

SWOJAS ENERGY FOODS LIMITED

Registered Office - 77, Vijaynagar Colony, 2147 Sadashiv Peth, Pune 411 030
Email: swojasenergyfoodsltd@gmail.com, website: www.sefl.co.in

CIN: U15201PN1993PLC074424

Date: 05/10/2016

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai - 400 001

Sub. :- Regulation 34 (1) of LODR, 2015 - Submission of Annual Report for FY-2015-16

Ref. :- Scrip Code- 530217

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report of Swojas Energy Foods Limited for FY-2015-16 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Swojas Energy Foods Limited

Vishal

Vishal Dedhia
Director



Encl: As above

SWOJAS ENERGY FOODS LIMITED

**2nd
ANNUAL REPORT (2015-16)**
(After revival from Voluntary Winding up)

BOARD OF DIRECTORS

Mr. Vishal Dedhia	Promoter, Executive Director
Mr. Ketan Kataria	Promoter, Non-Executive Director
Mr. Amar Kakaria	Promoter, Non-Executive Director (Resigned on 10 th November, 2015)
Mr. Ashit Shah	Independent Director
Ms. Namrata Malu	Independent Director
Mr. Ravi Kothari	Independent Director (Resigned on 10 th November, 2015)

REGISTERED OFFICE

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

Email: swojasenergyfoodsltd@gmail.com

Website: www.sefl.co.in

AUDITORS**M/S. RAMANAND & ASSOCIATES**

Chartered Accountant

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

Tel: 022-28171199

Mob: 9322231113

Email: rg@caramanandassociates.com

REGISTRARS & SHARE TRANSFER AGENTS**LINK INTIME INDIA PVT LTD**

Add: C-13, Pannalal Silk Mills Compound,
Lal Bahadur Shastri Marg,
Bhandup West, Mumbai, MH 400078

Tel: 022 2594 6970

Web: <http://linkintime.co.in/>

ANNUAL GENERAL MEETING

Day	Thursday
Date	29 th September, 2016
Venue	Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune - 411 004
Time	11.00 AM

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NOTICE TO THE MEMBERS

SWOJAS ENERGY FOODS LIMITED
CIN: U15201PN1993PLC074424
Redg. Off. Add: 77, Vijayanagar Colony, 2147,
Sadashiv Peth, Pune - 411030
Email: swojasenergyfoodsltd@gmail.com
Website: www.sefl.co.in

NOTICE is hereby given that the first Annual General Meeting of the Members of **SWOJAS ENERGY FOODS LIMITED** will be held on **Thursday, 29th September, 2016** at **11.00 AM** at Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune - 411 004 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vishal Dedhia (DIN: 00728370) who retires by rotation, and being eligible offers himself for reappointment.
3. To ratify appointment of Auditor

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Ramanand & Associates, Chartered Accountant (having FRN: 117776W), as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board of Directors

Place: Pune
Date: 09th August, 2016

Vishal Dedhia
Director
DIN: 00728370

REGISTERED OFFICE:

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

NOTES

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

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

3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Share Transfer Books of the Company will remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 29th September 2016.
6. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. Members who hold shares in physical form are requested to send their e-mail address to the following: rnt.helpdesk@linkintime.co.in.
11. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Link Intime India Pvt. Ltd., unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
13. E-Voting process
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 02nd Annual General Meeting (AGM) (after revival from winding up) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 26th September, 2016 at 9.00 am and ends on 28th September, 2016 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

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

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

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 22nd September, 2016 shall view the Notice of the 2nd AGM (after revival from winding up) on the Company's website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) Mr. Rajvirendra Singh Rajpurohit, Proprietor of M/s R. S. Rajpurohit & Co., a Practicing Company Secretaries, has been appointed as a Scrutinizer to scrutinize the remote e-voting and voting process at the AGM in a fair and transparent manner. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxiii) The Voting Results along with the Consolidated Scrutinizer's report shall be placed on the Company's website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the Bombay Stock Exchange (BSE).

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

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

Name of the Director	Mr. Vishal Dedhia
Director Identification Number (DIN)	00728370
Date of Birth	03 rd November, 1982
Nationality	Indian
Date of Appointment on Board	20 th April, 2015
Qualification	B.Com, MBA
Shareholding in the Company	1,22,28,512
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	1. Shree Manufacturing Co. Ltd. 2. Willingdon Properties Private Limited 3. Willingdon Realities Private Limited
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	1. Shree Manufacturing Co. Ltd.

By Order of the Board of Directors

Place: Pune
Date: 09th August, 2016

Vishal Dedhia
Director
DIN: 00728370

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting their 2nd Annual Report (after revival from Voluntary Winding up) on the business and operations of the Company and the accounts for the Financial Year ended 31st March, 2016.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

Particulars	2015-16	2014-2015
Gross Income	24,11,118	20,69,418
Profit / (Loss) Before Interest and Depreciation	17,51,419	12,86,756
Finance Charges	--	--
Gross Profit/(Loss)	17,51,419	12,86,756
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	17,51,419	12,86,756
Provision for Tax	5,41,189	2,71,883
Net Profit/(Loss) After Tax	12,10,230	10,14,873
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	--	--
Surplus carried to Balance Sheet	12,10,230	10,14,873

2. COMPANY'S PERFORMANCE AFFAIR

Your Directors are positive about the Company's future operations and are making best efforts to expand the business of the Company.

3. DIVIDEND

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

4. RESERVES AND SURPLUS

The balance of Profit & Loss statement amounting to Rs. 12,10,230/- for financial year under review is transferred to reserves. The total reserves for the Financial Year 2015-16 is Rs. (28,02,43,435)/-.

5. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2016 is Rs. 30,96,26,500/- comprising of 3,09,62,650 Equity Shares of Rs. 10/-.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year Mr. Amar Kakaria, Non-Executive Director and Mr. Ravi Kothari, Independent Director have resigned from the Board on 10th November, 2015.

Further, in accordance with provisions of the Companies Act, 2013, Mr. Vishal Dedhia, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 at the time of appointment.

7. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee.

8. COMMITTEES OF THE BOARD

The details pertaining to the composition of the Committees of the Board are included in the Report on Corporate Governance, which forms part of this Report.

9. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

10. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the year under review.
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act 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 and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

11. AUDITORS

Pursuant to the provisions of section 139 of the Companies Act, the rules framed thereafter and other applicable provisions, if any M/s Ramanand & Associates, Chartered Accountants, Thane, were appointed as statutory auditors of the Company from the conclusion of the 1st Annual General Meeting (AGM) after revival of the Company held on 30th September, 2015 till the conclusion of consecutive fifth AGM, subject to ratification of their appointment at every AGM.

12. AUDITORS' REPORT

The Directors are of opinion that the comments in the Auditors report are self explanatory and do not call for any further explanations.

13. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, Mr. Rajvirendra Singh Rajpurohit, Proprietor of M/s R. S. Rajpurohit & Co., Practicing Company Secretary had been appointed as Secretarial Auditor of the Company for the Financial Year 2015-16.

The report of the Secretarial Auditors is enclosed as Annexure to this report.

