

Ref :

Date :

Date: 02nd September, 2021

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

Dear Sir,

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

Ref: Scrip Code- ~~51~~ 506863

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith 37th Annual Report of the Company.

Kindly take the above on your records.

Thanking you,

Yours faithfully,

For SWADESHI INDUSTRIES AND LEASING LTD

Gaurav Jain

GAURAV JAIN
MANAGING DIRECTOR
DIN: 06794973



Swadeshi Industries & Leasing Limited

CIN: L45209MH1983PLC031246

37th Annual Report

2020-21

BOARD OF DIRECTORS

Mr. Gaurav Jain	(DIN 06794973)Managing Director
Mrs. Indira Dhariwal	(DIN 02524743)Director
Ms. Krishna KamalkishorVyas	(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. VikasKushalchandSanklecha	<i>Chief Financial Officer</i>
Ms. Shruti Jain	<i>Company Secretary & Compliance Officer</i>

AUDITOR**M/s. Dhawan & Co., Chartered Accountants,**

404B, Bajrang Building, Maruti Nagar Complex, Dahisar (E), Mumbai- 400068Tel: 8652494370 ,E-mail: gupta9404@gmail.com

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

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

w.e.f : 1st April 2021

BANKERS

HDFC Bank Limited
(Borivali East Branch, Mumbai)
T.No.: 022-49186000 Fax No.: 022-49186060 Email – mumbai@linkintime.co.in.

REGISTRARS & SHARE TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd.
C 101,247 Park, L. B. S. Marg, Vikhroli (W), Mumbai -400 083

REGISTERED OFFICE

72, Telipada Kaneri, Bhiwandi Thane 421302

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

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NOTICE

NOTICE is hereby given that the 37th ANNUAL GENERAL MEETING of the Members of **SWADESHI INDUSTRIES AND LEASING LIMITED** (CIN: L45209MH1983PLC031246) will be held on 29th September, 2021 at 11.00A.M.IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider, approve and adopt the Audited Financial statements of the Company comprising of Balance Sheet as at 31st March 2021, Profit and Loss Accounts (Statements of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Mr. Gaurav Jain (Din 06794973) who retires by rotation and being eligible offers himself for re-appointment.
- 3) To consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and pursuant to the recommendations of Audit Committee to appoint M/s. Harish Hegde & Company, (FRN No.: 128540W) Chartered Accountant, who offered themselves for appointment. M/s. Harish Hegde & Company, (FRN No.: 128540W) Chartered Accountant, have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for a period of Five years commencing from Financial Year 2021-22 to 2025-2026 on such remuneration as may be mutually agreed upon between the Board of Director of the Company and the Auditors, in addition to re-imbursment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

- 4) To re-appoint Mrs. Krishna Kamalkishor Vyas (DIN: 07444324), as an Independent Director of the Company and in this regard, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and Part D of Schedule II of the Listing Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time as recommended by Nomination and Remuneration Committee, Mrs. Krishna Kamalkishor Vyas (DIN: 07444324), who was appointed as an Independent Director w.e.f 23rd September, 2016 and who holds office as an Independent Director upto the 22nd September, 2021 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013; who is eligible for re- appointment and who has given a notice in writing under Section 160 of the Companies Act, 2013, signifying her intention as a candidate for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 23rd September, 2021 upto 22nd September, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

- 5) To re-appoint Mr. Gaurav Jain (DIN: 06794973), as Managing Director of the Company and in this regard, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to such consent and permission, as may be required, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Gaurav Jain (DIN: 06794973) as Managing Director of the Company for a period of 5 Years with effect from 1ST April 2021 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper to give effect to this resolution”.

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

GAURAV JAINDIN: 06794973
Managing Director

Registered Office:

Munisuvrat Complex, Phase III, Building.A 1, 1st floor, Near AnjurPhata, Bhiwandi Thane MH
421302 IN

Date: 12th August, 2021 Place: Mumbai

CIN: L45209MH1983PLC031246

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circular dated 8th April, 2020 and 13th April, 2020 (collectively referred to as (“MCA circular”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVN, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Obligations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
3. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
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. 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.
7. 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 through VC / OAVM on its behalf and to vote through remote e- voting. The said resolution/authorization shall be sent to the Scrutinizers by email through its registered email address with a copy marked to the Company.
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 Register of Members and Share Transfer Register of the Company will remain closed from Thursday,23rd September, 2021 to Wednesday 29th September, 2021 (both days inclusive).
11. 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.
12. To support the “Green Initiative for Paperless Communications” Members who have not yet registered their email ids are requested to register the same with their DPs in case the shares are held in electronic form and with Company’s RTA in case the shares are held in physical form.
13. 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.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email address are registered with Company/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company’s website and Website of Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. 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 29th September,2021.The Shareholders are requested to follow the instructions mentioned in Note below.
17. The voting by Shareholders through the remote e-voting shall commence at 9.00 a.m. on Sunday 26th September, 2021 and shall close at 5.00 p.m. on Tuesday 28th September, 2021. During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday 22nd September, 2021 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 through VC / OAVM facility 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 through e-voting system during the Meeting.

18. The Shareholders of the Company can opt only one mode for voting i.e. remote e-voting or e-voting during the meeting. Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
19. The Shareholders of the Company attending the Meeting, who have not cast their vote through remote e- voting shall be entitled to exercise their vote during the Meeting by VC/ OAVM. Equity shareholders who have cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote during the Meeting.
20. 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. Wednesday 22nd September, 2021.
21. The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Wednesday 22nd September, 2021 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.
22. 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 20th August, 2021 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.
23. 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.
24. The Members can join the Meeting through VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the Meeting. The facility of participation at the Meeting through VC/OAVM will be made available for 1000 members on first come first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the Meeting without any restriction on account of first-come first-served principle.
25. 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.
26. 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.
27. 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 Sunday 26th September, 2021 and shall close at 5.00 p.m. on Tuesday 28th September, 2021. 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. 22nd September, 2021, 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 22nd September, 2021.

- iii) The Company has appointed Mr. Sanjay Dholakia–Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given in the Notice. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions are requested to refer the instructions provided in the Notice.
- iv) Members who are present in meeting through video conferencing facility and have not casted their vote on resolutions through remote e-voting shall be allowed to vote through e-voting system during the meeting.
- v) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”

- vi) 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

- 1. 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, 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
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>

	<p>3. 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 or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <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>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. 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.</p> <p>2. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. 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>
<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 or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use

ForgetUser 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting 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?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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
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
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

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 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE ASUNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE ASUNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at compliance@swadeshiglobal.com. The same will be replied by the company suitably.

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.
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 at evoting@nsdl.co.in
 4. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-Voting (votes cast during the AGM and votes cast through remote e-Voting) and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
 5. The result declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL <https://www.evoting.nsdl.com> / immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.
27. 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	Mrs. Krishna Kamalkishor Vyas
Age	41 years	26 years
Nationality	Indian	Indian
Qualifications	B.Com	B.Com
Experience (including expertise in specific functional area)/ Brief Resume	Expert in Manufacturing of Textile Cloth. & Experience of Financial & Management	Experience of Financial & management
Date of First Appointment on the Board	10 th February, 2014	19 th February, 2016
Number of shares held in the Company (singly or jointly as firstholder) as on 31 st March, 2021	NIL	NIL
Number of meetings of the Board attended during the financial year(2020-2021)	4	4
Directorships of other Boards as on 31 st March, 2021	1. Manibhadra Retail Pvt. Ltd. 2. Bhanaji Solar Power Pvt. Ltd. 3. Aquamarine Infra Solutions Pvt. Ltd. 4. LalimaBuildcon Pvt. Ltd. 5. Nageshwar Power Pvt. Ltd.	1. Aci Infocom Ltd
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, 2021	Nil	Nil

For **SWADESHI INDUSTRIES AND LEASING LIMITED**

GAURAV JAIN

Managing Director DIN: 06794973

Registered Office:

Munisuvrat Complex, Phase III, Building. A 1, 1st floor, Near AnjurPhata, Bhiwandi Thane MH 421302 CIN: L45209MH1983PLC031246

Date: 12th August, 2021 Place: Mumbai

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

That following explanatory statement sets out the material facts referring to Item No. 3 and 4 of the Notice.

ITEM NO. 3

Mrs. Krishna Kamalkishor Vyas (DIN 07444324) was appointed as an Independent Director of the Company and She joined the Board of Directors of the Company on 19th February, 2016.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mrs. Krishna Kamalkishor Vyas as an Independent Director of the Company for a term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of Mrs. Krishna Kamal kishor Vyas would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. The Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee, had approved the re-appointment of Mrs. Krishna Kamalkishor Vyas as an Independent Director on

12th August, 2021 in terms of Regulations 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”), Sections 149, 150, 152, Schedule IV and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), to hold office for a term of 5 (five) consecutive years from 23rd September, 2021 to 22nd September, 2026, not liable to retire by rotation, subject to the approval of the Members. Accordingly, it is proposed to re-appoint.

Mrs. Krishna Kamalkishor Vyas is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act nor has been debarred from holding the office of a director by virtue of any order from Securities and Exchange Board of India (SEBI) or any such authority and has consented to act as Director of the Company. The Company has also received declaration from Mrs. Krishna Kamalkishor Vyas that she meets the criteria of independence as prescribed under Section 149 read with Schedule IV to the Act and the Listing Regulations.

In the opinion of the Board, Mrs. Krishna Kamalkishor Vyas fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Krishna Kamalkishor Vyas is Independent of the management.

Details of Mrs. Krishna Kamalkishor Vyas are provided in the “Annexure” to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. She shall be paid remuneration by way of sitting fee for attending meetings of the Board or committees thereof, reimbursement of expenses for participating in the Board and other meetings.

Mrs. Krishna Kamalkishor Vyas is interested in the resolution set out at Item No. 3 of the Notice with regard to her re-appointment. Relatives of Mrs. Krishna Kamalkishor Vyas may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially, or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

A brief profile of Mrs. Krishna Kamalkishor Vyas is given below:

Mrs. Krishna Kamalkishor Vyas is a Non-Executive Independent Director of the Company. She is the Member of Nomination & Remuneration Committee, Audit Committee, Share Transfer Committee and Stakeholders' Relationship Committee.

ITEM NO. 4

Mr. Gaurav Jain (DIN: 06794973) was appointed by the Board of Directors of the Company as the Managing Director for a period of five years, subject to the approval of the Members.

