



Swadeshi

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

Ref : 5th May, 2018

Date :

To,
The Deputy Manager,
Department of Corporate Services,
BSE Limited
P. J. Towers, Dalal Street,
Mumbai - 400 001

Dear Sir,

Ref: BSE Scrip Code - 506863

Sub: Submission of Notice of Extraordinary General Meeting of the Company


Pursuant to Regulation 30 read with part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of Extraordinary General Meeting schedule to be held on June 1, 2018 at 2.30 p.m. at Hotel Rassa, R.M. Bhattad Road, Opp. Kora Kendra Ground, Near MC' Donalds, Borivali (west), Mumbai 400092.

We request you to take the same on your records.

Thanking you,

Yours faithfully,

For SWADESHI INDUSTRIES AND LEASING LIMITED


Gaurav Jain
Managing Director
DIN: 06794973
Address: 72, Talipada, Opp. Payal Talkies,
Kaneri opp. Vijaya Bank,
Bhiwandi, Thane-431302



SWADESHI INDUSTRIES AND LEASING LIMITED

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of **SWADESHI INDUSTRIES AND LEASING LIMITED** will be held on Friday, June 1st 2018 at 2.30 P.M., at Hotel Rassa, R.M. Bhattad Road Opp Kora Kendra Ground Near MC' Donalds, Borivali (west), Mumbai 400092 to transact the following businesses:

SPECIAL BUSINESS:

1. To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 61(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification, amendment or re-enactment thereof for the time being in force), and provisions of the Articles of Association of the Company, and subject to the approval(s), consent(s), permission(s) and sanction(s) as may be necessary or, required from any authority and subject to such conditions as may be agreed to by the Board of Directors of the Company (hereinafter referred as “the Board” which term shall be deemed to include any Committee thereof or any such officer of the Company as the Board may deem fit), consent of the Company is hereby accorded for consolidation of every 10 equity shares of Re. 1/- each to 1 equity share of Rs. 10/- each, i.e. 12,50,00,000 (Twelve Crore and Fifty Lacs) equity shares of the nominal value of Re. 1/- each in the Authorized Share Capital of the Company be consolidated into 1,25,00,000 (One Crore and Twenty Five Lacs) equity shares of Rs. 10/- each AND THAT Clause V (being Capital Clause) of the Memorandum of Association of the Company and Article no. 3 of the Articles of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT the subscribed and fully paid up Equity Share Capital of the Company comprising of 10,81,79,500 equity shares of Re. 1/- each be consolidated into 1,08,17,950 equity shares of Rs. 10/- each aggregating to Rs. 10,81,79,500/- (Rupees Ten Crores Eighty One Lacs Seventy Nine Thousand Five Hundred Only), as on the Record date to be determined by the Board for this purpose.

RESOLVED FURTHER THAT upon consolidation of the Equity shares of the Company as aforesaid, every 10 (Ten) equity shares of face value of Re. 1/- (Rupee One only) each fully paid-up held by a shareholder as on the Record Date shall stand consolidated into 1 (One) equity share of the face value of Rs. 10/- (Rupees Ten only) each fully paid-up with effect from the Record Date.

RESOLVED FURTHER THAT on consolidation as mentioned above, the consolidated equity shares shall rank pari passu in all respects and carry the same rights as the existing fully paid Equity shares of the Company and shall be entitled to dividend(s) after consolidation of equity shares, if declared/ recommended by the Board and subsequently approved by the shareholders.

RESOLVED FURTHER THAT upon consolidation of the Equity shares of the Company as aforesaid, the existing share certificates in relation to the existing Equity shares of the face value of Re. 1/- (Rupee One only) each fully paid-up held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and that no letter of allotment shall be issued to the allottees of the new Equity Shares of Rs. 10/- (Rupees Ten only) each fully paid-up on consolidation and the Company may without requiring the

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surrender of the existing equity share certificates directly issue and dispatch the new share certificates of the Company, in lieu of such existing share certificates and in the case of the Equity shares held in the dematerialized form, the number of consolidated Equity shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity shares of the Company before consolidation.

RESOLVED FURTHER THAT no shareholder shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by a Trustee appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding to all concerned. The Trustee shall hold the net sale proceeds of all such shares after deducting there from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to fix a Record Date and to take all necessary steps to facilitate the legal and/or procedural formalities including requisite approvals and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with the power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board of the Company to secure any further consent or approval of the members of the Company and to delegate any of its powers to such officer of the Company as the Board may think fit.”

2. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) the existing Authorised Share Capital of the Company is Rs.12,50,00,000/- (Rupees Twelve Crores Fifty Lacs only) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) Equity Shares of Re.1/- (Rupee One) each be and is hereby consolidated in to every 10 equity shares of Re. 1/- each to 1 equity share of Rs. 10/- each, i.e. 12,50,00,000 (Twelve Crore and Fifty Lacs) equity shares of the nominal value of Re. 1/- each in the Authorized Share Capital of the Company be consolidated into 1,25,00,000 (One Crore and Twenty Five Lacs) equity shares of Rs. 10/- each.

RESOLVED FUTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Capital Clause V thereof by the following new Clause V as under:

- V. The Authorised Share Capital of the Company is Rs.12,50,00,000/- (Rupees Twelve Crores Fifty Lacs only) divided into 1,25,00,000 (One Crore Twenty five lacs) Equity Shares of Re.10/- (Rupee Ten) each with the rights, privilege and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles of Association of the Company and with power to increase or reduce the Capital of the Company and to divide the share in the Capital for the time being into several class (being those specified in the Companies Act,1956) and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time in force, and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be permitted by the said Act or provided by the Articles of Association of the Company for the time in force.

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3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013, if any, the Articles of Association of the Company be and are hereby altered by deleting existing Article no. 3 and substituting in its place following Article no. 3:

3. The Authorised Share Capital of the Company is Rs.12,50,00,000/- (Rupees Twelve Crores Fifty Lacs only) divided into 1,25,00,000 (One Crore Twenty five lacs) Equity Shares of Re.10/- (Rupee Ten) each. The Company shall have power to increase, consolidate, subdivide, reduce or otherwise alter its share capital, subject to the provisions of the Act.

By Order of the Board of Directors
For **SWADESHI INDUSTRIES AND LEASING LIMITED**
DIRECTOR

Place: Mumbai

Date: 2nd May, 2018

NOTES:

1. A member entitled to attend and vote at the Extraordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

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

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note no. 9. The Company will also send details about User ID and password along with a copy of this Notice to the Members.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members/Proxies should fill in the Attendance Slip for attending the Meeting.
6. 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.

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7. Members holding shares in electronic form are requested to write their DP ID and Client ID number and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours up to the date of the Meeting.
9. Voting through electronic means:
 - I. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide Members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting through ballot paper.
 - III. The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commences on Tuesday, May 29, 2018 (9:00 am) and ends on Thursday, May 31, 2018 (5:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May 25, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL (for Members whose email IDs are registered with the Company/ Depository Participant(s)):
 - i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - iii. Click on Shareholder - Login.
 - iv. Put user ID and password as initial password/ PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep

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your password confidential.

- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "SWADESHI INDUSTRIES AND LEASING LIMITED".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of Meeting and Attendance Slip (for Members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy):

- i. Initial password is provided as below/at the bottom of the Attendance Slip for the Meeting:

EVEN (Remote E-voting Event Number)	USER ID	PASSWORD/ PIN

- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Friday, May 25, 2018.
- X. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, May 25, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company/RTA.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using

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“Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
- XII. Mr. Sanjay Dholakia, Practicing Company Secretary (Membership No. 2655 & COP No. 1798) has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “ballot paper” for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.swadeshiglobal.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited.

10. Map of venue of AGM:



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EXPLANATORY STATEMENT

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

That following explanatory statement sets out the material facts referring to Item No. 1, 2 & 3 of the Notice.

ITEM NOS. 1, 2 & 3

CONSOLIDATION OF SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENTS TO THE MEMORANDUM & ARTICLES OF ASSOCIATION OF THE COMPANY:

The Authorised Share Capital of the Company is Rs. 12,50,00,000 (Rupees Twelve Crores Fifty Lacs) divided into 12,50,00,000 (Twelve Crores Fifty Lacs) equity shares of face value of Re. 1/- each (Rupee One each). The Board of Directors of the Company of the Company at their meeting held on 2nd May, 2018 and subject to requisite approval and consent resolved to consolidate 10 equity shares of Re. 1 each into 1 equity share of Rs. 10/- each and consequently alter the Clause V (being Capital Clause) of the Memorandum of Association of the Company and Article no. 3 of the Articles of Association of the Company.

