370500**	**71.52**	0
Total Public Shareholding (B)= (B)(i)+(B)(ii)	**72792000**	**4579000**	**77371000**	**71.52**	**73308000**	**4063000**	**77371000**	**71.52**	0
C. Shares held by Custodian for GDRs & ADRs	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**
Grand Total (A+B+C)	**103600500**	**4579000**	**108179500**	**100.00**	**104116500**	**4063000**	**108179500**	**100.00**	**0**

(ii) Share Holding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Nageshwar Power Pvt. Ltd Formally known as (Chin Infotech P.Ltd)	27308500	25.24%	NIL	27308500	25.24%	NIL	NIL
2	Lalima Buildcon P.Ltd.	3500000	3.24%	NIL	3500000	3.24%	NIL	NIL

(iii) Change in Promoters' Shareholding (Specify if there is no change):

Sr. No.	Particulars	Shareholding at the beginning of the year		Increase/ Decrease	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	in no. of shares	No. of Shares	% of total shares of the company
1.	Nageshwar Power Pvt. Ltd					
	Formally known as (Chin Infotech P.Ltd)	27308500	25.24369%	NIL	27308500	25.24369%
2	Lalima Buildcon P.Ltd.	3500000	3.23536%	NIL	3500000	3.23536%

(iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

Sr. No.	Particulars	Shareholding at the beginning of the year		Increase/ Decrease	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	in no. of shares	No. of Shares	% of total shares of the company
1	Fresh Trexim Pvt Ltd	5038381	4.6574	NIL	5038381	4.6574
2	Moonview Mercantile Pvt Ltd	5013955	4.6348	NIL	5013955	4.6348
3	Florin Consultancy Pvt Ltd	3436634	3.1768	NIL	3436634	3.1768
4	Shivputra Distributors Private Limited	3332257	3.0803	NIL	3332257	3.0803
5	Topwell Properties Private Limited	2105550	1.9463	NIL	2105550	1.9463
6	Suraj Kanwar/ Pawan Kanwar	429102	0.3966	1549463	1978565	1.8289
7	Bodkin Merchants Pvt Ltd	1260043	1.1648	NIL	1260043	1.1648
8	Gannayak Barter Private Limited	1978000	1.8284	NIL	1978000	1.8284
9	Smartchamp Services Pvt Ltd	1800000	1.6639	NIL	1800000	1.6639
10	Shantilal Kawar	1600000	1.4790	NIL	1600000	1.4790

* Not in the list of Top 10 shareholders as on 01.04.2017. The same is reflected above since the shareholder was one of the Top Ten shareholders as on 31.03.2018

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	Shareholding at the beginning of the year		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Amit Kumar (DIN 06393899)	NIL	NIL	NIL	NIL	NIL
2	Gaurav Jain (Din 06794973)	NIL	NIL	NIL	NIL	NIL
3	Jagdishchandra Hansraj Ghumara (DIN 00519468)	NIL	NIL	NIL	NIL	NIL
4	Krishna Kamalkishor Vyas (DIN 07444324)	NIL	NIL	NIL	NIL	NIL

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particular	**Secured Loans excluding deposits**	**Unsecured Loans**	**Deposits**	**Total Indebtedness**
Indebtedness at the beginning of the financial year 01.04.2017				
1) Principal Amount	NIL	NIL	NIL	NIL
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
Total of (1+2+3)				
Change in Indebtedness during the financial year				
+ Addition	NIL	NIL	NIL	NIL
- Reduction	NIL	NIL	NIL	NIL
Net change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year-31.03.2018				
1) Principal Amount	NIL	NIL	NIL	NIL
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
Total of (1+2+3)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		TotalAmount (Rs.In Lacs)
1	Gross Salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1)			
	of the Income Tax Act	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) IncomeTax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission- As % of Profit- Others, specify	NIL	NIL	NIL
5	Others, please specifyProvident Fund & other Funds	NIL	NIL	NIL
	Performance Bonus	NIL	NIL	NIL
	Total (A)	NIL	NIL	NIL
	Ceiling as per the Act			

B. Remuneration of other directors:

I. Independent Directors:-

Particulars of Remuneration	Name of Directors			TotalAmount
Fee for attending board				
committee meetings	NIL	NIL	NIL	NIL
Commission	NIL	NIL	NIL	NIL
Others	NIL	NIL	NIL	NIL
Total (1)	NIL	NIL	NIL	NIL

II. Other Non-Executive Directors:-

Other Non-Executive Directors	Name of Non-Executive Directors			TotalAmount
Fee for attending board committee meetings	NIL	NIL	NIL	NIL
Commission	NIL	NIL	NIL	NIL
Others	NIL	NIL	NIL	NIL
Total (2)	NIL	NIL	NIL	NIL
Total B = (1+2)		NIL		

C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

Sr.	Particulars of Remuneration	Name of KMP Mr. Vikas Sanklecha (CFO)	TotalAmount (Rs.In Lacs)
1	Gross Salary	300000	300000
	(a) Salary as per provisions contained in section 17(1) of		
	the Income Tax Act	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission	NIL	NIL
	- As % of Profit		
	- Others, specify		
5	Other, please specify providend fund and other funds	NIL	NIL
6	Performance Bonus	NIL	NIL
	Total (C)	**300000**	**300000**

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type		Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compoundingfees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A.	COMPANY					
	Penalty Punishment Compounding	None				
B.	DIRECTORS					
	Penalty Punishment Compounding	None				
C.	OTHER OFFICERS IN DEFAULT					
	Penalty Punishment Compounding	None				

Annexure 3

DETAILS OF REMUNERATION

Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;

   Your Company has not paid any remuneration to its Director during the financial year 2017-18 hence no information is required to be given for above mentioned item.

2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any during the Financial Year 2017-18:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for thefinancial year 2016-17	Increase in Remunerationin % the Financial Year 2016-17
1.	Vikas Sanklecha(CFO)	3,00,000	NIL

3. The percentage increase in the median remuneration of employees in the Financial Year:

   In the Financial Year, there was an increase of 42.86% in the median remuneration of employees.

4. The number of permanent employees on the rolls of Company:

   There were SIX (Including KMP) permanent employees on the rolls of the Company as on March 31, 2018.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Sr. No	**Particulars**	**2017-18**	**2016-17**	**% Change**	**Remarks**
1	Managerial Remuneration	300000/-	300000/-	Nil	There has been no change in the remuneration paid to the Managerial personnel
2	Other Employee Salary	1110633/-	1090400/-	+1.86%	Increase due to increment in salaries

6. The key parameters for any variable component of remuneration availed by the Directors:

   Not Applicable

7. Affirmation that the remuneration is as per the remuneration policy of the company:

   Yes, the remuneration paid is as per the remuneration policy of the Company.

Annexure 4

Nomination & Remuneration Policy

I. OBJECTIVE:

The Nomination and Remuneration Committee (NRC or the Committee) has formulated the Nomination & Remuneration Policy in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and Regulation 19(4) read with Part D of Schedule II under the Listing Regulations, as amended from time to time. This policy is mainly focused on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management.

The objective of the policy is to ensure that:

- the Board is being guided in relation to appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management including Department head;
- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

II. DEFINITIONS

Key definitions of terms used in this Policy are as follows:

1. **Act** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
2. **Listing Regulations** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
3. **Board** means Board of Directors of the Company.
4. **Directors** mean Directors of the Company.
5. **Key Managerial Personnel** means
   - i. Chief Executive Officer or the Managing Director or the Manager;
   - ii. Whole-time director;
   - iii. Chief Financial Officer;
   - iv. Company Secretary; and
   - v. such other officer as may be prescribed.
6. **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

III. ROLE OF COMMITTEE

1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

i. Periodically reviewing the size and composition of the Board to ensure that it is structured in such a manner which enables to take appropriate decision in the best interest of the Company as a whole;

ii. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommending candidates to the Board as and when need arises keeping in view the Board structure and expertise/experience required;

iii. Establish and on regular basis review the succession plan of the Board, KMPs and Senior Executives;

iv. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;

v. To formulate criteria for evaluation of Independent Directors and the Board;

vi. Recommend to the Board performance criteria for the Directors, KMPs and Senior Management;

vii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel and their remuneration;

viii. Help the Board to formulate and ensure the Board nomination process keeping in mind the diversity of gender, expertise, experience and Board structure;

ix. Review and recommend to the Board:

a. The Remuneration Policy for all employees including KMPs and Senior Management including various components of remuneration whether fix or variable, performance reward, retirement benefits,

b. Remuneration of the Executive Directors and KMPs,

c. Remuneration of Non Executive Directors including Chairman, as a whole and individually and sitting fees to be paid for attending the meeting of the Board and Committee thereof, and

d. Equity based incentive Schemes,

x. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and

xi. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;

xii. Devising a policy on diversity of the Board of Directors;

xiii. Aligning key executive and board remuneration with the longer term interests of the Company and its shareholders;

xiv. Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board;

xv. To carry out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities;

xvi. To perform such other functions as may be necessary or appropriate for the performance of its duties;

2. Policy for appointment and removal of Director, KMP and Senior Management

i. Appointment criteria and qualifications

a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment, as per Company's Policy.

b. A person to be recommended to the Board should be a man with integrity, possess adequate qualification, expertise and experience for the position he / she is considered for appointment and industry in which Company operate. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.

d. The Company shall not appoint or continue the employment of any person as Managing Director and/or

Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

e. A whole-time KMP of the Company shall not hold office in more than one Company except in its Subsidiary Company at the same time. However, a whole-time KMP can be appointed as a Director in any Company with the permission of the Board of Directors of the Company.

ii. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its, Managing Director and CEO or Executive/Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

  Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

  At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven Listed Companies as an Independent Director and three Listed Companies as an Independent Director in case such person is serving as a Whole-time Director of a Listed Company or such other number as may be prescribed under the Act.

iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) or at such intervals as may be considered necessary.

iv. Removal

The Committee may recommend to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Act, rules and regulations and the policy of the Company.

v. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the term of appointment, provisions of the Act, Listing Regulations and the Policies of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company subject to compliance of provisions of the Act and Listing Regulations.

