



# Swadeshi

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

Ref :

Date :

To  
Dept. of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001

Date: 20<sup>th</sup> February, 2024

**Ref No:- Company Scrip Code: 506863**

Dear Sir,

**Sub: Notice of Postal Ballot.**

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With regards to the captioned matter, we have enclosed herewith Postal Ballot Notice dated 20<sup>th</sup> February, 2024 along with explanatory statement sent to the Members of the Company on 20<sup>th</sup> February, 2024 through Electronic mode seeking approval from Members for passing of the resolution(s) as set out in the Postal Ballot Notice by way of remote e-voting. ("e-voting/ remote e- voting")

In accordance with circulars issued by Ministry of Corporate Affairs ("MCA") and SEBI from time to time, the Notice is being sent only in electronic form to the Members whose email addresses are registered with their depository participants and whose names were recorded in the Register of Members/List of Beneficial Owners as on 16<sup>th</sup> February, 2024 ("Cut-off Date"). The Company has also made arrangements for those Members who have not yet registered their email address to get the same registered by following the procedure set out in the Notice.

The Company has appointed NSDL for facilitating evoting to enable the Members to cast their votes electronically. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the total voting capital of the Company as on the Cut-off Date. The detailed instructions and information relating to e- voting are set out in the Notice.

The facility to exercise vote on postal ballot by remote e-voting, will be available for the following period:

Remote e-voting Commence from: Thursday, 22<sup>nd</sup> February, 2024 at 09:00 A.M. IST

End at: Friday, 22<sup>nd</sup> March, 2024 at 05.00 P.M. IST (remote e-voting module shall be disabled post this date)

The result of Postal Ballot along with the consolidated Scrutiniser's Report will be intimated within 2 (two) working days from the conclusion of remote e-voting.

The aforementioned Notice, along with the Explanatory Statement is also available on the website of the Company at [www.swadeshiglobal.com](http://www.swadeshiglobal.com).

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours faithfully,

**For SWADESHI INDUSTRIES AND LEASING LTD**

**GAURA** Digitally signed  
by GAURAV JAIN  
**V JAIN** Date: 2024.02.20  
12:18:44 +05'30'

GAURAV JAIN  
MANAGING DIRECTOR  
DIN: 06794973  
Encl: As above

Ref :

Date :

**POSTAL BALLOT NOTICE**

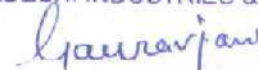
[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

**NOTICE** is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**MCA**") for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (hereinafter referred to as "**MCA Circulars**") and read with the Securities and Exchange Board of India ("**SEBI**") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (hereinafter referred as "**SEBI Circulars**"), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, and any other applicable law, rules and regulations, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), to transact the below mentioned proposed special businesses by the Members of the SWADESHI INDUSTRIES AND LEASING LTD ("**the Company**") (as on the Cut-off Date) by passing resolutions through postal ballot ("Postal Ballot") by way of remote e-voting only ("e-voting / Remote e-voting").

Pursuant to Sections 102, 108 and 110 of the Act, the resolution proposed to be passed by way of Postal Ballot through e-voting and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof form part of this Postal Ballot notice ("**the Notice**") for consideration of the Member.

For SWADESHI INDUSTRIES & LEASING LTD



Director / Auth. Sing



In compliance with Regulation 44 of the Listing Regulations, as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the corresponding rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

Members are requested to carefully read the instructions in this Notice and cast their vote electronically from 09.00 a.m. on 22<sup>nd</sup> February, 2024 onwards till 05.00 p.m. on 22<sup>nd</sup> March, 2024, failing which it will be strictly considered that no reply has been received from the Member.

The Board of Directors of the Company has appointed M/s. Sanjay Dholakia & Associates, Company Secretaries (FCS: 2655; CP: 1798), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Chairman and the result of the voting by Postal Ballot will be announced within two (2) working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Notice.

The proposed resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting, i.e. 22<sup>nd</sup> March, 2024.

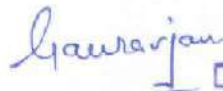
**Special Business:**

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

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 Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof, M/s. D G S M & Co., Chartered Accountants (Firm Regn. No. – 101606W) Ahmedabad, upon the recommendation of Board, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Harish Hegde & Co. (FRN: 128540W) Chartered Accountants.