Secretarial Auditor's observation and Management's explanation to the Auditor's observation -

- i. Section 203(1) (ii) Appointed Company Secretary as the Key Managerial Personnel.

The Board would like to bring to your notice that the Company has been trying to recruit a Company Secretary on best efforts basis since a long time but the Company has not been successful.

- ii. Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 Non appoint Qualified Company Secretary as Compliance Officer (Applicable from 1st December, 2015)

The Board has been trying to recruit a Company Secretary on best efforts basis since a long time but the Company has not been successful.

- iii. Clause 41 of the Listing agreement, Regulation 47 of the SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015, Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 and Section 91 of the *Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014* - Publication of Results audited and unaudited in news paper, Voting Through Electronic means, News Paper Advertisement for Book Closure.

The Company has not been doing that since the financial position of the Company does not allow Board to incur such expenditure keeping in mind that the results are made available for investors and market through Stock Exchange. The Company, on timely basis submits the results to the Exchange to bring the information in public domain.

- iv. 100% Promoter Shareholding in Demat Form - SEBI Circular SEBI/Cir/ISD/05/2011 dated 30th September, 2011 and SEBI Circular SEBI/Cir/ISD/03/2011 dated 17th June, 2011.

The management is trying to do the needful to comply with the said provisions.

- v. Section 92/96 & 137 of Companies Act, 2013 - Balance sheet & Profit and Loss Account filling and Annual return has not been filed for the Year 2014-15

The Company was under process of liquidation, hence the status of the Company on the MCA portal was shown as "under liquidation" and therefore due to practical difficulties Company was not able to file a single form with the MCA. Once the problem gets solve, the Company will file all the pending Forms.

However, the Company would try and comply with all the provisions to the fullest extent. The report of the Secretarial Auditor is enclosed as Annexure II to this report.

14. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

15. VIGIL MECHANISM

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.sefl.co.in under investors/policy documents/Vigil Mechanism Policy link.

16. RISK MANAGEMENT POLICY

The Company has laid down a well defined Risk Management Policy. The Board periodically reviews the risk and suggests steps to be taken to control and mitigate the same through a proper defined framework.

17. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The code laid down by the Board is known as "Code of Business Conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website www.sefl.co.in.

18. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy, technology absorption, foreign exchange earnings and outgo are Nil during the year under review.

19. LISTING WITH STOCK EXCHANGES

The equity shares of the Company are currently listed on the Bombay Stock Exchange (BSE).

Since, the Company is active now; your Directors intend to approach the BSE for revocation of suspension after doing necessary compliances under the Listing Agreement / Listing Regulations as per their guidelines.

20. SHARE TRANSFER / DEMAT CONNECTIVITY

The Company has appointed Link Intime Pvt. Ltd. as Share Transfer Agent of the Company.

The Company is having demat connectivity with both the depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited

21. OTHER INFORMATION

Your Directors hereby states 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:

1. During the year under review, the Company had not made any investments or given guarantees or provided securities falling under the provisions of Section 186 of the Companies Act, 2013.
2. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) was not applicable to the Company for the year under review, hence, there is no need to develop policy on CSR and take initiative thereon;
3. The Company did not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same;

4. The Company had not accepted deposits covered under Chapter V of the Act;
5. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
6. There were no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
7. The Company has not entered any contracts or arrangements with related parties specified under Section 188 of Companies Act, 2013.

22. ACKNOWLEDGEMENTS

Your Directors also acknowledge to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on Behalf of the Board of Directors

Place: Pune

Date: 09th August, 2016

Vishal Dedhia

Director

DIN: 00728370

Ketan Kataria

Director

DIN: 01943753

ANNEXURE INDEX

<u>Annexure</u>	<u>Content</u>
I	Annual Return Extracts in Form MGT 9
II	Secretarial Audit Report in Form MR - 3

**Annexure I
Form No. MGT-9**

**EXTRACT OF ANNUAL RETURNS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH,
2016**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	U15201PN1993PLC074424
ii.	Registration Date	11/10/1993
iii.	Name of the Company	Swojas Energy Foods Limited
iv.	Category / Sub-Category of the Company	Category: Company Limited by Shares Sub-category: Indian Non-Government Company
v.	Address of the Registered office and contact details	77, Vijay Nagar Colony, 2147, Sadashiv Peth, Pune - 411 030.
vi.	Whether listed company	BSE Limited
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. Add: No.C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai-400078 Tele: 022 - 2594 6970 Web: www.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 and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1		Nil	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.			Nil		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)i. *Category-wise Share Holding*

Category of Shareholders	No. of Shares held at the beginning of the year[As on 01-April-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2827914	21629111	24457025	78.99	2827914	21629111	24457025	78.99	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Person acting in concert	-	-	-	-	-	-	-	-	-
Directors & their relatives	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	2827914	21629111	24457025	78.99	2827914	21629111	24457025	78.99	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds / UTI	-	-	-	-	-	14600	14600	0.05	-
b) Banks / FI	-	-	-	-	-	196800	196800	0.64	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	211400	211400	0.68	-

2. Non-Institutions									
a) Bodies Corp.	670500	1082900	1753400	5.66	729905	796700	1526605	4.93	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	2830115	1922110	4752225	15.35	979909	1371710	2351619	7.60	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	1778100	477800	2255900	7.29	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Hindu Undivided Families	-	-	-	-	12701	147400	160101	0.52	-
ESOPs/ ESOS/ ESPS Employee Shareholders	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	3500615	3005010	6505625	21.01	3500615	2793610	6294225	20.34	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3500615	3005010	6505625	21.01	3500615	3005010	6505625	21.03	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	6328529	24634121	30962650	100.00	6328529	24634121	30962650	100.00	-

ii. *Shareholding of Promoters*

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01-April-2015]			Shareholding at the end of the year [As on 31-March-2016]			% 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	Vishal Dedhia	12228512	39.49	-	12228512	39.49	-	-
2	Amar Kakaria	6114256	19.75	-	6114256	19.75	-	-
3	Ketan Kataria	6114257	19.75	-	6114257	19.75	-	-

iii. *Change in Promoters' Shareholding:*

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	24457025	78.99	24457025	78.99
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No change	No change	No Change	No change
	At the end of the year	826900	78.99	24457025	78.99

iv. *Shareholding Pattern of Top 10 shareholders (Other than Directors, promoters and holders of GDR & ADR)*

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 31 st March, 2015		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	3A CAPITAL SERVICES LIMITED				
	At the beginning of the year	570500	1.84%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No change	No Change	-	-
	At the end of the year	--	--	-	-
2.	SANJEEV MADHAV KOKANE				
	At the beginning of the year	343750	1.11%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	343750	1.11%	-	-

