

SWOJAS ENERGY FOODS LIMITED

Registered Office - 6L,10 Floor, 3, Navjeevan Society, Dr. Dadasaheb
Bhadkamkar Marg, Mumbai Central Mumbai 400008
Email: swojasenergyfoods@gmail.com, Website: www.sefl.co.in
CIN: L15201MH1993PLC358584

Date: 22/08/2022

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai – 400 001

Sub. :- Notice of Annual General Meeting and Annual Report for FY 2021-2022

Ref. :- Scrip Code – 530217

Dear Sir / Madam,

With regards to the captioned subject find enclosed herewith Notice of the 8th Annual General Meeting (Post revival from Liquidation) and Annual Report for the FY 2021-2022 of Swojas Energy Foods Limited to be held on 15/09/2022 at 02.30 PM at Conference Room, 14th Floor, Navjivan Commercial Premises Co-op. Society, Off Lamington Road, Grant Road (East), Mumbai – 400008

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Swojas Energy Food Limited .

Vishal Dedhia
Director
DIN: 00728370



Encl: as above

SWOJAS ENERGY FOODS LIMITED

**8th
ANNUAL REPORT (2021-2022)
(After revival from Voluntary Winding up)**

BOARD OF DIRECTORS & KMP

Mr. Vishal Dedhia	Promoter, Executive Director
Mr. Ketan Kataria	Promoter, Non-Executive Director
Mr. Ashit Shah	Independent Director
Ms. Namrata Malu	Independent Director
Mr. Nikunj Kumar Shah	Company Secretary & Compliance Officer
Mr. Manoj Jadhav	CEO
Mr. Vishal Chavda	CFO

REGISTERED OFFICE

Add: 6L 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg, Mumbai Central, Mumbai - 400008

Email: swojasenergyfoodsltd@gmail.com

Website: www.sefl.co.in

AUDITORS

RAMANAND & ASSOCIATES

Chartered Accountant

Add: 6/C, Ostwal Park Building No. 4 CHSL,
Near Jesal Park Jain Temple,
Bhayander East,
Thane - 401 105

Tel: 022-28171199

Email: rg@caramanandassociates.com

REGISTRARS & SHARE TRANSFER AGENTS

PURVA SHAREGISTRY (INDIA) PVT. LTD

Add: Unit No. 9, Shiv Shakti Ind. Estate, J. R.
Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai - 400011

Tel: 022 - 2301 6761/8261

Web: www.purvashare.com

ANNUAL GENERAL MEETING

Day	Thursday
Date	15th September, 2022
Venue	Conference Room, 14 th Floor, Navjivan Commercial Premises Co-op. Society, Off Lamington Road, Grant Road (East), Mumbai - 400008
Time	2.30 PM

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SWOJAS ENERGY FOODS LIMITED

**REGISTERED OFFICE: 6L, 10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central Mumbai 400008
CIN: L15201MH1993PLC358584
EMAIL: swojasenergyfoodsltd@gmail.com**

NOTICE is hereby given that the Eighth Annual General Meeting of the Members of **SWOJAS ENERGY FOODS LIMITED** will be held on **Thursday, 15th September, 2022** at **2.30 PM** at Conference Room, 14th Floor, Navjivan Commercial Premises Co-op. Society, Off Lamington Road, Grant Road (East), Mumbai - 400008 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2022, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vishal Dedhia (DIN: 00728370) who retires by rotation and being eligible offers himself for reappointment.

By Order of the Board of Directors

**Place: Mumbai
Date: 18/08/2022**

**Vishal Dedhia
Director
DIN: 00728370**

REGISTERED OFFICE:

6L,10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg, Mumbai Central, Mumbai - 400008

NOTES

1. A statement giving the relevant details of the Director seeking re-appointment under Item No. 2 of the accompanying Notice.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty-eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Share Transfer Books of the Company will remain closed from 9th September 2022 to 15th September 2022 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 15th September, 2022.

6. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
10. Members who hold shares in physical form are requested to send their e-mail address to the following: support@purvashare.com.
11. The Notice of the AGM along with the Annual Report 2021-2022 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Purva Shareregistry (India) Pvt. Ltd., unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
13. **E-Voting process**
In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their voting rights at the 8th Annual General Meeting (AGM) (after revival from winding up) by electronic means and the business may be transacted through 'remote e-voting' services provided by Central Depository Services (India) Ltd. (CDSL).

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 12th September, 2022 at 09.00 AM and ends on 14th September, 2022 at 05.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 8th September 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding Shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. ▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> ▪ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Swojas Energy Foods Ltd. on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non - Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxi) Those persons, who have acquired shares and have become Members of the Company after the dispatch of Notice of the AGM by the Company and whose names appear in the Register of Members or Register of beneficial holders as on cut-off date i.e. 8th September 2022 shall view the Notice of the 8th AGM (after revival from winding up) on the Company’s website or on the website of CDSL. Such Members shall exercise their voting rights through remote e-voting by following the procedure as mentioned above or by voting at the AGM.
- (xxii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (xxiii) **M/s PAYAL TACHAK & ASSOCIATES.**, Practicing Company Secretaries has been appointed as a Scrutinizer to scrutinize the remote e-voting for the AGM. E-Voting is optional to the shareholders, the shareholders can alternatively vote in the AGM by physically attending the AGM. The facility for voting, through ballot paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his/her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.
- (xxiv) The Voting Results along with the Consolidated Scrutinizer’s report shall be placed on the Company’s website and on the website of CDSL not later than three days of conclusion of the AGM of the Company and communicated to the BSE Ltd. (BSE).

By Order of the Board of Directors

Place: Mumbai
Date: 18/08/2022

Vishal Dedhia
Director
DIN: 00728370

ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Vishal Dedhia
Director Identification Number (DIN)	00728370
Date of Birth	03 November, 1982
Nationality	Indian
Date of Appointment on Board	20 April, 2015
Qualification	B.Com, MBA
Shareholding in the Company	1,22,28,512
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	1. Shree Manufacturing Co. Ltd. 2. Willingdon Properties Private Limited 3. Willingdon Financial Services Private Limited
Number of Memberships / Chairmanships of Audit and Stakeholders’ Relationship Committees across Public Companies	2

By Order of the Board of Directors

Place: Mumbai
Date: 18/08/2022

Vishal Dedhia
Director
DIN: 00728370

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting their 8th Annual Report (after revival from Voluntary Winding up) on the business and operations of the Company and the accounts for the Financial Year ended 31st March, 2022.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

This is the third year of implementation of the Indian Accounting Standards (Ind AS). The standalone financial statements for the year ended 31st March, 2022 have been prepared in accordance with the Indian Accounting Standards (IndAS) notified under Section 133 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014.

Financial Summary as under:

(Amounts in Rs.)

Particulars	2021-2022	2020-2021
Gross Income	17,54,806	18,56,224
Profit / (Loss) Before Interest and Depreciation	8,68,370	5,39,612
Gross Profit/(Loss)	8,68,370	5,39,612
Provision for Depreciation	--	--
Extraordinary Item	--	--
Net Profit/(Loss) Before Tax	8,68,370	5,39,612
Provision for Tax	2,25,439	6,87,318
Net Profit/(Loss) After Tax	--	(1,47,706)
Balance of Profit brought forward	--	--
Balance available for appropriation	--	--
Proposed Dividend on Equity Shares	--	--
Tax on proposed Dividend	--	--
Transfer to General Reserve	--	--
Surplus carried to Balance Sheet	6,42,931	(1,47,706)

2. DIVIDEND

Considering the present financial status of the Company, your directors do not recommend any dividend for the year under report.

3. RESERVES AND SURPLUS

The balance of Profit & Loss statement amounting to Rs. 6,42,931/- for financial year under review is transferred to reserves. The total reserves for the Financial Year 2021-2022 is Rs. (27,46,56,300)/-

4. SHARE CAPITAL

The total paid up capital of the Company as on March 31, 2022 is Rs. 30,96,26,500/- comprising of 3,09,62,650 Equity Shares of Rs. 10/-.

5. BUSINESS OUTLOOK

Your Company is fully aware and well positioned to tap market opportunities. We would like to add that Management is looking forward to an optimistic year 2022-2023 and we appreciate all our stakeholders for their faith in the Company especially during these challenging times. We are optimistic about the opportunities ahead of us, and we look forward to taking our Company to greater heights and achieving many more successes in the years to come.

6. FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Further, in accordance with provisions of the Companies Act, 2013, Mr. Vishal Dedhia, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 at the time of appointment.

8. THE CHANGE IN THE NATURE OF BUSINESS

No change in the nature of business activities during the year.

9. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION

No material changes and commitments, affecting the financial position of the Company occurred between the end of the Financial Year of the Company i.e. 31st March, 2022 and the date of this Directors' Report i.e. 18th August, 2022 except as mentioned in this Report.

10. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committee.

11. COMMITTEES OF THE BOARD

The details pertaining to the composition of the Committees of the Board are included in the Report on Corporate Governance, which forms part of this Report.

12. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

13. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the year under review.
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act 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 and that such internal financial controls are adequate and were operating effectively.

- f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

14. AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, the rules framed thereafter and other applicable provisions, if any M/s Ramanand & Associates, Chartered Accountants, Thane, were appointed as statutory auditors of the Company from the conclusion of the 6th Annual General Meeting (AGM) after revival of the Company, held on 28th November, 2020 till the conclusion of consecutive 11th AGM to be held in the year 2025.

15. AUDITORS' REPORT

The Directors are of opinion that the comments in the Auditors report are self-explanatory and do not call for any further explanations.

16. SECRETARIAL AUDIT REPORT & SECRETARIAL COMPLIANCE REPORT

- A. In terms of Section 204 of the Act and Rules made there under, PAYAL TACHAK & ASSOCIATES Practicing Company Secretary had been appointed as Secretarial Auditor of the Company for the Financial Year 2021-2022. – Annexure II

The Report is self-explanatory and do not require any further clarifications from Management.

- B. In terms of Section 24 the SEBI (LODR) Reg. 2015 made there under, PAYAL TACHAK & ASSOCIATES Practicing Company Secretary had been appointed as Secretarial Auditor of the Company for the Financial Year 2021-2022. – Annexure III.

