

Ref :

Date :

Date: 22nd March, 2024

To,
BSE Limited,
Dept. of Corporate Services,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.32

Company Security Code – 506863

Dear Sir/Madam,

Sub: Voting Results of Postal Ballot Through remote e-voting process & Disclosure under Regulation 30 for Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is in furtherance to our letter dated, February 20, 2024, submitting the Postal Ballot Notice along with the Explanatory Statement (“Notice”), seeking approval of the Members of the Company by way of Resolutions through remote e-Voting process. The details of the resolution is given below:

Sr.No.	Type of Resolution	Description of Resolution
1	Ordinary Resolution	1.To appoint M/s. D G S M & Co. as Statutory Auditor to fill casual vacancy caused by the Resignation of M/s. Harish Hegde & Co (FRN: 128540W) Chartered Accountants.
2	Special Resolution	2.To Sale Of Undertaking Under Section 180 (1) (A) of the Companies Act,2013



Gaurav Jani

The remote e-voting process concluded on Friday, March 22, 2024 at 5.00 p.m.(IST), post which the Scrutinizer has submitted his Report on the Results of the Postal Ballot. Based on the Report of the Scrutinizer, we hereby inform you that the Members of the Company have duly passed the above Resolution with requisite majority.

In this regard, please find enclosed the following:

Voting Results of the Postal Ballot activity through remote e-voting in relation to special Business as required under Regulation 44(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015-Annexure A


Report of Scrutinizer Mr. Sanjay Dholakia, Practicing Company Secretary Dated 22nd March, 2024 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014-Annexure B

Kindly take the above on your records

Thanking you,

Yours faithfully,

For SWADESHI INDUSTRIES AND LEASING LIMITED


GAURAV JAIN
Managing Director
DIN: 06794973



Encl: As Above

Details of Voting Results

ADDETAILS OF VOTING RESULTS BY POSTAL BALLOT

Date of the Postal Ballot Notice	Tuesday, 20 th February, 2024
Cut-Off Date	Friday, 16 th February, 2024
Voting Start Day, Date and Time	Thursday, February 22, 2024
Voting End Day, Date and Time	Friday, March 22, 2024
Total number of shareholders on record date	10928
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through VC/OAVM Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

B.RESULTS OF THE POSTAL BALLOT

Sr.No.	Particulars	Resolution Required	Mode of Voting	Remarks
1.	To appoint M/s. D G S M & Co. as Statutory Auditor to fill casual vacancy caused by the Resignation of M/s. Harish Hegde & Co (FRN: 128540W) Chartered Accountants.	Ordinary Resolution	Remote E-Voting	Passed with requisite Majority
2.	To Sale Of Undertaking Under Section 180 (1) (A) of the Companies Act,2013	Special Resolution	Remote E-Voting	Passed with requisite Majority

For SWADESHI INDUSTRIES AND LEASING LIMITED

Lawrayani

GAURAV JAIN
Managing Director
DIN: 06794973



Agenda-wise disclosure:

Mode of voting for all resolutions: Postal Ballot.

Item No.1- To appoint M/s. D G S M & Co. as Statutory Auditor to fill casual vacancy caused by the Resignation of M/s. Harish Hegde & Co (FRN: 128540W) Chartered Accountants.

Resolution required: (Ordinary/Special)	Whether promoter/ promoter group are interested in the agenda/resolution?	Ordinary Resolution	No	No	No	No	No	No	No
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Polled outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	3080850	3080850	100	3080850	0	100	0	0
	Poll	3080850	0	0.00	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0	0
	Total	3080850	3080850	100.00	3080850	0	100	0	0
Public- Institutions	E-Voting	0	0	0	0	0	0	0	0
	Poll	50	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0	0
Public- Non Institutions	E-Voting	0	0	0	0	0	0	0	0
	Poll	7737050	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0	0
	Total	7737100	35168	0.45	34768	400	98.86	1.14	0
	Total	7737100	35168	0.45	34768	400	98.86	1.14	0
	Total	10817950	3116018	28.80	3115618	400	99.99	0.01	0



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Item No.2- To Sale of Undertaking Under Section 180 (1) (A) of the Companies Act,2013

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (Total) (1)	No. of votes polled (2)	% of Pollled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes-infavour (4)	No. of Votes-against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3080850	3080850	100	3080850	0	100	0
	Poll	3080850	0	0.00	0	0	0	0
	Postal Ballot (if applicable)	0	0	0.00	0	0	0	0
	Total	3080850	3080850	100.00	3080850	0	100	0
Public-Institutions	E-Voting	50	0	0	0	0	0	0
	Poll	50	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public-Non Institutions	E-Voting	7737050	0	0	0	0	0	0
	Poll	7737050	0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total	7737100	35168	0.45	33418	1750	95.02	4.98
	Total	10817950	3116018	0.45	33418	1750	95.02	4.98
	Total	10817950	3116018	28.80	3116018	1750	99.94	0.06

FOR SWADESHI INDUSTRIES AND LEASING LIMITED

Gaurav Jain

GAURAV JAIN
Managing Director
DIN: 06794973





SANJAY DHOLAKIA & ASSOCIATES

COMPANY SECRETARIES

BCOM LLB FCS

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

REPORT OF SCRUTINIZER

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)