3.	SWOJAS LEASING & FINANCE (P) LTD				
	At the beginning of the year	323500	1.04%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	323500	1.04%	-	-
4.	INDRA KUMAR BAGRI				
	At the beginning of the year	317600	1.03%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	317600	1.03%	-	-
5.	ASHISH RASIKLAL SHAH				
	At the beginning of the year	260950	0.84%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	260950	1.03%	-	-
6.	ORIENTAL BANK OF COMMERCE				
	At the beginning of the year	196800	0.64%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	196800	0.64%	-	-
7.	MANASHVI SECURITIES LTD				
	At the beginning of the year	185500	0.60%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	185500	0.60%	-	-
8.	R K SHAH HUF				
	At the beginning of the year	147000	0.47%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	147000	0.47%	-	-
9.	JITESH DHIRENDRA GOSALIA				
	At the beginning of the year	110000	0.36%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	110000	0.36%	-	-
10.	ATRE SHIRISH VASANT				
	At the beginning of the year	110000	0.36%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	110000	0.36%	-	-

v. Shareholding of Director and key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vishal Dedhia (Director)				
	At the beginning of the year	12228512	39.49	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	12228512	39.49	-	-
2.	Ketan Kataria (Director)				
	At the beginning of the year	6114257	19.75	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	6114257	19.75	-	-
3.	Ashit Shah (Director)				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-
4.	Namrata Malu (Director)				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	-	-	-	-

V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-

i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Executive Director:

Sr. No.	Particulars of Remuneration	Executive Director
		Vishal Dedhia
1	Gross salary	24,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit	-
5	Others, please specify	-
	Total (A)	24,000
	Ceiling as per the Act	11% of the Net of Profit

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Ashit Shah	Namrata Malu	
	Independent Directors			
	• Fee for attending board Committee Meetings			
	• Commission			
	• Others, please specify			
	Total (1)	-	-	-
		Ketan Kataria		
	Other Non-Executive Director			
	• Fee for attending board committee meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B) = (1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	11% of the Net of Profit	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Vishal Chavda (CFO)
1.	Gross salary	1,13,333
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission	-
	- as % of profit	
	- others, specify...	
5.	Others, please specify	-
	Total	1,13,333

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES - NIL

For and on Behalf of the Board of Director

Place: Pune
Date: 09th August, 2016

Vishal Dedhia
Director
DIN: 00728370

Ketan Kataria
Director
DIN: 01943753

Annexure II
Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

To,
The Members of
SWOJAS ENERGY FOODS LTD

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SWOJAS ENERGY FOODS LTD** (hereinafter called "The Company"). We have conducted Secretarial Audit in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **SWOJAS ENERGY FOODS LTD** (hereinafter called "The Company") 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, we hereby report that in our opinion, the Company has, during the audit period covering from 1st April, 2015 to 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extend, 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 **SWOJAS ENERGY FOODS LTD** for the period covering from 1st April, 2015 to 31st March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye laws framed there under;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Director Investment and External Commercial Borrowings; - *Not Applicable to the Company.*
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act)
 - a) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) SEBI (Prohibition of Insider Trading) Regulations, 1992;
 - c) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - 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; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vii) Other specifically applicable laws to the Company during the period under review;
- (i) Income Tax Act, 1961;
 - (ii) Negotiable Instrument Act, 1881;
 - (iii) Information Technology Act, 2000;
 - (iv) Professional Tax
 - (v) Tax Deducted at Source
 - (vi) Value Added Tax(VAT) & Central Sales Tax(CST)

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with The Bombay Stock Exchange.

During the period under review and as per the explanations and the clarifications given to us and the representation made by the Management of the Company, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extent applicable and subject to the following observation.

1. *Sec 203(1)(ii) of Companies Act, 2013 – Appointment of Key Managerial Personnel Pursuant to the provisions of Sec 203(1)(ii) read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) every Listed Company shall have the following whole time Key Managerial Personnel,-*
 - a) *Managing Director, or Chief Executive Officer or Manager and in their absence, a whole-time director;*
 - b) *Company Secretary; and*
 - c) *Chief Financial Officer*

However, during the period under review, the Company has not Appointed Company Secretary as the Key Managerial Personnel.

2. *Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (Applicable from 1st December, 2015) Pursuant to Regulation 6 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 a Listed Company shall designate Qualified Company Secretary as a Compliance officer*

However, during the period under review, the Company has not appointed Compliance officer.

3. *Clause 41 (III)(B) & 41(VI) of the Listing Agreement and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 – Advertisement in News Paper*

Pursuant to Clause 41 (III) (B) & 41(VI) of the Listing Agreement and Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company shall issue a public notice in at least in one English daily newspaper circulating in the whole or substantially the whole of India and in one

daily newspaper published in the language of the region, where the registered office of the company is situated for following matters:

- a) Board meeting wherein quarterly unaudited / audited results are to be considered where Prior 7 clear day's intimation needs to be published.
- b) Financial results within 48 hrs of the conclusion of Board or committee meeting at which they were approved.

However, during the period under review, the Company has not complied with the requirements of the aforesaid clause of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

4. Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 – News Paper notice for Voting Through Electronic means

Pursuant to Rule 20 (4) (v) of the Companies (Management and Administration), Rules, 2014 the Company shall cause a public notice by way of an advertisement to be published, immediately on completion of dispatch of notices for the meeting not later than 21 days prior to the date of General Meeting at least once in English newspaper having country wide circulation and once in vernacular language news paper in principle vernacular language of the District in which company is situated, having wide circulation in the District.

However, during the period under review, the Company has not complied with the requirements of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014.

5. 100% Promoter Shareholding in Demat Form - SEBI Circular SEBI/Cir/ISD/05/2011 dated 30th September, 2011 and SEBI Circular SEBI/Cir/ISD/03/2011 dated 17th June, 2011.

Further to the SEBI circular SEBI/Cir/ISD/03/2011 dated 17th June, 2011 and with reference to the SEBI Circular SEBI/Cir/ISD/05/2011 dated 30th September, 2011 SEBI in consultation with Stock Exchanges, has decided that the securities of companies shall be traded in the normal segment of the exchange if and only if, the company has achieved 100% of promoter's and promoter group's shareholding in dematerialized form latest by the quarter ended December, 2011.

However, during the year under review the Company has not complied with the SEBI Circular SEBI/Cir/ISD/05/2011 dated 30th September, 2011.

6. Section 91 of the Companies Act 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 – News Paper Advertisement for Book Closure.

Pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, a Listed Company closing the Register of Members shall give news paper advertisement for Book Closure at least 7 days prior to the Book Closure in vernacular newspaper in the principle vernacular language of the District and having a wide circulation in the place where registered office of the Company is situated also at least once in English Language in an English Newspaper circulating in that district and having wide circulation in the place where the Registered office of the Company is situated.

However, during the period under review, the Company has not complied with the requirement of Section 91 of the Companies Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014.

7. Section 92/96 & 137 of Companies Act, 2013 – Balance sheet & Profit and Loss Account filling and Annual return has not been filed for the Year 2014-15.

Section 92/96 & 137 129 of Companies Act, 2013 there is no annual filling done by the company for the Year 2014-15. Annual Return & Balance Sheet and relevant Profit and Loss Account should have not been filed within 60 days & 30 days after the AGM.

However, during the period under review, the Company has not filed Balance sheet & Profit and Loss Account and Annual return for the Year 2014-15.

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 that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views were captured and recorded as part of the minutes.

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.