3. Policy relating to the Remuneration for the Managing Director, Whole-time Director, KMP and Senior Management Personnel

i. General:

a) The remuneration / compensation / commission / fees etc. to be paid to the Managing Director, Whole-time Director, other Directors, KMP and Senior Management Personnel will be determined by the Committee and

recommended to the Board for approval which shall be subject to the prior/post approval of the shareholders of the Company or Central Government, wherever required.

b) The remuneration and commission to be paid to the Managing Director, Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director, Whole-time Director.

d) Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration.

ii. Remuneration to Managing Director/Whole-time Directors:

a) Fixed pay:

The Managing Director/ Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee, subject to the approval of the shareholders or Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director, Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

c) Provisions for excess remuneration:

If any Managing Director, Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the approval of the shareholders or the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the shareholder or Central Government.

iii. Remuneration to Non- Executive / Independent Director:

a) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof provided that the amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. However, the amount of such fees shall not exceed Rs. 1 Lac per meeting of the Board or Committee attended by Director or such other amount as may be prescribed by the Central Government from time to time.

b) Remuneration / Commission:

All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) Stock Options:

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d) Remuneration for services of Professional Nature:

Any remuneration paid to Non- Executive Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i) The Services are rendered by such Director in his/her capacity as the professional; and

ii) In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

iv. Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Nomination and Remuneration Committee or any other Committee to be constituted by the Company for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.

d) The Incentive pay/performance linked pay shall be decided based on the extent of achievement of the individual target/objective or performance of the Key Managerial Personnel and Senior Management and performance of the Company which will be decided annually or at such intervals as may be considered appropriate.

4. Policy Review:

The Policy is framed based on the provisions of the Companies Act, 2013 and rules made there under and the requirement of Regulation 19(4) and Schedule II (Part D) of the Listing Regulations. In case of any subsequent changes in the provisions of the Act or any other Regulations which makes any of the provisions of this Policy inconsistent with the Act or any such Regulation, then the provisions of the Act or such Regulation would prevail over the Policy and the provisions in the Policy would be modified in due course to make it in consistent with the Act or such Regulation.

The Committee shall review the Policy as and when any changes are to be incorporated in the Policy due to changes in the Act or such Regulation or felt necessary by the Committee. Any changes in the Policy shall be recommended by the Committee to the Board and shall be effective on approval of the Board.

IV. Implementation:

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

For and on behalf of the Board of Directors

Sd/-
Gaurav Jain
Managing Director
(DIN: 06794973)

Date: 28th May, 2018
Place: Mumbai

Annexure 5

REPORT ON CORPORATE GOVERNANCE (FY 2017-18)

In terms of Compliance to Regulation 34(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) 2015, on Corporate Governance, your Company is complying with the guidelines. The report for current period is as follows:

1) Company's Philosophy:

The Company's policies, practices and philosophy adopted since inception are in line with Corporate Governance. These policies, practices are required periodically to ensure its effective compliance. The composition of Board of Directors is well balanced with a view to manage the affairs of the Company efficiently and professionally. The Company's philosophy is to produce high quality conforming to the International Standards and provide satisfaction to all stakeholders including customers, shareholders and employees.

2) Board of Directors

The Board of Directors of the Company comprises of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board of the Company comprises of four Directors including a Women Director.

(i) Composition and Category of Directors as of 31st March 2018 is as follows:

Name of the Director	No. of Directors	%
Executive Directors	1	25
Non Executive & Independent Directors	3	75
Total	4	100

The Category of Directors on the Board of the Company is as under:

Name of the Director	Category	No. of other Director ships@	No. of Board Committee in which Director is	
			Member	Chairman
Mr. Gaurav Jain (DIN 06794973)	Executive Director - Managing Director	NIL	N.A.	N.A.
Mr. Amit Kumar (DIN 06393899)	Non-Executive Independent Director	NIL	N.A.	N.A.
Mr. Jagdishchandra Hansraj Ghumara (DIN 00519468)	Non- Executive Independent Director	(I) Infra Industries Limited,	N.A.	N.A.
Ms. Krishna Kamal Kishor Vyas (DIN 07444324)	Non- Executive Independent Director	NIL	N.A.	N.A.

@ Does not include Directorships in Private Companies

None of the Directors of the Company holds membership of more than 10 Board Committees or Chairmanships of more than 5 Board Committees.

The Board of Directors duly met Five (4) times during the period from 1st April 2017 to 31st March 2018. The dates on which the meetings were held are as follows:

27th May 2017, 13th September 2017, 10th November 2017 and 13th February 2018.

Attendance of each Director at the Board Meetings and the last AGM held on 23rd September 2017:

Name of the Director	Board Meetings held during the tenure of the Director	Board Meeting Attended	Last AGM attendance (Yes /No)
Mr. Amit Kumar (DIN 06393899)	4	4	Present
Mr. Gaurav Jain (DIN 06794973)	4	4	Present
Mr. Jagdishchandra Hansraj Ghumara (DIN 00519468)	4	4	Present
Ms. Krishna Kamal Kishor Vyas (DIN 07444324)	4	4	Present

None of the Non-executive Directors during the year held any shares or convertible instruments. None of the Directors are having any inter-se relationships with the Company or between them. The details of familiarization programmes imparted to independent directors is available on website of the Company at http://Swadeshiglobal.com /uploads/policies/FAMILIRISATION%20PROG.%20SR.pdf

3) Audit Committee:

i) Terms of reference:

The following terms of reference stipulated by the Board of Directors to the Audit Committee cover all the matters specified under the Listing Regulations as well as the provisions of Section 177 of the Companies Act, 2013.

1. To oversee the financial reporting process.
2. To oversee the disclosures of financial information.
3. To recommend appointment / removal of statutory auditors and fixation of their fees.
4. To review the quarterly/half yearly financial results and annual financial statements with the management, internal auditor and the statutory auditor.
5. To consider the reports of the internal auditors and to discuss their findings with the management and to suggest corrective actions wherever necessary.
6. To Review with the management, statutory auditors and the internal auditors the nature and scope of audits and the adequacy of internal control systems.
7. To Review major accounting policies and compliance with accounting standards and listing agreement entered into with the stock exchange and other legal requirements concerning financial statements.
8. To Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.

9. To Review related party transactions of material nature, with promoters or the management and their relatives that may have potential conflict with the interests of the Company at large.
10. To investigate any matter covered under Section 177 of the Companies Act, 2013.
11. To Review the financial and risk management policies.

ii) No. of Meetings held during the period:

During the period the Committee had met 4 (Four) times i.e. 27th May, 2017, 13th September, 2017, 10th November, 2017 and 13th February, 2018.

iii) Composition, name of Members and attendance during the period:

The Composition of Audit Committee and the details of attendance of its meetings are as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Amit Kumar (DIN 06393899)	Chairman	Non- Executive Independent Director	4	4
Mr. Gaurav Jain (DIN 06794973)	Member	Executive Director	4	4
Mr. Jagdishchandra Hansraj Ghumara (DIN 00519468)	Member	Non- Executive Independent Director	4	4
Ms. Krishna Kamal Kishor Vyas (DIN 07444324)	Member	Non- Executive Independent Director	4	4

The Chairman of the Audit Committee was present at the last Annual General Meeting.

4) Nomination and Remuneration Committee:

i) Terms of reference:

The powers, role and terms of Nomination and Remuneration committee covers the areas as contained in Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013. The Committee comprises of Three Independent Non-Executive Directors and one Executive Director. The terms of reference of the Committee is to deal with the matters related to remuneration by way of salary, perquisites, benefits, etc. for the Executive and Whole-time Directors of the Company.

ii) No. of Meetings held during the period:

During the year, there were no meeting held.

iv) Composition, name of Members and attendance during the period:

The Committee comprises and the details of attendance of its meetings are as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Amit Kumar (DIN 06393899)	Chairman	Non- Executive Independent Director	0	0
Mr. Gaurav Jain (DIN 06794973)	Member	Executive Director	0	0
Mr. Jagdishchandra Hansraj Ghumara (DIN 00519468)	Member	Non- Executive Independent Director	0	0
Ms. Krishna Kamal Kishor Vyas (DIN 07444324)	Member	Non- Executive Independent Director	0	0

Performance Evaluation of Independent Directors

The Board evaluates the performance Independent Directors every year. All the Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

5) Remuneration of Directors for 2018:

(a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity;

There is no pecuniary relationship or transactions of the non-executive directors with the Company.

(b) criteria of making payments to non-executive directors and weblink;

No payment has been made to non-executive Directors. The weblink of the same is available at www.Swadeshiglobal.com

(c) No remuneration is paid to any of the Executive and Non-executive Directors. Hence no further disclosure is required to be furnished.

6) Stakeholders Relationship Committee:

i) Terms of reference:

The functions of Stakeholder's Relationship Committee include redressal of investor's complaints related to share transfers, non-receipt of Annual Reports, dividend payment, issue of duplicate share certificates etc.

ii) No. of meetings held and attended during the period:

During the period the Committee had met 4 (Four) times i.e. 28th May 2017, 13th September, 2017, 10th November, 2017 and 13th February, 2018.

iii) Composition, name of Members and attendance during the period:

The composition of Stakeholders' Relationship Committee is as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Amit Kumar (DIN 06393899)	Chairman	Non- Executive Independent Director	4	4
Mr. Gaurav Jain (DIN 06794973)	Member	Executive Director	4	4
Mr. Jagdishchandra Hansraj Ghumara (DIN 00519468)	Member	Non- Executive Independent Director	4	4
Ms. Krishna Kamal Kishor Vyas (DIN 07444324)	Member	Non- Executive Independent Director	4	4

iv) Name and Designation of Compliance Officer:

Mr. Vikas Sanklecha has been designated as Compliance Officer in terms of Regulation 27 of SEBI (LODR) Regulations, 2015 and also Clause 6 (1) of Listing Regulations.

The details with respect No. of complaints received from the shareholders, No. of Complaint not solved to the satisfaction of shareholders and No. of Complaint pending during the year ended on 31st March 2018 are given hereunder:

No. of Complaints Received during the FY 2017-18.	NIL
No. of Complaint not Solved to the Satisfaction of Shareholders.	NIL
No. of Complaint pending at the end of FY 2017-18.	NIL

7) Share Transfer Committee:

The Board has delegated the powers of approving the transfer/ transmission of shares to the Share Transfer Committee. The Committee is vested with the requisite powers & authority to specifically look into share transfer, transmission, rematerialization and dematerialization of shares.