Mr. Gaurav Jain is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company.

Mr. Gaurav Jain satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Mr. Gaurav Jain as a Managing Director of the Company, as set out in the Resolution relating to his re-appointment, on the following remuneration: -

- (i) Basic / Consolidated Salary – Rs.25000/- per month.
- (ii) Performance Bonus – NIL
- (iii) Perquisites-NIL

Mr. Gaurav Jain is interested in the resolution set out at Item No. 4 of the Notice with regard to his re-appointment. Relatives of Mr. Gaurav Jain may be deemed to be interested in the said resolution of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially, or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

For **SWADESHI INDUSTRIES AND LEASING LIMITED**

GAURAV JAIN
Managing Director DIN: 06794973

Registered Office:
Munisuvrat Complex, Phase III, Building. A 1, 1st floor, Near Anjur Phata, Bhiwandi Thane MH
421302 CIN: L45209MH1983PLC031246

Date: 12th August, 2021 Place: Mumbai

DIRECTORS' REPORT

[(Disclosure under Section 134(3) of the Companies Act, 2013)
{Read With Companies (Accounts) Rules, 2014}]

Dear Shareholders,

Your Directors are presenting the 37th Annual Report of your Company and the Audited Financial Statements for the period ended 31st March 2021.

1. Financial Results:

Particulars	(Rs. In Lacs)	
	For the year ended 31.03.2021	For the year ended 31.03.2020
Revenue from Operations	114.77	116.87
Profit before Depreciation & Amortization	-67.59	-18.01
Depreciation & Amortization	0.72	0.53.
Profit / (Loss) before taxation	-68.31	-18.54
Provision for taxation (incl. deferred tax)	0.55	-0.06
Profit/ (Loss) for the year carried to Balance Sheet	-68.86	-18.48

2. Brief description of the Company's working during the year/ state of Company's affair:

During the year under review, the revenue from operations stood at Rs.114.77 Lacs as against Rs. 116.87 Lacs in the previous year and the total income (which includes other income) stood at Rs.121.71 Lacs as against Rs.119.96 Lacs. The Company has occurred a Net Loss of 68.86 Lacs as compared to the Loss of 18.48 Lacs during the previous accounting year.

3. COVID-19

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time. To effectively respond to and manage our operations through this crisis, the Company triggered its business continuity management program, chaired by the Chief Operating Officer. In keeping with its employee- safetyfirst approach, the Company quickly instituted measures to trace all employees and be assured of their well-being.

Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices and training centers were safe.

As a responsible member of the communities that it operates in, the Company has contributed to various COVID-19 relief and monitoring programs in India. Contributions made here will be channelized through suitable government agencies / NGOs.

4. Dividend

To consolidate the future position of the Company and support the fund requirements to stimulate growth, your Board of Directors regret their inability to recommend any dividend for the year.

5. Reserves

The whole profit after tax has been transferred to P&L surplus. There is no amount that has been proposed to be carried to any other reserves.

6. Change in the nature of business, if any:

There was no change in nature of business.

7. Share Capital

The Authorised Share Capital of the Company is Rs. 12,50,00,000. The Issued, Subscribed and Paid up Capital of the Company stood at Rs. 10,81,79,500 as on March 31, 2021. There was no requirement of fresh capital infusion during the year under review.

8. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:

No material changes have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

9. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

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

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

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

11. Public Deposits:

Your Company has not been accepting any deposits from the public and hence there are no unpaid /unclaimed deposits or any instance of default in repayment thereof.

12. Extract of the Annual Return:

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return as on 31st March, 2021 in Form No. MGT-9 is attached as Annexure 1. The Annual Return as on 31st March, 2021 is available on the Company's website at: www.swadeshiglobal.com.

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

A. CONSERVATION OF ENERGY:

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

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

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

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

iii. The capital investment on energy conservation equipments:

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

B. Technology absorption:

i. The efforts made towards technology absorption:

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

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

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

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

No technology has been imported by the Company.

iv. The expenditure incurred on Research and Development: Nil

C. Foreign exchange Earnings and Outgo:

Current Year

Foreign Exchange Earnings and Outgo

NIL

Previous Year

NIL

14. Directors and Key Managerial Personnel:

A. Changes in Directors and Key Managerial Personnel

There has been no change in the KMPs during the year under review.

There has been no change in the constitution of Board of Directors of the Company during the financial year 2020-2021.

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

The following are the Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013:

Sr. No.	Name of the Person	Designation
1	Mr. Gaurav Jain	Managing Director & Executive Director
2	Ms. Krishna Kamalkishor Vyas	Non Executive- Independent Director
3	Mr. Amit Kumar	Non Executive- Independent Director
4	Ms. Indira Dhariwal	Non Executive- Independent Director
5	Mr. Vikas Jain	CFO
6	Ms. Shruti Jain	Company Secretary

Board Evaluation:

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

Directors:

i. Independent Directors:

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

ii. Non-Independent Directors:

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

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

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

iv. Familiarization Programme to Independent Directors:

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

15. Details of Committee of the Board:

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

A. Audit Committee:

i. Constitution of Audit Committee:

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

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

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

direct access to approach Mr. Amit Kumar, Chairman of the Audit Committee.

B. Nomination and remuneration committee:

The Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013 comprises of Mr. Amit Kumar Independent Director as the Chairman of the committee and Ms. Krishna KamalkishorVyas, Mr. Gaurav Jain & Ms. Indira Dhariwal Director as other members of the Committee. The Committee has framed a policy to determine the qualification and attributes for appointment and basis of determination of remuneration of all the Directors, Key Managerial Personnel and other employees. A copy of policy is annexed as Annexure- 6.

Details of remunerations paid to the Directors and Key Managerial Personnel during 2020-21 are given below:

Name of the Directors	Directors' Position	Relationship with other Directors	Salary & allowances (Rs.)	Perquisites(Rs.)	Sitting Fees (Rs.)
Mr. Gaurav Jain (DIN 06794973)	Managing Director	--	Nil	Nil	Nil
Mr. Amit Kumar (DIN 06393899)	Independent Director	--	Nil	Nil	Nil
Ms. Indira Dhariwal (DIN 02524743)	Independent Director	--	Nil	Nil	Nil
Ms. Krishna Kamal KishorVyas (DIN 07444324)	Independent Director	--	Nil	Nil	Nil
Mr. VikasSanklecha	CFO	--	3,00,000	Nil	Nil
Ms. Shruti Jain	Company Secretary	--	3,00,000	Nil	Nil

C. Share Transfer Committee

The Share transfer Committee comprises of Mr. Amit Kumar Independent Director as the Chairman of the committee and Ms. Krishna Kamal kishor Vyas, Mr. Gaurav Jain & Ms. Indira Dhariwal Director as other members of the Committee. The role of the Committee is to consider and resolve any difficulties faced by the shareholders in transfer of shares. The meetings of the Committee are held once in a quarter and the complaints are responded within the time frame provided.

D. Stakeholder's Relationship Committee:

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

16. Auditors:

In view of expiration of tenure of M/s. Dhawan & Co., Chartered Accountants, Mumbai having ICAI Firm Registration No. 002864N, the Board proposes to appoint M/s. Harish Hegde & Company, (FRN No.: 128540W) Chartered Accountant as the Statutory Auditors of the Company to hold office for a period of five (5) consecutive year commencing from the financial year 2021-22 to 2025-26, subject to ratification by members at every Annual General Meeting, at a remuneration to be fixed by the Board every year.

The Company had received certificates from the proposed Statutory Auditors confirming their reliability and willingness for their appointment pursuant to Section 139(1) of the Companies Act, 2013.

Members are requested to approve the appointment of auditors.

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

17. Secretarial Audit Report:

The Board of Directors have appointed M/s. **Sindhu Nair & Associates, Practicing Company Secretaries** to conduct Secretarial Audit for the financial year 2020-21, as required under Section 204 of the Companies Act, 2013 and the rules framed thereunder. The Secretarial Audit Report for the financial year 2020-21 forms part of the Directors' Report as Annexure 2.

18. Board Meetings:

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

Sr.No	Type of Meeting	Date
1	Board Meeting	30 th June, 2020
2	Board Meeting	14 th September, 2020
3	Board Meeting	13 th November, 2020
4	Board Meeting	09 th February, 2021

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

During the year under review, your Company has not granted any inter corporate loan, neither provided any Guarantee in connection with any loan to any party nor made any investment in terms of the provisions of Section 186 of the Companies Act, 2013.

20. Particulars of contracts or arrangements with Related Party:

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

21. Directors' Responsibility Statement:

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

- a) In preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from them;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company & that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. Managerial Remuneration:

- A) Details of the ratio of the remuneration of each Director of the median employee's remuneration and

other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

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

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

23. Management Discussion and Analysis Report:

There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks facing business. Risks would include significant weakening in demand from core-end markets, inflation uncertainties and any adverse regulatory developments, etc. During the period a risk analysis and assessment was conducted and no major risks were noticed. The report on the same is appended as Annexure 4.

24. Secretarial Standards

The Directors state that “the Board have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively”.

25. Corporate Governance:

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

26. Corporate Social Responsibility (CSR)

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

27. Internal Financial Control System and their Adequacy:

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

28. Risk Management Policy:

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

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

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14, the internal authorized person under the said act has

confirmed that no complaint/case has been filed/pending with the Company during the year.