Secretarial Auditor’s observation and Management’s explanation to the Auditor’s observation –

Non Compliances pointed out by Auditor:

<i>Sr. No:</i>	<i>Compliance Requirement (Regulations! Circulars guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observation/remark by Practicing Company Secretaries</i>
1.	Regulation 14*	Listing fees was not paid as per Reg. 14 of the SEBI (LODR) after Company’s revival from liquidation	Annual Listing fees Paid under Protest on 15/03/2021.

* The subject matter of Payment of Listing fees is under Dispute with reference to Bombay HC in the Case of Swojas Energy Foods Ltd. & ors. V/s. SEBI & ors.

Management Explanation: In compliance with the order of Hon'ble Supreme Court, the Company deposited an amount of Rs. 14,16,000/- under protest with BSE which was demanded by BSE towards "Compensation for unpaid Listing fess" and a bill dated 26-12-2019 was available for it. However, there is no provisions under LODR to pay such Compensation and despite repeated requests by Company to BSE, BSE did not provide copies of yearly ALF invoices raised by BSE from FY 2015-2016 onwards to Company.

17. EXTRACT OF ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I**.

18. VIGIL MECHANISM

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at under investors/policy documents/Vigil Mechanism Policy link.

19. RISK MANAGEMENT POLICY

The Company has laid down a well-defined Risk Management Policy. The Board periodically reviews the risk and suggests steps to be taken to control and mitigate the same through a proper defined framework.

20. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the Company. The code laid down by the Board is known as "Code of Business Conduct" which forms an Appendix to the Code. The Code has been posted on the Company's website.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Conservation of energy, technology absorption, foreign exchange earnings and outgo are Nil during the year under review.

22. LISTING WITH STOCK EXCHANGES

The shares of the Company are listed on the BSE Limited but currently suspended.

Your Directors have filed the application with BSE for revocation of suspension under the provisions of Listing Regulations.

23. DISCLOSURE UNDER SECTION 22 OF THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an anti-sexual harassment policy in line with the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 ("SH Act"). Internal Complaints Committees have been set up in accordance with the provisions of SH Act at the work place to redress sexual harassment compliant received. All employees (permanent or contractual trainees) are covered under the policy. No compliant was received from any employees of the Company or otherwise during the financial year 2021-2022 and hence no complaint is outstanding as on 31st March, 2022 for Redressal.

24. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS.

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and General Meetings.

25. SHARE TRANSFER / DEMAT CONNECTIVITY

The Company has appointed Purva Sharegistry (India) Pvt. Ltd. having its Registered Office at Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai, Maharashtra - 400011 as Share Transfer Agent of the Company since 2nd August, 2018.

The Company is having demat connectivity with both depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited

26. OTHER INFORMATION

Your Directors hereby states 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:

1. During the year under review, the Company had not made any investments or given guarantees or provided securities falling under the provisions of Section 186 of the Companies Act, 2013.
2. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) was not applicable to the Company for the year under review, hence, there is no need to develop policy on CSR and take initiative thereon;
3. The Company did not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same;
4. The Company had not accepted deposits covered under Chapter V of the Act;
5. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
6. There were no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
7. The Company has not entered any contracts or arrangements with related parties specified under Section 188 of Companies Act, 2013.

27. ACKNOWLEDGEMENTS

Your Directors also acknowledge to all with whose help, cooperation and hard work the Company is able to achieve the results.

For and on Behalf of the Board of Directors

Place: Mumbai
Date: 18/08/2022

Vishal Dedhia
Director
DIN: 00728370

Ketan Kataria
Director
DIN: 01943753

ANNEXURE INDEX

Annexure	Content
I	Annual Return Extracts in Form MGT 9
II	Secretarial Audit Report in Form MR - 3
III	Secretarial Compliance Report as per SEBI (LODR) 2015

**Annexure I
Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON
31ST MARCH, 2022**

*[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]*

I.REGISTRATION AND OTHER DETAILS

i.	CIN	L15201MH1993PLC358584
ii.	Registration Date	11/10/1993
iii.	Name of the Company	Swojas Energy Foods Limited
iv.	Category/Sub-Category of the Company	Category: Company Limited by Shares Sub-category: Indian Non-Government Company
v.	Address of the Registered office and contact details	6L,10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg, Mumbai Central, Mumbai - 400008
vi.	Whether listed company	BSE Limited
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd Add: Unit No. 9, Shiv Shakti Ind. Estate, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel(E), Mumbai - 400011 Tel : 022 - 2301 6761/8261 Web: www.purvashare.com

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 and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
		Nil	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
			Nil		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2021				31/03/2022				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individuals/ HUF	24457025	0	24457025	78.99	24457025	0	24457025	78.99	0.00
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt(s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	0	0	0	0	0	0	0	0	0
(e) Banks / FI	0	0	0	0	0	0	0	0	0
(f) Any Other....									
* DIRECTORS	0	0	0	0	0	0	0	0	0
* DIRECTORS RELATIVES	0	0	0	0	0	0	0	0	0
* PERSON ACTING IN CONCERN	0	0	0	0	0	0	0	0	0
Sub Total (A)(1):	24457025	0	24457025	78.99	24457025	0	24457025	78.99	0.00
(2) Foreign									
(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)(2):	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	24457025	0	24457025	78.99	24457025	0	24457025	78.99	0.00
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	14600	14600	0.05	0	14600	14600	0.05	0
(b) Banks FI	0	194200	194200	0.63	0	194200	194200	0.63	0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govet(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	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)									
* U.T.I.	0	0	0	0	0	0	0	0	0
* FINANCIAL INSTITUTIONS	0	500	500	0.00	0	500	500	0.00	0.00
* I.D.B.I.	0	0	0	0	0	0	0	0	0

Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2021				31/03/2022				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
* I.C.I.C.I.	0	0	0	0	0	0	0	0	0
* GOVERNMENT COMPANIES	0	0	0	0	0	0	0	0	0
* STATE FINANCIAL CORPORATION	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ANY OTHER	0	0	0	0	0	0	0	0	0
* OTC DEALERS (BODIES CORPORATE)	0	0	0	0	0	0	0	0	0
* PRIVATE SECTOR BANKS	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):	0	209300	209300	0.68	0	209300	209300	0.68	0.00
(2) Non-Institutions									
(a) Bodies Corp.									
(i) Indian	716900	671100	1388000	4.48	716600	671100	1387700	4.48	0.00
(ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	876669	1275500	2152169	6.95	877069	1272700	2149769	6.94	-0.01
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1690250	624800	2315050	7.48	1690250	624800	2315050	7.48	0.00
(c) Others (specify)									
* UNCLAIMED OR SUSPENSE OR ESCROW ACCOUNT	0	0	0	0	0	0	0	0	0
* IEPF	0	0	0	0	0	0	0	0	0
* LLP	5	0	5	0.00	5	0	5	0.00	0.00
* FOREIGN NATIONALS	0	0	0	0	0	0	0	0	0
* QUALIFIED FOREIGN INVESTOR	0	0	0	0	0	0	0	0	0
* ALTERNATE INVESTMENT FUND	0	0	0	0	0	0	0	0	0
* N.R.I.	178300	165800	344100	1.11	181300	165800	347100	1.12	0.01
* FOREIGN CORPORATE BODIES	0	46100	46100	0.15	0	46100	46100	0.15	0.00
* TRUST	0	1000	1000	0.00	0	1000	1000	0.00	0.00
* HINDU UNDIVIDED FAMILY	46001	0	46001	0.15	46001	0	46001	0.15	0.00
* EMPLOYEE	0	0	0	0	0	0	0	0	0
* CLEARING MEMBERS	3900	0	3900	0.01	3900	0	3900	0.01	0.00
* DEPOSITORY RECEIPTS	0	0	0	0	0	0	0	0	0

Category Of Shareholders	No Of Shares held at the beginning of year				No Of Shares held at the end of year				% Change
	31/03/2021				31/03/2022				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
* OTHER DIRECTORS & RELATIVES	0	0	0	0	0	0	0	0	0
* MARKET MAKERS	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):	3514825	2781500	6296325	20.34	3514825	2781500	6296325	20.34	0.00
Total Public Shareholding (B) = (B)(1)+(B)(2)	3514825	2990800	6505625	21.01	3514825	2990800	6505625	21.01	0.00
C. TOTSHR held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total(A + B + C)	27969050	2993600	30962650	100	27971850	2990800	30962650	100	0

ii. Shareholding of Promoters

SL No.	Share Holder's Name	Share Holding at the beginning of the year 31/03/2021			Share Holding at the end of the year 31/03/2022			% 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	VISHAL PANKAJ DEDHIA	12228512	39.49	0.00	12228512	39.49	0.00	0.00
2	KETAN ISHWARLAL KATARIA	6114257	19.75	0.00	6114257	19.75	0.00	0.00
3	AMAR RAJMAL KAKARIA	6114256	19.75	0.00	6114256	19.75	0.00	0.00

iii. Change in Promoters' Shareholding:

Sr. No.	Particulars	Shareholding as on 31/03/2021		Cumulative Shareholding during the year 31/03/2022	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	24457025	78.99	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	No change	No change	-	-
	At the end of the year	24457025	78.99	-	-

iv. Shareholding Pattern of Top 10 shareholders (Other than Directors, promoters and holders of GDR & ADR)

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 01-April-2021		Cumulative Shareholding during the Year	
		No. of shares	% of total shares	No. of shares	% of total shares
1.	3A CAPITAL SERVICES LIMITED				
	At the beginning of the year	569500	1.84%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	569500	1.84%	-	-
2.	SANJEEV MADHAV KOKANE				
	At the beginning of the year	343750	1.11%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	343750	1.11%	-	-
3.	SWOJAS LEASING & FINANCE (P) LTD				
	At the beginning of the year	323500	1.04%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	323500	1.04%	-	-
4.	INDRA KUMAR BAGRI				
	At the beginning of the year	317600	1.03%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	317600	1.03%	-	-
5.	ASHISH RASIKLAL SHAH				
	At the beginning of the year	260950	0.84%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	260950	0.84%	-	-
6.	ORIENTAL BANK OF COMMERCE				
	At the beginning of the year	194200	0.63%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	194200	0.63%	-	-
7.	MANASHVI SECURITIES LTD				
	At the beginning of the year	185500	0.60%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	185500	0.60%	-	-
8.	R K SHAH HUF				
	At the beginning of the year	147000	0.47%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	147000	0.47%	-	-

