



Swadeshi

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

Ref :

Date :

Date: 29.05.2024

To,
BSE Limited,
Dept. of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

Company Security Code – 506863

Sub.: Annual Secretarial Compliance Report for the year ended 31st March, 2024.

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the relevant circular(s) issued by SEBI/Stock Exchanges from time to time, please find enclosed the Annual Secretarial Compliance Report issued by Ms. Sindhu Nair of M/s. Sindhu Nair & Associates Practicing Company Secretary and the Secretarial Auditor of the Company, for the financial year ended 31st March, 2024.

Kindly take the same on your records.

Thanking you,

For SWADESHI INDUSTRIES AND LEASING LTD

GAURAV JAIN
MANAGING DIRECTOR
DIN: 06794973

GAURAV
JAIN

Digitally signed by
GAURAV JAIN
Date: 2024.05.29
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SINDHU NAIR & ASSOCIATES

PRACTISING COMPANY SECRETARIES

102, First Floor, Kshitij Annpurna CHS Ltd, Shivsena Bhavan Path, Shivaji Park, Dadar (W), Mumbai – 400 028
Tel. : 99207 90002 / 022 2732 0208 / 09 | Email : sindhu.nair.cs@gmail.com

ANNUAL SECRETARIAL COMPLIANCE REPORT of SWADESHI INDUSTRIES AND LEASING LIMITED for the year ended 31st March, 2024

(Pursuant to Regulation 24A(2) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 read with circular dated 8th February 2019 issued by SEBI)

To

SWADESHI INDUSTRIES AND LEASING LIMITED

Shop 117, 1st Floor, V Mall, Thakur Complex,

Western Express highway, Kandivali East, Mumbai, Maharashtra, India, 400101

I, SINDHU G NAIR, Practising Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **SWADESHI INDUSTRIES AND LEASING LIMITED** (“the listed entity”),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended 31st March, 2024 (“Review Period”) in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act,1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder ; and
- (b) The Securities Contract (Regulation) Act,1956 (“SCRA”), rules made thereunder and the Regulation, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI Act”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) (Amendment) Regulations, 2018;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars / guidelines issued thereunder.



And based on the above examination, I hereby report that, during the review period

I. (a) The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below :-

Sr. No.	Compliance Requirement (Regulations/ Circulars /Guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports :

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous reports) (PCS))	Observations Made in the Secretarial compliance report for the year ended 31.03.2023	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and Actions taken / Penalty imposed, if any, on the listed Entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the Actions taken by the listed Entity
NIL						

II. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
1.	Secretarial Standard: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by Institute of Company Secretaries of India (ICSI).	Yes	



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated as per the regulations/ circulars/ guidelines issued by SEBI. 	<p>Yes</p> <p>Yes</p>	
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the listed entity is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	<p>Yes</p>	
5.	<p><u>Details related to subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>N.A.</p> <p>N.A.</p>	<p>The company does not have any material subsidiary.</p>
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of</p>	<p>Yes</p>	



	Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.		
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions. (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee.	Yes N.A.	The Company has obtained prior approval of Audit Committee for all Related party transactions
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	



Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observation/Remarks by PCS
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	Yes	<p>Statutory Auditor, M/s Harish Hedge & Co., Chartered Accountant (Firm Registration No. 128540W), resigned from the Company with effect from 31st January, 2024. Casual Vacancy of M/s Harish Hedge & Co. was filled by M/s D G S M & Company, Chartered Accountant, through Postal Ballot held on 22nd March, 2024.</p> <p>After Closure of Financial Year following changes have taken place:</p> <ul style="list-style-type: none"> • Resignation of Statutory Auditor M/s D G S M & Company, Chartered Accountant with effect from 30th April, 2024. • Casual Vacancy of M/s D G S M & Company, Chartered Accountant was filled M/s G C A S & Associates, Chartered Accountant through Extra ordinary general meeting held on 27th May, 2024.
13.	<p><u>Additional Non-compliances, if any:</u></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as required above</p>	Yes	



Assumptions and Limitations of scope and Review

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For SINDHU NAIR & ASSOCIATES

(SINDHU G NAIR)
Practicing Company Secretary
Proprietor
(FCS-7938, CP-8046)
UDIN: F007938F000480696

Place: Mumbai
Date : 29-05-2024