30. Other Disclosures / Reporting:

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

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- d) Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from any of its subsidiaries as the Company does not have any Subsidiaries/Joint Venture/Associate Company.
- e) Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

31. Acknowledgement:

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

For **SWADESHI INDUSTRIES AND LEASING LIMITED**

GAURAV JAIN
MANAGING DIRECTOR
(DIN 06794973)

Date: 12th August, 2021 Place: Mumbai

Annexure 1

EXTRACT OF ANNUAL RETURN FORM MGT 9

(Pursuant to Section 92 (3) of the Companies Act, 2013 and

Rule 12(1) of the Company (Management & Administration) Rules, 2014)

Financial Year ended on 31.03.2021 I. REGISTRATION & OTHER DETAILS:

1	CIN	L45209MH1983PLC031246
2	Registration Date	31 st October 1983
3	Name of the Company	SWADESHI INDUSTRIES AND LEASING LIMITED
4	Category/Sub-category of the Company	Public Limited Company
5	Address of the Registered office & contact details	Munisuvrat Complex, Phase III, Building. A 1, 1st floor, Near Anjur Phata, Bhiwandi Thane MH 421302 IN.. Phone: 022-2864-8850 Email-compliance@swadeshiglobal.com Web: www.swadeshiglobal.com
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd. C 101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai -400 083. Tel.No.: 022-49186000/ Fax No. : 022-49186060 E-mail: mumbai@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

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

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

(i)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters	0	0	0	0	0	0	0	0	0
(i) Indian	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt. Or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	3080850	0	3080850	28.48	3080850	0	3080850	28.48	0
d) Bank/FL	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub Total: (A) (i)	3080850	0	3080850	28.48	3080850	0	3080850	28.48	0
(ii) Foreign	0	0	0	0	0	0	0	0	0
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
Sub Total (A) (ii)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter									
(A)= (A)(i)+(A)(ii)	3080850	0	3080850	28.48	3080850	0	3080850	28.48	0
B. Public Shareholding									
(i) Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	13295	50	13345	0.12	7152	50	7202	0.07	-0.05
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub Total: (B) (i)	13295	50	13345	0.12	7152	50	7202	0.07	-0.05
(ii) Non Institutions									
a) Bodies corporate	4176658	6700	4183358	38.67	39,62,732	6700	39,69,432	36.69	-1.98
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakhs	1760026	372603	2132629	19.71	20,02,280	372353	23,74,633	21.94	2.23
ii) Individuals shareholders holding nominal share capital in excess of Rs.1 lakhs	1276684	0	1276684	11.80	12,53,905	0	12,53,905	11.59	-0.21
c) Any Other (specify) NRIs	4173	0	4173	0.04	4073	0	4073	0.04	0
Clearing Members	223	0	223	0	1817	0	1817	0.02	0.02
HUF	126688	0	126688	1.17	1,26,038	0	1,26,038	1.17	0
Sub Total (B)(ii):	7344462	379303	7723765	71.39	73,50,845	379103	77,29,898	71.45	0.05
Total Public Shareholding (B)= (B)(i)+(B)(ii)	7357747	379353	7737100	71.52	73,57,997	379103	7737100	71.52	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	10438597	379353	10817950	100	1,04,38,847	379103	1,08,17,950	100	0

(ii) **Share Holding of Promoters:**

Sr.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Nageshwar Power Pvt.Ltd	2730850	25.24%	NIL	27308500	25.24%	NIL	-
2	LalimaBuildconPvt Ltd.	350000	3.24%	NIL	350000	3.24%	NIL	-

(iii) **Change in Promoters' Shareholding (Specify if there is no change): N.A.**

Sr. No	Particulars	Shareholding at the beginning of the year		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	N.A					

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

Sr. No	Particulars	Shareholding at the beginning of the year		Increase / Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Fresh Trexim Pvt Ltd	503838	4.6574	NIL	503838	4.6574
2	Moonview Mercantile Pvt Ltd	501395	4.6348	NIL	501395	4.6348
3	Florin Consultancy Pvt Ltd	343663	3.1768	NIL	343663	3.1768
4	Shivputra Distributors Private Limited	333225	3.0803	NIL	333225	3.0803
5	Topwell Properties Private Limited	210555	1.9463	NIL	210555	1.9463
6	SurajKenwar	232219	2.1466	NIL	232219	2.1466
7	Gannaya k Barter Private Limited	197800	1.8284	NIL	197800	1.8284
8	Smartchamp Services Pvt Ltd	179955	1.6635	NIL	179955	1.6635
9	ShantilalKawar	160000	1.4790	NIL	160000	1.4790
10	Bodkin Merchants Pvt Ltd	126004	1.1600	NIL	126004	1.1600

(v) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Particulars	Shareholding at the beginning of the year		Increase/Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Amit Kumar (DIN 06393899)	NIL	NIL	NIL	NIL	NIL
2	Gaurav Jain (Din 06794973)	NIL	NIL	NIL	NIL	NIL
3	Indira Dhariwal (DIN 02524743)	NIL	NIL	NIL	NIL	NIL
4	Krishna Kamalkishor Vyas (DIN 07444324)	NIL	NIL	NIL	NIL	NIL
5	Vikas Sanklecha (PANA0ZPS0216B)	NIL	NIL	NIL	NIL	NIL
6	Shruti Jain (PAN ATJPI1641E)	NIL	NIL	NIL	NIL	NIL

IV. INDEBTEDNESS:

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

Particulars Secured Loans	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year 01.04.2020				
1) Principal Amount	NIL	NIL	NIL	NIL
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
Total of (1+2+3)				
Change in Indebtedness during the financial year				
+ Addition	NIL	NIL	NIL	NIL
- Reduction	NIL	NIL	NIL	NIL
Net change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year-31.03.2021				
1) Principal Amount	NIL	NIL	NIL	NIL
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
Total of (1+2+3)	NIL	NIL	NIL	NIL

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

B. Remuneration of other directors:

I. Independent Directors:-

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

II. Other Non-Executive Directors:-

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

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

Sr.No	Particulars of Remuneration	Name of KMP		Total Amount (Rs.InLacs)
		Mr. VikasSanklecha (CFO)	Ms. Shruti Jain (Company Secretary)	
1	Gross Salary	300000	300000	600000
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income TaxAct, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - As % of Profit - Others, specify	NIL	NIL	NIL
5	NIL	NIL	NIL	NIL
	Performance Bonus	NIL	NIL	NIL
	Total (C)	300000	300000	600000

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

ANNEXURE-2

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2021

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

To,

The Members

SWADESHI INDUSTRIES AND LEASING LIMITED

Munisuvrat Complex, Phase III, BldgA 1, 1st Floor, Near Anjur Phata,
Bhiwandi, Thane - 421302

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2021, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder.
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (Not applicable to the Company during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (ShareBased Employee Benefits) Regulations, 2014);
 - 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 (Depositories and Participants) Regulations, 2018
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period)
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period); and
- j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015;

We have also examined compliance with the applicable clauses of Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines, as mentioned above, except the following regulation of SEBI (LODR) Regulations, 2015

1) Regulation 34: Non-submission of the Annual Report within the period provided under the regulation.

2) Regulation 23(9): Regulation 23(9): Non-submission of the related party disclosure within the period prescribed under the regulation.

The Company has received a notice from the BSE for the above mentioned disqualification and the BSE has also charged a fine on the Company. However, the Company has not yet paid the fine/ penalty levied; but the Company has made the necessary representations to the BSE and has also requested for waiver of the said penalty.

We further report that:

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

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

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

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

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

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

For SINDHU NAIR & ASSOCIATES

(SINDHU G NAIR)

Practicing Company secretary (Proprietor) (FCS- 7938, CP- 8046)

UDIN:F007938C00077043

Place: Mumbai

Date: 11-08-2021

ANNEXURE I TO SECRETARIAL AUDIT REPORT

To,

The Members

SWADESHI INDUSTRIES AND LEASING LIMITED

**Munisuvrat Complex, Phase III, BldgA 1, 1st Floor, Near AnjurPhata,
Bhiwandi, Thane - 421302**

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 basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
- 4) Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
- 5) The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
- 6) 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 SINDHU NAIR & ASSOCIATES

(SINDHU G NAIR)

Practicing Company Secretary Proprietor

(FCS- 7938, CP- 8046)

Place: Mumbai Date: 11-08-2021

Annexure 3

DETAILS OF REMUNERATION

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

1. The Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;
Your Company has not paid any remuneration to its Director during the financial year 2020-21 hence no information is required to be given for above mentioned item.
2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any during the Financial Year 2020-21:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for the financial year 2020-21	% Increase in Remuneration in the Financial Year 2020-21
1.	Mr. Vikas Sanklecha (CFO)	3,00,000	Nil
2.	Ms. Shruti jain (CS)	3,00,000	Nil

3. The percentage increase in the median remuneration of employees in the Financial Year:
In the Financial Year, there was No increase in the median remuneration of employees. (300000:300000)
4. The number of permanent employees on the rolls of Company:
There were Two (Including KMP) permanent employees on the rolls of the Company as on March 31,2021.
5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Sr. No	Particulars	2020-21	2019-20	% Change	Remarks
1	Managerial Remuneration	600000	6,00,000	Nil	
2	Other Employee Salary	Nil	1,30,666	-100%	Decrease

6. Affirmation that the remuneration is as per the remuneration policy of the company: Yes, the remuneration paid is as per the remuneration policy of the Company.

Annexure 4

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

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

OPPORTUNITIES & THREATS

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

OUTLOOK

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

RISK AND CONCERN

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

INTERNAL CONTROLS

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

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

Particulars	(RS.IN LAKHS)	
	For the year ended 31.03.2021	For the year ended 31.03.2020
Revenue from Operations	114.77	116.87
Profit before Depreciation & Amortization	-67.59	-18.01
Depreciation & Amortization	0.72	0.53.
Profit / (Loss) before taxation	-68.31	-18.54
Provision for taxation (incl. deferred tax)	0.55	-0.06
Profit/ (Loss) for the year carried to Balance Sheet	-68.86	-18.48

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING

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

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

Annexure 5

REPORT ON CORPORATE GOVERNANCE (FY2020-21)

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

1) Company's Philosophy:

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

2) Board of Directors

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

(i) Composition and Category of Directors as of 31st March 2020 is as follows:

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

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

Name of the Director	Category	No. of other Director ships@	No. of Board Committee in which Director is	
			Member	Chairman
Mr. Gaurav Jain (DIN06794973)	Executive Director - Managing Director	NIL	N.A.	N.A.
Mr. Amit Kumar (DIN 06393899)	Non-Executive Independent Director	NIL	N.A.	N.A.
Mrs. Indira Dhariwal (DIN 02524743)	Non- Executive Independent Director	NIL	N.A.	N.A.
Ms. Krishna Kamal Kishor Vyas (DIN 07444324)	Non- Executive Independent Director	NIL	N.A.	N.A.

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

The Board of Directors duly met Four (4) times during the period from 1st April 2020 to 31st March 2021. The dates on which the meetings were held are as follows:

30th June, 2020, 14th September, 2020, 13th November, 2020 and 09th February, 2021.