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 01-April-2021		Cumulative Shareholding during the Year	
		No. of shares	% of total shares	No. of shares	% of total shares
9.	JITESH DHIRENDRA GOSALIA				
	At the beginning of the year	110000	0.36%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	110000	0.36%	-	-
10.	ATRE SHIRISH VASANT				
	At the beginning of the year	110000	0.36%	-	-
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change	-	-
	At the end of the year	110000	0.36%	-	-

i. Shareholding of Director and key Managerial Personnel:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 01-April-2021		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vishal Dedhia (Director)				
	At the beginning of the year	12228512	39.49	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	12228512	39.49	-	-
2.	Ketan Kataria (Director)				
	At the beginning of the year	6114257	19.75	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)	No Change	No Change	-	-
	At the end of the year	6114257	19.75	-	-
3.	Ashit Shah (Director)				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-
4.	Namrata Malu (Director)				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-
5.	Vishal Chavda (CFO)				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year 01-April-2021		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6.	Manoj Jadhav (CEO)				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-
7.	Nikunj Kumar (CS)				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	-	-	-	-
	At the end of the year	-	-	-	-

V. INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Executive Director:

Sr. No.	Particulars of Remuneration	Executive Director
		Vishal Dedhia
1	Gross salary	24,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission - as % of profit	-
5	Others, please specify	-
	Total (A) Ceiling as per the Act	11% of Net Profit

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Ashit Shah	Namrata Malu	
	Independent Directors			
	• Fee for attending board Committee Meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
	Total (1)	-	-	-
		Ketan Kataria		
	Other Non-Executive Director			
	• Fee for attending board committee meetings	-	-	-
	• Commission	-	-	-
	• Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B) = (1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	11% of the Net of Profit		

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD:

Sr. No.	Particulars of Remuneration	Vishal Chavda (CFO)	Manoj Jadhav (CEO)	CS Nikunj Kumar (CS)
1.	Gross salary	1,20,000	27,000	1,44,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	1,20,000	27,000	1,44,000

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES - NIL

For and on Behalf of the Board of Director

Place: Mumbai
Date: 18/08/2022

Vishal Dedhia
Director
DIN: 00728370

Ketan Kataria
Director
DIN: 01943753

Annexure II
Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

(Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members
SWOJAS ENERGY FOODS LIMITED
MUMBAI

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SWOJAS ENERGY FOODS LIMITED** (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2022 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **SWOJAS ENERGY FOODS LIMITED** ("the company") for the financial year ended March 31, 2022 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 bye-laws framed thereunder;
 - iv. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
2. Provisions of the following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 were not applicable to the Company under the financial year 2021-2022:
 - a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - b) 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;
 - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d) 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;
 - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; We have also examined compliance with the applicable clauses of the following:

3. Provisions of the Foreign Management Act, 1999 and the rules and Regulations made thereunder to the extent of External Commercial Borrowings were not attracted to the company under the Audit period.
4. I have also examined compliance with the applicable clauses of the following:
 - (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and

During the period under review and as per the explanations and the clarifications given to us and the representation made by the Management of the Company, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to the extend applicable and subject to the following observation.

a) I Further report that company is involved under following legal proceedings:

1. Legal Proceedings against BSE Limited - The subject matter of Payment of Listing fees is under Dispute with reference to Bombay HC in the Case of Swojas Energy Foods Ltd. & ors. V/s. SEBI & ors.
2. Arbitration with M/s Salasar Corporation in the matter of Memorandum of Understanding with M/s Salasar Corporation and an advance given to set up a food processing unit at Palghar in 2015.

I further report that; As informed to me, there is no such instance/ transactions where the approval required to be taken from the Central Government, Tribunal, Regional Director, Registrar, court or such other authorities under the various provisions of the Act, however, as per my observations those offences compoundable under the Act shall be compounded.

I 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 that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice for the Board/Committee Meetings was given to all directors to schedule the Board/Committee 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 decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that; as represented by the Company and relied upon by us 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.

I further report that during the audit period the Company has not passed any Board & Special Resolutions which may have major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

I further report that during the audit period, there were no instances of:

1. Public/Right/Preferential Issue of securities;
2. Redemption/Buy Back of Securities;
3. Foreign technical Collaborations

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, Accounting Standards etc. has not been reviewed in this Audit, since the same is subject to review by designated professional/s during the course of statutory financial audit.

I further state that my report of even date is to be read along with “**Annexure – A**” appended hereto.

**FOR PAYAL TACHAK & ASSOCIATES,
PRACTICING COMPANY SECRETARY**

**CS PAYAL TACHAK
PRACTICING COMPANY SECRETARY
M. NO.: A38016
C.P.: 15010
PLACE: PALGHAR
DATE: 18/08/2022
UDIN: A038016D000812680**

Note: This report is to be read with our letter of even date which is annexed as Annexure 'A' and forms an integral part of this report.

Annexure - A

To
The Members
SWOJAS ENERGY FOODS LTD
MUMBAI

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 correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The secretarial 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 PAYAL TACHAK & ASSOCIATES,
PRACTICING COMPANY SECRETARY**

**CS PAYAL TACHAK
PRACTICING COMPANY SECRETARY
M. NO.: A38016
C.P.: 15010
PLACE: PALGHAR
DATE: 18/08/2022
UDIN: A038016D000812680**

SECRETARIAL COMPLIANCE REPORT OF SWOJAS ENERGY FOODS LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022 AS PER REGULATION 24A OF SEBI (LODR) REGULATIONS, 2015.

I, PAYAL TACHAK, proprietor of PAYAL TACHAK & ASSOCIATES, Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Swojas Energy Foods Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31.03.2022 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year under review)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the year under review)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during the year under review)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the year under review)**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **(Not applicable during the year under review)**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (The company was initially suspended under Procedural Reasons due to Liquidation reasons. Post that since ALF was pending since the company went into liquidation, the suspension was changed by BSE to Penal Reason.)

And based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No:	Compliance Requirement (Regulations! circulars! guidelines including specific clause)	Deviations	Observation/remark by Practicing Company Secretaries
1.	Regulation 14*	Listing fees was not paid as per Reg. 14 of the SEBI (LODR) after Company’s revival from liquidation	Annual Listing fees Paid under Protest on 15/03/2021.

* The subject matter of Payment of Listing fees is under Dispute with reference to Bombay HC in the Case of Swojas Energy Foods Ltd. & ors. V/s. SEBI & ors.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

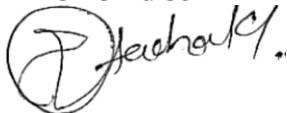
Sr. no:	Action taken by	Details of violation	Details of action taken	Observation/remark by Practicing Company Secretaries
1.	Suspension from trading at BSE main Board by BSE Limited	Suspended due to non Payment of Annual Listing Fees	The company was initially suspended under Procedural Reasons due to Liquidation reasons. However, after revival from liquidation Company was directed to clear the dues against Annual Listing fees of Stock Exchange by BSE. Since the matter of payment of Annual Listing Fees was under dispute BSE limited kept the company under suspension in "due to penal provisions" category.	Listing fees paid by the Company Under Protest

* The subject matter of Payment of Listing fees is under Dispute with reference to Bombay HC in the Case of Swojas Energy Foods Ltd. & ors. V/s. SEBI & ors.

- (a) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. no:	Observation/remark by Practicing Company Secretaries	Observations made in the secretarial compliance report for the year ended (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

**FOR PAYAL TACHAK & ASSOCIATES,
PRACTICING COMPANY SECRETARY**



**CS PAYAL TACHAK
PRACTICING COMPANY SECRETARY
M. NO.: A38016
C.P.: 15010
PLACE: PALGHAR
DATE: 30/06/2022
UDIN: A038016D000375221**



REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance

Your Company believes that good corporate governance enables to create a corporate culture of consciences and consciousness, transparency and openness. Our philosophy on corporate governance is to enable the management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximizing value for all its shareholders and its other stakeholders such as customers, suppliers, employees, the government and to the society at large.

The following is a report on the status and progress on the major aspects of Corporate Governance.

2. Board of Directors**Composition**

As on 31st March, 2022, the Company had four Directors on the Board. Mr. Vishal Dedhia, Executive Director, Ketan Kataria, Non-Executive Director, Ashit Shah and Namrata Malu are Non-Executive Independent Directors.

None of the director on the Board is member on more than 10 Committees or Chairman of more than 5 committees across the companies in which he is a director. All the directors have made requisite disclosure regarding directorship/ Committee position occupied by them in other companies.

Meetings

Board met Six times during the Financial Year on 03/04/2021, 29/06/2021, 13/08/2021, 07/09/2021, 12/11/2021 and 14/02/2022.

Details of attendance of the Directors at Board Meetings during the Financial Year and at the Company's 7th Annual General Meeting (after revival) together with the number of other Directorships held by them are as follows:

Name	Designation	Category	Attendance		Other Directorships*	Other Committee Memberships**	Committees Chairmanship
			Board Meeting	Last AGM			
Vishal Dedhia	Director	Executive	6	Yes	1	2	Nil
Ketan Kataria	Director	Non-Executive	6	Yes	Nil	Nil	Nil
Ashit Shah	Director	Non-Executive Independent	6	Yes	Nil	Nil	Nil
Namrata Malu	Director	Non-Executive Independent	6	Yes	1	2	2

* Alternate directorship, directorship in private limited companies, foreign companies and membership in governing councils, chambers and other bodies not included.

** Only membership in Audit Committee and Stakeholders Relationship Committee included.

In accordance with provisions of the Companies Act, 2013, Mr. Vishal Dedhia, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

Separate Meeting of Independent Directors

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations, a Separate meeting of the Independent Directors of the Company was held on 30th March, 2022 to review the performance of Non-independent Directors (Including Chairman) and the Board as a whole.

Agenda

All the meetings are conducted as per well designed and structured agenda. All the agenda items are backed by necessary supporting information and documents (except for critical price sensitive information, which is circulate in the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of the Board and Committees for the information of the Board. Agenda papers are circulated Seven days prior to the Board Meeting.