*For R.S.Rajpurohit & Co.,
Company Secretaries*

*Rajvirendra Singh Rajpurohit
Membership No - 40228
COP No. - 15891*

Date: 09th August, 2016
Place: Mumbai

Annexure - 1:

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. Our responsibility is to express an opinion on these Secretarial records based on our 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 check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, We followed provide a reasonable basis for my opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test check 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.

*For R.S.Rajpurohit & Co.,
Company Secretaries*

*Rajvirendra Singh Rajpurohit
Membership No - 40228
COP No. - 15891*

Date: 09th August, 2016
Place: Mumbai

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance

Your Company believes that good corporate governance enables to create a corporate culture of consciences and consciousness, transparency and openness. Our philosophy on corporate governance is to enable the management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximizing value for all its shareholders and its other stakeholders such as customers, suppliers, employees, the government and to the society at large.

The following is a report on the status and progress on the major aspects of Corporate Governance.

2. Board of Directors

Composition

As on 31st March, 2016, the Company had four Directors on the Board. Mr. Vishal Dedhia, Executive Director, Ketan Kataria, Non-Executive Director, Ashit Shah and Namrata Malu are Non-Executive Independent Directors.

None of the director on the Board is member on more than 10 Committees or Chairman of more than 5 committees across the companies in which he is a director. All the directors have made requisite disclosure regarding directorship/ Committee position occupied by them in other companies.

Meetings

Board met Five times during the Financial Year on 20th April, 2015, 16th August, 2016, 02nd September, 2015, 10th November, 2015 and 11th February, 2016.

Details of attendance of the Directors at Board Meetings during the Financial Year and at the Company's 1st Annual General Meeting (after revival) together with the number of other Directorships held by them are as follows:

Name	Designation	Category	Attendance		Other Directorships*	Other Committee Memberships**	Committees' Chairmanship
			Board Meeting	Last AGM			
Mr. Vishal Dedhia	Director	Executive	5	Yes	1	2	Nil
Ketan Kataria	Director	Non-Executive	5	Yes	-	Nil	Nil
Ashit Shah	Director	Non-Executive Independent	5	Yes	-	Nil	Nil
Namrata Malu	Director	Non-Executive Independent	5	Yes	2	2	3

* Alternate directorship, directorship in private limited companies, foreign companies and membership in governing councils, chambers and other bodies not included.

** Only membership in Audit Committee and Shareholders Grievance Committee included

In accordance with provisions of the Companies Act, 2013, Mr. Vishal Dedhia, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Company is looking for fresh talent to expand board which will be informed to stake holders in course of time.

Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a Separate meeting of the Independent Directors of the Company was held on 22nd March, 2016 to review the performance of Non-independent Directors (Including Chairman) and the Board as a whole.

Agenda

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for critical price sensitive information, which is circulate in the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of the Board and Committees for the information of the Board. Agenda papers are circulated Seven days prior to the Board Meeting.

3. Appointment and re-appointment of directors:

The Director who retire by rotation and who is eligible for re-appointment:

Mr. Vishal Dedhia

As on date Mr. Vishal Dedhia holds **1,22,28,512** shares of the Company.

He is serving directorship in two Private Limited Companies and one Public Limited Company

4. Code of Conduct:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The said code is also posted on the web-site of the Company. All the members and senior management personnel have confirmed compliance with the same.

A declaration by Executive Director of the Company affirming the compliance of the same in respect of the financial year ended on 31st March 2016 by the members of the Board and senior Management Personnel, as applicable to them, is also annexed to this Annual Report.

5. Prohibition of Insider Trading Policy:

The Company has formulated and implemented the Code of Conduct for Prevention of Insider Trading to comply with relevant regulations laid down by SEBI. Accordingly the Company announces closure of Trading Windows, free period, declaration of prohibited period etc. The Company has designed a reporting system to prevent insider trading by designated persons. As mentioned in the said policy and takes quarterly and annual disclosure from the concerned persons.

6. Audit Committee

During the year, in accordance with provisions of Companies Act, 2013, Clause 49 of the Listing Agreements(s) and Regulation 27 of Listing Regulations the Board of Directors of the Company has constituted Audit Committee.

As per, the Board has constituted an Audit Committee. Ms. Namrata Malu is a Chairman of the committee with Mr. Ashit Shah and Mr. Ketan Kataria as members.

During the year under review, a total four meetings of the Audit Committee were held, on 16th August, 2015, 02nd September, 2015, 10th November, 2015 and 11th February, 2016. The attendance of the members of the Audit Committee is as follows:

The Composition of Audit committee and attendance of each committee members is as under:

Committee Member	Designation	Category	No. of meetings attended
Ms. Namrata Malu	Chairman	Non-Executive, Independent	4
Mr. Ashit Shah	Member	Non-Executive, Independent	4
Mr. Ketan Kataria	Member	Promoter, Non- Executive Director	4

The role of the Audit committee is to monitor and provide effective supervision of the Company's financial reporting process with a view to ensure that the financial statements are accurate, sufficient and reliable.

The terms of reference of the audit committee as defined by the Board are:

- i. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointing and if required, replacement of removal of the statutory Auditor, fixation of audit fee as well as approval of the payments to the Statutory Auditors for any services rendered to the Company.
- iii. Reviewing with the management the annual financial statements before submission to the Board for approval;
- iv. Reviewing with the management the performance of Statutory Auditors, and adequacy of internal control systems of the Company;
- v. Discussion with the Statutory Auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- vi. Reviewing the Company's financial and risks management policies;
- vii. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

7. Stakeholders' Relationship Committee:

It was apprised to the Board that pursuant to requirements of Section 178 of the Companies Act, 2013, Company which has more than 1000 (One Thousand) shareholders at any time during a Financial Year shall constitute a 'Stakeholders' Relationship Committee' consisting of a Chairperson who shall be a Non-Executive Director and such other members as may be decided by the Board.

In view of above, the 'Shareholders Grievance Committee' formed as per the requirements of the Listing Agreement requires to be re-named/ re-constituted as 'Stakeholders Relationship Committee' and to merge and redesign the Company's 'Share Transfer Committee' along with the Stakeholders' Relationship Committee. The Committee, inter-alia, deals with various matters relating to:

- Transfer/transmission of shares;

- Issue of duplicate share certificates;
- Investors' grievances and redressal mechanism and recommend measures to improve the level of investor services.

Details of shares transfer/transmission approved by the Committee and Shareholders'/Investors' grievances are placed at the Board Meetings from time to time.

Sr. No.	Name	Category	Designation
1	Ms. Namrata Malu	Independent Director	Chairman
2	Mr. Ashit Shah	Independent Director	Member
3	Mr. Ketan Kataria	Non-Executive Director	Member

8. Nomination and Remuneration Committee:

The Company has constituted Nomination and Remuneration Committee and presently the Remuneration Committee comprises of 3 (Three) Directors.

The composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name	Category	Designation
1	Ms. Namrata Malu	Independent Director	Chairman
2	Mr. Ashit Shah	Independent Director	Member
3	Mr. Ketan Kataria	Non-Executive Director	Member

9. Non Executive Directors:

The Company does not pay directors' sitting fees.