8) General Body Meetings:

Location and time for the last three AGMs:

Year	Date	Venue	Time	Special Resolution
2014-15	24th September 2015	Hotel Granville, Plot No. 680/D, Opp Kora Kendra Ground, R.M. Bhattar Road, Borivali (w), Mumbai – 400 092	4.30 pm	NIL
2015-16	23rd September 2016	Hotel Granville, Plot No. 680/D, Opp Kora Kendra Ground, R.M. Bhattar Road, Borivali (w), Mumbai – 400 092	4.30 pm	NIL
2016-17	23rd September 2017	Hotel Granville, Plot No. 680/D, Opp Kora Kendra Ground, R.M. Bhattar Road, Borivali (w), Mumbai – 400 092	4.30 pm	NIL

All the Resolutions set out in the Notices were passed by the Shareholders.

During the year under review, the Company has not passed any Special Resolution through postal ballot as per the provisions of the Companies Act, 2013 and the rules framed there under.

At this meeting also there are no ordinary or Special Resolution that require to be passed by way of Postal Ballot.

9) Means of Communication:

Quarterly, Half-yearly and Annual Financial Results of the Company are communicated to the Stock Exchanges immediately after the same are considered by the Board and are published in the all India editions of (i) Financial Express (English) (ii) Mahanayak & Mumbai Mitra (Marathi) – Marathi Edition. The results and official news releases of the Company are also made available on the Company's website i.e. www.swadeshiglobal.com.

10) General Shareholder's Information:

a	AGM date, time and venue:	26th September 2018, at 11.30 A.M. at Shop No.137, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City MH 400101
b	Financial Year	1st April 2017 to 31st March 2018
c	Listing on Stock Exchanges	BSE Limited - P.J.Towers, Dalal Street, Mumbai 400001
d	The Company has paid listing fees for the year 2018-19 stock exchanges.	
e	Stock Code:	BSE- 506863
f	Date of Book Closure	19th September, 2018 to 26th September, 2018 *(both days inclusive)*
g	Dividend Payment Date	No Dividend has been recommended by the Board of Directors of the Company for the year.
h	Registrar and Transfer Agents	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083 Tel: 022-49186000 Fax: 022-49186060 E-mail: mumbai@linkintime.co.in
i	Address of Correspondence	Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City MH 400101 E-Mail: compliance@swadeshiglobal.com and swadeshiindltd@gmail.com Web Site: www.swadeshiglobal.com
j	Commodity price risk or foreign exchange risk and hedging activities	Not applicable
k	Plant Locations:	Not applicable

m. Market Price Data:

Monthly High and Low quotations along with the volume of shares traded at Bombay Stock Exchange Ltd during the year ended 31st March 2018:

Month & Year	BSE		
	High	Low	Volume
April 2017	7.30	5.90	4,83,746
May 2017	7.50	5.89	6,14,867
June 2017	7.80	6.80	55,75,004
July 2017	8.02	6.70	5,53,65,739
August 2017	7.91	6.04	12,05,00,231
September 2017	5.92	4.62	44,02,883
October 2017	4.53	3.47	1,29,996
November 2017	4.07	3.41	13,32,27,837
December 2017	3.57	3.24	8,04,023
January 2018	3.18	2.31	42,38,953
February 2018	2.31	1.30	4,49,717
March 2018	1.36	1.30	86,41,238

n. Dematerialisation of Shares and liquidity

The Company shares are traded compulsorily in dematerialized form. As on March 31, 2018 the details of the shares of the Company held in physical and demat form are given below:

	No. of Shares	% to the Capital
Shares held in Physical Form	4063000	3.76%
Shares held in Demat Form	104116500	96.24%
TOTAL	108179500	100.00%

ISIN No. of the Company's Equity Shares in Demat Form: INE716M01026

Depository Connectivity: NSDL and CDSL

p. Distribution of Share Holdings:

	As on 31.03.2018				As on 31.03.2017			
No. of Equity Share Held	**No. of share holders**	**% of Share holders**	**No. of Shares**	**% of Share holding**	**No. of share holders**	**% of Share holders**	**No. of Shares**	**% of Share holding**
01-500	7550	52.116	1643661	1.519	2132	46.940	647580	0.599
501-1000	2979	20.563	2801395	2.590	1089	23.976	1054252	0.975
1000-2000	1673	11.548	2845811	2.631	582	12.814	1037986	0.960
2000-3000	726	5.011	1940544	1.794	211	4.646	569452	0.526
3000-4000	253	1.746	933711	0.863	69	1.519	255947	0.237
4001-5000	493	3.403	2427862	2.244	166	3.655	818755	0.757
5001-10000	492	3.396	4101680	3.792	100	2.202	775563	0.717
10001-and above	321	2.216	91484836	84.568	193	4.249	103019965	95.231
Total	14487	100	108179500	100	4542	100	108179500	100

q. Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity

We have no GDRs/ADRs or any commercial instrument.

11) Other Disclosures

a) Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements.

b) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.swadeshiglobal.com

c) There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.

d) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the year under review.

e) The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

f) During the year ended 31st March 2018, the Company does not have any material listed/unlisted subsidiary companies as defined in Regulation 16 of the Listing Regulations. The Company has framed the policy for determining material subsidiary as required by under Regulation 16 of the Listing Regulation and the same is disclosed on the Company's website.

g) The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and the Listing Regulations.

h) The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Regulations. In respect of compliance with the non-mandatory requirements, the internal auditor reports directly to the Audit Committee as well as Board.

i) Compliance Certificate as required under as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 obtained from Practicing Company Secretary, certifying the Compliance by the Company with the provisions of Corporate Governance of the Listing Regulations is given as an Annexure to this Report.

DECLARATION REGARDING CODE OF CONDUCT UNDER REGULATION 26(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS 2015.

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of regulations 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the period ended 31st March 2018.

GAURAV JAIN
DIN: 06794973
Managing Director

Date: 28th May, 2018
Place: Mumbai

SWADESHI INDUSTRIES AND LEASING LIMITED

CEO / CFO CERTIFICATE UNDER PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS 2015.

To,

The Board of Directors

Swadeshi Industries and Leasing Limited

1. I have reviewed financial statements and the cash flow statement of Swadeshi Industries and Leasing Limited for the period ended 31st March 2018 and to the best of our knowledge and belief:

   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

3. I accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.

4. I have indicated to the Auditors and the Audit Committee:

   (i) that there are no significant changes in internal control over financial reporting during the year;

   (ii) that there are no significant changes in accounting policies during the year; and

   (iii) that there are no instances of significant fraud of which I have become aware.

Mr. Vikas Kushalchand Sanklecha

Chief Financial Officer

Date: 28th May, 2018

Place: Mumbai

Annexure 6

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Swadeshi Industries and Leasing Limited

We have examined the compliance of conditions of Corporate Governance by Swadeshi Industries and Leasing LIMITED (the "Company"), for the year ended 31st March 2018, as stipulated in regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Director and Management, we certify that the Company has complied with the conditions of Corporate Governance ***except appointment of Company Secretary and appointment of Company Secretary to act as Compliance Officer under regulations 6 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.***

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Sanjay Dholakia & Associates

(Sanjay Dholakia)
Practicing Company Secretary
Membership No: 2655

Date: 28th May 2018
Place: Mumbai

Annexure 7

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Textile Industry is one of the leading industries in the world. It is one of the key and main sectors of India's manufacturing segment as it contributes significantly to the economy in terms of employment generation and revenue.

OPPORTUNITIES & THREATS

The future for the Indian textile industry looks promising, buoyed by both strong domestic consumption as well as export demand. With consumerism and disposable income on the rise, the retail sector has experienced a rapid growth in the past decade. The employment generation looms to better quality technology looms and improved quality of processing industry. However, there are several challenges ahead for the textile industry for enhancing its competitive strength and global positioning in terms of inflexible labour laws and poor infrastructure etc which will have to be addressed to sustain the growth momentum of the Country.

OUTLOOK

In textiles, your company future growth is quite stable and the outlook of the Company will remain positive

RISK AND CONCERN

Indian textile industry in India face many risk which were in the short term, will moderate growth Inflation, high interest rates, depreciating rupees, delays in policy initiatives to boost investments and capital flows.

INTERNAL CONTROLS

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

(IN LACS.)

Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
Revenue from Operations	736.61	2580.98
Profit before Depreciation & Amortization	-24.19	11.45
Depreciation & Amortization	NIL	NIL
Profit / (Loss) before taxation	-24.19	11.45
Provision for taxation (incl. deferred tax)	0.14	3.79
Profit/ (Loss) for the year carried to Balance Sheet	-24.33	7.66

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING

Our people are our most important asset and we value their talent, integrity and dedication. Our responsibilities towards our people, who are instrumental to our success with their devotion and relentless support covers a quantum part of the company strategy. We believe that training is essential to build skill sets in growing organization. The focus has been to create an environment where performance is rewarded, individuals are respected and associates get opportunities to realize their potential.

As in the past, industrial relations continued to remain cordial in the Company. There was no strike or labour unrest during the period under review.

INDEPENDENT AUDITOR'S REPORT

To the Members of **SWADESHI INDUSTRIES AND LEASING LIMITED**

REPORT ON THE IND AS FINANCIAL STATEMENTS

We have audited the accompanying Ind AS financial statements of **SWADESHI INDUSTRIES AND LEASING LIMITED** ('the Company'), which comprise the balance sheet as at 31st March 2018, the statement of profit and loss and the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE IND AS FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind AS)prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standards)Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under and the Order issued under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31stMarch 2018 and its Loss, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The balance sheet, the statement of profit and loss including other comprehensive income, statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   (e) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act; and

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. the Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements, if any;

      ii. the Company does not have any material foreseeable losses, on long-term contracts including derivative contracts; and

      iii. The Company is not required to transfer any amounts to the Investor Education and Protection Fund by the Company.

For Dhawan & Co.,
Chartered Accountants
FRN: 002864N

M C Gupta
Partner
M.No.70834

Place : Mumbai
Date : 28/05/2018

"Annexure A" referred To Independent Auditor's Report of Swadeshi Industries & Leasing Limited

(i) **a.** The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets;

b. Fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.

c. The title deeds of immovable properties are held in the name of the Company.

(ii) **a.** As explained to us the inventories have been physically verified by the management during the year at reasonable intervals.

b. On the basis of our examination, the Company has maintained proper records of inventories and No material discrepancies were noticed on physical verification and Records maintained by the Company.

(iii) According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of the Clause 3(iii)(a),(b) and (c) of the order are not applicable to the Company, hence not commented upon.

(iv) In our opinion and according to information and explanations given to us, the Company has not advanced any loans to Directors/Company in which the director is interested to which, the provisions of Section 185 of the Companies Act, 2013 apply and hence not commented upon.