3. Appointment and re-appointment of directors:

The Director who retire by rotation and who is eligible for re-appointment:

Mr. Vishal Dedhia

As on date Mr. Vishal Dedhia holds **1,22,28,512** shares of the Company.

He is serving directorship in two Private Limited Companies and one Public Company.

4. Code of Conduct:

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. The said code is also posted on the web-site of the Company. All the members and senior management personnel have confirmed compliance with the same.

A declaration by Executive Director of the Company affirming the compliance of the same in respect of the financial year ended on 31st March 2022 by the members of the Board and senior Management Personnel, as applicable to them, is also annexed to this Annual Report.

5. Prohibition of Insider Trading Policy:

The Company has formulated and implemented the Code of Conduct for Prevention of Insider Trading to comply with relevant regulations laid down by SEBI. Accordingly the Company announces closure of Trading Windows, free period, declaration of prohibited period etc. The Company has designed a reporting system to prevent insider trading by designated persons. As mentioned in the said policy and takes quarterly and annual disclosure from the concerned persons.

6. Audit Committee

In accordance with provisions of Companies Act, 2013 and Regulation 27 of Listing Regulations the Board of Directors of the Company has constituted Audit Committee. Ms. Namrata Malu is a Chairperson of the committee with Mr. Ashit Shah and Mr. Ketan Kataria as members.

During the year under review, a total four meetings of the Audit Committee were held, on 29th June, 2021, 13th August, 2021, 12th November, 2021 and 14th February, 2022. The attendance of the members of the Audit Committee is as follows:

The Composition of Audit committee and attendance of each committee members is as under:

Committee Member	Designation	Category	No. of meetings attended
Ms. Namrata Malu	Chairperson	Non-Executive, Independent	4
Mr. Ashit Shah	Member	Non-Executive, Independent	4
Mr. Ketan Kataria	Member	Promoter, Non- Executive Director	4

The role of the Audit committee is to monitor and provide effective supervision of the Company's financial reporting process with a view to ensure that the financial statements are accurate, sufficient and reliable.

The terms of reference of the audit committee as defined by the Board are:

- i. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointing and if required, replacement of removal of the statutory Auditor, fixation of audit fee as well as approval of the payments to the Statutory Auditors for any services rendered to the Company.
- iii. Reviewing with the management the annual financial statements before submission to the Board for approval;
- iv. Reviewing with the management the performance of Statutory Auditors, and adequacy of internal control systems of the Company;
- v. Discussion with the Statutory Auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- vi. Reviewing the Company's financial and risks management policies;
- vii. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

7. Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee inter-alia, deals with various matters relating to:

Sr. No.	Name	Category	Designation
1	Ms. Namrata Malu	Independent Director	Chairperson
2	Mr. Ashit Shah	Independent Director	Member
3	Mr. Ketan Kataria	Non-Executive Director	Member

8. Nomination and Remuneration Committee:

The Company has constituted Nomination and Remuneration Committee and presently the Remuneration Committee comprises of 3 (Three) Directors.

The composition of the Nomination and Remuneration Committee is as under:

Sr. No.	Name	Category	Designation
1	Ms. Namrata Malu	Independent Director	Chairperson
2	Mr. Ashit Shah	Independent Director	Member
3	Mr. Ketan Kataria	Non-Executive Director	Member

9. Non-Executive Directors:

The Company does not pay directors' sitting fees.

Non-Executive Promoter Director is holding 61,14,257 shares in the Company

10. Executive Directors:

Mr. Vishal Dedhia - Executive Director is holding 1,22,28,512 shares in the Company.

Following are the details of remuneration paid to the executive director of the Company during the year ended March 31, 2022.

Particulars	Amount in Rs.
	Mr. Vishal Dedhia
Salary	24,000
Estimated monetary value of perquisites	Nil
Commission	Nil
Provident Fund Contribution & other Funds	Nil
Total	24,000

11. General Disclosures

- i The Company has not entered any contracts or arrangements with related parties specified under Section 188 of Companies Act, 2013;
- ii There were no materially significant transactions during the financial year with related parties such as Promoters, Directors, key managerial personnel or relatives that could have a potential conflict with the interest of the Company;
- iii In preparing the Annual Accounts in respect of the Financial Year ended 31st March, 2022, no accounting treatment was different from that prescribed in the Accounting Standards;
- iv The Company has Code of Conduct for prevention of Insider Trading in the Shares of the Company for Directors and other identified persons in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- v In compliance with the requirements of SEBI Listing Regulations, the Company has put in place a familiarization program for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

12. Means of Communication:

The quarterly unaudited results of the Company are announced within forty five days of the end of respective quarter and the audited financial results for the year are announced within 60 days from end of Financial Year.

13. General shareholder Information

- a. The 8th Annual General Meeting (after revival) will be held on 15th SEPTEMBER, 2022, at 2.30 PM, at Conference Room, 14th Floor, Navjivan Commercial Premises Co-op. Society, Off Lamington Road, Grant Road (East), Mumbai - 400008.
- b. The Company follows 01st April - 31st March as its financial year. The results for every quarter beginning from April will be declared within the time period prescribed under Listing Regulations.
- c. Register of Shareholders will remain closed from 9th September, 2022 to 15th September, 2022, both days inclusive.

d. Cut-off date for remote E-voting

The remote e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on Cut-off date i.e. 8th September, 2022.

e. The Company's Shares are listed on Bombay Stock Exchange

The Stock Code is **530217** and the shares are currently suspended.

The ISIN Number of the Company's Shares in the Demat form is INE295B01016.

f. **Market Price of the Company's Share vis-à-vis Sensex**

The Company is suspended on BSE, therefore no trading was done during the Financial Year 2021-2022. Therefore, no data is available.

g. **Pattern of Shareholding as on 31st March, 2022:**

Category	No. of Shares held	% of holding
A. Promoter Holding		
1. Promoters	-	-
Indian Promoters	2,44,57,025	78.99%
Persons acting in concert	-	-
Total Promoter Holding	2,44,57,025	78.99%
B. Non-Promoter Holding		
2. Institutional Investors	-	-
Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non Government Institutions)	1,94,700	0.63%
a. FIIs	-	-
b. Mutual Funds	14,600	0.05%
Sub Total	2,09,300	0.68%
3. Others		
a. Private Corporate Bodies	13,86,700	4.48%
b. Indian Public	44,67,519	14.43%
c. NRIs/ OCBs	3,44,100	1.11%
d. HUF	46,001	0.15%
e. Clearing Members	3,900	0.01%
f. Trusts	1000	0.00%
g. LLP	5	0.00%
h. NBFC	500	0.00%
i. Foreign Corporate Bodies	46,100	0.15%
Sub Total	62,96,325	20.33%
Total Non-Promoter Holding	65,05,625	21.01%
Grand Total	3,09,62,650	100.00%

h. **Distribution of shareholding as on 31st March, 2022**

Shareholding of Nominal Value	No. of Holders	% of Total Holders	Value in Rs.	% of Total Value
Up to 5000	3666	78.62%	7708640	2.49
5001-10000	520	11.15%	4468600	1.44
10001-20000	182	3.90%	2888510	0.93
20001-30000	115	2.47%	3010500	0.97
30001-40000	29	0.62%	1057000	0.34
40001-50000	44	0.94%	2105000	0.68
50001-100000	48	1.03%	3624500	1.17
1,00,001 and above	59	1.27%	284763750	91.97

Shareholding of Nominal Value	No. of Holders	% of Total Holders	Value in Rs.	% of Total Value
Total	4663	100.00%	309626500	100.00

i. Shares in Demat mode as on 31st March, 2022

Particulars	No. of Shares	% of Shares
No. of shares held in Demat Form	2,79,71,850	90.34%
No. of shares held in Physical Form	29,90,800	9.66%
Total	3,09,62,650	100.00%

14 Green initiatives

As per directions of the Ministry of Corporate Affairs your Company too has initiated for online Annual Accounts to the shareholders to save paper and hence we request all the shareholders to inform their brokers of DP to get the Annual Reports through email.

15 Share Transfer System

All Shares sent for transfer in physical form are registered by the Company's Registrar and Share Transfer Agent within a period of 15 days of the lodgment, if documents are found in order, except delay in some cases. Shares under objection are returned within two weeks. All requests for dematerialization of shares are promptly processed and confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL).

Share Transfer Agent:

Purva Sharegistry (India) Pvt. Ltd

Add: Unit No. 9, Shiv Shakti Ind. Estate,
J. R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai - 400011

Tel: 022 - 2301 6761/8261

Web: www.purvashare.com

16 Dematerialization of Shares

As on 31st March 2022 about 90.34% of the Company's Equity Shares has been held in dematerialized form with NSDL & CDSL.

17 Convertible Instruments

Company has not issued any ADRs/GDRs during financial year ended 31st March, 2022.

18 Reconciliation of Share Capital Audit

As Stipulated by Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile that the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to stock exchanges and is also placed before the board of Directors. No discrepancies were noticed during these audits.

19 Address for Correspondence

For any assistance regarding dematerialization of shares, share transfers, transmissions, change of address, non-receipt of dividend on any other query relating shares, the investor can write to registrar and Share Transfer Agent (address mentioned above) or please write to:

Purva Sharegistry (India) Pvt. Ltd

Add: Unit No. 9, Shiv Shakti Ind. Estate,
J. R. Boricha Marg, Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai - 400011
Tel: 022 - 2301 6761/8261
Web: www.purvashare.com

20 Auditors' Certificate on Corporate Governance:

The Auditors' Certificate on Compliance pursuant to the Listing Agreement and Listing Regulations relating to Corporate Governance is enclosed as Annexure to this Report.

Declaration Regarding Compliance of Code of Conduct

Pursuant to provisions of Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the Financial Year, 2021-2022.

Vishal Dedhia
Director
DIN: 00728370

Place: Mumbai
Date: 18/08/2022

CEO / CFO Certification

We hereby certify that:

- a) We have reviewed the financial statements and cash flow statement for the year ended 31st March, 2022 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.
- b) They are, to the best of our knowledge and belief; no transactions entered into by the Company during the year ended 31st March, 2022 are fraudulent, illegal or violate any of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee that there are no:
 - i) Significant changes in internal control over financial reporting during the year under reference;
 - ii) Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
 - iii) Instances during the year of significant fraud with involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

For Swojas Energy Foods Ltd.