To,
The Chairman
SWADESHI INDUSTRIES AND LEASING LTD
117, 1ST Floor, V Mall, Thakur Complex,
Western Express Highway, Kandivali (East), Mumbai-400101

Dear Sir,

I, Sanjay R. Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, pursuant to the resolution passed by the Board of Directors of **SWADESHI INDUSTRIES AND LEASING LTD** ("the Company") on 12th February, 2024 have been appointed as the Scrutinizer for the purpose of scrutinizing the Postal Ballot process including voting through electronic means ("**e-voting / Remote e-voting**") in a fair and transparent manner pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December, 2021, 3/2022 dated 05th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 (hereinafter referred to as "**MCA Circulars**") and read with the Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (hereinafter referred as "**SEBI Circulars**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, and any other applicable law, rules and regulations, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), in respect of the Resolutions as set out in the Postal ballot Notice dated 20th February, 2024 ("**Postal Ballot Notice**") seeking approval of the shareholders for below mentioned Agenda:

1. To appoint M/s. D G S M & Co. as Statutory Auditor to fill casual vacancy caused by the Resignation of M/s. Harish Hegde & Co (FRN: 128540W) Chartered Accountants
2. To Sale Of Undertaking Under Section 180 (1) (A) of the Companies Act, 2013



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

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Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution, as set out in the Postal Ballot Notice.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes casted "in favour" or "against" the Resolution, as set out in Item No.1 to 4 of the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the Link Intime India Private Limited ("LI IPL"), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

Further in addition to the above, I submit my report as under:

- The Postal Ballot Notice with necessary statement setting out the material facts under Section 102 of the Act were sent through electronic mail to those members whose names appeared in the Register of Members/ List of Beneficiaries as on 16th February, 2024 ("cut-off date") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- The Members of the Company holding shares as on the cut-off date were entitled to vote on the proposed resolution as set out in Item No. 1 and 2 of the Postal Ballot Notice.
- The remote e-voting period remained open from Thursday, 22nd February, 2024, 9:00 A.M. to Friday, 22nd March, 2024, 5:00 P.M. During the said period, the Members of the Company, holding shares as on the cut-off date were entitled to vote on the resolution set out in the Postal Ballot Notice through remote e-voting.
- The e-voting module of LI IPL was disabled on Friday, 22nd March, 2024 at 5:00 P.M. and I, as the Scrutinizer, unblocked the votes casted, on 22nd March 2024 at 5:03 P.M. in the presence two witnesses who are not in employment of the Company.
- I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of LI IPL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
- Details of E-voting are as under:



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1. 1. To appoint M/s. D G S M & Co. as Statutory Auditor to fill casual vacancy caused by the Resignation of M/s. Harish Hegde & Co (FRN: 128540W) Chartered Accountants

Passed as a **Ordinary Resolution** as follows:

- a) Details of Votes in favour and against the resolution

	Remote E voting	Percentage (%)
A. Votes in favour of Resolution		
Promoters & Promoter Group	3080850	98.87
Public Shareholders	34768	1.12
Total (A)	3115618	99.99
B. Votes against the resolution		
Promoters & Promoter Group	--	--
Public Shareholders	400	0.01
Total (B)	400	0.01
Grand Total (A+B)	3116018	100

- b) Details of Invalid & Abstained Votes

	Invalid Votes		Abstained from Voting	
	No. of Members	No. of votes casted	No. of Members	No. of votes casted
Promoters & Promoter Group	--	--	--	--
Public Shareholders	--	--	-	-
Total	--	--	-	-



SANJAY DHOLAKIA & ASSOCIATES

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2. To Sale Of Undertaking Under Section 180 (1) (A) of the Companies Act,2013

Passed as a **Special Resolution** as follows:

a) Details of Votes in favour and against the resolution

	Remote E voting	Percentage (%)
A. Votes in favour of Resolution		
Promoters & Promoter Group	3080850	98.87
Public Shareholders	33418	1.07
Total (A)	3114268	99.94
B. Votes against the resolution		
Promoters & Promoter Group	--	--
Public Shareholders	1750	0.06
Total (B)	1750	0.06
Grand Total (A+B)	3116018	100

b) Details of Invalid & Abstained Votes

	Invalid Votes		Abstained from Voting	
	No. of Members	No. of votes casted	No. of Members	No. of votes casted
Promoters & Promoter Group	--	--	--	--
Public Shareholders	--	--	-	-
Total	--	--	-	-



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- Based on the aforesaid result, I report that the Ordinary/ Special Resolution as set out in Item No. 1 and 2 of the Postal Ballot Notice have been passed by the members through remote E-voting with requisite majority under the provisions of the Act.
- The electronic data and all other relevant records relating to remote e-voting are handed over to Ms. Shruti Jain, Company Secretary and Compliance Officer, for safe custody.

You may kindly consider the aforesaid position of the votes cast by the Members, through remote e-voting and declare the result accordingly.

Thanking you.

For SANJAY DHOLAKIA & ASSOCIATES

Sanjay Digitally signed
by Sanjay
Rasiklal Rasiklal Dholakia
Dholakia Date: 2024.03.22
18:55:59 +05'30'

Sanjay R Dholakia
Practicing Company Secretary
Proprietor

Membership No.: 2655

CP No.:1798

Peer Reviewed Firm No. 2036/2022

Place: Mumbai

Date: 22nd March, 2024

UDIN: F002655E003623525