Also, in our opinion and according to the information and explanations given to us, the Company has not made investment and given guarantee/provided security which falls under the purview of section 186 of the Companies Act, 2013 and hence not commented upon.

(v) The Company has not accepted any deposits from the public. Accordingly paragraph 3(v) of the order is not applicable to the Company and hence not commented upon.

(vi) As per the information and explanation given to us, the maintenance of cost records specified by the Central Government under sub-section (1) of section 148(1) of the Companies Act, 2013, is not applicable to the Company and hence not commented upon.

(vii) **a.** According to the information and explanations given to us, no undisputed amount is payable in respect of Provident Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Goods and Services Tax, Duty of

Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues were outstanding, at the year end, for the period of more than six months from the date they became payable, except the following:

Name of the statue	Nature of dues	Amount (In Lacs)	Period which the amount relates	Remark
Income Tax Act, 1961	Outstanding Demands	6,180/-	A.Y. 2008-09	AO notice u/s 154_ WE dated 16/08/2010
	Outstanding Demands	23,110 /-	A.Y. 2008-09	AO notice u/s 154 dated 22/04/2010
	Outstanding Demands	11,820/-	A.Y. 2009-10	CPC notice u/s 143 (1) (a) dated. 29/12/2010
	Outstanding Demands	1,10,570/-	A.Y. 2009-10	CPC notice u/s 143(1)(a) Dated 29/12/2010
	Outstanding Demands	1,518/-	A.Y. 2014-15	CPC notice u/s 220(2) dated 31/03/2015
	Outstanding Demands	32280/-	A.Y. 2016-17	CPC notice u/s 143(1)(a) dated 22/03/2018
	Short payment	15,100/-	Prior Years	Unpaid Till Date
	Interest on Payments u/s 201	6,864/-	Prior Years	Unpaid Till Date
	Late Filing Fee u/s234E	400/-	Prior Years	Unpaid Till Date
	Late Filing Fee u/s234E	15,425/-	F.Y. 2013-14	Unpaid Till Date
	Short payment	2,250/-	F.Y 2015-16	Unpaid Till Date
	Interest on Payments u/s 201	33/-	F.Y 2015-16	Unpaid Till Date
	Interest on Deduction u/s 201	102/-	F.Y 2015-16	Unpaid Till Date

b. According to the information and explanations given to us and based on the audit procedures conducted by us, there are no material dues of any statutory payment which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings from financial institutions, banks, government or debenture holders during the year.

(ix) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) 4and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company, hence not commented upon.

(x) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under review.

(xi) According to the information and explanations given by the management, no Managerial Remuneration has been paid or provided during the year under review.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Consequently, provisions of clause 3(xii) of the Order are not applicable to the Company, hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting under clause 3 (xiv) are not applicable to the Company, hence not commented upon.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to get registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Dhawan & Co.,**
Chartered Accountants
FRN: **002864N**

M C Gupta
Partner
Membership No.**70834**

Place : Mumbai
Date : 28/05/2018

ANNEXURE "B" REFERRED IN INDEPENDENT AUDITOR'S REPORT

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **SWADESHI INDUSTRIES AND LEASING LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Dhawan & Co.,
Chartered Accountants
FRN: 002864N

M C Gupta
Partner
M.No.70834

Place : Mumbai
Date : 28/05/2018

SWADESHI INDUSTRIES AND LEASING LIMITED

Balance Sheet as at 31 March 2018

(Amount in Rs.)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
ASSETS				
1 Non-current assets				
a Property, Plant and Equipment	2	35,150,000	32,800,000	-
b Capital work-in-progress		-	-	40,800,000
c Investment Property		-	-	-
d Goodwill				
e Other Intangible assets		-	-	-
f Intangible assets under development		-	-	-
g Biological Assets other than bearer plants				
h Financial Assets				
i Investments	3	39,279,324	43,249,088	36,821,464
ii Trade receivables		-	-	-
iii Loans	4	-	8,000,000	2,000
iv Others (to be specified)		-	-	-
i Deferred tax assets (net)		-	-	-
j Other non-current assets		-	-	-
2 Current assets				
a Inventories	5	-	1,910,368	9,179,095
b Financial Assets				
i Investments		-	-	-
ii Trade receivables	6	9,618,406	59,531,622	2,731,863
iii Cash and cash equivalents	7	479,576	452,706	41,776
iv Loans	8	37,603,709	32,614,827	31,432,904
v Others	9	698,624	824,005	-
c Current Tax Assets (Net)		-	-	-
d Other current assets	10	5,477,097	-	815,531
Total Assets		**128,306,736**	**179,382,615**	**121,824,633**
EQUITY AND LIABILITIES				
A Equity				
1 Equity Share capital	11	108,179,500	108,179,500	108,179,500
2 Other Equity	12	(226,561)	2,206,488	1,439,941
B Liabilities				
1 Non-current liabilities				
a Financial Liabilities				
i Borrowings		-	-	-
ii Trade payables		-	-	-
iii Other financial liabilities		-	-	-
b Provisions		-	-	-
c Deferred tax liabilities (Net)		-	-	-
d Other non-current liabilities		-	-	-
2 Current liabilities				
a Financial Liabilities				
i Borrowings		-	-	-
ii Trade payables	13	19,211,097	67,450,384	11,600,441
iii Other financial liabilities	14	31,633	1,167,353	-
b Other current liabilities	15	708,877	-	307,663
c Provisions	16	402,190	378,890	297,088
d Current Tax Liabilities (Net)		-	-	-
Total EQUITY AND LIABILITIES		**128,306,736**	**179,382,615**	**121,824,633**
Significant Accounting Polices & Notes to Accounts	**1-33**			

For Dhawan & Co.
Chartered Accountants
Firm Regn No. 002864N

M C Gupta
Partner
Membership No.70834

Date : 28/5/2018
Place : Mumbai

On Behalf of the Board
For Swadeshi Industries & Leasing Limited
(CIN : L45209MH1983PLC031246)

(Gourav Jain) **(Krishna Vyas)**
DIN: 6794973 **DIN: 7444324**
Managing Director **Director**

(Vikas K. Sanklecha)
Chief Financial Officer

SWADESHI INDUSTRIES AND LEASING LIMITED

Statement of Profit and Loss for the period ended 31 March 2018

(Amount in Rs.)

	Particulars	Notes	Year Ended March 31, 2018	Year Ended March 31, 2017
I	Revenue From Operations	17	73,661,123.56	258,098,061.41
II	Other Income	18	338,732.14	4,824,512.00
III	Share of profits/losses in a Partnership firms			
IV	**Total Income (I+II)**		**73,999,855.70**	**262,922,573.41**
V	**EXPENSES**			
	Cost of materials consumed		-	-
	Purchases of Stock-in-Trade		71,025,657.85	249,505,225.33
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	19	1,910,367.90	7,268,726.60
	Employee benefits expense	20	1,410,633.00	1,390,400.00
	Finance costs	21	2,704.65	126,934.88
	Depreciation and amortization expense		-	-
	Other expenses	22	2,069,068.35	3,401,152.08
	Total expenses (IV)		**76,418,431.75**	**261,692,438.89**
VI	Profit/(loss) before exceptional items and tax (I- IV)		(2,418,576.05)	1,230,134.52
VII	Exceptional Items		-	84,698.00
VIII	Profit/(loss) before tax (V-VI)		**(2,418,576.05)**	**1,145,436.52**
IX	Tax expense:	23		
	(1) Current tax		71,000.00	378,890.00
	(2) Deferred tax		-	-
	(3) Excess/Short provision of tax		(56,527.00)	-
X	**Profit (Loss) for the period from continuing operations (VII-VIII)**		**(2,433,049.05)**	**766,546.52**
XI	Profit/(loss) from discontinued operations			
XII	Tax expense of discontinued operations			
XIII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIV	**Profit/(loss) for the period (IX+XII)**		**(2,433,049.05)**	**766,546.52**
XV	Other Comprehensive Income			
A	(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XVI	**Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period)**		**(2,433,049.05)**	**766,546.52**
XVII	Earnings per equity share (for continuing operation):			
	(1) Basic		(0.02)	0.01
	(2) Diluted		(0.02)	0.01
XVIII	Earnings per equity share (for discontinued operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XIX	Earnings per equity share(for discontinued & continuing operations)			
	(1) Basic		(0.02)	0.01
	(2) Diluted		(0.02)	0.01
	Significant Accounting Polices & Notes to Accounts	**1-33**		

For Dhawan & Co.
Chartered Accountants
Firm Regn No. 002864N

M C Gupta
Partner
Membership No.70834

Date : 28/5/2018
Place : Mumbai

On Behalf of the Board
For Swadeshi Industries & Leasing Limited
(CIN : L45209MH1983PLC031246)

(Gourav Jain) — **DIN: 6794973** — **Managing Director**

(Krishna Vyas) — **DIN: 7444324** — **Director**

(Vikas K. Sanklecha)
Chief Financial Officer

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

(Amount in Rs.)