Date: 18/08/2022
Place: Mumbai

Vishal Chavda
Chief Financial Officer

Vishal Dedhia
Director
DIN: 00728370

Auditors Certificate regarding compliance of conditions of Corporate Governance under Listing Regulations, 2015

To
The Members
Swojas Energy Foods Limited
Mumbai

We have examined the compliance of conditions of Corporate Governance by Swojas Energy Foods Limited for the year ended 31st March, 2022 stipulated in Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an 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, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Chapter IV of SEBI(Listing Obligations & Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said company with stock exchanges.

Place: Mumbai
Date: 18/08/2022

For Ramanand & Associates
Chartered Accountants
Firm Registration No. : 117776W

CA Ramanand Gupta
Partner
UDIN: 22103975APIATU6810

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Overview**

The Company is under process of setting up its agriculture business. No business was carried out by the Company during the year. Considering the fact that the Company has adequate resources to continue in operational existence for the foreseeable future and taking into account the management assessment of improvement in the economic condition in general.

Financial performance & review

The Company made a loss of Rs. 6,42,931/- during current financial year as against profit of Rs. (1,47,706)/- during the previous year.

Segment wise performance

As there is no particular operational activity segment wise performance is not applicable.

Outlook

The Directors are under the process of exploring other avenues of diversifying into new areas of business.

Risk Management

Your Company has no specific risks other than normal business problems which are explained above.

Internal Controls

The Company has adequate internal control procedures and has well defined business processes to ensure the efficiency and effectiveness of the efforts that go in managing various assets and interests of the Company.

Subsidiaries

Your Company has no subsidiary Companies.

INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF
SWOJAS ENERGY FOODS LIMITED**

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS**Opinion**

We have audited the accompanying standalone Ind AS financial statements of SWOJAS ENERGY FOODS LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2022, the statement of profit and loss, including Other Comprehensive Income, the Cash Flow Statement and the Statement of changes in equity 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 standalone Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manners required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the financial position of the Company as at 31st March, 2022 and its profit (financial performance including the comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS 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 Act 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.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises information included in the Annual Report but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) 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 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone 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.

Report on Other Legal and Regulatory Requirements

1. 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 Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the afore said standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on 31st March, 2022, none of the directors are disqualified as on 31st March, 2022 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 "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 has disclosed the impact of pending litigations as at 31st March, 2022 on its financial position in its standalone financial statements - Refer Note No. 3 of Notes to Accounts to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. Company has not declared and paid any dividend, so there is no question of transferring amounts to the Investor Education and Protection Fund by the Company.

For Ramanand & Associates
Chartered Accountants
ICAI Firm Reg. No. 117776W

CA Ramanand Gupta Partner
M. No. 103975
UDIN: 22103975AJXVYC5871
Place: Mumbai
Date: 30th May 2022

Annexure "A" to the Independent Auditor's Report

The referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2022,

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- I. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a) The Company does not have any tangible and Intangible Assets. therefore, the said clause is not applicable.
 - II. According to the information and explanations given to us, the company does not hold any inventories, therefore the said clause is not applicable.
 - III. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has not made any investments in firms, limited liability partnership or any other parties. Accordingly, clause 3(iii)(a) to clause 3(iii)(f) of the Order are not applicable to the Company.
 - IV. In our opinion and according to the information and explanations provided to us, the Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Act in respect of investments made or loans or guarantee or security provided to the parties covered under Section 186 of the Act.
 - V. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
 - VI. According to the information and explanations given to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
 - VII. In respect of statutory dues:
 - a) In our opinion and according to the information and explanations given to us and based on audit procedures performed by us, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
- According to the information and explanations given to us and based on audit procedures performed by us, there were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
- VIII. There were no transactions relating to previously unrecorded income that were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
 - IX. (a) The Company has not defaulted in repayment of loans or borrowings to any financial institution, banks, government or dues to debenture holders during the year.

- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable.
- d) On an overall examination of the financial statements of the Company, funds raised on short- term basis has, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause 3(ix)(f) of the Order is not applicable to the Company.

X.

(a) The Company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares/fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

XI.

(a) To the best of our knowledge, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the Management, there were no whistle blower complaints received by the Company during the year and up to the date of this report.

XII. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

XIII. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.

XIV. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

XV. According to the information and explanations given to us and based on our examination of the records, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

XVI.

(a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) and (b) of the Order is not applicable.

(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi) and clause 3(xvii) of the Order is not applicable.

XVII. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

XVIII. There has been no resignation of the statutory auditors of the Company during the year.

XIX. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

XX. (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act.

(b) There are no unspent amounts in respect of ongoing projects that are required to be transferred to a special account in compliance of provision of sub section (6) of section 135 of Companies Act.

XXI. There is no qualifications or adverse remarks in the Companies (Auditor's Report) Order (CARO) reports of the companies

For Ramanand & Associates
Chartered Accountants
ICAI Firm Reg. No. 117776W

CA Ramanand Gupta Partner
M. No. 103975
UDIN: 22103975AJXVYC5871
Place: Mumbai
Date: 30th May 2022

Annexure “B” to the Independent Auditor’s Report**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 SWOJAS ENERGY FOODS LIMITED. (“The Company”) as of March 31, 2022 in conjunction with our audit of the standalone Ind AS 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 (ICAI). 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.

Auditors’ 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”) and the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 the internal controls 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 Standalone 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 over financial reporting’s.

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 Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation 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 controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedure may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal controls over financial reporting were effective as at March 31,2022, based on the internal control over financial reporting criteria established by the Company considering the essentials 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 Ramanand& Associates
Chartered Accountants
ICAI Firm Reg. No. 117776W**

**CA Ramanand Gupta Partner
M. No. 103975
UDIN: 22103975AJXVYC5871
Place: Mumbai
Date: 30th May 2022**

Swojas Energy Foods Limited					
CIN: L15201MH1993PLC358584					
Balance Sheet as at March 31, 2022					
	Particulars		Note	As at	As at
			No.	31-Mar-22	31-Mar-21
I	ASSETS				
1	NON-CURRENT ASSETS				
	(a)	Financial assets			
	(i)	Loans	3	2,40,31,258.19	2,35,14,905.19
	(b)	Other non-current assets	4	1,01,03,857.00	1,01,03,857.00
	TOTAL NON-CURRENT ASSETS			3,41,35,115.19	3,36,18,762.19
2	CURRENT ASSETS				
	(a)	Financial assets			
	(i)	Trade Receivable	5	-	-
	(ii)	Cash and cash equivalents	6	36,04,912.08	32,71,755.87
	(iii)	Others	7	8,01,583.00	6,26,637.00
	TOTAL CURRENT ASSETS			44,06,495.08	38,98,392.87
	TOTAL ASSETS			3,85,41,610.27	3,75,17,155.06
I	EQUITY & LIABILITIES				
1	EQUITY				
	(a)	Equity Share Capital	8	30,96,26,500.00	30,96,26,500.00
	(b)	Other Equity	9	(27,46,56,300.96)	(27,52,99,232.04)
	TOTAL EQUITY			3,49,70,199.04	3,43,27,267.96
2	CURRENT LIABILITIES				
	(a)	Financial liabilities			
	(i)	Trade payables	10	17,51,399.10	17,50,363.10
	(b)	Other current liabilities	11	-	-
	(c)	Provisions	12	10,84,254.00	9,29,205.00
	(d)	Current Tax Liabilities (Net)	13	7,35,758.13	5,10,319.00
	TOTAL CURRENT LIABILITIES			35,71,411.23	31,89,887.10
	TOTAL LIABILITIES			35,71,411.23	31,89,887.10
	TOTAL EQUITY AND LIABILITIES			3,85,41,610.27	3,75,17,155.06
FOR RAMANAND & ASSOCIATES			FOR & ON BEHALF OF THE BOARD OF DIRECTORS		
CHARTERED ACCOUNTANTS			SWOJAS ENERGY FOODS LTD		
FRN - 117776W					
CA RAMANAND GUPTA					
MANAGING PARTNER					
M.NO. - 103975					
UDIN:22103975AJXVYC5871					
PLACE: MUMBAI					
DATE: 30/05/2022					
			VISHAL DEDHIA	NIKUNJ SHAH	KETAN
			DIRECTOR	COMPANY	KATARIA
				SECRETARY	DIRECTOR
					VISHAL
					CHAVDA
					CFO

Swojas Energy Foods Limited			
CIN: L15201MH1993PLC358584			
Statement of Profit and Loss for the year ended March 31, 2022			
Particulars	Note No.	For the year ended 31-Mar-22	For the year ended 31-Mar-21
Income:			
Revenue from Operations		-	-
Other Income	14	17,54,806.27	18,56,224.09
Total Income		17,54,806.27	18,56,224.09
Expenses:			
Purchases of Stock-in-trade		-	-
Cost of Material Consumed		-	-
Change in inventories of Stock-in-trade		-	-
Employee Benefit Expenses	15	3,15,000.00	3,15,000.00
Finance Cost		-	-
Depreciation and amortization		-	-
Other Expenses	16	5,71,436.06	10,01,612.00
Total Expenses		8,86,436.06	13,16,612.00
Profit Before Tax		8,68,370.21	5,39,612.09
Exceptional Items		-	-
Profit Before Tax after exception items		8,68,370.21	5,39,612.09
Less : Provision for Taxation			
Current Year		2,25,439.1	1,34,000.0
Earlier Year Tax		-	5,53,318.3
Deferred Tax		-	-
Profit/(Loss) for the year		6,42,931.08	(1,47,706.24)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations			-
Income tax relating to items that will not be reclassified to profit or Loss			-
Total comprehensive income for the year		6,42,931.08	(1,47,706.24)
Earnings per equity share for profit/ (Loss)	17		
Basic		0.02	(0.00)
Diluted		0.02	(0.00)
Significant accounting policies and notes to accounts	1-2		
The above statement of profit & loss should be read in conjunction with the accompanying notes.			
As per our Report attached			
FOR RAMANAND & ASSOCIATES		FOR & ON BEHALF OF THE BOARD OF DIRECTORS	
CHARTERED ACCOUNTANTS		SWOJAS ENERGY FOODS LTD	
FRN - 117776W			
CA RAMANAND GUPTA			
MANAGING PARTNER			
M.NO. - 103975			
UDIN:22103975AJXVYC5871			
PLACE: MUMBAI		VISHAL DEDHIA	NIKUNJ SHAH
DATE: 30/05/2022		DIRECTOR	COMPANY SECRETARY
		KETAN KATARIA	VISHAL CHAVDA
		DIRECTOR	CFO

