



Swadeshi

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

Ref :

Date :

Date: 29th July, 2023

To,
The Deputy Manager
Corporate Relations Department,
BSE Limited,
P.J.Towers, Dalal Street,
Mumbai 400001

Fax No. 2272 2061/41/39/37

Dear Sir/Ma'am,

Ref No: - Company Code No. – 506863

Sub: Submission of Notice and Annual Report of 39th Annual General Meeting

This is to inform you that 39th Annual General Meeting (AGM) of Members of the Company will be held on Friday, 25th August, 2023 at the registered office of the company at 72, Telipada Kaneri, Bhiwandi Thane 421302, to transact the business as stated in the Notice dated 26th July, 2023 convening the said AGM.

Further, Pursuant to Regulation 34(1) and Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments made thereunder, we are submitting herewith the Annual Report of the Company for the FY 2022-23 along with the Notice of AGM which was being sent to the Members by the permitted mode(s) on 01.08.2023. The Annual Report for the financial year 2022-23 is also available on the, website of the Company i.e. www.swadeshiglobal.com.

Kindly take the same on your records and oblige.

Thanking you.

Yours faithfully,

For SWADESHI INDUSTRIES AND LEASING LIMITED

Gaurav Jain
GAURAV JAIN
Managing Director
DIN: 06794973



72, Telipada, Kaneri, Bhiwandi, Thane-421302, Email: Compliance@Swadeshiglobal.Com,
Swadeshiindltd@Gmail.Com Web: Site: Swadeshiglobal.Com

email : compliance@swadeshiglobal.com, website : swadeshiglobal.com

Swadeshi Industries & Leasing Limited

CIN: L45209MH1983PLC031246

39th Annual Report

2022-23

SWADESHI INDUSTRIES AND LEASING LIMITED

BOARD OF DIRECTORS

| | |
|-------------------------------|---------------------------------|
| Mr. Gaurav Jain | (DIN 06794973 Managing Director |
| Mrs. Indira Dhariwal | (DIN 02524743 Director |
| Mrs. Krishna Kamal kishorVyas | (DIN 07444324 Director |
| Mr. Amit Kumar | (DIN 06393899 Director |

BOARD COMMITTEE

| Audit Committee | Nomination & Remuneration Committee | Stakeholders' Relationship Committee | Share Transfer Committee |
|-----------------------------|-------------------------------------|--------------------------------------|-----------------------------|
| Amit Kumar, <i>Chairman</i> | Amit Kumar, <i>Chairman</i> | Amit Kumar, <i>Chairman</i> | Amit Kumar, <i>Chairman</i> |
| Indira Dhariwal | Indira Dhariwal | Indira Dhariwal | Indira Dhariwal |
| Krishna Vyas | Krishna Vyas | Krishna Vyas | Krishna Vyas |
| Gaurav Jain | Gaurav Jain | Gaurav Jain | Gaurav Jain |

KEY MANAGERIAL PERSONNEL

| | |
|---------------------------------|---|
| Mr. Gaurav Jain | <i>Chairman & Managing Director</i> |
| Mr. Vikas Kushalchand Sanklecha | <i>Chief Financial Officer</i> |
| Ms. Shruti Jain | <i>Company Secretary & Compliance Officer</i> |

AUDITOR

M/s. Harish Hegde & Company, Chartered Accountants,

D - 211, Ghatkopar Industrial Premises, Behind R - City Mall, Off L.B.S.Marg, Ghatkopar (West), Mumbai, Maharashtra 400086

BANKERS

HDFC Bank Limited
(Borivali East Branch, Mumbai)

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.
C 101,247 Park, L. B. S. Marg, Vikhroli (W), Mumbai -400 083
T.No.: 022-49186000 Fax No.: 022-49186060
Email – mumbai@linkintime.co.in.

REGISTERED OFFICE

72, Telipada Kaneri, Bhiwandi Thane MH 421302

Phone 9326321829 Email: compliance@swadeshiglobal.com Website: www.swadeshiglobal.com

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NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **SWADESHI INDUSTRIES AND LEASING LIMITED** (CIN: L45209MH1983PLC031246) will be held on Friday, 25th August, 2023 at 2.30 PM IST. at the Registered Office of the Company at 72, Telipada Kaneri, Bhiwandi Thane 421302 to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the audited financial statements and the reports of the Board of Directors and Auditors thereon for the financial year ended on 31st March, 2023.
- 2) To appoint a Director in place of Mr. Gaurav Jain (Din 06794973) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- 3) To alter Objects Clause of Memorandum of Association of the Company.