Non Executive Promoter Director is holding 61,14,257 shares in the Company

10. Executive Directors:

Mr. Vishal Dedhia

Executive Director is holding 1,22,28,512 shares in the Company.

Following are the details of remuneration paid to the executive director of the Company during the years ended March 31, 2016.

Particulars	Amount in Rs.
	Mr. Vishal Dedhia
Salary	24,000
Estimated monetary value of perquisites	Nil
Commission	Nil
Provident Fund Contribution & other Funds	Nil
Total	24,000

11. General Disclosures

- The Company has not entered any contracts or arrangements with related parties specified under Section 188 of Companies Act, 2013;
- There were no materially significant transactions during the financial year with related parties such as Promoters, Directors, key managerial personnel or relatives that could have a potential conflict with the interest of the Company;

- iii In preparing the Annual Accounts in respect of the Financial Year ended 31st March, 2016, no accounting treatment was different from that prescribed in the Accounting Standards;
- iv The Company has Code of Conduct for prevention of Insider Trading in the Shares of the Company for Directors and other identified persons in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- v In compliance with the requirements of SEBI Listing Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

12. Means of Communication:

The quarterly unaudited results of the Company are announced within forty five days of the end of respective quarter and the audited financial results for the year are announced within 60 days from end of financial year.

13. General shareholder Information

- a. The 2nd Annual General Meeting (after revival) will be held on 29th September, 2016, at 11.00 AM, at Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune - 411 004.
- b. The Company follows April - March as its financial year. The results for every quarter beginning from April will be declared within the time period prescribed under the Listing Agreement and Listing Regulations.
- c. Register of Shareholders will remain closed from 23rd September, 2016 to 29th September, 2016, both days inclusive.
- d. Cut-off date for remote E-voting

The remote e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on Cut-off date i.e. 22nd September, 2016.

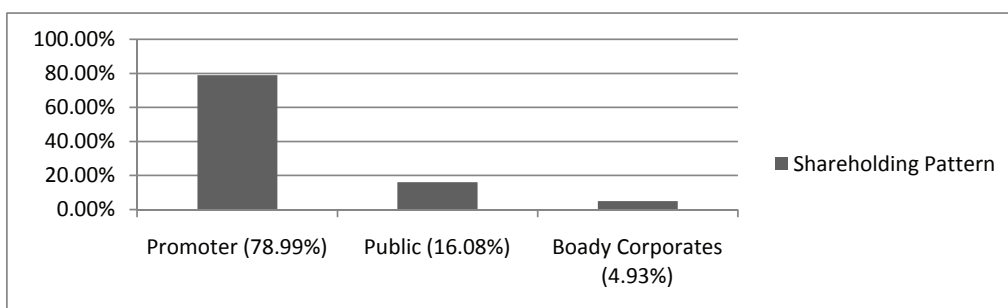
- e. The Company's Shares are listed on Bombay Stock Exchange
The Stock Code is **530217** and the shares are traded in **XD category**.
The ISIN Number of the Company's Shares in the Demat form is INE295B01016.
There are no arrears of Listing Fees.
- f. **Market Price of the Company's Share vis-à-vis Sensex**

The Company is suspended on BSE, therefore no trading was done during the Financial Year 2015-16. Therefore, no data is available.

g. Pattern of Shareholding as on 31st March, 2016

Category	No. of Shares held	% of holding
A. Promoter Holding		
1. Promoters		
Indian Promoters	2,44,57,025	78.99
Persons acting in concert	-	-
Total Promoter Holding	2,44,57,025	78.99
B. Non-Promoter Holding		
2. Institutional Investors		

Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Government Institutions)	1,96,800	0.64
b. FIIs	-	-
c. Mutual Funds	14,600	0.05
Sub Total	2,11,400	0.68
3. Others		
a. Private Corporate Bodies	15,26,605	4.93
b. Indian Public	46,07,519	14.88
c. NRIs/ OCBs	-	-
d. HUF	1,60,101	0.52
e. Clearing Members	-	-
Sub Total	62,94,225	20.34
Total Non-Promoter Holding	65,05,625	21.03
Grand Total	3,09,62,650	100.00



h. Distribution of shareholding as on 31st March, 2016

Share of Nominal Value	No. of Holders	% of Holders	No. of Shares	% of Shares
Up to 500	6	0.129	155	0.001
501-1000	1777	38.084	177690	0.574
1001-2000	953	20.424	190600	0.616
2001-3000	242	5.186	72550	0.234
3001-4000	137	2.936	54609	0.176
4001-5000	550	11.787	274950	0.888
5001-10000	521	11.166	455870	1.472
10,001 and above	480	10.287	29736226	96.039
Total	4666	100.000	30962650	100.000

i. Shares in Demat mode as on 31st March, 2016

Particulars	No. of Shares	% of Shares
No. of shares held in Demat form	63,28,529	20.44
No. of shares held in physical form	2,46,34,121	79.56
Total	3,09,62,650	100.00

14 Green initiatives

As per directions of the Ministry of Corporate Affairs your Company too has initiated for online Annual Accounts to the shareholders to save paper and hence we request all the shareholders to inform their brokers of DP to get the Annual Reports through email.

15 Share Transfer System

All Shares sent for transfer in physical form are registered by the Company's Registrar and Share Transfer Agent within a period of 15 days of the lodgment, if documents are found in order, except delay in some cases. Shares under objection are returned within two weeks. All requests for dematerialization of shares are promptly processed and confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

Share Transfer Agent:

Link Intime India Pvt. Ltd.

Add: C-13, Pannalal Silk Mills Compound,
Lal Bahadur Shastri Marg,
Bhandup West, Mumbai, MH 400078

Tel: 022 2594 6970

Web: <http://linkintime.co.in/>

16 Dematerialization of Shares

As on 31st March 2016 about 20.44% of the Company's Equity Shares has been held in dematerialized form with NSDL & CDSL.

17 Convertible Instruments

Company has not issued any ADRs/GDRs during financial year ended 31st March, 2016.

18 Reconciliation of Share Capital Audit

As Stipulated by Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile that the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges and is also placed before the board of Directors. No discrepancies were noticed during these audits.

20 Address for Correspondence

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend on any other query relating shares, the investor can write to registrar and Share Transfer Agent (address mentioned above) or please write to:

Link Intime India Pvt Ltd

Add: C-13, Pannalal Silk Mills Compound,
Lal Bahadur Shastri Marg,
Bhandup West, Mumbai, MH 400078

Tel: 022 2594 6970

Web: <http://linkintime.co.in/>

21 Auditors' Certificate on Corporate Governance:

The Auditors' Certificate on Compliance pursuant to the Listing Agreement and Listing Regulations relating to Corporate Governance is enclosed as Annexure to this Report.

Declaration Regarding Compliance of Code of Conduct

Pursuant to provisions of Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the Financial Year, 2015-16.