SWOJAS ENERGY FOOD LTD			
CIN - L15201MH1993PLC358584			
Cash flow statement for the year ended 31st March, 2022			
PARTICULARS		01 April 2021 to 31 March 2022	01 April 2020 to 31 March 2021
A) Cash Flow from Operating Activities :			
Net Profit before tax, Prior Period and Extraordinary Items :		8,68,370	5,39,612
Adjustments for :			
Prior period items		-	-
Interest and other income		-	-
Operating Profit before Changes in Operating Assets		8,68,370	5,39,612
Adjustments for net change in Working Capital :			
Changes in Current Investments		-	-
Changes in Inventories		-	-
Changes in Trade Receivables		-	-
Changes in Short Term Loans and Advances		(5,16,353)	(14,50,794)
Changes in Other Current Assets		(1,74,946)	27,17,496
Changes in Short Term Borrowings		-	-
Changes in Trade Payables		1,036	(1,38,392)
Changes in Other Current Liabilities		2,25,439	(21,43,439)
Changes in Short Term Provisions		1,55,049	1,50,669
Cash Flow before Prior Period and Extraordinary Items		5,58,595	(3,24,848)
Net Income tax Paid and Refunds		(2,25,439)	(6,87,318)
Cash Flow before Prior Period and Extraordinary Items		3,33,156	(10,12,166)
Cash Flow from Prior Period and Extraordinary Items		-	-
Net Cash Flow from Operating Activities -----(A)		3,33,156	(10,12,166)
B) Cash Flow from Investing Activities :			
Investment in Fixed Deposit		(1,81,661)	24,27,856
Investment in Non Current Asset		-	(14,16,000)
Net Cash Flow from Investing Activities -----(B)		(1,81,661)	10,11,856
C) Cash Flow from Financing Activities :			
Net Cash Flow from Financing Activities -----(C)		-	-
Net Increase in Cash and Cash Equivalents (A) + (B) + (C)		1,51,495	(310)
Cash & Cash Equivalents at the beginning of the period		1,40,963	1,41,273
Cash & Cash Equivalents at the end of the period		2,92,458	1,40,963
Cash in Hand		779	779
Balances with Banks		2,91,679	1,40,184

SWOJAS ENERGY FOOD LTD			
CIN - L15201MH1993PLC358584			
Cash flow statement for the year ended 31st March, 2022			
PARTICULARS		01 April 2021 to 31 March 2022	01 April 2020 to 31 March 2021
Total		2,92,458	1,40,962

FOR RAMANAND & ASSOCIATES	FOR & ON BEHALF OF THE BOARD OF DIRECTORS			
CHARTERED ACCOUNTANTS FRN - 117776W	SWOJAS ENERGY FOODS LTD			
CA RAMANAND GUPTA MANAGING PARTNER M.NO. - 103975 UDIN:22103975AJXVYC5871 PLACE: MUMBAI DATE: 30/05/2022	VISHAL DEDHIA DIRECTOR	NIKUNJ SHAH COMPANY SECRETARY	KETAN KATARIA DIRECTOR	VISHAL CHAVDA CFO

Swojas Energy Foods Limited			
CIN: L15201MH1993PLC358584			
Statement of changes in equity for the year ended March 31, 2022			

A. Equity share capital			
Particulars	Notes	March 31, 2022	March 31, 2021
Balance as at the beginning of the reporting period	1	30,96,26,500.00	30,96,26,500.00
Changes in equity share capital during the year			-
Balance as at the end of the reporting period		30,96,26,500.00	30,96,26,500.00
B. Other equity			
Particulars	Notes	Reserves & Surplus	
		Securities Premium	Profit & Loss A/c
i)Balance as at March 31, 2020		1,95,75,000.00	(29,53,25,632.21)
Profit/(loss) for the year			5,99,106.41
Other comprehensive income for the year			-
Total comprehensive income for the year		-	5,99,106.41
ii)Balance as at March 31, 2021		1,95,75,000.00	(29,47,26,525.80)
Profit/(loss) for the year			(1,47,706.24)
Other comprehensive income for the year			-
Total comprehensive income for the year			(1,47,706.24)
iii)Balance as at March 31, 2022		1,95,75,000.00	(29,48,74,232.04)

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. Company Overview

Swojas Energy Foods Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is listed on BSE, however, currently the trading is suspended by BSE due to non-compliance with the Listing Agreement after commencement of liquidation proceedings.

2. Significant Accounting Policies:

A. Basis of Preparation

a. Compliance with Ind AS

The financial statement comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 ("the Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provision of the Act.

The financial statement up to year ended 31st March, 2022 were prepared in accordance with the accounting standard notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act.

b. Historical cost convention

The financial statements have been prepared on a historical cost basis.

B. Segment reporting

The Company used to originally sell milk and dairy products, however, its operations stopped completely after the commencement of winding up proceedings after 31st August 2000. The main object of the company is to carry out agriculture business, however no revenue has been generated from such activities during the year 2021-22. The company is also engaged in lending Short Term Loans and Advances as a secondary activity.

C. Foreign currency translation

i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

D. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable.

a) Revenue from sale of goods is recognised when the following conditions are satisfied.

- i. the Company has transferred the significant risks and rewards of ownership of the goods to the buyer which generally coincides when the goods are dispatched in accordance with the terms of sale;
- ii. the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- iii. the amount of revenue can be measured reliably;
- iv. it is probable that the economic benefits associated with the transaction will flow to the Company;
- v. the costs incurred or to be incurred in respect of the transaction can be measured reliably.

b) Revenue from Construction Contracts is recognised based on the stage of completion determined with reference to the costs incurred on contracts and the estimated total costs. When it is estimated that the total contract cost will exceed total contract revenue, expected loss is recognised as an expense immediately. Total contract cost is determined based on the technical and other assessment of cost to be incurred.

c) Service income is recognised, net of service tax (up to the applicable date)/Goods and Services Tax (GST), when the related services are provided.

E. Other Income

1. Dividend income from investments is recognised when the shareholder's right to receive payment has been established.
2. Insurance and other claims are accounted as and when unconditionally admitted by the appropriate authorities.

F. Income tax**Income tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised in outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets including Minimum Alternate Tax (MAT) are generally recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

G. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

H. Inventories

Raw materials and stores, work-in-progress, traded and finished goods are stated at the lower of cost and net realizable value.

Cost of raw materials and traded goods comprise of cost of purchase.

Cost of work-in-progress and manufactured finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the later being allocated on the basis of normal operating capacity.

Cost of inventories also includes all other cost incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

I. Financial Instruments:**(i) Financial assets:****Initial recognition and measurement**

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost. All financial assets not recorded at fair value though profit or loss are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For Purposes of subsequent measurement, financial assets are classified in two broad categories:

- Financial assets at fair value
- Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognized in the statement of profit and loss (i.e. fair value through profit or loss), or recognized in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured at amortised cost (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: The objective of the company's business model is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realise its fair value changes).
- Cash flow characteristics test: 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.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
- Cash flow characteristics test: 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.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss as doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases.

All other financial asset is measured at fair value through profit or loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognized in the statement of profit and loss, except for those equity investments for which the entity has elected to present value changes in 'other comprehensive income'

If an equity investment is not held for trading, an irrevocable election is made at initial recognition to measure it at fair value through other comprehensive income with only dividend income recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either;

- (a) The company has transferred substantially all the risks and rewards of the asset, or
- (b) The company has either transferred substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to received cash flow from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognize the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, lease receivables, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the 'Other income' line item.

(ii) Financial liabilities and equity instruments:

Classification as debt or equity

Debt and equity instruments issued by a company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

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 are recognised at the proceeds received, net of direct issue costs.

Financial Liabilities

Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables and loans and borrowings including bank overdrafts.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied.

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

The Company enters into deferred payment arrangements (acceptances) whereby lenders such as banks and other financial institutions make payments to supplier's banks for purchase of raw materials/services. The banks and financial institutions are subsequently repaid by the Company at a later date. These are normally settled up to 3 months. These arrangements for raw materials are recognized as Deferred Payment Liabilities under Borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Reclassification of Financial Instruments

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent.

The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model.

Original Classification	Revised Classification	Accounting Treatment
Amortised Cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortized cost and fair value is recognised in Statement of Profit and Loss.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised Cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to

		reclassification.
FVTOCI	Amortised Cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to Statement of Profit and Loss at the reclassification date.

J. Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

K. Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

L. Provisions

Provisions for legal claims and returns are recognised when the company has a present legal or constructive obligation as a result of past event, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provisions due to the passage of time is recognized as interest expense.

M. Earnings per share

i. Basic earnings per share

Basic earnings per share are calculated by dividing:

- The profit attributable to owners of the company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

ii. Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- The after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

I. NOTES TO ACCOUNTS:

1. In the opinion of Directors, the Current Assets, Loans & Advances and Investments have a value on realization in the ordinary course of business, which is at least equal to the amount at which they are stated in the Balance Sheet.

2. **Contingent Liabilities:**

Swojas has not provided for BSE's invoice of Rs 14,16,000 to seek compensation for unpaid listing fees as there is no provision for such compensation under SEBI Listing Regulations SEBI CPIO has informed vide letter Ref CPIO/GPG/NR/2405-2019-20/9145 that SEBI has not issued any circular related to compensation of unpaid listing fees from listed companies.

Besides challenging in the court of law, copy of this compensation invoice is also shared with SEBI for determining its validity and on getting their confirmation, Swojas will make payment.