The Board is of the view that the aforesaid restructuring would help the Company to give a better picture of Earnings per share to the equity shareholders of the Company.

The proposed consolidation of shares will not involve payment to any shareholder of any paid-up capital of the Company, and has no effect on the shareholders' funds of the Company. Shareholders will not be required to make any payment to the Company in respect of the proposed share consolidation. Each consolidated share will rank pari passu in all respects with each other.

The proposed share consolidation will generally be beneficial to its Shareholders as it may serve to reduce the fluctuation in magnitude of the Company's market capitalisation. This may, in turn, increase market interest in the shares and generally make the shares more attractive to investors.

The proposed share consolidation will also rationalise the share capital of the Company by reducing the number of shares outstanding. As a result of the proposed share consolidation, there would be an immediate reduction in the number of shares. Hence, the Company shall benefit from easier management of a smaller number of shares. Further, it believes that overhead costs incurred on servicing the fragmented minority shareholding will be reduced significantly post consolidation.

The Record Date for the aforesaid consolidation of the equity shares will be fixed by the Board after the approval of the Members. On the record date, all fractional entitlements resulting from the consolidation shall be aggregated into whole shares and the number of shares so arising shall be held by a Trustee appointed by the Board who shall dispose off the said shares in the market at the best available price in one or more lots and the decision of the Trustee in this regard shall be final and binding to all concerned. The Trustee shall hold the net sale proceeds of all such shares after deducting there from all costs, charges and expenses of such sale and shall thereafter distribute such sale proceeds to the members of the Company in proportion to their fractional entitlements.

The Board is of the opinion that the decision of consolidation is in the best interest of the Members and hence recommends the three special resolutions for your approval.

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Attention of the Shareholders is also invited to the fact that in view of the foregoing, the existing Capital Clause V in the Memorandum of Association of the Company and the Article 3 of the Articles of Association of the Company relating to equity shares also need relevant amendment to give effect to consolidation of shares.

A copy of Memorandum of Association of the Company along with the proposed amendments is available for inspection for the members of the Company at the Registered Office of the Company on all working days, except Saturdays and Sundays between 11.00 a.m. to 1.00 p.m. upto the date of Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said three resolutions, except to the extent of their equity holdings in the Company.

By Order of the Board of Directors

For SWADESHI INDUSTRIES AND LEASING LIMITED

DIRECTOR

Place : Mumbai

Date : 2nd May, 2018

SWADESHI INDUSTRIES AND LEASING LIMITED

Regd. Office: Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex,
Kandivali (East), Mumbai-400101. CIN: L45209MH1983PLC031246 Ph: 022 2854 0094
Email: compliance@swadeshiglobal.com Website: www.swadeshiglobal.com

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]*

CIN	L45209MH1983PLC031246	
Name of the company	SWADESHI INDUSTRIES AND LEASING LIMITED	
Registered office	Shop No.131, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai-400101.	
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	
Address	
E-mail Id	Signature

OR FAILING HIM

Name	
Address	
E-mail Id	Signature

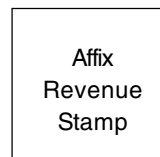
OR FAILING HIM

Name	
Address	
E-mail Id	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Members of Swadeshi Industries & Leasing Limited (CIN-L45209MH1983PLC031246) to be held on Friday, 1st June, 2018 at 2.30 p.m. at Hotel Rassa, Plot No. 680/D, Opp. Kora Kendra Ground, R.M. Bhattar Road, Borivali (West), Mumbai – 400 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Res. No	Resolution	Voting (Optional)	
		For	Against
	Special Business		
1.	Approval for Consolidation of Share capital under section 61 of Companies Act, 2013.		
2.	Approval for Alteration of Memorandum of Association of the Company.		
3.	Approval for Alteration of Article of Association of the Company.		

Signed this..... day of..... 2018



Signature of Shareholder: /

Signature of Proxy holder(s):

Note: 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.

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over at the entrance of the meeting hall.

BOOK POST

If Undelivered, Please Return to :

SWADESHI INDUSTRIES AND LEASING LIMITED

Regd. Office: Shop No.131, 1st Floor,
V-Mall, Off. W.E. Highway, Nr. Sai Hospital,
Thakur Complex, Kandivali (East), Mumbai-400101.