Vishal Dedhia
Executive Director
DIN: 00728370

Place: Pune
Date: 09th August, 2016

CEO / CFO Certification

We hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2016 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.
- b) They are, to the best of our knowledge and belief; no transactions entered into by the Company during the year ended 31st March, 2016 are fraudulent, illegal or violate any of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
 - i) Significant changes in internal control over financial reporting during the year under reference;
 - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) Instances during the year of significant fraud with involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For Swojas Energy Foods Ltd.

Date: 09th August, 2016
Place: Pune

Vishal Chavda
Chief Financial Officer

Vishal Dedhia
Director

**Auditors Certificate regarding compliance of conditions of Corporate Governance
under Listing Regulations, 2015**

To
The Members
Swojas Energy Foods Limited
Pune

We have examined the compliance of conditions of Corporate Governance by Swojas Energy Foods Limited for the year ended March 31, 2016 stipulated in Chapter IV of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an 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, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Chapter IV of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

Place: Mumbai
Date: 09th August, 2016

For Ramanand & Associates
Chartered Accountants
Firm Registration No. : 117776W

CA Ramanand Gupta
Partner

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Overview**

The Company has recently revived itself from the voluntary winding up. The Company is under process of setting up its agriculture business. No business was carried out by the Company during the year. Considering the fact that the Company has adequate resources to continue in operational existence for the foreseeable future and taking into account the management assessment of improvement in the economic condition in general.

Financial performance & review

The Company made a profit of Rs. 12,10,230 during current financial year as against profit of Rs. 10,14,873 during the previous year.

Segment wise performance

As there is no particular operational activity segment wise performance is not applicable.

Outlook

The Directors are under the process of exploring other avenues of diversifying into new areas of business.

Risk Management

Your Company has no specific risks other than normal business problems which are explained above.

Internal Controls

The Company has adequate internal control procedures and has well defined business processes to ensure the efficiency and effectiveness of the efforts that go in managing various assets and interests of the Company.

Subsidiaries

Your Company has no subsidiary Companies.

INDEPENDENT AUDITOR'S REPORT

To
The Members of
SWOJAS ENERGY FOODS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Swojas Energy Foods Limited**, which comprise the Balance Sheet as at **31st March, 2016**, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 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. 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the 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 accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 **31st March 2016**, its Profit & Loss 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 paragraphs 3 and 4 of the Order.
2. Further to our comments in the Annexure referred to above and as per 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 purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone Balance Sheet and Profit and Loss account dealt with by this report comply with the Accounting Standards referred to in Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
 - e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - 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**"; and
 - g) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information as required by the Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in the manner so required and give a true and fair view and are in conformity with the accounting principles generally accepted in India

For Ramanand & Associates
Chartered Accountants
Firm Registration No. : 117776W

CA Ramanand Gupta
Partner
Place: Mumbai
Date: 30/05/2016

“Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- (i) (a) As the company does not have any fixed assets, it is not required to maintain proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) As the company does not have any fixed assets, it is not required to have a regular programme of the physical verification of its fixed assets by which all fixed assets are verified in the phased manner.
- (ii) In our opinion and according to the information and explanation given to us, since, the company does not hold any inventories, the provisions of clause is not applicable.
- (iii) The Company has not granted any loans secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013
- (iv) The Company has not granted any loans, investments, guarantees, and securities under section 185 & 186 of the Act.
- (v) According to the information and explanation given to us, the company has not accepted any deposits from the public during the year and accordingly the question of complying with section 73 and 76 of the Companies Act, 2013 does not arise.
- (vi) The Central Government has prescribed the maintenance of cost records under section 148(1) of the Act for the Company but the Company is under liquidation since the past 15 years & manufacturing activities have been stopped therefore cost records prescribed under Sec 148(1) of Companies Act, 2013 are not maintained by the company
- (vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees’ State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise As at 31st March, 2016.
- (c) According to the information and explanation given to us, there was no amount which was required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules framed there under.
- (viii) In According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures.
- (ix) In our opinion, and according to the information and explanations given to us, the company has not raised moneys by way of initial public offer or further public offer and term loans during the year.
- (x) According to the records of the company examined by us and as per the information and explanations given to us, neither the company nor its officer/ employees has not committed any fraud.

- (xi) According to the records of the company examined by us and as per the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) According to the records of the company examined by us and as per the information and explanations given to us, the company does not have any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xiii) According to the records of the company examined by us and as per the information and explanations given to us, the company has entered into any non-cash transactions with directors or persons connected with him and if so, whether the provisions of section 192 of Companies Act, 2013
- (xiv) According to the records of the company examined by us and as per the information and explanations given to us, the Company is not a Nidhi Company and hence has not complied with the Nidhi Rules, 2014
- (xv) According to the records of the company examined by us and as per the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xvi) According to the records of the company examined by us and as per the information and explanations given to us all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act,

For Ramanand & Associates
Chartered Accountants
Firm Registration No. : 117776W

CA Ramanand Gupta
Partner
Place: Mumbai
Date: 30/05/2016

Annexure B to Independent Auditors' Report

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of **SWOJAS ENERGY FOODS LIMITED** on the financial statements for the year ended March 31, 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of **SWOJAS ENERGY FOODS LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. 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 (ICAI). 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 Act.

Auditors' Responsibility

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. 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.

4. 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. 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

6. 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 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 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 financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. 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

8. 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 31 March 2016, 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 Ramanand & Associates
Chartered Accountants
Firm Registration No. : 117776W

CA Ramanand Gupta
Partner
Place: Mumbai
Date: 30/5/2016

BALANCE SHEET AS AT 31 MARCH, 2016

(Figures in Rupees)

Particulars	Note	As at	As at
	No.	31 March, 2016	31 March, 2015
A			
<u>EQUITY AND LIABILITIES</u>			
1 Shareholders' funds			
(a) Share capital	3	3096,26,500	3096,26,500
(b) Reserves and surplus	4	(2802,43,435)	(2814,53,665)
2 Share application money pending allotment		-	-
3 Non-current liabilities			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities	5	-	-
4 Current liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	6	17,54,551	18,01,581
(c) Other current liabilities		-	-
(d) Short-term provisions	7	9,38,308	200
TOTAL		320,75,925	299,74,616
B			
ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets		-	-
(ii) Capital work-in-progress		-	-
(b) Non Current Investment	8	49,35,139	-
(c) Deferred tax Assets (net)		-	-
(e) Other non-current assets	9	269,66,409	2,88,494
2 Current assets			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	11	1,41,509	296,86,122
(e) Short-term loans and advances		-	-
(f) Other current assets	10	32,868	-
TOTAL		320,75,925	299,74,616
Significant Accounting Policies	2	(0)	-
The accompanying notes are an integral part of the financial statements.	1-14		

In terms of our report of even date

For and on behalf of the Board of Directors

Ramanand & Associates
Chartered Accountants
Firm Reg No:117776W

Vishal Dedhia
Director

Ketan Kataria
Director

CA Ramanand Gupta
Partner
M. No. 103975
30th May, 2016

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 MARCH, 2016

(Figures in Rupees)