3. **Pending Legal Proceedings**

1. **Legal Proceedings against BSE Limited and Others**

Despite knowing that Swojas had been under liquidation for almost 15 years from 2000 till 2015, BSE had frozen demat accounts of New Promoters of Swojas on 13/12/2019 towards outstanding ALF dues by issuing a circular on its own though there is no such provision under SEBI Regulations and further, SEBI has never issued any circular to allow BSE for ALF recovery by freezing demat accounts. In response to Swojas' request to provide ALF invoices from FY 2015-16, BSE provided an invoice to seek compensation on 26/12/2019. There have been multiple inconsistencies under tax, corporate and securities laws on the part of BSE and moreover, on checking with SEBI, Promoters came to know that SEBI had never permitted stock exchanges to seek compensation for unpaid listing fees from listed companies. Further, SEBI also confirmed that it did not empower stock exchanges to freeze demat accounts of promoters for non-payment of ALF.

In view of different communication from SEBI, it was apparent that BSE had exceeded its powers by seeking compensation and even freezing accounts, but BSE still refused to take corrective action and hence, Swojas filed a writ petition with Hon'ble Bombay High Court to primarily challenge authority of BSE to issue circulars on its own for freezing accounts of promoters and other issues including pending application of revocation. In the interim period, SEBI understood the non-compliances by BSE and hence, issued a letter containing Standard Operating Process to be followed for freezing accounts besides directing BSE to unfreeze all accounts of all promoter group entities immediately. Hon'ble Bombay High Court took a note of SEBI's SOPs and asked BSE to unfreeze all accounts immediately, however, given other pending issues, Promoters offered to keep deposit of securities worth Rs 14.16 Lakhs. Hon'ble High Court kept all contentions open and passed an order to ask SEBI to examine various issues and pass a Speaking Order within 8 weeks. BSE challenged it with the Hon'ble Supreme Court, but they refused to interfere in the aforesaid order.

Swojas had submitted a representation to SEBI on 23rd March 2021 on which SEBI issued a letter dated 24th June 2021. Though some of the points were considered by SEBI as an input for inspection, they did not address major issues related to power of issuing circulars by BSE on its own for suo-moto freezing accounts even when there were no such legal provisions in 2019. Further, revocation of suspension had been delayed and no action had been taken by BSE on the application submitted by Swojas more than 4 years ago despite all the compliances.

2. **Arbitration with M/s Salasar Corporation**

Swojas had entered into a memorandum of understanding with M/s Salasar Corporation and also gave an advance to set up a food processing unit at Palghar in 2015 with a timeline to finish the project in 3 years. Due to delay in revocation of suspension for more than 5 years, there were restrictions on issue of new shares as well as transfer of promoters' holding. Therefore, it

was not possible to raise funds for the project and hence, further payment could not be made to Salasar. As per the MOU, interest was duly accounted in the books every year and even tax was deducted till December 2019. However, Salasar stopped providing for interest and had initiated arbitration proceedings against the company for recovering subsequent instalments payable by Swojas. Swojas had duly represented the case before the Arbitral Tribunal and accordingly, Swojas need not make any further payment to Salasar. However, in view of losses incurred by Salasar Group due to inability of Swojas to make further payment, the Arbitral Tribunal has passed an order allowing Salasar to forfeit the amount as well as interest provided thereon. Swojas is exploring alternative options including challenging the arbitral award with the Court of Law, however, in view of Covid19 outbreak the action had got delayed.

4. Balance under the head 'Trade Receivables', 'Trade Payables', 'Loan and Advances Receivable and Payable' are shown as per books of accounts subject to confirmation by concerned parties and adjustment if any, on reconciliation thereof. Confirmation letters have been issued to parties for confirmation of balances with the request to confirm or send / comments by the stipulated date failing which the balances as appearing in the letter would be taken as confirmed. Confirmation letters have been received in very few cases; however, no adverse communication has been received from the parties.

5. Segment reporting

The Company used to originally sell milk and dairy products, however, its operations stopped completely after the commencement of winding up proceedings after 31st August 2000. The main object of the company is to carry out agriculture business, however no revenue has been generated from such activities during the year 2021-22. There have been no other reportable segments identified by Chief Operating Decision Maker and hence no segment reporting is presented under IND AS 108.

6. Disclosure as per amendment to clause 32 of the Listing Agreement: (INR in Lakhs)

Sr. No.	Name of the Parties	Maximum balance outstanding during the year ended		Outstanding Balance as on	
		31.03.22	31.03.21	31.03.22	31.03.21
1.	Loans to Subsidiary Co.	NIL	NIL	NIL	NIL
2.	Unsecured Loans given where there are no Repayment Schedule	NIL	NIL	NIL	NIL

7. a) Purchases of Finished Goods: NIL (P.Y. NIL)

8. Micro, Small and Medium Enterprises Development Act, 2006:

As per requirement of Section 22 of Micro, Small & Medium Enterprises Development Act, 2006 following information is disclosed to the extent identifiable:

(INR in Lakhs)

Sr. No.	Particulars	2021-22	2020-21
a)	(i) The Principal amount remaining unpaid to any supplier at the end of accounting year	-	-
	(ii) The interest due on above	-	-
	Total of (i) & (ii) above	-	-
b)	Amount of interest paid by the buyer in terms of Section 18 of the Act	-	-
c)	The amounts of payment made to the supplier beyond the due date	-	-

d)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act.	-	-
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The information has been given in respect of such vendors to the extent they could be identified as micro and small enterprises on the basis of information available with the company.

9. Financial instruments and risk management Fair values

- The carrying amounts of trade payables, other financial liabilities (current), borrowings (current), trade receivables, cash and cash equivalents, other bank balances and loans are considered to be the same as fair value due to their short term nature.
- The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximation of fair values:

(i) Categories of financial instruments

(Rs. In Lakh)

Particulars	As at		As at	
	31.03.2022		31.03.2021	
	Carrying Amount	*Fair Value	Carrying Amount	*Fair Value
Financial Assets				
Measure at amortised cost:				
Non-Current				
Financial Assets				
(i) Loans	240.31	240.31	235.15	235.15
(ii) Other Advances/Token Money	101.04	101.04	101.04	101.04
Current				
Financial Assets				
(i) Trade Receivables	-	-	-	-
(ii) Cash and Cash Equivalents	0.01	0.01	0.01	0.01
(iii) Bank Balances	36.04	36.04	32.71	32.71
(iv) Other	8.02	8.02	6.27	6.27
Measured at fair value through profit and loss				
Non - current				
(i) Investments	-	-	-	-
Total	385.42	385.42	375.17	375.17
Financial Liabilities				
Measured at amortised cost:				

Non Current				
Other Non - Current Liabilities	-	-	-	-
Current				
Financial Liabilities				
Trade Payables	17.51	17.51	17.50	17.50
Other Current Liabilities	0	0	0	0
Provision	10.84	10.84	9.29	9.29
Current Tax Liabilities	7.36	7.36	5.10	5.10
Total	35.71	35.71	31.90	31.90

*Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

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

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments is included in level 3

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date. In respect of investments as at the transaction date, the Company has assessed the fair value to be the carrying value of the investments as these companies are in their initial years of operations obtaining necessary regulatory approvals to commence their business.

10. The previous year's figures have been regrouped, rearranged and reclassified wherever necessary to conform to the current year presentation.

For Ramanand & Associates
Chartered Accountants
FRN 117776W

FOR AND ON BEHALF OF THE BOARD
Swajos Energy Foods Limited

CA Ramanand Gupta
Managing Partner
M.No. 103975
UDIN: 22103975AJXVYC5871
Place: Mumbai
Date: 30th May 2022

Vishal Dedhia
Director

Ketan Kataria
Director

NOTES TO THE FINANCIAL STATEMENTS

3 LOANS

Particulars	March 31, 2022	March 31, 2021
(a) Security Deposits		
(b) Loans to related parties		
(c) Other loans		
Unsecured: Considered good:		
Inter Corporate Deposit	2,40,31,258.19	2,35,14,905.19
Total	2,40,31,258.19	2,35,14,905.19

4 Other Non-Current Asset

Particulars	March 31, 2022	March 31, 2021
(a) Capital Advance		
(b) Advances other than capital advances		
(ba) Security Deposits		
(bb) Advances to related parties		
(bc) Other Advances	85,87,857.00	85,87,857.00
Advance - Token Money	1,00,000.00	1,00,000.00
(c) Others	14,16,000.00	14,16,000.00
Total	1,01,03,857.00	1,01,03,857.00

5 Trade Receivable

Particulars	March 31, 2022	March 31, 2021
Trade Receivable	-	-
	-	-

6 Cash and cash equivalents

Particulars	March 31, 2022	March 31, 2021
A. Cash & Cash Equivalents		
(i) Cash on hand	778.71	778.71
(ii) Balances with Banks		
On Current account	2,91,679.00	1,40,183.67
Deposits with maturity less than 3 months		
Sub Total	2,92,457.71	1,40,962.38
B. Other Bank Balances		
Deposits with maturity for more than 12 months	33,12,454.37	31,30,793.49
Deposits with maturity for more than 3 months but less than 12 months	-	-
Unpaid Dividend Bank Accounts	-	-
Sub Total	33,12,454.37	31,30,793.49
Total	36,04,912.08	32,71,755.87

7 Other Financial Asset - Current

Particulars	March 31, 2022	March 31, 2021
Advance Tax and TDS Receivable	8,01,583.00	6,26,637.00
Total	8,01,583.00	6,26,637.00

8 Equity Share Capital

(i) Particulars	March 31, 2022	March 31, 2021
Authorized : 3,10,00,000 (March 31, 2017: 3,10,00,000, April 01, 2016: 3,10,00,000) Equity shares of the par value of INR 10 each (March 31, 2017: INR 10 each, April 01, 2016: INR 10 each)	31,00,00,000.00	31,00,00,000.00
TOTAL	31,00,00,000.00	31,00,00,000.00
(ii) Particulars	March 31, 2022	March 31, 2021
Issued and Subscribed: 3,09,62,650 (March 31, 2017: 3,09,62,650, April 01, 2016: 3,09,62,650) Equity shares of the par value of INR 10 each (March 31, 2017: INR 10 each, April 01, 2016: INR 10 each)	30,96,26,500.00	30,96,26,500.00
TOTAL	30,96,26,500.00	30,96,26,500.00

(iii) Reconciliation of number of equity shares outstanding at the beginning and the end of the year :

Particulars	March 31, 2022	March 31, 2021
Outstanding at the beginning of the year	3,09,62,650	3,09,62,650
Add : Issued during the Year	-	-
Outstanding at the end of the year	3,09,62,650	3,09,62,650