Attendance of each Director at the Board Meetings and the last AGM held on 29th September 2020:

Name of the Director	Board Meetings held during the tenure of the Director	Board Meeting Attended	Last AGM attendance (Yes /No)
Mr. Amit Kumar (DIN 06393899)	4	4	Present
Mr. Gaurav Jain (DIN 06794973)	4	4	Present
Mrs. Indira Dhariwal (DIN 02524743)	4	4	Present
Ms. Krishna Kamal Kishor Vyas (DIN 07444324)	4	4	Present

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

3) Audit Committee:

i) Terms of reference:

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

1. To oversee the financial reporting process.
2. To oversee the disclosures of financial information.
3. To recommend appointment / removal of statutory auditors and fixation of their fees.
4. To review the quarterly/half yearly financial results and annual financial statements with the management, internal auditor and the statutory auditor.
5. To consider the reports of the internal auditors and to discuss their findings with the management and to suggest corrective actions wherever necessary.
6. To Review with the management, statutory auditors and the internal auditors the nature and scope of audits and the adequacy of internal control systems.
7. To Review major accounting policies and compliance with accounting standards and listing agreement entered into with the stock exchange and other legal requirements concerning financial statements.
8. To Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.
9. To Review related party transactions of material nature, with promoters or the management and their relatives that may have potential conflict with the interests of the Company at large.
10. To investigate any matter covered under Section 177 of the Companies Act, 2013.
11. To Review the financial and risk management policies.

ii) No. of Meetings held during the period:

During the period the Committee had met 4 (Four) times i.e. 30th June, 2020, 14th September, 2020, 13th November, 2020 and 09th February, 2021.

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

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

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Amit Kumar (DIN 06393899)	Chairman	Non- Executive Independent Director	4	4
Mr. Gaurav Jain (DIN 06794973)	Member	Executive Director	4	4
Mrs. Indira Dhariwal (DIN 02524743)	Member	Non- Executive Independent Director	4	4
Ms. Krishna Kamal KishorVyas (DIN 07444324)	Member	Non- Executive Independent Director	4	4

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

4) Nomination and Remuneration Committee:

i) Terms of reference:

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

ii) No. of Meetings held during the period:

During the period the Committee had 1(one) meeting held on 09th February, 2021.

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

The Composition of Nomination and Remuneration committee and the details of attendance of its meetings are as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Amit Kumar (DIN 06393899)	Chairman	Non- Executive Independent Director	1	1
Mr. Gaurav Jain (DIN 06794973)	Member	Executive Director	1	1
Mrs. Indira Dhariwal (DIN 02524743)	Member	Non- Executive Independent Director	1	1
Ms. Krishna Kamal KishorVyas (DIN 07444324)	Member	Non- Executive Independent Director	1	1

Performance Evaluation of Independent Directors

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

5) Remuneration of Directors for 2020-2021:

(a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity; There is no pecuniary relationship or transactions of the non-executive directors with the Company.

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

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

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

6) Stakeholders Relationship Committee:

i) Terms of reference:

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

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

During the period the Committee had met 4 (Four) times i.e. 30th June, 2020, 14th September, 2020, 13th November, 2020 and 09th February, 2021.

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

The composition of Stakeholders' Relationship Committees is as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Amit Kumar (DIN 06393899)	Chairman	Non- Executive Independent Director	4	4
Mr. Gaurav Jain (DIN 06794973)	Member	Executive Director	4	4
Mrs. Indira Dhariwal (DIN 02524743)	Member	Non- Executive Independent Director	4	4
Ms. Krishna Kamal Kishor Vyas (DIN 07444324)	Member	Non- Executive Independent Director	4	4

iv) Name and Designation of Compliance Officer:

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

The details with respect No. of complaints received from the shareholders, No. of Complaint solved to the satisfaction of shareholders and No. of Complaint pending during the year ended on 31st March 2021 are given here under:

No. of Complaints Received during the FY 2020-21.	NIL
No. of Complaint Solved to the Satisfaction of Shareholders.	NIL
No. of Complaint pending at the end of FY 2020-21.	NIL

7) Share Transfer Committee:

i) Terms of reference:

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

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

During the period the Committee had met 4 (Four) times i.e. 30th June, 2020, 14th September, 2020, 13th November, 2020 and 09th February, 2021.

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

The composition of Share Transfer Committee is as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Amit Kumar (DIN 06393899)	Chairman	Non- Executive Independent Director	4	4
Mr. Gaurav Jain (DIN 06794973)	Member	Executive Director	4	4
Mrs. Indira Dhariwal (DIN 02524743)	Member	Non- Executive Independent Director	4	4
Ms. Krishna Kamal KishorVyas (DIN 07444324)	Member	Non- Executive Independent Director	4	4

8) General Body Meetings:

Location and time for the last three AGMs:

Year	Date	Venue	Time	Special Resolution
2017-18	26 th September 2018	Shop No.137, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai City-400101	4.30 pm	NIL
2018-19	28 th September 2019	A/101, 1st floor, Manibadra Complex, Phase II, Rahnal, Bhiwandi Thane MH 421302	2.00 p.m.	NIL
2019-20	29 th September, 2020	Through Video Conferencing ("VC") / Other Audio Visual Means (OAVM)	12.30 p.m.	NIL

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

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

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

9) Means of Communication:

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

10) General Shareholder’s Information:

A	AGM date, time and venue:	29th September, 2021 at 11.00A.M. Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)
B	Financial Year	1 st April 2020 to 31 st March 2021
C	Listing on Stock Exchanges	BSE Limited - P.J.Towers, Dalal Street, Mumbai 400001
D	The company has paid listing fees for the year 2020-21 stock exchanges	
E	Stock Code:	BSE- 506863
F	Date of Book Closure	23rd September 2020 to 29th September 2020
G	Dividend Payment Date	No Dividend has been recommended by the Board of Directors of the Company for the year.
H	Performance in comparison to Broad-based indices such as BSE Sensex	As against a rise of 68.01% (in BSE Sensex during the year (29468:49509), the price of equity shares of the Company has risen by 32.88%.(0.73:0.97)
I	Registrar and Transfer Agents	Link Intime India Private Limited C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083 Tel: 022-25963838 Fax: 022-25946969 E-mail: mumbai@linkintime.co.in
J	Address of Correspondence	72, Telipada Kaneri, Bhiwandi Thane 421302. Mail: compliance@swadeshiglobal.com and swadeshiindltd@gmail.com WebSite: www.swadeshiglobal.com
K	Commodity price risk or foreign exchange risk and hedging activities	Not applicable
L	Plant Locations:	Not applicable

M. Market Price Data:

Monthly High and Low quotations along with the volume of shares traded at Bombay Stock Exchange Ltd during the year ended 31st March 2021:

Month & Year	BSE		
	High	Low	Volume
Apr 20	0.73	0.70	4
May 20			
Jun 20	0.67	0.67	242
Jul 20	0.64	0.37	11273
Aug 20	0.42	0.36	47353
Sep 20	0.42	0.33	3576
Oct 20	0.34	0.29	3528
Nov 20	0.38	0.28	3483
Dec 20	0.61	0.39	4151
Jan 21	1.14	0.63	303001
Feb 21	1.10	0.98	7078
Mar 21	1.00	0.97	17083

N. Dematerialisation of Shares and liquidity

The Company shares are traded compulsorily in dematerialized form. As on March 31, 2021 the details of the shares of the Company held in physical and demat form are given below:

	No. of Shares	% to the Capital
Shares held in Physical Form	379103	3.51%
Shares held in Demat Form	1,04,38,847	96.49%
TOTAL	1,08,17,950	100.00%

ISIN No. of the Company's Equity Shares in Demat Form: INE716M01034 Depository Connectivity: NSDL and CDSL

O. Distribution of Share Holdings:

No. of Equity Shares Held	As on 31.03.2021				As on 31.03.2020			
	No. of share holders	% of Share holders	No. of Shares	% of Share holding	No. of share holders	% of Share holders	No. of Shares	% of Share holding
01-500	10918	92.7534	1100626	10.741	11353	93.1337	1136217	10.5031
501-1000	465	3.9504	380860	3.5206	469	3.8474	386709	3.5747
1000-2000	176	1.4952	269004	2.4866	177	1.452	267996	2.4773
2000-3000	69	0.5862	173724	1.6059	64	0.525	162400	1.5012
3000-4000	14	0.1189	49190	0.4547	12	0.0984	43623	0.4032
4001-5000	25	0.2124	118952	1.0996	19	0.1559	89701	0.8292
5001-10000	31	0.2634	229382	2.1204	28	0.2297	215466	1.9917
10001-and above	73	0.6202	8496212	78.5381	68	0.5578	8515838	78.7195
Total	11771	100.0000	10817950	100.0000	12190	100	10817950	100

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

We have no GDRs/ADRs or any commercial instrument.

11) Other Disclosures

- a) Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements.
- b) There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at www.swadeshiglobal.com
- c) There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
- d) No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the year under review.
- e) The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
- f) During the year ended 31st March 2021, the Company does not have any material listed/unlisted subsidiary companies as defined in Regulation 16 of the Listing Regulations. The Company has framed the policy for determining material subsidiary as required by under Regulation 16 of the Listing Regulation and the same is disclosed on the Company's website.
- g) The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and the Listing Regulations.
- h) The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Regulations. In respect of compliance with the non-mandatory requirements, the internal auditor reports directly to the Audit Committee as well as Board.
- i) Compliance Certificate as required under as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 obtained from Practicing Company Secretary, certifying the Compliance by the Company with the provisions of Corporate Governance of the Listing Regulations is given as an Annexure to this Report.

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

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of regulations 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the period ended 31st March 2021.

GAURAV JAINDIN:

(DIN: 06794973)

Managing Director

Date: 12th August, 2021 Place: Mumbai

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

To,
The Board of Directors
Swadeshi Industries and Leasing Limited

1. I have reviewed financial statements and the cash flow statement of Swadeshi Industries and Leasing Limited for the period ended 31st March 2021 and to the best of our knowledge and belief:

- (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

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

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

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

- (i) that there are no significant changes in internal control over financial reporting during the year;
- (ii) that there are no significant changes in accounting policies during the year; and
- (iii) that there are no instances of significant fraud of which I have become aware.

