

CIN:L46309MH1983PLC031246



Ref:

Date:

Date: 03rd May, 2024

To,
The Deputy Manager
Corporate Relations Department,
BSE Limited
P J Towers, Dalal Street,
Mumbai – 400 001

Scrip Code:506863

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") - Notice of Extraordinary General Meeting of Members

Dear Sir,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extraordinary General Meeting ('EOGM') of the Company will be held on Monday, May 27, 2024 at 2.30 p.m.. We are submitting herewith Notice of EOGM of the Company along with explanatory statement, which is being sent through electronic mode to the Members.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EOGM) on the resolution as set out in the EOGM Notice. The e-voting shall commence on Friday, 24th May, 2024 at 09:00 a.m. and will end on Sunday, 26th May, 2024 at 05:00 p.m.

Further, pursuant to Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Register of the Company shall remain closed from Tuesday 21st May, 2024 to Monday 27th May 2024, both days inclusive for the purpose of EOGM General Meeting

The copy of the said EOGM Notice is also uploaded on the website of the Company i.e. www.swadeshiglobal.com

Kindly take the same on your record.

Thanking you, Yours faithfully,

For Swadeshi Industries and Leasing Limited

Gaurav Jain \_\_\_\_\_\_ Managing Director DIN:06794973



# SWADESHI INDUSTRIES & LEASING LTD.

117, V Mall, Thakur Complex, near Saidham Temple, Thakur Complex, Kandivali (East) Mumbai 400101 CIN: L46309MH 1983 PLC 031246 Email: compliance@swadeshiglobal.com, swadeshiindltd@gmail.com

#### NOTICE

NOTICE is hereby given to the Shareholders (the "Shareholders" or the "Members") of SWADESHI INDUSTRIES AND LEASING LTD ("Company") that an Extra-Ordinary General Meeting ("EGM") of the Company will be held on Monday,27<sup>th</sup> May, 2024 at 2.30 p.m. at the Registered Office of the Company at Shop 117, 1ST Floor, V Mall, Thakur Complex, Western Express Highway, Kandivali East Mumbai, Maharashtra, India, 400101 to transact the following special business:

 To appoint M/s. G C A S AND ASSOCIATES LLP. as Statutory Auditor to fill casual vacancy caused by the Resignation of M/s. D G S M & Co (FRN: 101606W) Chartered Accountants.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a 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. G C A S AND ASSOCIATES LLP, Chartered Accountants (Firm Regn. No. – 327601E/E300274) Siliguri, 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. D G S M & Co. (FRN: 101606W) Chartered Accountants.

RESOLVED FURTHER THAT M/s. G C A S AND ASSOCIATES LLP., Chartered Accountants (Firm Regn. No. – 327601E/E300274) Siliguri, 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."

BY ORDER OF THE BOARD OF DIRECTORS

For SWADESHI INDUSTRIES AND LEASING LIMITED

DIN: 06794973

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Managing Director

Date: 03.05.2024 Place: Mumbai

#### NOTES:

- 1. A Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company.
- 2. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification / Guidance on applicability of Secretarial Standards 1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the EGM.
- 3. In line with the aforesaid Circulars, the Notice of EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories as on Friday, 26th April, 2024. Members may note that Notice has been uploaded on the website of the Company at website <a href="www.swadeshiglobal.com">www.swadeshiglobal.com</a>. The Notice can also be accessed from the website of the Stock Exchanges i.e. BSE Limited at <a href="www.bseindia.com">www.bseindia.com</a> respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a>.
- 4. In view of the "Green Initiatives in Corporate Governance" introduced by MCA and in terms of the provisions of the Companies Act, 2013, Members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register / update their email addresses with their Depository Participant(s).
- 5. A statement setting out the material facts as required under Section 102 of the Companies Act,2013 ("Act") is annexed hereto.
- a) The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday 21st May, 2024 to Monday 27th May 2024 (both days inclusive).
- 6. Process and manner for Members opting for voting through Electronic means:
- b) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBIListing Regulations (as amended), and the MCA Circulars, the Company is providing facility of remote evoting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ("NSDL"), as the Authorised e-Voting agency for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by Members using remote e-voting as well as e-voting system on the date of the EGM willbe provided by NSDL.
- c) Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Monday, 20<sup>th</sup> May, 2024, shall be entitled to avail the facility of remote e-voting as well as e-votingsystem on the date of the EGM. Any recipient of the Notice, who has no voting rights as onthe Cut-off date, shall treat this Notice as intimation only.
- d) A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EOGM and prior to the Cut-off date i.e. Friday, 26<sup>th</sup> April, 2024, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting ore-voting system on the date of the EGM by following the procedure mentioned in this part.
- e) The voting by Shareholders through the remote e-voting shall commence at 9.00 a.m. on Friday 24th

May, 2024 and shall close at 5.00 p.m. on Sunday 26th May, 2024. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 20<sup>th</sup> May, 2024i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the Meeting and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote during the Meeting.