Particulars	Year Ended 2017-2018	Year Ended 2016-2017
Cash flows from operating activities		
Profit for the year	(2,418,576)	1,145,437
Adjustments to reconcile net profit to net cash provided by operating activities		
Interest Income	(1,958,239)	(4,824,512)
Finance costs	2,705	126,935
Operating profit / (loss) before working capital changes	**(4,374,110)**	**(3,552,141)**
Changes in assets and liabilities:		
Trade Receivables	49,913,216	(56,799,759)
Inventories	1,910,368	7,268,727
Other Current Assets	(5,477,097)	815,531
Other Current Financial Assets	125,381	(824,005)
Trade Payables	(48,239,287)	55,849,943
Short-Term Loans	(4,988,882)	(1,181,923)
Other current liabilities	708,877	(307,663)
Other current financial liabilities	(1,135,720)	1,167,353
Short-Term Provisions	23,300	81,802
Cash generated from operations	**(11,533,955)**	**2,517,866**
Tax paid (net of refunds)	(14,473)	(378,890)
Net Cash From/(Used in) Operating Activities (A)	**(11,548,428)**	**2,138,976**
Cash Flows from Investing Activities		
Purchase of Plant,Property and Equipment	(2,350,000)	(32,800,000)
Capital expenditure on fixed assets, including capital advances	-	40,800,000
Proceeds from sales of Investments	3,969,764	-
Repayment of Loans and other financial assets	8,000,000	(7,998,000)
Investments	-	(6,427,624)
Interest received	1,958,239	4,824,512
Net cash from/(Used in) Investing Activities (B)	**11,578,003**	**(1,601,112)**
Cash flows from Financing Activities		
Finance cost	(2,705)	(126,935)
Net cash from/(Used in) Financing Activities (C)	**(2,705)**	**(126,935)**
Increase in Cash and Cash Equivalents during the year (A+B+C)	26,870	410,929
Cash and Cash Equivalents at the beginning of the year	452,706	41,776
Cash and Cash Equivalents at the end of the year	479,576	452,706

For Dhawan & Co.
Chartered Accountants
Firm Regn No. 002864N

M C Gupta
Partner
Membership No.70834

Date : 28/5/2018
Place : Mumbai

On Behalf of the Board
For Swadeshi Industries & Leasing Limited
(CIN : L45209MH1983PLC031246)

(Gourav Jain) **(Krishna Vyas)**
DIN: 6794973 **DIN: 7444324**
Managing Director **Director**

(Vikas K. Sanklecha)
Chief Financial Officer

Statement of Changes in Equity for the Year ended March 31, 2018

A. Equity Share Capital

Particulars	Balance
Balance as at 1st April, 2016	108,179,500.00
Changes in equity share capital during 2016-17	-
Balance as at 31st March, 2017	108,179,500.00
Changes in equity share capital during 2017-18	-
Balance as at 31st March, 2018	108,179,500.00

B. Other Equity

Particulars	Reserves and Surplus				
	Capital Reserve	Retained Earnings	Forfeited Share	General Reserve	Total
Balance as at 1st April, 2016	1,232,400	(2,487,584)	1,480,125	1,215,000	**1,439,941**
Profit for the year		766,547			**766,547**
Total Comprehensive Income for the year	1,232,400	(1,721,037)	1,480,125	1,215,000	**2,206,488**
Transfer to retained earnings		-			**-**
Balance as at 31st March, 2017	**1,232,400**	**(1,721,037)**	**1,480,125**	**1,215,000**	**2,206,488**
Profit for the year	-	(2,433,049)			**(2,433,049)**
Total Comprehensive Income for the year	1,232,400	(4,154,086)	1,480,125	1,215,000	**(226,561)**
Transfer to retained earnings	-	-			**-**
Balance as at 31st March, 2018	**1,232,400**	**(4,154,086)**	**1,480,125**	**1,215,000**	**(226,561)**

For Dhawan & Co.
Chartered Accountants
Firm Regn No. 002864N

M C Gupta
Partner
Membership No.70834

Date : 28/5/2018
Place : Mumbai

On Behalf of the Board
For Swadeshi Industries & Leasing Limited
(CIN : L45209MH1983PLC031246)

(Gourav Jain) **(Krishna Vyas)**
DIN: 6794973 **DIN: 7444324**
Managing Director **Director**

(Vikas K. Sanklecha)
Chief Financial Officer

Accompanying notes to the financial statements for the Year ended March 31, 2018

Note 1

1. General Information:

Swadeshi Industries & Leasing Limited **("the Company") is company domiciled in India having its registered office situated at 131, 1st Floor, V-Mall, Thakur Complex, W.E. Highway, Kandivali (W), Mumbai .The Company was incorporated on 31.10.1983 under Company Act 1956 and its shares are Listed on Bombay Stock Exchange, India (BSE Script Code - 506863) & is engaged in Trading in Textiles.**

2. Significant Accounting Policies.

A. Basic of Preparations

1. Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting standards (**'Ind AS'**) as notified by the Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provision of the Act and Rules there under.

The Financial Statements up to the year ended 31st March 2017 were prepared in accordance with accounting standards as per Companies (Accounting Standard) Rules, 2006 (as amended) notified under section 133 of Act and other relevant provision of Act (and rules there under (referred as "Indian GAAP" or "Previous GAAP").

The Financial Statements for the year ended 31st March 2018 are the first Financial Statement of the Company under Ind AS. Refer Note __ for an explanation how the transition from previous GAAP to Ind AS has affected the Company's financial Position, financial performance and Cash flows.

These financial statements were approved by the Board of Directors and authorised for issue on 28th May 2018.

The accounting policies are applied consistently to all the periods presented in the financial statements, including the preparation of the opening Ind AS Balance Sheet as at 1st April, 2016 being the date of transition to Ind AS.

2. Use of Estimates and Judgements

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions in the application of accounting policies that affects the reported amounts of assets, liabilities etc. at the date of these financial statements and the reported amounts of revenues and expenses for the years presented.

Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised in financial statements in the period in which the estimate is revised if the revision affects only that period or in the period of the revision & Future period if revision affect both current and future periods.

The areas involving critical estimates or judgements are

a. Impairment of Financial Assets such as Trade Receivable.

b. Impairment of Non-Financial Assets.

c. Estimates of Tax Expenses and Liability.

d. Revenue recognitions.

B. Current and Non-Current Classification.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act. The company classifies all other liability as non-current. Deferred Tax and liabilities are classified as Non-Current assets and Liabilities.

C. Revenue Recognition.

Revenue is measured at the fair value of the consideration received or receivable. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefit will flow to the entity. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specific of each agreement.

Sale of goods:

Revenue is recognised when significant risk and rewards of ownership have been transferred to the customer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably. Revenue is measured net of returns, trade discounts and volume rebates. The timing of the transfer of risks and rewards varies depending on the individual terms of the sales contract.

Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate applicable.

D. Property, plant and equipment and depreciation

i. Initial Recognition and Measurement

Property, plant and equipment are stated at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Such cost includes purchase price, borrowing cost and any cost directly attributable to bringing the assets to its Working condition for its intended use.

Capital work-in-progress comprises cost of property, plant and equipment and related expenses that are not yet ready for their intended use at the reporting date, if any. Advances given towards acquisition of property, plant and equipment outstanding at each balance sheet date are disclosed as Capital Advances under Other non-current Assets.

Gains or losses arising from derecognition of a property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognised.

ii. Subsequent Cost:

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow the entity and the cost can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the period in which they are incurred.

iii. Depreciation / amortisation on property, plant and equipment

Depreciation on the assets, if any, have been provided at the rates and in the manner prescribed in Schedule II of the Act on Written Down Value Method. Depreciation on additions to assets or on sale / disposal of assets is calculated on the basis of Pro rata basis from date of such addition or up to the month of such sale / scrapped, as the case may be.

E. Financial Instruments

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly

attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Financial assets and financial liabilities are offset against each other and the net amount reported in the balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Financial Assets

Financial assets are divided into the following categories:

a. financial assets carried at amortised cost
b. financial assets at fair value through other comprehensive income
c. financial assets at fair value through profit and loss~

Financial assets are assigned to the different categories by management on initial recognition, depending on the nature and purpose of the financial assets. The designation of financial assets is re-evaluated at every reporting date at which a choice of classification or accounting treatment is available.

Financial assets carried at amortised cost

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These are non-derivative financial assets that are not quoted in an active market. Loans and receivables (including trade and other receivables, bank and cash balances) are measured subsequent to initial recognition at amortized cost using the effective interest method, less provision for impairment. Any change in their value through impairment or reversal of impairment is recognized in the Statement of profit and loss.

In accordance with Ind AS 109: Financial Instruments, the Company recognizes impairment loss allowance on trade receivables and content advances based on historically observed default rates. Impairment loss allowance recognized during the year is charged to Statement of profit and loss.

Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income are non-derivative financial assets held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses in the statement of profit and loss.

Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss. It includes non-derivative financial assets that are either designated as such or do not qualify for inclusion in any of the other categories of financial assets. Gains and losses arising from investments classified under this category is recognized in the Statement of profit and loss when they are sold or when the investment is impaired.

Impairment of Financial Assets

In the case of impairment, any loss previously recognized in other comprehensive income is transferred to the Statement of profit and loss. Impairment losses recognized in the Statement of profit and loss on equity instruments

are not reversed through the Statement of profit and loss. Impairment losses recognized previously on debt securities are reversed through the Statement of profit and loss when the increase can be related objectively to an event occurring after the impairment loss was recognized in the Statement of profit and loss.

When the Company considers that fair value of financial assets can be reliably measured, the fair values of financial instruments that are not traded in an active market are determined by using valuation techniques. The Company applies its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at each balance sheet date. Equity instruments measured at fair value through profit or loss that do not have a quoted price in an active market and whose fair value cannot be reliably measured are measured at costless impairment at the end of each reporting period.

An assessment for impairment is undertaken at least at each balance sheet date.

Derecognition of Financial Assets

A financial asset is derecognized only where the contractual rights to the cash flows from the asset expire or the financial asset is transferred and that transfer qualifies for derecognition. A financial asset is transferred if the contractual rights to receive the cash flows of the asset have been transferred or the Company retains the contractual rights to receive the cash flows of the asset but assumes a contractual obligation to pay the cash flows to one or more recipients. A financial asset that is transferred qualifies for derecognition if the Company transfers substantially all the risks and rewards of ownership of the asset, or if the Company neither retains nor transfers substantially all the risks and rewards of ownership but does transfer control of that asset.

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial Liabilities

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition they are classified as financial liabilities at fair value through profit or loss.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognized only when the obligation is extinguished, that is, when the obligation is discharged or cancelled or expires. Changes in liabilities' fair value that are reported in profit or loss are included in the Statement of profit and loss within finance costs or finance income.

F. Inventory

Inventories are measured at the lower of cost and net realisable value after providing for obsolescence, if any. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

G. Impairment of Non-Financial Assets - Property, Plant & Equipment

The Company assesses at each reporting dates as to whether there is any indication that any property, plant and

equipment may be impaired. If any such indication exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any.

An impairment loss, if any, is recognized in the Statement of the Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.'

The impairment loss, if any, recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

H. Borrowing Cost.

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

I. Cash and Cash Equivalent

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short term highly liquid investments which are readily convertible into known amounts of cash and are subject to insignificant risk of changes in value.

J. Cash Flow Statement

Cash flow are reported using Indirect method, where by net profit before tax is adjusted for the effects of transaction of non-cash nature any deferrals or accruals of past or future operating cash receipts or payments and items of income and expenses associates with investing or financing activity. The Cash flows from operating, financing and investing activity is shown separately.