Yours sincerely,

(Vikas Kushalchand Sanklecha)
Chief Financial Officer

Date: 12th August, 2021 Place: Mumbai

**AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF
CORPORATE GOVERNANCE**

To,

The Members

SWADESHI INDUSTRIES AND LEASING LIMITED

**Munisuvrat Complex, Phase III, BldgA 1,1st Floor, Near Anjurphata,
Bhiwandi, Thane – 421302**

We have examined the compliance of conditions of Corporate Governance by SWADESHI INDUSTRIES AND LEASING LIMITED (the “Company”), for the year ended 31st March 2021, as stipulated in regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and to the best of our information and according to the explanations given to us and there presentations made by the Director and Management, we certify that the Company has complied with the conditions of Corporate Governance *except the following regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has received notice levying fine from the Bombay Stock Exchange.*

- 1) Regulation 34: Non-submission of the Annual Report within the period provided under the regulation.*
- 2) Regulation 23(9): Non-submission of the related party disclosure within the period prescribed under the regulation.*

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

For SINDHU NAIR & ASSOCIATES

-SD/-

(SINDHU G NAIR)

Practicing Company secretary Proprietor

(FCS- 7938, CP- 8046)

Place: Mumbai

Date: UDIN: F007938C000772141

Place: Mumbai

Date: 12-08-2021

Annexure 6

Nomination & Remuneration Policy

I. OBJECTIVE:

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

The objective of the policy is to ensure that:

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

II. DEFINITIONS

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

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

III. ROLE OF COMMITTEE

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

The Committee shall:

- i. Periodically reviewing the size and composition of the Board to ensure that it is structured in such a manner which enables to take appropriate decision in the best interest of the Company as a whole;
- ii. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommending candidates to the Board as and when need arises keeping in view the Board structure and expertise/experience required;
- iii. Establish and on regular basis review the succession plan of the Board, KMPs and Senior Executives;
- iv. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;
- v. To formulate criteria for evaluation of Independent Directors and the Board;
- vi. Recommend to the Board performance criteria for the Directors, KMPs and Senior Management;
- vii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel and their remuneration;
- viii. Help the Board to formulate and ensure the Board nomination process keeping in mind the diversity of gender, expertise, experience and Board structure;
- ix. Review and recommend to the Board:
 - a. The Remuneration Policy for all employees including KMPs and Senior Management including various components of remuneration whether fix or variable, performance reward, retirement benefits,
 - b. Remuneration of the Executive Directors and KMPs,
 - c. Remuneration of Non Executive Directors including Chairman, as a whole and individually and sitting fees to be paid for attending the meeting of the Board and Committee thereof, and
 - d. Equity based incentive Schemes,
- x. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and
- xi. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- xii. Devising a policy on diversity of the Board of Directors;
- xiii. Aligning key executive and board remuneration with the longer term interests of the Company and its shareholders;
- xiv. Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board;
- xv. To carry out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities;
- xvi. To perform such other functions as may be necessary or appropriate for the performance of its duties;

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

i. Appointment criteria and qualifications

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment, as per Company's Policy.
- b. A person to be recommended to the Board should be a man with integrity, possess adequate qualification, expertise and experience for the position he / she is considered for appointment and industry in which Company operate. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

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

d. The Company shall not appoint or continue the employment of any person as Managing Director and/or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

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

ii. Term / Tenure

a) Managing Director/Whole-time Director:

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

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

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

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

iii. Evaluation

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

iv. Removal

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

v. Retirement

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

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

i. General:

a) The remuneration / compensation / commission / fees etc. to be paid to the Managing Director, Whole-time Director, other Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval which shall be subject to the prior/post approval of the shareholders of the Company or Central Government, wherever required.

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

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

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

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

a) Fixed pay:

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

b) Minimum Remuneration:

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

c) Provisions for excess remuneration:

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

iii. Remuneration to Non- Executive / Independent Director:

a) Sitting Fees:

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

b) Remuneration / Commission:

All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other

enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c) Stock Options:

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

d) Remuneration for services of Professional Nature:

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

- i) The Services are rendered by such Director in his/her capacity as the professional; and
- ii) In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

iv. Remuneration to Key Managerial Personnel and Senior Management:

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

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

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

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

4. Policy Review:

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

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

5. Implementation:

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

For and on behalf of the Board of Directors

Sd/-

Gaurav Jain

Managing Director (DIN: 06794973)

Date: 12th August, 2021 Place: Mumbai

DAWAN AND CO.

(Chartered Accountants)

404B, Bajarang Building, Maruti Nagar Complex, Dahisar East Mumbai 400 068 Tel: 8652494370
Email: gupta9404@gmail.com

AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To
the Members of
SWADESHI INDUSTRIES & LEASING LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **SWADESHI INDUSTRIES & LEASING LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2021, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 March 31, 2021, and profit/loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no Key audit matters to communicate in this report.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statement, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The Loss from the Partnership firm for the year ended 31st March 2021 amounting to Rs. 47.45 Lakhs has not been audited by any other auditor as on date of balance sheet of the Company. Such financial information and financial statements have been obtained as certified by the Management of such partnership firm and relied upon by us.

Our report on the statement is not modified in respect of this matter.

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 Companies Act, 2013, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended.
- e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 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**”.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company
- For **Dhawan & Co.**
Chartered Accountants
ICAI FRN: 002864N

M C Gupta

Partner

Membership No.: 070834

Place : Mumbai

Date : 28th June, 2021

UDIN :21070834AAAACV8329

ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **SWADESHI INDUSTRIES AND LEASING LIMITED** of even date)

(i) In respect of the Company’s fixed assets:

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

b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification that, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds comprising all the immovable properties of land and buildings that are freehold, are held in the name of the Company as at the balance sheet date.

(ii)

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

The Company could not conduct the physical verification of inventories for the year-end 31st March, 2021 due to Government having imposed restrictions during the lockdown on account of health, travel and safety concerns. The Company’s management, however, conducted physical verification of inventories on dates other than the date of financial statements but prior to the date of the board meeting to be held for the purpose of adopting the financial results at certain locations (factories and warehouses) and has made available the documents in confirmation there of.

We have performed alternate audit procedures based on documents and other information made available to us to audit the existence of inventories.

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

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, clause (iii) of paragraph 3 of the Order is not applicable to the Company.

(iv) In our opinion and according to information and explanations given to us, the Company has not advanced loans to Directors/Company in which the director is interested to which the provisions of Section 185 of the Companies Act, 2013 apply and hence not commented upon. Also, in our opinion and according to the information and explanation given to us, the Company has not made investment and given guarantee/provided security which falls under the purview of section 186 of the Companies Act, 2013 and hence not commented upon.

(v) According to the information and explanations given to us, the Company has not accepted deposits during the year and does not have any unclaimed deposits as at 31st March, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

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

(vii)

a) The Company has generally been regular in depositing undisputed statutory dues including Provident fund, Employees' State Insurance, Income-tax, Goods & Service Tax, Sales-tax, Service Tax, Customs duty, Excise duty, Value Added Tax, cess and any other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Provident fund, Employees' State Insurance, Income-tax, Goods & Service Tax, Sales tax, Service Tax, Customs duty, Excise duty, Value Added Tax, cess and any other material statutory dues in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, except the following:

Name of the Statute	Nature of the Dues	Amount(Rs.)	Period to which the amount relates	Remark
IncomeTax Act, 1961	Income Tax Outstanding Demands	23,110 /-	A.Y. 2008-09	AO notice u/s 154 dated 22/04/2010
	Income Tax Outstanding Demands	11,820/-	A.Y. 2009-10	CPC notice u/s 143 (1) (a) dated. 29/12/2010
	Income Tax Outstanding Demands	1,10,570/-	A.Y. 2009-10	CPC notice u/s 143(1)(a) Dated 29/12/2010

	Income Tax Outstanding Demands	32,280/-	A.Y. 2016-17	CPC notice u/s 143(1)(a) dated 22/03/2018
	TDS Short payment	17,350/-	Prior Years	Unpaid Till Date
	TDS Interest on Payments default u/s 201	6,897/-	Prior Years	Unpaid Till Date
	TDS Late Filing Fee u/s 234E	15,825/-	Prior Years	Unpaid Till Date
	TDS Interest on Deduction default u/s 201	102/-	Prior Years	Unpaid Till Date
	TDS Interest on Payment default u/s 201	6/-	FY 2018-19	Unpaid Till Date
Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Professional Tax	8,700/-	FY 2019-20	Unpaid Till Date
	Professional Tax	2,400/-	FY 2020-21	Unpaid Till Date
SEBI (LODR) Regulations, 2015	Non-submission of the Annual Report within the period prescribed under this regulation- BASIC FINE	7,080/-	FY 2018-19	Unpaid Till Date

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

(viii) According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

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

(x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

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

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

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

(xv) According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

(xvi) According to 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.

For **Dhawan & Co**

Chartered Accountants

(Firm Registration No: 002864N)

M C Gupta

Partner

(M. No. 070834)

Place : Mumbai

Date : 28th June, 2021

ANNEXURE“B” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2(f) under Report on Other Legal and Regulatory Requirements section of our report to the members of **SWADESHI INDUSTRIES AND LEASING LIMITED** of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **SWADESHI INDUSTRIES AND LEASING LIMITED** (“the Company”) as of March 31, 2020 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

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of 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 authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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

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

Opinion

In our opinion, to the best of our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Dhawan & Co**

Chartered Accountants

(Firm Registration No.002864N)

M C Gupta

Partner

(M. No. 070834)

Place : Mumbai

Date : 28th June, 2021

Swadeshi Industries & Leasing Limited
Balance Sheet as at 31 March 2021

(Amount In Rupees)

Particulars	Note No.	As at 31 March 2021	As at 31 March 2020
ASSETS			
Non-current assets			
Property, Plant and Equipment	3	35,428,982	35,400,729
Financial Assets			
i. Investments	4	27,543,378	33,597,311
Deferred tax assets (net)	5	636,882	691,639
Other non-current assets	6	66,580	89,918
Current assets			
Inventories	7	-	-
Financial Assets			
i. Trade receivables	8	4,153,549	2,984,604
ii. Cash and cash equivalents	9	984,760	155,103
iii. Loans	10	32,407,881	38,181,631
Other current assets	11	565,089	461,368
Total Assets		101,787,101	111,562,303
EQUITY AND LIABILITIES			
Equity			
Equity Share capital	12	108,179,500	108,179,500
Other Equity	13	(18,552,951)	(11,667,127)
Liabilities			
Non-current liabilities			
Financial Liabilities		-	-
i. Borrowings	14	925,000	105,000
Current liabilities			
Financial Liabilities			
i. Trade payables	15	10,299,832	13,767,463
Other current liabilities	16	935,720	1,177,467
Provisions		-	-
Total EQUITY AND LIABILITIES		101,787,101	111,562,303

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Significant Accounting Policies and Notes to Accounts

For Dhawan & Co.