To consider and if thought fit, to pass the following Resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, if any) read with the rules framed thereunder, as amended till date, consent of the shareholders be and is hereby accorded to alter the objects clause of the Memorandum of Association of the Company in the manner as mentioned hereunder:

(a) To add the following sub-clauses to the main objects after the sub clause no.11 under Clause III (A) of Memorandum of Association of the Company, which reads as under: -

12. To carry on the business, whether in India or abroad, of sourcing, processing, manufacturing, branding, dealing, trading, distributing, packing, re-packing, milling, storing, transporting, buying, selling and otherwise dealing in any manner all types of food and food products like rice, wheat, wheat flour, grains, cereals, pulses, besan, soya badi, soya value added products derived from crushing of soya seeds, sugarcane, raw and refined sugar and its derivatives, spices, chutnies, all masalas, all type of edible oils and oil seeds, fruits and vegetables, fruit products, ready to cook and ready to eat foods of all types like khichdi, pasta, noodles, masala mixes, vegetarian and non-vegetarian food products, All kind of dry fruits dairy products, milk products, bakery products like cakes, pastries, chocolates, biscuits, breakfast foods, protein foods, wheat flakes, sea foods, processed foods, tea, coffee, cocoa or any other beverages and all kinds of fast moving consumer goods and products.
13. To carry on the business as manufacturers, sellers and traders/ distributors of soaps, soap noodles, refined glycerine, fatty acid, stearic acid, various other oleo chemical derivatives, cosmetics, perfumes and other toilet requisites, personal hygiene products like hand wash, sanitizers, toilets soaps, perfumes, laundry soaps, detergents, dish wash bars and other various personal care and household consumer products/ durables of all kinds.
14. To undertake job work for processing, re-processing, crushing, extracting, refining, blending, mixing, preparing, formulating and packing of all types crude/refined edible or non-edible oils, all oleo chemical products, all type of seeds and all type of food products including ready to cook and ready to eat foods of all types, dairy products, milk products, bakery products or any other beverages and all kinds of fast moving consumer goods and products under the brand name of other registered proprietary holders or even unbranded products and to facilitate the sale of such products by leveraging the supply chain and distribution network of the Company.
15. To carry on business of/and/or to own, operate, runs supermarket/s, chain store/s, departmental stores/s, undertaking/s, retailing, merchandising, franchising, wholesale marketing and to act as Franchisors and Franchisees, Retailers, Wholesale outlets, to develop, promote and sell own products, brand names, supply chain management, on line trading systems, offering consolidation via internet, telephone, E-commerce,

SWADESHI INDUSTRIES AND LEASING LIMITED

satellite, brick and mortar and other communication applications and through other retailing modes, servicing, business to business and business to consumer for all kinds of products.

16. To Carry on the business of Renting, Leasing of all agro processing machinery and equipment's on rental basis to other MSMEs

“RESOLVED FURTHER THAT the existing sub-clauses no. 12 to 52 of Clause III B “Objects Incidental or Ancillary to the attainment of Main Objects” be hereby renumbered accordingly after the sub-clauses of Clause III(A) of Memorandum of Association of Company.

“RESOLVED FURTHER THAT any one of the Directors viz., Gaurav Jain or Shruti Jain, Company Secretary be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.”

- 4) To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.Nitin Kumar Radheshyam Sharma (DIN: 06442840), who was appointed as an Additional Independent Director of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five years, with effect from 25th August, 2023 and whose office shall not be liable to retire by rotation.

“RESOLVED FURTHER THAT any one of the Directors viz., Gaurav Jain or Shruti Jain Company Secretary be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolution, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution.”

- 5) To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 12 and any other provisions applicable, if any, of the Companies Act, 2013, the consent of the members be and is hereby accorded for shifting of the Registered Office of the Company from 72, Telipada, Kaneri, Bhiwandi, Thane-421302 to 303, Apollo Arcade, R. K. Singh Marg, Off Old Nagardas Road, Near Sona Udyog, Andheri East, Mumbai – 400 069

“FURTHER RESOLVED THAT, Board of Directors of the Company, be and are hereby severally authorised to file the necessary forms and take suitable action for implementation of the above said decision of the Board.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised to take such further steps and to do such acts and deeds as they may deem necessary and proper in this matter.”

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

GAURAV JAIN
DIN: 06794973
Managing Director

Date: 26.07.2023
Place: Mumbai

SWADESHI INDUSTRIES AND LEASING LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total paid up capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Register of Members and Share Transfer Register of the Company will remain closed from Saturday, 19th August, 2023 to Friday 25th August, 2023 (both days inclusive).
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM on its behalf and to vote during the meeting. The said resolution/authorization shall be sent to the Scrutinizers by email through its registered email address with a copy marked to the Company.
4. The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.
5. In terms of the provisions of Section 152 of the Act, Mr. Gaurav Jain (Din 06794973) Director of the Company, retire by rotation at the Meeting and being eligible offers himself for re-appointment.
6. Electronic copy of the Annual Report 2022-2023, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual Report 2022-2023, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
7. The route map for venue of the meeting is annexed to this notice.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialized form.
9. Members can contact the Company or Company’s Registrars and Transfer Agents, Link Intime India Private Limited, for assistance in this regard. Members may also refer to Frequently Asked Questions (“FAQs”) on Company’s website: www.swadeshiglobal.com.
10. The Members are requested to:
 - 1) Intimate any change in their address to the Registrars and Transfer Agents, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083.
 - 2) Quote their Folio No. /Client ID No. in their correspondence with the Company/Registrar and Share Transfer Agents.
 - 3) Send their queries at least 10 days in advance so that the required information can be made available at the meeting.
 - 4) Intimate Registrar and Share Transfer Agents M/s. Link Intime India Private Limited for consolidation of their folios, in case they are having more than one folio.
11. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. The Company has engaged the services of the National Securities Depository Limited (“NSDL”) for facilitating remote e-voting for the said meeting to be held on 25th August, 2023. The Shareholders are requested to follow the instructions mentioned in Note below.
13. The Company is supporting “Green Initiative in Corporate Governance”, a step taken by the Ministry of Corporate Affairs wherein the service of various documents including Notice, Directors’ Report, Annual Accounts and various correspondences by a Company can be made through electronic mode which shall also be following the provisions of Section 20 of the Companies Act, 2013.