K. Provisions and contingencies.

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

*__Contingent Liabilities & Commitments__(to the extent not provided for)

Claims against the company not acknowledged as debt -

- Contingent Liabilities

a. Income Tax Demand for A.Y. 2008-09 of Rs.6,180/-

b. Income Tax Demand for A.Y. 2008-09 of Rs.23,110/-

c. Income Tax Demand for A.Y. 2009-10 of Rs.1,10,570/-

d. Income Tax Demand for A.Y. 2009-10 of Rs.11,820/-

e. Income Tax Demand for A.Y. 2014-15 of Rs.1,518/-

f. Income Tax Demand for A.Y. 2016-17 of Rs.32,280/-

g. Guarantee given with respect to credit facility availed by Partnership firm, namely Park View Developers, amounting to Rs. 2,00,00,000/-.

L. Taxes Expenses

Taxation on profit and loss comprises current tax and deferred tax. Tax is recognized in the Statement of profit and loss except to the extent that it relates to items recognized directly in equity or other comprehensive income in which case tax impact is also recognized in equity or other comprehensive income.

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted at the balance sheet date along with any adjustment relating to tax payable in previous years.

Deferred income tax is provided in full, on temporary differences arising between the taxbases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax against which the MAT paid will be adjusted.

M. Earnings Per Share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

	March 31,2018(Rs.)	March 31,2017(Rs.)
Profit / (Loss) after tax	(24,33,049)	7,66,546
Number of equity shares in calculating basic EPS	1,08,17,950	1,08,17,950
Earnings Per Share (EPS) (Basic)	(0.02)	0.01

N. Employee Benefits

i) Short term employee benefits:

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

ii) Post-Employment benefits - Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the Company pay specified contributions towards Provident Fund, Employee State Insurance and Pension Scheme. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

iii) The Company is exempted from Payment of Gratuity Act, 1972 in view of its strength of employees being less than threshold limit attracting the applicability of the said statute and as such no provision has been made for the said liability. Leave encashment is not provided on actuarial basis in view of employees being less than 10 and same is charged on actual basis.

O. First time adoption of Ind AS:

For all periods, up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the Section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP or Previous GAAP).

These financial statements for the year ended March 31, 2018 have been prepared in accordance with Indian Accounting Standards ("Ind-AS") consequent to the notification of the Companies (Indian Accounting Standards) Rules,2015 (the Rules) issued by the MCA. These are the first Ind-AS financial statements of the Company, wherein the Company has restated its Balance Sheet as at April 1, 2016 and financial statements for the year ended and as at March 31, 2017 also as per Ind-AS. Consequently, in preparing these Ind AS financial Statements, the Company has availed certain exemptions and complied with the mandatory exceptions provided in Ind AS 101, as explained below.

Exemptions and Exceptions availed

Set out below are the Ind AS 101 optional exemptions availed as applicable and mandatory exceptions applied in the transition from previous GAAP to Ind AS:

i) Fair value as deemed cost exemption:

The Company has elected to measure items of property, plant and equipment and intangible assets at its carrying value at deemed cost at the transition date.

ii) Investment in Partnership Firm

The Company has elected to measure investment in partnership firm (i.e. M/s Park View Developers) at cost and consider the previous GAAP carrying value as at the date of transition as deemed cost.

29. Micro, Small and Medium Enterprises

As per information available with the Company, none of the creditors have confirmed that they are registered under the Micro, Small and Medium enterprises Development Act, 2006 Therefore, the related information for this purpose stands to be Nil.

30. Transaction in Foreign Currency

Sr No	Particulars	31.03.2018	31.03.2017
1	Earning in Foreign Currency	Nil	Nil
2	CIF Value of Imports	Nil	Nil
3	Expenditure in Foreign Currency	Nil	Nil

31. Remuneration to Auditors

Sr. No.	Particulars	March 31, 2018	March 31, 2017
a.	Audit Fees	118,000	57,250
b.	Tax Audit Fees	29,500	28,750

32. Related Party Transaction Related Party Disclosures under Ind AS-24 "Related Party Disclosures"

As per Accounting standard Ind AS –24 "Related Party Disclosures" the Company's related parties and transactions with them are disclosed below:

1. Name of Related Parties

Related Parties Disclosures

i) Relationships:

(a) Investment in Partnership Firm:

Park View Developers

(b) Companies in which Director, Director's relatives are Directors/Shareholders/Partners :

Infra Industries Limited

Aquamarine Infra Solutions Private Limited

Manibhadra Retail Private Limited

Nageshwar Power Private Limited

Lalima Buildcon Private Limited

(c) Key Managerial Personnel: (KMP)

Jagdishchandra Hansraj Ghumara	(Director)
Amit Kumar	(Director)
Gaurav Jain(Managing	Director)
Krishna Kamalkishor Vyas	(Director)
Vikas Jain	(CFO)

Note: Related party relationship is identified by the Company and relied upon by the auditors.

2. Transactions during the year

Name	Relationship	Nature of Transaction	Amount (Rs)
Park View Developers	Partnership Firm	Investment	15,00,000
Park View Developers	Partnership Firm	Investment	32,50,000

33 Previous year's figures have been regrouped, rearranged or recasted wherever necessary to conform to this year's classification. Figures in brackets pertain to previous year

For Dhawan & Co.
Chartered Accountants
Firm Regn No. 002864N

M C Gupta
Partner
Membership No.70834

Date : 28/5/2018
Place : Mumbai

On Behalf of the Board
For Swadeshi Industries & Leasing Limited
(CIN : L45209MH1983PLC031246)

(Gourav Jain) **(Krishna Vyas)**
DIN: 6794973 **DIN: 7444324**
Managing Director **Director**

(Vikas K. Sanklecha)
Chief Financial Officer

2 Property, Plant and Equipment

Particulars	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office equipment	Bearer Plants	Others	Total	Capital Work-in progress
Year ended March 31, 2017										
Gross Carrying Amount	40,800,000								40,800,000	
Additions	-								-	
Disposals	8,000,000								8,000,000	
Closing gross carrying amount	**32,800,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**32,800,000**	-
Accumulated Depreciation										
Opening Accumulated Depreciation	-								-	
Depreciation charged during the year	-								-	
Closing Accumulated Depreciation	-	-	-	-	-	-	-	-	-	-
Net carrying amount	**32,800,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**32,800,000**	-
Gross Carrying Amount March 31, 2018										
Opening Gross Carrying Amount	32,800,000	-	-	-	-	-	-	-	32,800,000	-
Additions	2,350,000								2,350,000	
Closing gross carrying amount	**35,150,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**35,150,000**	-
Accumulated Depreciation									-	
Opening Accumulated Depreciation	-								-	
Depreciation charged during the year	-								-	
Closing Accumulated Depreciation	-	-	-	-	-	-	-	-	-	-
Net carrying amount March 31, 2018	**35,150,000**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**35,150,000**	-

Notes to financial statements for the Year ended March 31, 2018

(Amount in Rs.)

Particulars	As at 31 March 2018	As at 31 March 2017
3 Investments		
Investments in partnership firms	39,279,323.94	43,249,088.25
Park View Developers		
Total a	**39,279,323.94**	**43,249,088.25**
4 Loans		
Unsecured, considered good		
Other loans	-	8,000,000.00
Total b	**-**	**8,000,000.00**
5 Inventories		
Finished goods	-	1,910,367.90
	-	**1,910,367.90**
6 Trade Receivables		
Unsecured Considered Good	9,618,406.00	59,531,621.60
Total	**9,618,406.00**	**59,531,621.60**
7 Cash and Cash Equivalents		
Balances With Banks	71,621.94	338,287.59
Cash on hand	407,954.00	114,418.00
Total	**479,575.94**	**452,705.59**
8 Loans		
Unsecured, considered good		
Other loans	37,603,709.00	32,614,827.00
Total	**37,603,709.00**	**32,614,827.00**
9 Others	698,624.00	824,005.00
Total	**698,624.00**	**824,005.00**

Notes to financial statements for the Year ended March 31, 2018

(Amount in Rs.)

Particulars	As at 31 March 2018	As at 31 March 2017
10 Other current assets		
Capital Advances	5,200,000.00	-
Advances other than capital advances		
Security Deposits	65,000.00	-
Other advances	212,097.41	-
Total	**5,477,097.41**	**-**
Current Financial Liabilities		
13 Trade payables		
Unsecured	19,211,097.00	67,450,384.00
Total	**19,211,097.00**	**67,450,384.00**
14 Other financial liabilities		
Others	31,633.00	1,167,353.00
Total	**31,633.00**	**1,167,353.00**
Total	**19,242,730.00**	**68,617,737.00**
15 Other current liabilities		
others	708,877.00	-
Total	**708,877.00**	**-**
16 Current Provisions		
Provision for employee benefits	-	-
Others	402,190.00	378,890.00
Total	**402,190.00**	**378,890.00**

Notes to financial statements for the Year ended March 31, 2018

Note 11: Equity Share Capital

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	No. of shares	Amount	No. of shares	Amount	No. of shares	Amount
Authorised Share Capital						
Equity Shares of Rs 1/- each	125,000,000	125,000,000	125,000,000	125,000,000	125,000,000	125,000,000
Issued, Subscribed and Paid Up						
Equity Shares of Rs 1/- each	108,179,500	108,179,500	108,179,500	108,179,500	108,179,500	108,179,500
Less Calls in Arrears	-	-	-	-	-	-
Total	**108,179,500.00**	**108,179,500.00**	**108,179,500.00**	**108,179,500.00**	**108,179,500.00**	**108,179,500.00**

Preference Shares of Rs__each

Rights, preferences and restrictions attached to shares

Equity shares: The Company has one class of equity shares having a par value of ' 1 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of shareholders holding more than 5% shares

Name of the Shareholder	**As at 31 March 2018**		**As at 31 March 2017**		**As at 1 April 2016**	
	No. of	**Amount**	**No. of**	**Amount**	**No. of**	**Amount**
No.of Shares	**% held**	**No.of Shares**	**% held**	**No.of Shares**	**% held**	
Equity shares with voting rights						
Nageshwar Power Pvt. Ltd (Formerly known as Chin Info Tech Pvt. Ltd.)	27,308,500	25.24%	27,308,500	25.24%	27,308,500	25.24%
	27,308,500.00	**25.24%**	**27,308,500.00**	**25.24%**	**27,308,500.00**	**25.24%**

The reconciliation of the number of shares outstanding is set out below	**No. of shares**	**Amount**	**No. of shares**	**Amount**	**No. of shares**	**Amount**
Equity Shares at the beginning of the year	108,179,500	108,179,500	108,179,500	108,179,500	108,179,500	108,179,500
Add:Fresh Issue/ESOP	-	-	-	-	-	-
Less:Buy Back	-	-	-	-	-	-
Equity Shares at the end of the year	**108,179,500**	**108,179,500**	**108,179,500**	**108,179,500**	**108,179,500**	**108,179,500**

Notes to financial statements for the Year ended March 31, 2018

12 Other Equity

A. Nature and Purpose of Reserves

(a) Capital Reserve: The Companies Act, 2013 requires the company to create capital reserve based on statutory requirement. This reserve is not available for capitalisation/declaration of dividend/ share buy-back.