Chartered Accountants

Firm Regn No. 002864N

On Behalf of the Board

For Swadeshi Industries & Leasing Limited

(CIN : L45209MH1983PLC031246)

M C Gupta

Partner

Membership No. 070834

Gourav Jain

Managing Director

DIN: 06794973

Krishna Vyas

Director

DIN: 07444324

Date : 6/28/2021

Place : Mumbai

Vikas Jain

Chief Financial Officer

Shruti Jain

Company Secretary

Swadeshi Industries & Leasing Limited
Statement of Profit and Loss for the year ended 31 March 2021

(Amount In Rupees)

Particulars	Note No	As at 31 March 2021	As at 31 March 2020
I Revenue From Operations	17	11,477,344	11,686,946
II Other Income	18	693,984	308,790
III Total Income (I+II)		12,171,328	11,995,736
IV EXPENSES			
Cost of materials consumed		-	-
Purchases of Stock-in-Trade		11,073,737	7,744,893
Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	19	-	3,370,078
Employee benefits expense	20	600,000	730,666
Finance costs	21	7,776	24,709
Depreciation and amortization expense	1	71,747	53,229
Share of Profit/loss from partnership firm		6,056,933	471,177
Other expenses	22	1,192,202	1,454,891
Total expenses (IV)		19,002,395	13,849,644
V Profit/(loss) before exceptional items and tax (III- IV)		(6,831,067)	(1,853,908)
VI Exceptional Items		-	-
VII Profit/(loss) before tax (V-VI)		(6,831,067)	(1,853,908)
VIII Tax expense:	23		
(1) Current tax		-	-
(2) Deferred tax		54,757	(5,792)
(3) Excess/Short provision of tax		-	-
IX Profit (Loss) for the period from continuing operations (VII-VIII)		(6,885,824)	(1,848,116)
X Profit/(loss) from discontinued operations		-	-
XI Tax expense of discontinued operations		-	-
XII Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII Profit/(loss) for the period (IX+XII)		(6,885,824)	(1,848,116)
XIV Other Comprehensive Income		-	-
XV Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		(6,885,824)	(1,848,116)
XVI Earnings per equity share (for continuing operation):			
(1) Basic		(0.64)	(0.17)
(2) Diluted		(0.64)	(0.17)
XVII Earnings per equity share (for discontinued operation):			
(1) Basic		-	-
(2) Diluted		-	-
XVIII Earnings per equity share (for discontinued & continuing operations)	24		
(1) Basic		(0.64)	(0.17)
(2) Diluted		(0.64)	(0.17)

Significant Accounting Policies and Notes to Accounts

For Dhawan & Co.

Chartered Accountants

Firm Regn No. 002864N

On Behalf of the Board

For Swadeshi Industries & Leasing Limited

(CIN : L45209MH1983PLC031246)

M C Gupta

Partner

Membership No. 070834

Gourav Jain

Managing Director

DIN: 06794973

Krishna Vyas

Director

DIN: 07444324

Date : 28/06/2021

Place : Mumbai

Vikas Jain

Chief Financial Officer

Shruti Jain

Company Secretary

Swadeshi Industries & Leasing Limited
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 March 2021

PARTICULARS	As at 31 March 2021	As at 31 March 2020
Cash flows from operating activities		
Profit / (Loss) for the year	(6,831,067)	(1,853,908)
Adjustments to reconcile net profit to net cash provided by operating activities		
Depreciation and Amortization	71,747	53,229
Interest Income	(693,926)	(308,790)
Finance costs	7,776	24,709
Operating profit / (loss) before working capital changes	(7,445,470)	(2,084,759)
Changes in assets and liabilities:		
Trade Receivables	(1,168,945)	1,754,934
Inventories	-	3,370,078
Other Non-Current Assets	23,338	112,202
Other Current Assets	(103,721)	307,839
Trade Payables	(3,467,631)	(2,151,617)
Short-Term Loans	5,773,750	722,089
Other current liabilities	(241,747)	494,019
Cash generated from operations	(6,630,426)	2,524,785
Tax paid (net of refunds)	-	-
Net Cash From/(Used in) Operating Activities (A)	(6,630,426)	2,524,785
Cash Flows from Investing Activities		
Purchase of Plant, Property and Equipment	(100,000)	(170,000)
Proceeds from sales of Investments	6,053,933	(2,718,823)
Interest received	693,926	308,790
Net cash from/(Used in) Investing Activities (B)	6,647,859	(2,580,033)
Cash flows from Financing Activities		
Finance cost	(7,776)	(24,709)
Loans Taken	820,000	105,000
Net cash from/(Used in) Financing Activities (C)	812,224	80,291
Increase in Cash and Cash Equivalents during the year (A+B+C)	829,657	25,043
Cash and Cash Equivalents at the beginning of the year	155,103	130,060
Cash and Cash Equivalents at the end of the year	984,760	155,103

Note :

- a) The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (IND AS-7) - Statement of Cash Flow.
- b) **Changes in liability arising from financing activities**

	1st April, 2020	Cash Flow		31st March, 2021
		Receipts	Payments	
Current Borrowings	-	-	-	-
Non - Current Borrowings	105,000	920,000	100,000	925,000
Total				

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

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

M C Gupta
Partner
Membership No. 070834

Gourav Jain
Managing Director
DIN: 06794973

Krishna Vyas
Director
DIN: 07444324

Date : 6/28/2021

Place : Mumbai

Vikas Jain
Chief Financial Officer

Shruti Jain
Company Secretary

SWADESHI INDUSTRIES & LEASING LIMITED

Notes to the Financial Statements for the financial year ended 31st March, 2021

1. General Information

Swadeshi Industries & Leasing Ltd (the 'Company') is a Company limited by share and domiciled in India with its registered office located at Munisuvrat Complex, Phase III, Building A1, 1st Floor, Near Anjur Phata, Bhiwandi Thane 421302. The Company was incorporated on 30th September, 1974, at Calcutta as a Private Limited Company under the Companies Act, 1956 and converted into a Public Limited Company on 31st October 1983 under the Companies Act, 1956 and its shares are Listed on Bombay Stock Exchange, India (BSE Script Code-506863). It is engaged in the business of Trading in Textiles.

2. Basic of Preparations Statement of Compliance

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

Accordingly, the Company has prepared these Financial Statements which comprise the Balance Sheet as at 31 March, 2021, the Statement of Profit and Loss for the year ended 31 March 2021, the Statement of Cash Flows for the year ended 31 March 2021 and the Statement of Changes in Equity for the year ended as on that date, and accounting policies and other explanatory information (together hereinafter referred to as 'financial statements').

These Financial Statements were approved by the Board of Directors and authorized for issue on 28th June 2021.

The Financial Statements have been presented in Indian Rupees (INR), which is the Company's functional currency. All financial information presented in INR has been rounded off to the nearest rupee, unless otherwise stated.

The financial statements have been prepared on an accrual system, based on the principle of going concern and under the historical cost convention, unless otherwise stated. The accounting policies are applied consistently to all the periods presented in the Financial Statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

Use of Estimates and Judgments

The preparation of Financial Statements in conformity with Ind AS requires management to make judgments, estimates and assumptions in the application of accounting policies that affects the reported amounts of assets, liabilities etc. at the date of these Financial Statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates, with the differences between the same being recognized in the period in which the results are known or materialize.

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

The areas involving critical estimates or judgements are

- a. Impairment of Financial Assets such as Trade Receivable.
- b. Impairment of Non-Financial Assets.
- c. Estimates of Tax Expenses and Liability.
- d. Revenue recognitions.

SWADESHI INDUSTRIES & LEASING LIMITED

Notes to the Financial Statements for the financial year ended 31st March, 2021

Significant Accounting Policy

A. Current and Non-Current Classification

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

B. Revenue Recognition

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

ii. Sale of Goods:

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

iii. Interest Income

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

C. Property, plant and equipment and depreciation

i. Initial Recognition and Measurement

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

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

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

ii. Subsequent Cost

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

iii. Depreciation / amortisation on property, plant and equipment

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

D. Financial Instruments

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss. Financial assets and financial liabilities are offset against each other and the net amount reported in the balance sheet if, and only if, there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

i. Financial Assets

Financial assets are divided into the following categories:

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

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

ii. Financial assets carried at amortised cost

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

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

iii. Financial assets at fair value through other comprehensive income

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

iv. Financial assets at fair value through profit or loss

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

v. Impairment of Financial Assets

In the case of impairment, any loss previously recognized in other comprehensive income is transferred to the Statement of profit and loss. Impairment losses recognized in the Statement of profit and loss on equity instruments are not reversed through the Statement of profit and loss. Impairment losses recognized previously on debt securities are reversed through the Statement of profit and loss when the increase can be related objectively to an event occurring after the impairment loss was recognized in the Statement of profit and loss.

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

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

vi. Derecognition of Financial Assets

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

vii. Equity Instruments

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

viii. Financial Liabilities

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

ix. Subsequent measurement

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

x. Derecognition

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

E. Inventory

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

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

The Company assesses at each reporting dates as to whether there is any indication that any property, plant and equipment may be impaired. If any such indication exists the recoverable amount of an asset is estimated to determine the extent of impairment, if any.