Particulars		Note No.	As At	As At
			31 March, 2016	31 March, 2015
I	Revenue from operations		-	-
II	Other income	12	24,11,118	20,69,418
III	Total revenue (I + II)		24,11,118	20,69,418
IV	Expenses			
	(a) Cost of material consumed		-	-
	(b) Changes in inventories		-	-
	(c) Employee benefits expense	13	1,37,333	-
	(d) Finance costs		-	-
	(e) Depreciation and amortisation expense		-	-
	(f) Prior Period Items		-	2,205
	(g) Other expenses	14	5,22,366	7,80,457
	Total expenses		6,59,699	7,82,662
V	Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)		17,51,419	12,86,756
VI	Exceptional items		-	-
VII	Profit / (Loss) before extraordinary items and tax (V + VI)		17,51,419	12,86,756
VIII	Extraordinary items		-	-
IX	Profit / (Loss) before tax (VII + VIII)		17,51,419	12,86,756
X	Tax expense			
	(a) Current tax		5,41,189	2,71,883
	(c) Deferred tax		-	-
			5,41,189	2,71,883
XI	Profit / (Loss) after tax (VII - X)		12,10,230	10,14,873
XII	Earnings per share (of ` 10/- each):			
	(a) Basic		0.04	0.03
	(b) Diluted		0.04	0.03
	Significant Accounting Policies	2		
	The accompanying notes are an integral part of the financial statements.	1-14		

In terms of our report attached.

Ramanand & Associates
Chartered Accountants
Firm Reg No:117776W

CA Ramanand Gupta
Partner
M. No. 103975
30th May, 2016

For and on behalf of the Board of Directors

Vishal Dedhia
Director

Ketan Kataria
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(Figures in Rupees)

PARTICULARS	Apr 15 to Mar 16	Apr 14 to Mar 15
A) Cash Flow from Operating Activities :		
Net Profit before tax, Prior Period and Extraordinary Items :	17,51,419	12,88,961
Adjustments for :		
Prior period items	-	(2,205)
Depreciation	-	-
Miscellaneous Expense w/off	-	-
Interest and other income	-	-
Finance cost	-	-
Operating Profit before Changes in Operating Assets	17,51,419	12,86,756
Adjustments for net change in Working Capital :		
Changes in Current Investments		
Changes in Inventories		
Changes in Trade Receivables		
Changes in Short Term Loans and Advances		
Changes in Other Current Assets	(5,25,980)	(2,88,494)
Changes in Short Term Borrowings		-
Changes in Trade Payables	(47,030)	(1,47,325)
Changes in Other Current Liabilities		-
Changes in Short Term Provisions	9,38,108	200
Cash Flow before Prior Period and Extraordinary Items	21,16,517	8,51,137
Net Income tax Paid and Refunds	5,41,189	2,71,883
Cash Flow before Prior Period and Extraordinary Items	15,75,328	5,79,254
Cash Flow from Prior Period and Extraordinary Items		-
Net Cash Flow from Operating Activities -----(A)	15,75,328	5,79,254
Cash Flow from Investing Activities :		
Sales of Fixed Assets	-	-
Purchase of shares	-	-
Investment in Fixed Deposit	(49,35,139)	-
Investment in Non Current Asset	(261,84,803)	-
Net Cash Flow from Investing Activities -----(B)	(311,19,942)	-
Cash Flow from Financing Activities :		
Repayment of Short Term Borrowings	-	-
Issue of Share Capital	-	-
Securities Premium	-	-
Issue Expenses	-	-
Short Term Borrowings	-	-
Dividend Paid	-	-
Tax on Dividend	-	-
Repayment of Long Term Borrowings	-	-
Net Cash Flow from Financing Activities -----(C)	-	-
Net Increase in Cash and Cash Equivalents (A) + (B) + (C)	(295,44,614)	5,79,254
Cash & Cash Equivalents at the beginning of the period	296,86,122	291,06,867
Cash & Cash Equivalents at the end of the period	1,41,508	296,86,122
Cash in Hand	1,029	1,029
Balances with Banks	1,40,479	296,85,094
Total	1,41,508	296,86,122
For Ramanand & Associates	For and on behalf of the Board of Directors	
Chartered Accountants		
(FRN No: 117776W)		
CA Ramanand Gupta, (Partner)	Vishal Dedhia	Ketan Kataria
Membership No : 103975	Director	Director
30th May, 2016		

Notes to Financial Statements:**1 Corporate Information:**

Swojas Energy Foods Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is listed on BSE, however, currently the trading is suspended by BSE due to non-compliance with the Listing Agreement after commencement of liquidation proceedings.

2 Significant Accounting Policies:**2.1 Basis of preparation:**

The Financial Statements for the financial year 2015-16 have been prepared in accordance with the generally accepted accounting principles ('GAAP') applicable in India. The Company has prepared these financial statements to comply in all material respects with the provisions of the Companies Act, 2013 ('the Act') and accounting standards notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The financial statements are presented in Indian Rupees. All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013.

2.2 Use of Estimates:

The preparation of Financial Statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made by management that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

2.3 Revenue Recognition:

Income and expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from sales transaction is recognized as and when the significant risk and reward attached to ownership in goods is transferred to the buyer. However leave with wages and bonus is accounted on cash basis.

Prompt payment rebate and overdue charges are determined and accounted for on termination of the contracts.

2.4 Fixed Assets and Depreciation:

As on date, the Company does not have any tangible fixed assets and hence, no depreciation has been provided.

2.5 Investments:

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified under the Companies (Accounting Standards) Rules, 2006.

2.6 Impairment:

Since the Company did not have fixed assets during the financial year under review, the provision related to impairment of assets would not be applicable.

2.7 Borrowing Costs:

Since, the Company has not taken any loans, there was no expenditure towards borrowing costs during the financial year 2015-16.

2.8 Cash Flow Statement:

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.9 Taxation:

Current tax is determined as the amount of tax payable in respect of taxable income for the year computed in accordance with relevant provisions of Income Tax Act, 1961.

In accordance with the guidance note issued by the Institute of Chartered Accountants of India ('ICAI') on accounting for credit available in respect of Minimum Alternate Tax (MAT) under the Income Tax Act, 1961,

2.10 Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized only when there is a present obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liability are not recognized in the financial statements.

Contingent Assets are not recognized in the financial statements.