Supporting this initiative, the Company sends its Annual Report to the members whose email ids are available in electronic form. To support this initiative in full measure, Members who have not registered their email address with the Depository through their concerned Depository Participants (DPs) are requested to register the same with their DPs. Members who hold shares in physical form are requested to register their email address with M/s. Link Intime India Pvt. Ltd, C/101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.

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In case you desire to receive the documents mentioned above in physical form or register or change your email address, you are requested to send an e-mail to compliance@swadeshiglobal.com

14. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The Company is providing the facility of casting votes through the electronic voting system (e -Voting) under an arrangement with the NSDL National Securities Depositories Limited (NSDL).
15. The members shall note that the facility for voting shall also be provided at the meeting through polling paper and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.
16. The voting by Shareholders through the remote e-voting shall commence at 9.00 a.m. on Tuesday 22nd August, 2023 and shall close at 5.00 p.m. on Thursday 24th August, 2023. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday 18th August, 2023 i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the Meeting and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote during the Meeting.
17. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. Friday on Friday 18th August, 2023.
18. The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Friday 18th August, 2023 only shall be entitled to vote on the resolutions set out in this Notice. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
19. Any person, who acquires shares of the Company and become member of the Company after emailing of the notice and holding shares as of the cut-off date i.e 28th July, 2023 may obtain the login ID and password by sending a request at email ID evoting@nsdl.co.in or RTA email ID ashok.sherugar@linkintime.co.in
20. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact at the following toll free no.: 1800-222-990.
21. Any queries/ grievances in relation to the voting by e-voting may be addressed to the Company Secretary of the Company through email at compliance@swadeshiglobal.com, or may be addressed to NSDL at evoting.nsdl.co.in.
22. The Board of Directors has appointed Mr. Sanjay Dholakia (Membership No. 2655, C.P. NO. 1798) M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

23. Instructions for e-Voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

The remote e-voting period begins on 9.00 a.m. on Tuesday 22th August, 2023 and shall close at 5.00 p.m. on Thursday 24th August, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th August, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th August, 2023.

The details of the process and manner for remote e-Voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies,

SWADESHI INDUSTRIES AND LEASING LIMITED

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period Ifyou are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div> |

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| | |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll +91 22 48867000 and +91 22 24997000</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at contact at toll free no. 1800225533</p> |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@swadeshiglobal.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested

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scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (compliance@swadeshiglobal.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
24. Details of Directors seeking re-appointment as per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015 and Secretarial Standards -2 issued by the Institute of Company Secretaries of India at the forth coming Annual General Meeting:

| Name of the Director | Mr Gaurav Jain | Mr Nitin kumar Radheshyam Sharma |
|--|---|---|
| Age | 43 years | 45 Years |
| Nationality | Indian | Indian |
| Qualifications | B.Com | Doctorate, L.L.B., L.L.M., Master in Social Work, B.Sc, EPBM |
| Experience (including expertise in specific functional area)/ Brief Resume | Expert in Manufacturing of Textile Cloth. & Experience of Financial & Management | He Have an experience in Business Development, Account Management & Strategy Management, Profitability Management, Budgeting & Cost Optimisation, Go- To- Market & Retail Management and Industrial Relations & Legal Representation. |
| Date of First Appointment on the Board | 10/02/2014 | 26/07/2023 |
| Number of shares held in the Company (singly or jointly as firstholder) as on 31 st March, 2023 | NIL | NIL |
| Number of meetings of the Board attended during the financial year(2022-2023) | 4 | NA |
| Directorships of other Boards as on 31 st March, 2023 | 1. Manibhadra Retail Private Limited 2. Bhanaji Solar Power Private Limited 3. Aquamarine Infra Solutions Private Limited 4. Lalima Buildcon Private Limited 5. Nageshwar Power Private Limited | 1. KALYANEE BUSINESS SOLUTIONS PRIVATE LIMITED |
| Chairmanship/ Membership of the Committee(s) of the Board of Directors of other companies in which he/she is a Director as on 31 st March, 2023 | -- | |