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

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

G. Borrowing Cost

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

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

H. Cash and Cash Equivalent

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

I. Cash Flow Statement

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

J. Provisions and contingencies

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

SWADESHI INDUSTRIES & LEASING LIMITED

Notes to the Financial Statements for the financial year ended 31st March, 2021

K. Tax Expenses

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

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

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

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

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

L. Earnings Per Share

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

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

M. Employee Benefits

i) Short term employee benefits:

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

ii) Post-Employment benefits- Defined contribution plans

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

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

SWADESHI INDUSTRIES & LEASING LIMITED
Notes to the Financial Statements for the financial year ended 31st March, 2021
3 Property, Plant and Equipment

Particulars	Freehold Land	Furniture and Fixtures	Computer	Total
Gross Carrying Amount March 31, 2020				
Opening Gross Carrying Amount	35,150,000	258,000	74,143	35,482,143
Additions	100,000	-	-	100,000
Disposals	-	-	-	-
Closing gross carrying amount	35,250,000	258,000	74,143	35,582,143
Accumulated Depreciation				
Opening Accumulated Depreciation	-	25,605	55,809	81,414
Depreciation charged during the year	-	60,167	11,580	71,747
Closing Accumulated Depreciation	-	85,772	67,389	153,161
Net carrying amount March 31, 2021	35,250,000	172,228	6,754	35,428,982
Net carrying amount March 31, 2020	35,150,000	232,395	18,334	35,400,729

Statement of Changes in Equity for the year ended 31 March 2021

(Amount In Rupees)

A. Equity Share Capital

Particulars	Balance
Balance as at 31st March, 2020	108,179,500
Changes in equity share capital during 2020-21	-
Balance as at 31st March, 2021	108,179,500

B. Other Equity

Particulars	Reserves and Surplus				Total
	Capital Reserve	Retained Earnings	Forfeited Share	General Reserve	
Balance as at 31st March, 2020	1,232,400	(15,594,652)	1,480,125	1,215,000	(11,667,127)
Total Comprehensive Income for the year	-	(6,885,824)	-	-	(6,885,824)
Transfer to retained earnings	-	-	-	-	-
Balance as at 31st March, 2021	1,232,400	(22,480,476)	1,480,125	1,215,000	(18,552,951)

SWADESHI INDUSTRIES & LEASING LIMITED
Notes to the Financial Statements for the financial year ended 31st March, 2021

Note No	Particulars	As at 31 March 2021	As at 31 March 2020
4	Investments		
	Investments in partnership firms		
	Park View Developers	27,540,378	33,597,311
	<u>Name of Partners</u>	<u>Total Capital</u>	<u>Share</u>
	Lalit Parasmal Nahata	(2,202,521.17)	20.00%
	Tarun Bhawarlal Nahata	2,202,521.17	20.00%
	Sampatraj Bhandari	1,824,727.78	05.00%
	Swadeshi Industries & Leasing Ltd	27,540,377.67	55.00%
	Other Investment		
	Recurring Deposits	3,000	-
	Total	27,543,378	33,597,311
5	Deferred tax assets (Net)		
	Deferred tax asset		
	Mat Credit Entitlement	687,374	687,374
	Property, plant and equipment	(50,492)	4,265
	Deferred tax liabilities		
	Property, plant and equipment	-	-
	Deferred tax assets (Net)	636,882	691,639
	<u>Movement in deferred tax liabilities</u>		
	As on 1st April 2020 (PY 1st April 2019)	5,792	(1,527)
	Charged / credited		
	- to profit & loss	(56,283)	5,792
	As at 31 March 2021 (PY 31 March 2020)	(50,492)	4,265
6	Other non-current assets		
	Balance with Revenue Authorities	66,580	89,918
	Total	66,580	89,918
7	Inventories		
	Finished goods	-	-
	Total	-	-
8	Trade Receivables		
	Unsecured Considered Good	4,484,739	3,315,794
	Less: Provision for doubtful trade receivables	331,190	331,190
	Total	4,153,549	2,984,604
9	Cash and Cash Equivalents		
	Balances With Banks	431,476	493
	Cash on hand	553,284	154,610
	Total	984,760	155,103
10	Loans		
	<u>Unsecured, considered good</u>		
	Other loans	32,407,881	38,181,631
	Total	32,407,881	38,181,631
11	Other current assets		
	Advances other than capital advances		
	Security Deposits	1,000	61,000
	Prepaid Expenses	4,317	8,017
	Balance with Revenue Authorities	559,772	392,351
	Total	565,089	461,368
14	Borrowings		
	<u>Unsecured, Considered Good</u>		
	Loans from related parties		
	Nageshwar Power P. Ltd	925,000	105,000
	Total	925,000	105,000
15	Trade payables		
	Unsecured, Considered Good		
	a. Total outstanding dues of micro enterprises and small enterprises	3,600,000	8,600,000
	b. Total outstanding dues of creditors other than micro enterprises and small enterprises	6,699,832	5,167,463
	Total	10,299,832	13,767,463
16	Other current liabilities		
	Other advances		
	Expenses Payable	903,503	1,165,352
	Professional Tax Payable	16,200	8,700
	TDS Payable	16,017	3,415
	Total	935,720	1,177,467

SWADESHI INDUSTRIES & LEASING LIMITED
Notes to the Financial Statements for the financial year ended 31st March, 2021

Note No	Particulars	As at 31 March 2021	As at 31 March 2020
17	Revenue From Operations		
	Sale of products	11,477,344	11,686,946
	Total	11,477,344	11,686,946
18	Other Income		
	Interest Income	693,926	308,790
	Sundry Balance Written Off	58	-
	Total	693,984	308,790
19	Changes in inventories of finished goods, Stock-in-Trade and work-in-progress		
	Stock at the beginning of the year		
	Finished Goods	-	3,370,078
		-	3,370,078
	Stock at the end of the year		
	Finished Goods	-	-
		-	-
	Changes In Inventories	-	3,370,078
20	Employee benefits expense		
	Salaries and wages	300,000	730,666
	Managerial Remuneration	300,000	-
	Total	600,000	730,666
21	Finance costs		
	Other borrowing costs		
	Bank Charges	7,776	24,709
	Total	7,776	24,709
22	Other expenses		
	Payments to the auditor		
	Auditor - Audit fees	50,000	50,000
	For taxation matters - Tax Audit Fees	-	-
		50,000	50,000
	Other Expenses		
	Brokerage Exps.	-	7,500
	Brokerage on Sales	207,110	38,300
	Computer Maintenance Exps.	2,350	4,770
	Custodial Fees	109,010	117,084
	Discount Paid	5,532	3,644
	Electric Exps.	9,000	367
	Godown rent (bhiwandi)	84,500	204,000
	GST Expense	8,550	18,201
	Insurance Exps.	4,000	7,926
	Interest on Income Tax	287	-
	Late Fee Charges	2,450	1,500
	Legal & Professional Exp.	187,500	140,000
	Listing Fees	300,000	300,000
	Newspaper Publishing Exps.	100,050	78,360
	Office Exps.	15,983	16,341
	Postage Exps.	-	2,870
	Printing & Stationery Exps.	8,500	122,077
	Profession Tax(Com.)	2,500	2,500
	ROC Fees	4,800	7,200
	RTA- Service Charges	86,380	91,879
	Sales Promotion Exps.	-	237,288
	Web Site Charges	3,700	3,083
		1,142,202	1,404,891
	Total	1,192,202	1,454,891

SWADESHI INDUSTRIES & LEASING LIMITED

Notes to the Financial Statements for the financial year ended 31st March, 2021

12 Equity Share Capital

	As at 31 March 2021		As at 31 March 2020	
	No. of shares	Amount	No. of shares	Amount
Authorised Share Capital				
Equity Shares of Rs 10/- each	125,000,000	125,000,000	125,000,000	125,000,000
Issued, Subscribed and Paid Up				
Equity Shares of Rs 10/- each	10,817,950	108,179,500	10,817,950	108,179,500
Total	10,817,950.00	108,179,500.00	10,817,950.00	108,179,500.00

Rights, preferences and restrictions attached to shares

Equity shares: The Company has one class of equity shares having a par value of ` 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

The details of shareholders holding more than 5% shares

Name of the Shareholder	As at 31st March 2021		As at 31st March 2020	
	No. of Shares	% held	No. of Shares	% held
<u>Equity shares with voting rights</u>				
Nageshwar Power Pvt. Ltd (Formerly known as Chin Info Tech Pvt. Ltd.)	2,730,850	25.24%	2,730,850	25.24%
	2,730,850	25.24%	2,730,850	25.24%

The reconciliation of the number of shares outstanding is set out below

	No. of shares	Amount	No. of shares	Amount
Equity Shares at the beginning of the year	10,817,950	108,179,500	10,817,950	108,179,500
Add: Fresh Issue/ESOP	-	-	-	-
Less: Share Consolidated	-	-	-	-
Less: Buy Back	-	-	-	-
Equity Shares at the end of the year	10,817,950	108,179,500	10,817,950	108,179,500

13 Other Equity

Nature and Purpose of Reserves

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

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

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

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

B. Other Equity

	Reserves and Surplus			
	Capital Reserve	Retained	Forfeited Share	General Reserve
Balance as at 31st March, 2020	1,232,400	(15,594,652)	1,480,125	1,215,000
Profit for the year	-	(6,885,824)	-	-
Total Comprehensive Income for the year		(6,885,824)		
Transfer to retained earnings	-	-	-	-
Balance as at 31st March, 2021	1,232,400	(22,480,476)	1,480,125	1,215,000

SWADESHI INDUSTRIES & LEASING LIMITED

Notes to the Financial Statements for the financial year ended 31st March, 2021

23 INCOME TAX EXPENSE	As at 31 March 2021	As at 31 March 2020
A. Components of Income Tax Expense		
Tax Expense recognised in the Statement of Profit and Loss		
Current Tax		
Current Tax on the profits for the year	-	-
Adjustments for current tax of prior periods	-	-
Total a	-	-
Deferred Tax		
Origination and Reversal of Temporary Differences	54,757	(5,792)
Total b Total (a+b)	54,757	(5,792)
B. Reconciliation of Tax Expense and the Accounting profit multiplied by India's Tax rate	54,757	(5,792)
Profit/(loss) for the period		
Tax at the Indian Tax rate of 26%		
Tax effects of amounts which are not deductible (taxable) in computing taxable income	(6,831,067)	(1,853,908)
Adjustments of current tax of prior periods	-	-
Tax losses for which no Deferred income tax was recognised	-	-
Incremental Deferred Tax Asset on Property, Plant & equipment	-	-
Income Tax Expense	54,757	(5,792)
Effective Tax Rate	54,757	(5,792)
	-0.80%	0.31%

24 Earnings per Share

Particulars	For the year ended 31 March 2021	For the year ended 31 March 2020
Net Profit / (loss) after tax for the year (in Rs.)	(6,885,824)	(1,848,116)
Profit / loss attributable to equity share holders (in Rs.)	(6,885,824)	(1,848,116)
Weighted Average Number of equity shares outstanding during the year	10,817,950	10,817,950
Basic and Diluted Earnings Per Share (Rs.)	(0.64)	(0.17)
Face Value per Share (Rs.)	10	10