(b) General Reserve: The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required.

(c) Forfeited Shares: The amount received on shares forfeited.

(d) Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

B. Other Equity

	Reserves and Surplus				Total
	Capital Reserve	Retained Earnings	Forfeited Share	General Reserve	
Balance as at 1st April, 2016	1,232,400	(2,487,584)	1,480,125	1,215,000	**1,439,941**
Profit for the year	-	766,547	-	-	**766,547**
Total Comprehensive Income for the year	1,232,400	(1,721,037)	1,480,125	1,215,000	**2,206,488**
Transfer to retained earnings	-	-	-	-	**-**
Balance as at 31st March, 2017	1,232,400	(1,721,037)	1,480,125	1,215,000	**2,206,488**
Profit for the year	-	(2,433,049)	-	**-**	**(2,433,049)**
Total Comprehensive Income for the year	1,232,400	(4,154,086)	1,480,125	1,215,000	**(226,561)**
Transfer to retained earnings	-	-	-	-	**-**
Balance as at 31st March, 2018	**1,232,400**	**(4,154,086)**	**1,480,125**	**1,215,000**	**(226,561)**

Notes to financial statements for the Year ended March 31, 2018

(Amount in Rs.)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
17 Revenue From Operations		
Sale of products	73,661,123.56	258,098,061.41
	73,661,123.56	**258,098,061.41**
18 Other Income		
Interest Income	1,958,496.45	4,824,512.00
Other non-operating income	(1,619,764.31)	-
	338,732.14	**4,824,512.00**
19 Changes in inventories of finished goods,		
Stock-in -Trade and work-in-progress		
Stock at the begning of the year		
Finished Goods	1,910,367.90	9,179,094.50
Total	**1,910,367.90**	**9,179,094.50**
Stock at the end of the year		
Finished Goods	-	1,910,367.90
Total -	**1,910,367.90**	
Changes In Inventories	**1,910,367.90**	**7,268,726.60**
20 Employee benefits expense		
Salaries and wages	1,410,633.00	1,390,400.00
Total	**1,410,633.00**	**1,390,400.00**
21 Finance costs		
Interest	-	108,000.00
Other borrowing costs		
Bank Charges	2,704.65	18,934.88
Total	**2,704.65**	**126,934.88**

Notes forming part to the Financial Statement for the Year ended March 31, 2018

(Amount in Rs.)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
22 Other expenses		
Payments to the auditor		
Auditor - Audit fees	50,000.00	50,000.00
For taxation matters - Tax Audit Fees	25,000.00	25,000.00
	75,000.00	**75,000.00**
Other Expenses		
Bad Debts	-	35,062.00
Brokerage Exps.	505,335.00	30,000.00
Brokerage on Sales	-	245,630.00
Carriage Outward A/c	20,605.00	84,782.00
Computer Maintenance Exps.	12,020.00	35,150.00
Conveyance Expenses	4,000.00	-
Custodial Fees	90,000.00	90,000.00
Discount Paid	283,532.00	767,799.50
Electric Exps.	5,126.00	57,464.00
Insurance Exps.	15,329.00	16,346.00
Interest for Late Payment of income Tax	-	21,421.00
Internet Charges	1,819.00	7,151.00
Legal & Professional Exp.	92,500.00	695,000.00
Listing Fees	250,000.00	200,000.00
Newspaper Publishing Exps.	92,340.00	110,105.00
Office Exps.	33,267.00	192,215.00
Office Rent Exps.	211,000.00	330,000.00
Postage Exps.	52,005.00	41,970.00
Printing & Stationery Exps.	124,060.00	88,477.00
Profession Tax(Com.)	2,500.00	2,500.00
ROC Fees	6,000.00	11,400.00
RTA- Service Charges	76,579.44	83,796.00
Sales Promotion Exps.	54,000.00	32,600.00
Service Tax	54,468.91	122,778.00
Telephone Exps.	7,460.00	8,847.00
Website Charges	-	10,000.00
Round Off	-	2,450.08
Transportation Charges	122.00	3,208.50
	1,994,068.35	**3,326,152.08**
Total	**2,069,068.35**	**3,401,152.08**

Notes forming part to the Financial Statement for the Year ended March 31, 2018

(Amount in Rs.)

Particulars	Year Ended March 31, 2018	Year Ended March 31, 2017
23 INCOME TAX EXPENSE		
A. Components of Income Tax Expense		
Tax Expense recognised in the Statement of Profit and Loss		
Current Tax		
Current Tax on the profits for the year	71,000.00	378,890.00
Adjustments for current tax of prior periods	(56,527.00)	-
Total a	**14,473.00**	**378,890.00**
Deferred Tax		
Origination and Reversal of Temporary Differences	-	-
Total b	**-**	**-**
Total (a+b)	**14,473.00**	**378,890.00**
B. Reconciliation of Tax Expense and the Accounting profit multiplied by India's Tax rate		
Profit/(loss) for the period	(2,418,576.05)	1,145,436.52
Tax at the Indian Tax rate of 25.75% (30.9%)	**(622,783.00)**	**353,939.88**
Tax effects of amounts which are not deductible (taxable) in computing taxable income		
Adjustments of current tax of prior periods	(56,527.00)	-
Tax losses for which no Deferred income tax was recognised		
Income exempt from incoem tax		
Income Tax Expense	**(679,310.00)**	**353,939.88**

Notes forming part to the Financial Statement for the Year ended March 31, 2018

24 FAIR VALUE MEASUREMENTS :

Financial instruments by category:

Particulars	March 31, 2018		March 31, 2017		April 01, 2016	
	FVOCI	Amortised cost	FVOCI	Amortised cost	FVOCI	Amortised cost
Financial Assets - Non-current						
Investments	-	39,279,324	-	43,249,088	-	36,821,464
Trade receivables	-	-	-	-	-	-
Loans	-	-	-	8,000,000	-	2,000
Financial Assets - Current						
Trade receivables	-	9,618,406	-	59,531,622	-	2,731,863
Cash and cash equivalents	-	479,576	-	452,706	-	41,776
Loans	-	37,603,709	-	32,614,827	-	31,432,904
Others	-	698,624	-	824,005	-	-
Financial Liabilities - Current						
Trade payables	-	19,211,097	-	67,450,384	-	11,600,441
Other financial liabilities	-	31,633	-	1,167,353	-	-

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and, (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the Indian accounting standard. An explanation of each level follows underneath the table :

Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of trade receivables, cash and bank balances, loans, other financial assets, other financial liabilities and trade payables are considered to be approximately equal to the fair value.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. For example, listed equity instruments that have quoted market price.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the- counter derivatives) is determined using valuation techniques which maximise

the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

During the year ended 31 March 2018, 31 March 2017 and 01 April 2016, there have been no transfers amongst the levels of hierarchy.

II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:• the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.

- use of quoted market price or dealer quotes for similar insrruments
- Using discounted cash flow analysis.

25 Financial Risk Management

The Company's activities expose it to credit risk, market risk and liquidity risk. The Company's senior management oversees the management of these risks.The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, investments, trade and other receivables, and cash and cash equivalents that derive directly from its operations.

A. Credit risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The company is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities (deposits with banks and other financial instruments).

Credit risk management

To manage credit risk, the Company follows a policy of providing 90 days credit to the domestic customers. In case of foreign debtors, the payment is backed by Letter of credit. The credit limit policy is established considering the current economic trends of the industry in which the company is operating.However, the trade receivables are monitored on a periodic basis for assessing any significant risk of non-recoverability of dues and provision is created accordingly.

Bank balances are held with only high rated banks and majority of other security deposits are placed majorly with government agencies.

Notes forming part to the Financial Statement for the Year ended March 31, 2018

Age of receivables that are past due:

Particulars	**As at31 March 2018**	As at31 March 2017	As at01 April 2016
3-6 months	4311101	-	389286
6-12 months	8650	356201	1975687
More than one year	1633608	2450169	548035
Total	**5953359**	**2806370**	**2913048**
Provision for expected credit loss	-	35062	296128

B. Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. For the Company, liquidity risk arises from obligations on account of financial liabilities – trade payables.

Liquidity risk management

The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the Company's credit rating and impair investor confidence. The Company maintained a cautious funding strategy, with a positive cash balance throughout the year ended 31st March, 2018 and 31st March, 2017. This was the result of cash delivery from the business. Cash flow from operating activities provides the funds to service the financing of financial liabilities on a day-to-day basis. The Company's treasury department regularly monitors the rolling forecasts to ensure it has sufficient cash on-going basis to meet operational needs. Any short term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, are retained as cash and cash equivalents (to the extent required).

Maturities of non – derivative financial liabilities **(Amount in Rs.)**

Particulars	**As at 31 March 2018**		**As at 31 March 2017**		**As at 1 April 2016**	
	Less than 1 year	**More than 1 year**	**Less than 1 year**	**More than 1 year**	**Less than 1 year**	**More than 1 year**
Financial Liabilities - Current						
Trade payables	19,211,097	-	67,450,384	-	11,600,441	-
Total	19,211,097	-	67,450,384	-	11,600,441	-

Notes forming part to the Financial Statement for the Year ended March 31, 2018

C. Market risk

Price Risk

The company is exposed to price risk from its investment in equity instruments classified in the balance sheet at fair value through other comprehensive income.

To manage its price risk arising from the investment, the company has invested in the equity instruments after considering the performance of the stock and has diversified its portfolio. Diversification of the portfolio is done in accordance with the limit set by the company.All the company's equity investments are publicaly traded.

26 Capital Management

The company's objectives when managing capital are to• safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and• maintain an optimal capital structure to reduce the cost of capital.The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-today needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.The management monitors the return on capital as well as the level of dividends to shareholders. The Company will take appropriate steps in order tomaintain, or if necessary adjust, its capital structure.