For SWADESHI INDUSTRIES & LEASING LTD

  
Director / Auth. Sing

**RESOLVED FURTHER THAT** M/s. D G S M & Co., Chartered Accountants (Firm Regn. No. – 101606W) Ahmedabad, shall hold the office of Statutory Auditors of the Company until the conclusion of the ensuing annual general meeting and that they shall conduct the Statutory Audit for the financial year beginning from April 1, 2023 to March 31, 2024, at a remuneration decided by the Board.”

**RESOLVED FURTHER** the Board of Directors and/or the Company Secretary be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

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

To consider and to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI Listing Regulations entered into by the Company with the Stock Exchange where the shares of the Company are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members of the company be and is hereby accorded to sell / transfer / dispose-off the whole, or substantially the whole of the Land for a consideration Rs. 4,21,00,000/- (Four Crore Twenty One Lacs only) situated at K.NO.540 7 & 540/1 Rakba 32-16 & 7-04 Bigha Village Jawriya District Pali, Rajasthan ("Undertaking") to M/s. GGF Industries Pvt Ltd, on such terms and conditions as may be deemed fit by the Board.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised and empowered to finalize and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and other ancillary documents, with effect from such date and in such manner as decided by the Board and to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale and transfer of the Undertaking as they may in their absolute discretion deem fit.

**“RESOLVED FURTHER THAT** Mr. Gaurav Jain, Managing Director of the company be and is hereby authorized to do and perform all such acts, deeds, matters and things as it may, in their absolute discretion, deem fit, necessary, proper or desirable, including finalizing, varying and settling the terms and conditions of such sale and to finalize, execute, deliver and perform the agreement, contracts, deeds, undertakings, and other documents in respect thereof and seek the requisite approvals, consents and permissions as may be applicable.”

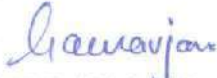
By order of the Board of Directors

For SWADESHI INDUSTRIES & LEASING LTD

  
Director / Auth. Sing



For SWADESHI INDUSTRIES AND LEASING LTD



GAURAV JAIN  
Managing Director  
DIN: 06794973

Date: 20<sup>th</sup> February, 2024  
Place: Mumbai

**Registered Office:**

Shop 117, 1ST Floor, V Mall, Thakur Complex, Western Express Highway, Kandivali East  
Mumbai, Maharashtra, India, 400101

CIN: L46309MH1983PLC031246

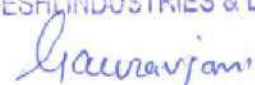
**NOTES:**

- 1) The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
- 2) The Statement pursuant to Section 102(1) of the Act setting out the material facts concerning the item of business to be transacted is annexed hereto.
- 3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members as on 16<sup>th</sup> February, 2024. A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
- 4) The Notice of Postal Ballot is being sent to the members only in electronic form to the e-mail addresses registered with the Company as on cut-off date.
- 5) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on 16<sup>th</sup> February, 2024.
- 6) All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by evoting. Alternately, Members may also send their requests to [compliance@swadeshiglobal.com](mailto:compliance@swadeshiglobal.com) from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
- 7) Members who have not registered their e-mail addresses are requested to register the same with the Company for sending future communication(s) in electronic form.
- 8) Instructions for process to be followed by members opting to vote through electronic means.

**A. VOTING THROUGH ELECTRONIC MEANS**

**Remote e-voting Instructions for Members are as under:**

For SWADESHI INDUSTRIES & LEASING LTD



Director / Auth. Sing

Pursuant to SEBI circular dated 09<sup>th</sup> December, 2020 on e-voting facility, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 09<sup>th</sup> June, 2021.

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

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting 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.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.js">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.js</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>

For SWADESHI INDUSTRIES & LEASING LTD

*Ganavjan*

Director / Auth. Sing



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.

3. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from

For SWADESHI INDUSTRIES & LEASING LTD

*Lauvjan*

Director / Auth. Sing

	a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

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

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

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.

For SWADESHI INDUSTRIES & LEASING LTD

*Gaevanjan*

Director / Auth. Sing



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 8digit 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.**

For SWADESHI INDUSTRIES & LEASING LTD

*Gaurav Jain*

Director / Auth. Sing

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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 on NSDL e-Voting system.**

#### **How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of

For SWADESHI INDUSTRIES & LEASING LTD  
*Sanjayrd65*  
Director / Auth. Sing



Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [compliance@swadeshiglobal.com](mailto: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](mailto:compliance@swadeshiglobal.com). If you are an Individual shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto: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

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

For SWADESHI INDUSTRIES & LEASING LTD™

*Laxman Singh*  
Director / Auth. Sing

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013:**

**In respect of Item No. 1**

M/s. D G S M & Co., Chartered Accountants (Firm Regn. No. – 101606W) Ahmedabad, upon the recommendation of Board, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Harish Hegde & Co. (FRN: 128540W) Chartered Accountants.