2.11 Earnings per Share:

The basic earnings per share are computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

2.12 Segment Reporting:

The Company used to originally sell milk and dairy products, however, its operations stopped completely after the commencement of winding up proceedings after 31st August 2000. Now the company is engaged in lending Short term Loans and Advances as a secondary activity and all other activities are discontinued.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 March, 2016

(Figures in Rupees)

		31 March, 2016	31 March, 2015
3. Share capital			
Authorised shares			
Equity shares of INR 10/-each		3100,00,000	3100,00,000
		3100,00,000	3100,00,000
Issued, subscribed and fully paid up shares			
Equity shares of INR 10/-each Fully Paid Up		3096,26,500	3096,26,500
Total issued, subscribed and fully paid-up share capital		3096,26,500	3096,26,500
(a) Reconciliation of the shares outstanding			
Equity Share		<i>No of Shares</i>	<i>No of Shares</i>
At the beginning of the period		309,62,650	309,62,650
Issued during the period		-	-
		309,62,650	309,62,650
(b) Details of shareholders holding more than 5% shares in the Company			
	%	%*	
Mr. Amar Kakaria	19.75	19.75	61,14,256
Ketan Kataria	19.75	19.75	61,14,257
Vishal Dedhia	39.49	39.49	122,28,512
4. Reserves and surplus			
Securities Premium Reserve			
Balance at the beginning of the Year		195,75,000	195,75,000
Add:- Securities Premium Credit On Shares		-	-
Less:- Premium Utilised For Various Reasons		-	-
Balance at the end of the Year		195,75,000	195,75,000
Surplus in the statement of profit and loss			
Balance as per last financial statements		(3010,28,665)	(2822,61,715)
Net profit/(loss) for the current year		12,10,230	10,14,873
Add: Adjustment Related to Liquidation Process		-	(197,81,823)
Net surplus in the statement of profit and loss		(2998,18,435)	(3010,28,665)
Total Reserves and Surplus		(2802,43,435)	(2814,53,665)
5. Other Long Term Liabilities			
Others		-	-
		-	-
6. Trade Payables			
Outstanding from more than one year		-	-
Others		17,54,551	18,01,581
		17,54,551	18,01,581
7. Short Term Provisions			
Provision for Income Tax		5,41,189	-

Provision for Expenses	200	200
Provision for employee benefit	2,32,019	-
Other Provision	1,64,900	-
	9,38,308	200
8. Non Current Investment		
Term Deposit	49,35,139	-
	49,35,139	-
9. Other Non Current Assets		
Advance Tax & TDS Receivable	7,81,606	2,88,494
Loans and Advances	261,84,803	-
	269,66,409	2,88,494
10. Other Current Assets		
Other Receivables	32,868	-
	32,868	-
11. Cash & Cash Equivalents		
(a) Balances with banks	1,40,480	13,94,396
(b) Cash in hand	1,029	1,029
(c) Short Term FD With Bank	-	282,90,697
	1,41,509	296,86,122
12. Other income		
Interest income	12,33,424	-
Interest income on FDR	11,57,694	20,69,418
Other	20,000	-
	24,11,118	20,69,418
13. Employee benefit expense		
Director's Remuneration	24,000	-
Salaries, wages and bonus	1,13,333	-
Contribution to EPF & ESI	-	-
Staff welfare expenses	-	-
	1,37,333	-
14. Other expenses		
Annual General Meeting Expenses	70,215	1,45,668
Advertisement Expenses	-	18,025
Internal Audit Fees	20,000	-
Audit Fees	50,000	45,600
Bank Charges	548	6
General Office Expenses	-	7,650
House Keeping Expenses	-	1,000
Liquidators Remuneration	20,000	2,40,000
Miscellaneous Expenses	23,021	3,890
Professional Charges	1,58,900	2,09,124
Printing & Stationery	94,750	270
Rent	84,500	1,02,000
Travelling & Conveyance	-	7,224
Interest On TDS	432	-
	5,22,366	7,80,457

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]

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 :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the First Annual General Meeting of the company, to be held on Thursday, 29th September, 2016 at 11.00 a.m. at Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune - 411 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2016		
2.	Re-Appointment of Mr. Vishal Dedhia pursuant to retirement by rotation eligible for re-appointment		
3.	Ratification of appointment of M/s. Ramanad & Associates , Chartered Accountants as Statutory Auditors & fixing their remuneration		

* Applicable for investors holding shares in Electronic form.

Signed this ____ day of ____ 20__

Affix Revenue Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder across
Revenue Stamp

Note:

- 1) 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.
- 2) The proxy need not be a member of the company

SWOJAS ENERGY FOODS LIMITED**Registered Office:** 77, Vijayanagar Colony, 2147, Sadashiv Peth, Pune - 411 030**CIN:** U15201PN1993PLC074424**ATTENDANCE SLIP**

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the Annual General Meeting of the members of Swojas Energy Foods Limited will be held on Thursday, 29th September, 2016, at 11.00 a.m. at Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune - 411 004

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

----- ✕ ----- ✕ ----- ✕ -----

EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

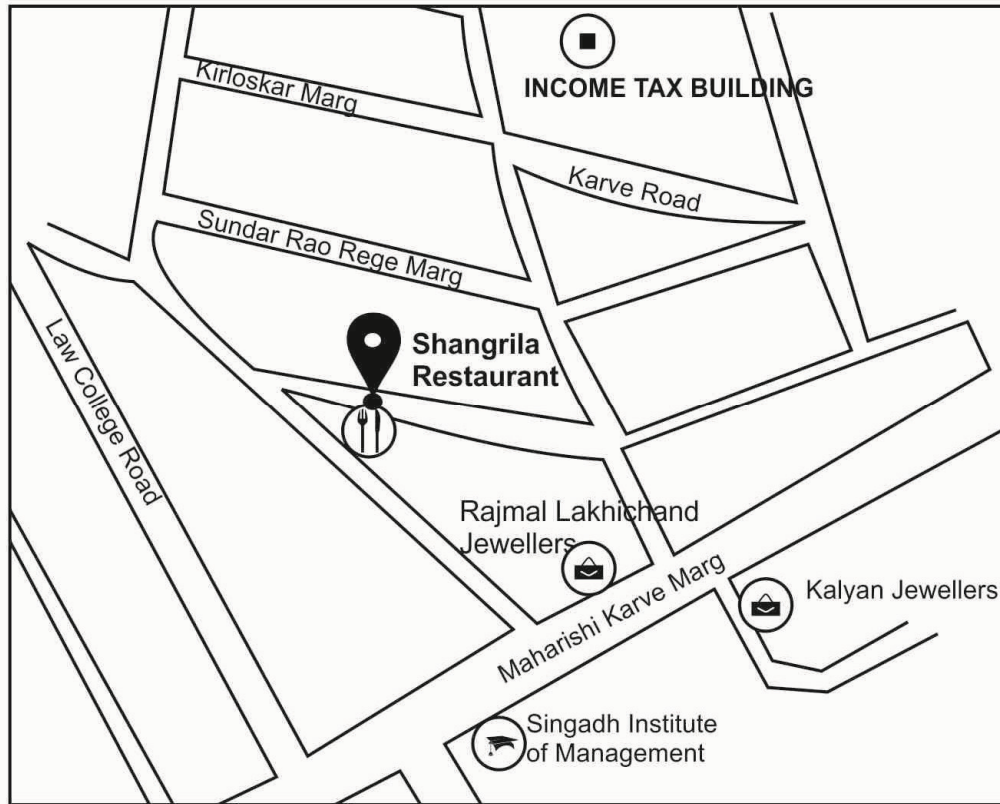
Note: E-voting period: 26th September, 2016 at 9.00 a.m. IST and ends on 28th September, 2016 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

(Member's /Proxy's Signature)

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING

Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune - 411 004



BOOK-POST

SWOJAS ENERGY FOODS LIMITED
77, Vijaynagar Colony, 2147,
Sadashiv Peth, Pune 411 030