27 Earnings per Share

Particulars	**For the year ended 31 March 2018**	**For the year ended 31 March 2017**
Net Profit / (loss) after tax for the year (in Rs.)	(2,433,049)	766,547
Profit / loss attributable to equity share holders (in Rs.)	(2,433,049)	766,547
Weighted Average Number of equity shares outstanding during the year	108,179,500	108,179,500
Basic and Diluted Earnings Per Share (Rs.)	(0.02)	0.01
Face Value per Share (Rs.)	1	1

Notes forming part to the Financial Statement for the Year ended March 31, 2018

Note 25: Transition to Ind AS :

These are the Company's first financial statements prepared in accordance with Ind AS. The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the "Previous GAAP".

The Significant Accounting Policies set out in Note No. 1 have been applied in preparing the financial statements for the year ended March 31, 2018, March 31, 2017 and the opening Ind AS Balance sheet on the date of transition i.e. April 1, 2016.

In preparing its Ind AS Balance sheet as at April 1, 2016 and in presenting the comparative information for the year ended March 31, 2017, the Company has adjusted amounts previously reported in the financial statements prepared in accordance Previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with Previous GAAP, and how the transition from Previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

I) Explanation of transition to Ind AS

In preparing the financial statement, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

Property, Plant and Equipment and Intangible Assets exemption:

The Company has elected to use the exemption available under Ind AS 101 to continue the carrying value for all of its property, plant and equipment and intangible assets as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition (i.e. April 1, 2016).

Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

Notes forming part to the Financial Statement for the Year ended March 31, 2018

Reconciliation of equity as at 1 April 2016 (date of transition to Ind AS) and 31 March 2017

Particulars	As at 01.04.2016			As at 31.03.2017		
	Previous GAAP*	Adjustments	IND AS	Previous GAAP*	Adjustments	IND AS
ASSETS						
Non-Current Assets						
(a) Property, Plant & Equipment	-	-	-	40,800,000	(8,000,000)	32,800,000
(b) Capital Work-in-Progress	40,800,000	-	40,800,000	-	-	-
(c) Investment Properties	-	-	-	-	-	-
(d) Financial Assets	'		'			
i. Investments	36,821,464	-	36,821,464	43,249,088	-	43,249,088
ii. Trade Receivables	-	-	-	-	-	-
iii. Loans	2,000	-	2,000	1,000	7,999,000	8,000,000
iv. Other Financial Assets	-	-	-	-	-	-
(e) Deferred tax assets (net)	-	-	-	-	-	-
(f) Other Non Current Assets	-	-	-	-	-	-
Total Non-Current Assets	**77,623,464**	**-**	**77,623,464**	**84,050,088**	**(1,000)**	**84,049,088**
Current Assets						
(a) Inventories	9,179,095	-	9,179,095	1,910,368	-	1,910,368
(b) Financial Assets						
i. Investments	-	-	-	-	-	-
ii. Trade Receivables	2,731,863	-	2,731,863	59,531,622	-	59,531,622
iii. Cash and Cash Equivalents	41,776	-	41,776	452,706	-	452,706
iv. Bank Balance other than (iii) above	-	-	-	-	-	-
v. Loans	31,432,904	-	31,432,904	32,291,726	323,101	32,614,827
vi. Other Financial Assets	-	-	-	824,005	-	824,005
(c) Current Tax Assets (net)	-	-	-	-	-	-
(d) Other Current Assets	815,531	-	815,531	-	-	-
Total Current Assets	**44,201,169**	**-**	**44,201,169**	**95,010,426**	**323,101**	**95,333,527**
TOTAL ASSETS	**121,824,633**	**-**	**121,824,633**	**179,060,514**	**322,101**	**179,382,615**
EQUITY AND LIABILITIES						
EQUITY						
(a) Equity Share Capital	108,179,500	-	108,179,500	108,179,500	-	108,179,500
(b) Other Equity	1,439,941	-	1,439,941	2,206,488	-	2,206,488
Total Equity	**109,619,441**	**-**	**109,619,441**	**110,385,988**	**-**	**110,385,988**

Notes forming part to the Financial Statement for the Year ended March 31, 2018

LIABILITIES						
Non-Current Liabilities						
(a) Financial Liabilities						
i. Borrowings	-	-	-	-	-	-
ii. Trade Payables	-	-	-	-	-	-
iii. Other Financial Liabilities	-	-	-	-	-	-
(b) Provisions	-	-	-	-	-	-
(c) Deferred Tax Liabilities (net)	-	-	-	-	-	-
(d) Other Non-Current Liabilities	-	-	-	-	-	-
Total non-current liabilities	-	-	-	-	-	-
Current Liabilities						
(a) Financial Liabilities						
i. Borrowings	-	-	-	-	-	-
ii. Trade Payables	11,600,441	-	11,600,441	67,476,545	(26,161)	67,450,384
iii. Other Financial Liabilities	-	-	-	1,141,192	26,161	1,167,353
(b) Other Current Liabilities	307,663	-	307,663	-	-	-
(c) Provisions	297,088	-	297,088	56,789	322,101	378,890
(d) Current Tax Liabilities (net)	-	-	-	-	-	-
Total Current Liabilities	**12,205,192**	**-**	**12,205,192**	**68,674,526**	**322,101**	**68,996,627**
Total Liabilities	**12,205,192**	**-**	**12,205,192**	**68,674,526**	**322,101**	**68,996,627**
Total Equity and Liabilities	**121,824,633**	**-**	**121,824,633**	**179,060,514**	**322,101**	**179,382,615**

* Previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Reconciliation of total comprehensive income for the year ended 31 March 2017

Particulars	Previous GAAP*	Adjustments	IND AS
Revenue From Operations	258,098,061	-	258,098,061
Other Income	4,824,512	-	4,824,512
Share of profits/losses in a Partnership firms	-	-	-
Total Income (I+II)	**262,922,573**		**262,922,573**
EXPENSES			
Cost of materials consumed	-	-	-
Purchases of Stock-in-Trade	249,505,225	-	249,505,225
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	7,268,727	-	7,268,727
Employee benefits expense	1,390,400	-	1,390,400
Finance costs	126,935	-	126,935
Depreciation and amortization expense	-	-	-

Notes forming part to the Financial Statement for the Year ended March 31, 2018

Other expenses	3,589,152	(188,000)*	3,401,152
*BSE Doc Filing Fees			
Total expenses (IV)	261,880,439		261,692,439
Profit/(loss) before exceptional items and tax (I- IV)	1,042,135		1,230,135
Exceptional Items	(103,302)	188,000	84,698
Profit/(loss) before tax (V-VI)	**1,145,437**		**1,145,437**
Tax expense:			
(1) Current tax	378,890	-	378,890
(2) Deferred tax	-	-	-
(3) Excess/Short provision of tax	-	-	-
Profit (Loss) for the period from continuing operations (VII-VIII)	766,547		766,547
Profit/(loss) from discontinued operations	-	-	-
Tax expense of discontinued operations	-	-	-
Profit/(loss) from Discontinued operations (after tax) (X-XI)	-	-	-
Profit/(loss) for the period (IX+XII)	766,547	-	766,547
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-
(i) Items that will be reclassified to profit or loss	-	-	-
(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-
Total Comprehensive Income for the period (XIII+XIV)	766,547	-	766,547

* Previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Reconciliation of total equity as at 31 March 2017 and 1 April 2016

Particulars	**31.03.2017**	**01.04.2016**
Total equity (Shareholder's funds) as per previous GAAP	110,385,988	109,619,441
Adjustments	-	-
Total equity as per Ind AS	110,385,988	109,619,441

Reconciliation of total comprehensive income for the year ended 31 March 2017

Particulars	**31.03.2017**
Profit after tax as per previous GAAP	766,547
Adjustments	-
Profit after tax as per Ind AS	766,547
Other Comprehensive Income	-
Total Comprehensive Income for the period (XIII+XIV)	766,547

SWADESHI INDUSTRIES AND LEASING LIMITED

Regd. Office: Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex,
Kandivali (East), Mumbai City MH 400101 CIN: L45209MH1983PLC031246
Ph: 022 2854 0094 Email: compliance@swadeshiglobal.com Website: www.swadeshiglobal.com

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall.

Joint shareholders may obtain additional Attendance Slip on request.

Master Folio No.: _____ **No. of Shares held:** _____

DP ID: _____ **Client ID:** _____

Mr./Ms./Mrs.: _____

Address: _____

_____

I/We record my/our presence at the 34th Annual General Meeting to be held on Wednesday 26th September, 2018 at 11.30 A.M at Shop No.137, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City MH 400101

_____ _____

(Proxy's Name in Block letters) (Member's /Proxy's Signature#)

Strike out whichever is not applicable

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Ph: 022 2854 0094 Email: compliance@swadeshiglobal.com Website: www.swadeshiglobal.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L45209MH1983PLC031246	
Name of the company	SWADESHI INDUSTRIES AND LEASING LIMITED	
Registered office	Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City MH 400101.	
Name of the member (s)		
Registered address		
E-mail Id		
Folio No/ Client Id	DP ID	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

Name	
Address	
E-mail Id	Signature

OR FAILING HIM

Name	
Address	
E-mail Id	Signature

OR FAILING HIM

Name	
Address	
E-mail Id	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the share holders of Swadeshi Industries & Leasing Limited (CIN-**L45209MH1983PLC031246)** will be held on Wednesday, 26th September, 2018 at 11.30 A.M. at Shop No.137, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City MH 400101 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.: RESOLUTIONS

1. Adoption of Financial Statements for the period ended 31st March 2018
2. Re-appointment of Mr. Mr. Gaurav Jain, (DIN 06794973), who retires by rotation.
3. Appointment of M/s. Dhawan & Co., as Auditors & fixing their remuneration.
4. Change in registered Office of the Company.

Signed this…… day of…… 2018

Signature of Shareholder: ……..... /

Signature of Proxy holder(s): ……

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

BOOK POST

If Undelivered, Please Return to :

SWADESHI INDUSTRIES AND LEASING LIMITED
Regd. Office: Shop No.131, 1st Floor,
V-Mall, Off. W.E. Highway, Nr. Sai Hospital,
Thakur Complex, Kandivali (East),
Mumbai City MH 400101

34th

Annual Report
2017-2018

SWADESHI INDUSTRIES AND LEASING LIMITED

CIN NO: L45209MH1983PLC031246

SWADESHI INDUSTRIES AND LEASING LIMITED

THIRTY-FOURTH ANNUAL REPORT - 2017-18

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