- f) 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. Monday, 20<sup>th</sup> May, 2024
- g) The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Monday, 20<sup>th</sup> May, 2024only 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.
- h) 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 Monday, 20<sup>th</sup> May, 2024 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
- i) 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.
- j) 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.
- k) 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
- 1. 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 Friday 24<sup>th</sup> May, 2024 and shall close at 5.00 p.m. on Saturday 26<sup>th</sup> May, 2024. 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. Monday, 20<sup>th</sup> May, 2024, 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 Monday, 20<sup>th</sup> May, 2024.

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

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

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

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

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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.	1. Existing IDeAS user can visit the e-Services website of NSDI Viz. https://eservices.nsdl.com either on a Personal Computer o 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 you 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. NSDLand you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period Ifyou are not registered fo IDeAS e-Services, option to register is available a https://eservices.nsdl.com, Select "Register Online for IDeAS Portal" or click a https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp  2. 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 or company name or e-Voting service provider i.e. NSDLand you will be redirected to e-Voting service provider i.e. NSDLand you will be redirected to e-Voting service provider i.e. NSDL And you will be redirected to e-Voting service provider i.e. 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	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 <a href="https://web.cdslindia.com/myeasi/home/loginorwwww.cdslindia.com">https://web.cdslindia.com</a> and click on New System Myeasi.
	<ol> <li>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.</li> </ol>
	<ol> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="https://www.edslindia.com">www.edslindia.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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 toll +91 22 48867000 and +91 22 24997000	
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="https://helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at contact at toll free no. 1800225533	

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: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> 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 user 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.

- 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.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

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

# General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at evoting@nsdl.co.in

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

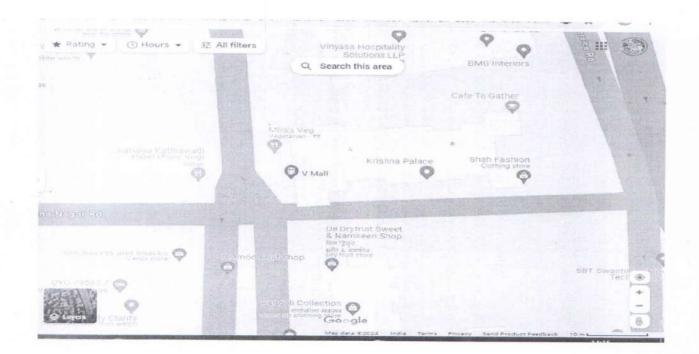
- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to compliance@swadeshiglobal.com.
- 2. In case shares 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 <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a> for procuring user id and password for e-voting by providing above mentioned documents.

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

For SWADESHI INDUSTRIES AND LEASING LIMITED

GAURAV JAIN Managing Director DIN: 06794973

Date: 03.05.2024 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.1 of the Notice.

M/s. G C A S AND ASSOCIATES LLP, Chartered Accountants (Firm Regn. No. – 327601E/E300274) Siliguri, 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. D G S M & Co. (FRN: 101606W) Chartered Accountants.

M/s. D G S M & Co (FRN: 101606W) Chartered Accountants, have resigned from the office of Statutory Auditors of the Company w.e.f. 30<sup>th</sup> April, 2024, as firm has decided to resign from audit of all the listed company 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 03<sup>rd</sup> May, 2024 have considered and recommended appointment of M/s. G C A S AND ASSOCIATES LLP, Chartered Accountants (Firm Regn. No. – 327601E/E300274) Siliguri, as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. D G S M & Co (FRN: 101606W) Chartered Accountants.

M/s. G C A S AND ASSOCIATES LLP, Chartered Accountants (Firm Regn. No. – 327601E/E300274) Siliguri, 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. G C A S AND ASSOCIATES LLP 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/
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Terms of appointment

- 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
- To conduct the Statutory Audit for the financial year beginning from April 1, 2023 to March 31, 2024.

M/s. G C A S AND ASSOCIATES LLP, Chartered Accountants (Firm Regn. No. – 327601E/E300274) Siliguri, 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.

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

GAURAV JAIN DIN: 06794973 Managing Director

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Date: 03.05.2024 Place: Mumbai