(iv) Rights, preferences and restrictions attached to Equity shares

The Company has issued only one class of equity shares having a par value of ` 10 each. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(v) Shareholders holding more than 5% shares in the Company is set out below:

Name of Shareholder	March 31, 2021		March 31, 2021	
	No of shares	%	No of shares	%
Mr. Amar Kakaria	61,14,256	19.75%	61,14,256	19.75%
Ketan Kataria	61,14,257	19.75%	61,14,257	19.75%
Vishal Dedhia	1,22,28,512	39.49%	1,22,28,512	39.49%

9 Other Equity

Particulars	March 31, 2022	March 31, 2021
Security Premium Reserve		
Balance as per Last balance Sheet	1,95,75,000.00	1,95,75,000.00
Addition During the Year	-	-
Deduction During the year	-	-
As at end of year	1,95,75,000.00	1,95,75,000.00
Surplus / Retained Earnings		
Balance as per Last balance Sheet	-	-
Addition During the Year	-	-
Deduction During the year	-	-
Amount available for appropriations	-	-
Appropriation :		
Transfer to General Reserve	-	-
Final Dividend and tax thereon Paid for Last year	-	-
IND As Adjustment	-	-
As at end of year	-	-
Other Comprehensive Income		
Balance as per Last balance Sheet	(29,48,74,232.04)	(29,47,26,525.80)
Transfer from Statement of Profit and Loss	6,42,931.08	(1,47,706.24)
Deduction During the year		
As at end of year	(29,42,31,300.96)	(29,48,74,232.04)
Gross Total	(27,46,56,300.96)	(27,52,99,232.04)

10 Trade Payables - Current

Particulars	March 31, 2022	March 31, 2021
Trade Payables:		
Micro, Small & Medium Enterprises		
Others	17,51,399.10	17,50,363.10
Acceptances	-	-
Total	17,51,399.10	17,50,363.10

11 Other current liabilities

Particulars	March 31, 2022	March 31, 2021
Outstanding Expenses	-	-
Total	-	-

12 Provisions - Current

Particulars	March 31, 2022	March 31, 2021
Provision for Expenses	10,84,254.00	9,29,205.00
Total	10,84,254.00	9,29,205.00

13 Current tax assets and liabilities (Net)

Particulars	March 31, 2022	March 31, 2021
Current tax liabilities (Net)		
Provision for tax	7,35,758.13	5,10,319.00
Current Tax Liabilities (Net)	7,35,758.13	5,10,319.00

14 Other Income

Particulars	March 31, 2022	March 31, 2021
Interest Income	17,54,806.27	18,56,224.09
Other non Operating Income		
- Rent Income	-	-
- Miscellaneous Income	-	-
Total	17,54,806.27	18,56,224.09

15 Employee Benefit Expenses

Particulars	March 31, 2022	March 31, 2021
Director's Remuneration	24,000.00	24,000.00
Salaries, Wages & Incentives	2,91,000.00	2,91,000.00
Contribution to provident & other funds	-	-
Staff welfare expenses	-	-
Total	3,15,000.00	3,15,000.00

16 Other Expenses

Particulars	March 31, 2022	March 31, 2021
Auditors' Remuneration	50,000.00	59,000.00
Accounting Charges	31,500.00	31,500.00
Annual General Meeting Expenses	-	-
Professional Charges	1,17,750.00	5,78,250.00
Bank Charges	502.06	1,214.00
Demat Connection Charges	1,83,800.00	1,82,000.00
Interest Paid on TDS	-	1,350.00
Postage & Telegram	-	-
Legal Charges	70,000.00	-
Sundry Balance W/off	(2,829.00)	-
E Voting Expenses	-	-
Share Registrar Expenses	76,818.00	71,292.00
Advertisement	38,217.00	67,586.00
Hotel Expenses	-	5,775.00
GST Input W/off	-	-
General Expenses	5,678.00	3,645.00
Total	5,71,436.06	10,01,612.00

17 Basic and Diluted Earnings Per Share

Particulars	March 31, 2022	March 31, 2021
Number of equity shares at the beginning of the period	3,09,62,650	3,09,62,650
Number of equity shares at the end of the period	3,09,62,650	3,09,62,650
Weighted average number of equity shares outstanding during the period	3,09,62,650	3,09,62,650
Nominal Value of each equity share	10.00	10.00
Profit/(Loss) after tax available for Equity shareholders	6,42,931	(1,47,706)
Basic Earnings per share	0.02	(0.00)
Diluted Earnings per share	0.02	(0.00)

FOR RAMANAND & ASSOCIATES	FOR & ON BEHALF OF THE BOARD OF DIRECTORS			
CHARTERED ACCOUNTANTS FRN - 117776W	SWOJAS ENERGY FOODS LTD			
CA RAMANAND GUPTA MANAGING PARTNER M.NO. - 103975 UDIN:22103975AJXVYC5871 PLACE: MUMBAI DATE: 30/05/2022	VISHAL DEDHIA DIRECTOR	NIKUNJ SHAH COMPANY SECRETARY	KETAN KATARIA DIRECTOR	VISHAL CHAVDA CFO

**Form No. MGT-11
Proxy form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	
Name :	E-mail Id:
Address:	
Signature , or failing him	

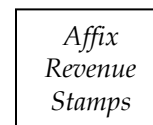
as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of the company, to be held on Thursday, 15th September, 2022 at 2.30 PM at Conference Room, 14th Floor, Navjivan Commercial Premises Co-op. Society, Off Lamington Road, Grant Road (East), Mumbai - 400008 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
	Ordinary Business with Ordinary Resolution		
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2022.		
2.	Re-Appointment of Mr. Vishal Dedhia pursuant to retirement by rotation eligible for re-appointment.		

* Applicable for investors holding shares in Electronic form.

Signed this ___ day of ___ 20__



Signature of Shareholder Signature of Proxy holder

Signature of the shareholder across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

SWOJAS ENERGY FOODS LIMITED

**Registered Office: 6L,10 Floor, 3, Navjeevan Society, Dr. Dadasaheb Bhadkamkar Marg,
Mumbai Central, Mumbai 400008
CIN: L15201MH1993PLC358584**

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the hall

I, hereby record my attendance at the 8th Annual General Meeting of the members of Swojas Energy Foods Limited will be held on 15th September, 2022 at 2.30 PM at Conference Room, 14th Floor, Navjivan Commercial Premises Co-op. Society, Off Lamington Road, Grant Road (East), Mumbai – 400008

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)			FOLIO NO.

SIGNATURE OF THE SHARE HOLDER OR PROXY: _____

----- ✕ ----- ✕ ----- ✕ -----

EVSN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

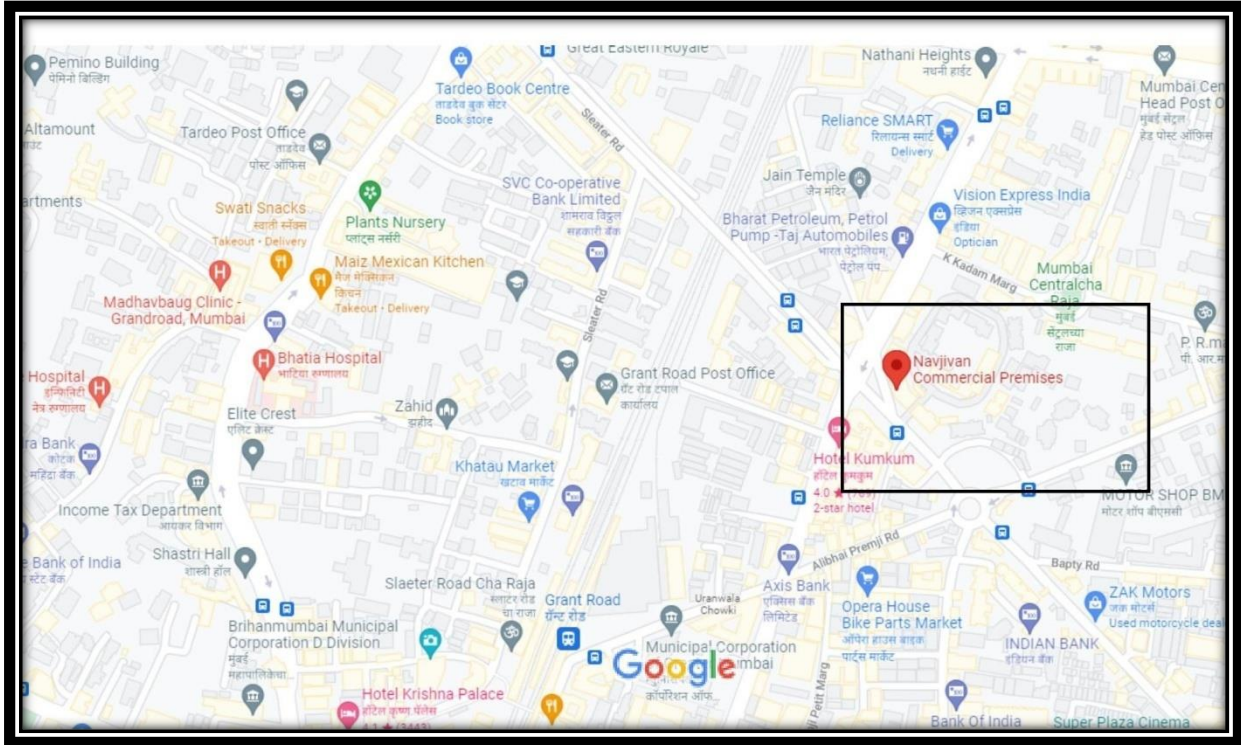
Note: E-voting period: 12th September, 2022 at 9.00 a.m. IST and ends on 14th September, 2022 at 05.00 p.m. IST.

If you have any query regarding e-voting Password/PIN, please contact at helpdesk.evoting@cdslindia.com

(Member's /Proxy's Signature)

ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING

Conference Room, 14th Floor, Navjivan Commercial Premises Co-op. Society,
Off Lamington Road, Grant Road (East), Mumbai - 400008



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BOOK-POST

SWOJAS ENERGY FOODS LIMITED
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Society, Dr. Dadasaheb Bhadkamkar Marg,
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