M/s. Harish Hegde & Co. (FRN: 128540W) Chartered Accountants, have resigned from the office of Statutory Auditors of the Company w.e.f. 31<sup>st</sup> January, 2024, due to diagnosed with High Grade B-Cell Hodgkins Lymphoma for the past 3 years resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

As per the provisions of Section 139(8)(i) of the Companies Act 2013, any casual vacancy in the office of an auditor shall be filled by the Board of Directors within thirty days from the date of resignation of an auditor, and shall also be approved by the Company within three months of the recommendation of the Board and he shall hold the office till the conclusion of the next annual general meeting.

The Audit Committee and the Board of Directors in their respective meetings held on 12<sup>th</sup> February, 2024 have considered and recommended appointment of M/s. D G S M & Co., Chartered Accountants (Firm Regn. No. – 101606W) Ahmedabad, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Harish Hegde & Co. (FRN: 128540W) Chartered Accountants.

M/s. D G S M & Co., Chartered Accountants (Firm Regn. No. – 101606W) Ahmedabad, if appointed in the Extraordinary General Meeting, will be holding office of Statutory Auditors until the conclusion of the next annual general meeting. Pursuant to Regulation 36 of SEBI Listing Regulations, the following details are mentioned below for the information of Members:

Proposed audit fee payable to auditors	The fees proposed to be paid to M/s. D G S M & Co. towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) for the financial year 2023-24 shall be Rs. 60,000/-.
Terms of appointment	<ul style="list-style-type: none"><li>To hold the office of Statutory Auditors of the Company from the conclusion of this Postal Ballot until the conclusion of the ensuing annual general meeting</li><li>To conduct the Statutory Audit for the financial year beginning from April 1, 2023 to March 31, 2024.</li></ul>

For SWADESHI INDUSTRIES & LEASING LTD

*Hawarjain*

Director / Auth. Sing



M/s. D G S M & Co., Chartered Accountants (Firm Regn. No. – 101606W) Ahmedabad, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with confirmation that their appointment, if approved by the shareholders, would be within the limits prescribed under the Act and they satisfy the criteria provided in Section 141 of the Act.

Accordingly, the Ordinary Resolution as embodied in the Notice is proposed by the Board of Directors for consideration and approval of the shareholders.

None of the Directors or Key Managerial Personnel or their relatives is, directly or indirectly, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their shareholding.

The Board accordingly recommend the Ordinary Resolution set forth in the Notice for approval of the Members.

### **In respect of Item No. 2**

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution.

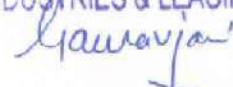
*Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.*

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell / transfer / dispose-off the whole, or substantially the whole of the Land valued at Rs. 4,21,00,000/- (Four Crore Twenty One Lacs only) situated at K.NO.540 & 540/1 Rakba 32-16 & 7-04 Bigha Village Jawriya District Pali, Rajasthan ("Undertaking") to M/s. GGF industries Pvt Ltd, on such terms and conditions as may be deemed fit by the Board.

Accordingly, the Special Resolution as embodied in the Notice is proposed by the Board of Directors for consideration and approval of the shareholders.

None of the Directors or Key Managerial Personnel or their relatives is, directly or indirectly, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their shareholding.

For SWADESHI INDUSTRIES & LEASING LTD



Director / Auth. Sing

The Board accordingly recommend the Special Resolution set forth in the Notice for approval of the Members.

By order of the Board of Directors

For **SWADESHI INDUSTRIES AND LEASING LTD**

For **SWADESHI INDUSTRIES & LEASING LTD**

*Gaurav Jain*

GAURAV JAIN

Director / Auth. Sing

Managing Director

DIN: 06794973

Date: 20<sup>th</sup> February, 2024

Place: Mumbai

**Registered Office:**

Shop 117, 1ST Floor, V Mall, Thakur Complex, Western Express Highway, Kandivali East  
Mumbai, Maharashtra, India, 400101

**CIN:** L46309MH1983PLC031246