25 Contingent Liabilities & Commitments (to the extent not provided for)

Claims against the company not acknowledged as debt -

- Contingent Liabilities

- a Income Tax Demand for A.Y. 2008-09 of Rs.23,110/-
- b Income Tax Demand for A.Y. 2009-10 of Rs.1,10,570/-
- c Income Tax Demand for A.Y. 2009-10 of Rs.11,820/-
- d Income Tax Demand for A.Y. 2016-17 of Rs.32,280/-

SWADESHI INDUSTRIES & LEASING LIMITED

Notes to the Financial Statements for the financial year ended 31st March, 2021

26 Fair value measurements

Financial instruments by category:

		31-Mar-21				Fair Value hierarchy			
		Carrying Value							
Particulars		FVTPL	FVTOCI	Amortised		Level 1	Level 2	Level 3	Total
				Cost	Total				
Financial Assets									
(i) Non Current Investments		-	-	27,543,378	27,543,378	-	-	-	-
(ii) Trade Receivable		-	-	4,153,549	4,153,549	-	-	-	-
(iii) Cash and Cash Equivalents		-	-	984,760	984,760	-	-	-	-
(iv) Current Loans		-	-	32,407,881	32,407,881	-	-	-	-
	TOTAL	-	-	65,089,567	65,089,567	-	-	-	-
Financial Liabilities									
(i) Borrowings		-	-	925,000	925,000	-	-	-	-
(ii) Trade Payables		-	-	10,299,832	10,299,832	-	-	-	-
	TOTAL	-	-	11,224,832	11,224,832	-	-	-	-

		31-Mar-20				Fair Value hierarchy			
		Carrying Value							
Particulars		FVTPL	FVTOCI	Amortised		Level 1	Level 2	Level 3	Total
				Cost	Total				
Financial Assets									
(i) Non Current Investments		-	-	33,597,311	33,597,311	-	-	-	-
(ii) Trade Receivable		-	-	2,984,604	2,984,604	-	-	-	-
(iii) Cash and Cash Equivalents		-	-	155,103	155,103	-	-	-	-
(iv) Current Loans		-	-	38,181,631	38,181,631	-	-	-	-
	TOTAL	-	-	74,918,649	74,918,649	-	-	-	-
Financial Liabilities									
(i) Borrowings		-	-	105,000	105,000	-	-	-	-
(ii) Trade Payables		-	-	13,767,463	13,767,463	-	-	-	-
	TOTAL	-	-	13,872,463	13,872,463	-	-	-	-

The carrying amounts of investments, trade receivables, cash and cash equivalents, current loans, and trade payables are considered to be approximately equal to the fair value.

I. Fair value hierarchy

The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

- (a) recognised and measured at fair value and,
- (b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the Indian accounting standard. An explanation of each level is as follows :

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

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

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

II. Valuation techniques used to determine fair value

Significant valuation techniques used to value financial instruments include:

- o Use of quoted market price or dealer quotes for similar instruments
- o Using discounted cash flow analysis.

The fair values computed above for assets measured at amortised cost are based on discounted cash flows using a current borrowing rate. They are classified as level 2 fair values in the fair value hierarchy due to the use of unobservable inputs.

SWADESHI INDUSTRIES & LEASING LIMITED
Notes to the Financial Statements for the financial year ended 31st March, 2021

27 Financial Risk Management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Liquidity risk ; and
- Market risk

A. Credit risk

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

Credit risk management

Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The Company's maximum exposure to credit risk as at 31st March, 2021 and 2020 is the carrying value of each class of financial assets.

i Trade and other receivables

Credit risk on trade receivables is limited based on past experience and management's estimate.

Ageing of trade and other receivables that were not impaired was as follows.

Carrying amount	31-Mar-21	31-Mar-20
Neither Past due nor impaired	2,841,690	-
Past due but not impaired	-	-
Past due more than 180 days	1,643,049	-
Less: Provision for doubtful trade receiv	331,190	331,190
TOTAL	4,153,549	(331,190)

ii Cash and Cash Equivalents

The Company held cash and bank balance with credit worthy banks of Rs.984,760 at March 31, 2021 (March 31, 2020: ` 155,103). The credit risk on cash and cash equivalents is limited as the Company generally invests in deposits with banks where credit risk is largely perceived to be extremely insignificant.

B. Liquidity risk

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

Liquidity risk management

The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could undermine the Company's credit rating and impair investor confidence.

The Company maintained a cautious funding strategy, with a positive cash balance throughout the year ended 31st March, 2021 and 31st March, 2020. This was the result of cash delivery from the business. Cash flow from operating activities provides the funds to service the financing of financial liabilities on a day-to-day basis. The Company's treasury department regularly monitors the rolling forecasts to ensure it has sufficient cash on-going basis to meet operational needs. Any short term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, are retained as cash and cash equivalents (to the extent required).

SWADESHI INDUSTRIES & LEASING LIMITED**Notes to the Financial Statements for the financial year ended 31st March, 2021****Maturities of non – derivative financial liabilities**

(Amount in Rs.)

Particulars	As at 31 March 2021		As at 31 March 2020	
	Less than 1 year	More than 1 year	Less than 1 year	More than 1 year
Financial Liabilities - Current				
i. Borrowings	925,000	-	105,000	-
ii. Trade payables	10,299,832	-	13,767,463	-
Total	11,224,832	-	13,872,463	-

C. Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments. The Company is exposed to market risk primarily related to interest rate risk and the market value of the investments.

i Currency Risk

The functional currency of the Company is Indian Rupee. Currency risk is not material, as the Company does not have any exposure in foreign currency.

ii Interest Rate Risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

According to the Company interest rate risk exposure is only for floating rate borrowings. Company does not have any floating rate borrowings on any of the Balance Sheet date disclosed in this financial statements.

iii Price Risk

Price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market traded price. It arises from financial assets such as investments in quoted instruments.

a Fair value sensitivity analysis for fixed rate Instruments

The Company does not account for any fixed rate financial assets or financial liabilities at fair value through Profit or Loss. Therefore, a change in interest rates at the reporting date would not affect Profit or Loss.

b Cash flow sensitivity analysis for variable rate Instruments

The company does not have any variable rate instrument in Financial Assets or Financial Liabilities.

28. Capital Management

The company's objectives when managing capital are to

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The management monitors the return on capital as well as the level of dividends to shareholders. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

SWADESHI INDUSTRIES & LEASING LIMITED

Notes to the Financial Statements for the financial year ended 31st March, 2021

29. Micro, Small and Medium Enterprises

This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

1. Banke Bihari Process Private Limited

Particulars	31.03.2021	31.03.2020
Principal amount remaining unpaid to any supplier as at the end of the year.	Rs. 36,00,000	Rs. 86,00,000
Amount of interest due remaining unpaid to any supplier as at the end of the year.	Nil	Nil
Amount of interest paid under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year.	Nil	Nil
Amount of interest due and payable for the period of delay in making payment (where the principal has been paid but interest under the MSMED Act, 2006 not paid).	Nil	Nil
Amount of interest accrued and remaining unpaid at the end of year.	Nil	Nil
Amount of further interest remaining due and payable even in the succeeding year.	Nil	Nil

30. Transaction in Foreign Currency

Sr. No.	Particulars	31.03.2021	31.03.2020
1	Earning in Foreign Currency	Nil	Nil
2	CIF Value of Imports	Nil	Nil
3	Expenditure in Foreign Currency	Nil	Nil

31. Segment Information

Company is engaged in the business of **Textiles & Trading** and incidental activities thereto which, in the context of Ind AS 108 on Operating Segments, constitutes a single reportable segment.

32. Related Party Transaction

Disclosure in accordance with Indian Accounting Standard-24 – Related Party transactions during the financial year ended 31st March, 2021.

1. Name of Related Party Related Party Disclosures

(i) Relationships:

(a) Investment in Partnership Firm

Park View Developers

(b) Promoters:

Nageshwar Power Private Limited

(c) Key Managerial Personnel:(KMP)

Mr. Gaurav Jain	Executive Director-Chairperson-MD
Mrs. Indira Dhariwal	Non-Executive - Independent Director
Mr. Amit Kumar	Non-Executive - Independent Director
Mr. Vikas Jain	Chief Financial Officer
Mrs. Krishna Kamalkishor Vyas	Non-Executive - Independent Director
Ms. Shruti Jain	Company Secretary cum Compliance Officer

SWADESHI INDUSTRIES & LEASING LIMITED

Notes to the Financial Statements for the financial year ended 31st March, 2021

Note: 1. Related Party Relationship is identified by the Company and relied upon by the Auditors
Key Management Personnel Compensation

Particulars	Shruti Jain (CS)	Vikas Jain (CFO)
Short-Term Employee Benefits	300,000 (300,000)	300,000 (300,000)
Post-Employment Benefits	Nil (Nil)	Nil (Nil)
Other Long-Term Benefits	Nil (Nil)	Nil (Nil)
Termination Benefits	Nil (Nil)	Nil (Nil)
Share-Based Payment	Nil (Nil)	Nil (Nil)
Total:	300,000 (300,000)	300,000 (300,000)
Balance outstanding at year end	38,700 (41,200)	(368,900) (381,400)

2. Transactions during the Year

Name	Relationship	Nature Of Transaction	Amount received(Rs)	Amount paid(Rs)	Amount Outstanding at year end (Rs)
Park View Developers	Investment in Partnership Firm	Net Investment	Nil (310,000)	16,815,684 (3,500,000)	16,781,625 (33,597,311)
Nageshwar Power Private Limited	Promoter Company	Loan Taken	920,000 (305,000)	1,00,000 (200,000)	925,000 (1,05,000)

33. Previous Year's figures have been regrouped, rearranged or recasted wherever necessary to conform to the Year's classification.

Significant Accounting Policies and Notes to Accounts

For Dhawan & Co.

Chartered Accountants

Firm Regn No. 002864N

On Behalf of the Board

For Swadeshi Industries & Leasing Limited

(CIN : L45209MH1983PLC031246)

M C Gupta

Partner

Membership No. 070834

Gourav Jain

Managing Director

DIN: 06794973

Krishna Vyas

Director

DIN: 07444324

Date : 28/06/2021

Place : Mumbai

Vikas Jain

Chief Financial Officer

Shruti Jain

Company Secretary