Swadeshi Industries And Leasing Limited

303, Apollo Arcade, R.K. Singh Marg, Andheri (E), Mumbai - 400069.
swadeshiglobal.com

CIN: L46411MH1983PLC031246

Date: August 22, 2026

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400001
Scrip Code: 506863

Sub: Notice of the 42nd Annual General Meeting of the Company to be held on September 15, 2026.

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation 2015, we are enclosing the Notice of the 42nd Annual General Meeting of the Members of the Company to be held on Tuesday, the 15th day of September, 2026. This will also be placed on our website www.swadeshiglobal.com.

This is for information and records.
Yours Sincerely,
For Swadeshi Industries and Leasing Ltd

Jaishree R. Sharma.

Jayshree Radheshyam Sharma
Director
DIN: 02754812
Place: Mumbai

Swadeshi Industries and Leasing Ltd
Regd. Office: 303, Apollo Arcade, Prem Co-op Soc Ltd, R.K. Singh Marg, Mogra Pada, Andheri East, Mumbai, Mumbai, Maharashtra, India, 400069

CIN: L46411MH1983PLC031246 **Web:** www.swadeshiglobal.com

Email: swadeshiindltd@gmail.com **Tel: 022-28540094**

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the Members of **SWADESHI INDUSTRIES AND LEASING LTD** (CIN: L46411MH1983PLC031246) will be held on Tuesday, 15th Day of September, 2026 at 11:00 A.M. IST through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) at the Registered Office of the Company situated at 303, Apollo Arcade, Prem Co-op Soc Ltd, R.K. Singh Marg, Mogra Pada, Andheri East, Mumbai, Mumbai, Maharashtra, India, 400069, to transact the following business:

ORDINARY BUSINESS:

1. **TO ADOPT AUDITED FINANCIAL STATEMENTS AND REPORTS THEREON:**

To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended as on 31st March 2026, along with the reports of Board of Directors and the Auditors thereon and pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. **TO APPOINT A DIRECTOR IN PLACE OF MRS. JAYSHREE RADHESHYAM SHARMA (DIN: 02754812), WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.**

To the extent that Mrs. Jayshree Radheshyam Sharma (DIN: 02754812) is required to retire by rotation, she would need to be reappointed as such. Therefore, shareholders are requested to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT,** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the members of the Company be and is hereby accorded for the reappointment Mrs. Jayshree Radheshyam Sharma (DIN: 02754812) as such, to the extent that she is required to retire by rotation."

SPECIAL BUSINESS:

3. APPOINTMENT OF SECRETARIAL AUDITOR

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 204, regulation 24A of SEBI Listing Obligation and Disclosure Requirement 2015 other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Act and rules made thereunder, CS Dipika Kataria, Practising Company Secretary, be and is hereby appointed as the Secretarial Auditor of the Company for a term of five consecutive financial years, to conduct the Secretarial Audit of the Company and issue the Secretarial Audit Report for the respective financial years, on such remuneration as may be determined by the Board of Directors in consultation with the Secretarial Auditor.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or the Company Secretary, be and are hereby authorised to do all such acts, deeds, matters and things and execute such documents and filings as may be necessary, proper or expedient to give effect to this resolution."

4. APPOINTMENT OF MR. DILIP JAGDISH PENDSE (DIN: 11348152) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, and Regulation 17(1C), Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Dilip Jagdish Pendse (DIN: 11348152), who was appointed as an Additional Director of the Company with effect from May, 28, 2026 and who is eligible for appointment as an Independent Director and has submitted the requisite declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI LODR Regulations, be and is hereby appointed as an Independent

Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective.”

5. **APPOINTMENT OF MR. RAJEEV RANJAN SARKARI (DIN: 08804128) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules made thereunder, and Regulation 17(1C), Regulation 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Rajeev Ranjan Sarkari (DIN: 08804128), who was appointed as an Additional Director of the Company with effect from August, 12, 2026 and who is eligible for appointment as an Independent Director and has submitted the requisite declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI LODR Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors of the Company and Company Secretary of the company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective.”

6. **CHANGE OF NAME OF THE COMPANY:**

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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with the Companies (Incorporation) Rules, 2014, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and subject to the approval of the Registrar of Companies, and/or such other regulatory authorities as may be required, and subject to such terms and conditions as may be prescribed by them, the consent of the Members of the Company be and is hereby accorded for change of name of the Company from Swadeshi Industries and Leasing Ltd to Swadeshi Industries Limited or Swadeshi Industries and Retail Limited such other name as the Board may deems fit in case the above stated names are not available, to the Registrar of Companies.

RESOLVED FURTHER THAT in furtherance to above resolution, it is confirming that change of name by itself would not affect anyway any rights of the Company and assets and liabilities of the Company.

RESOLVED FURTHER THAT upon issuance of the fresh certificate of incorporation by the Registrar of Companies consequent to the change of name, the name be substituted for the existing name wherever appearing in the Memorandum of Association, Articles of Association, statutory records, documents, contracts, agreements, correspondence and other records of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company, including any Committee thereof and/or the Company Secretary, be and are hereby authorised to make all necessary applications, submissions and filings with the Registrar of Companies, Securities and Exchange Board of India, Stock Exchanges and other regulatory/statutory authorities, and to do all such acts, deeds, matters and things and execute such documents as may be necessary, proper or expedient to give effect to this resolution.

7. **ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION:**

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 Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies and/or any other regulatory authority as may be required, consent of the members be and is hereby accorded to alter the Memorandum of Association of the Company as follows:

1. To add the following sub clauses to the main objects under Clause III (A) of Memorandum of Association of the company which read as under:

- To carry on the business of manufacturers, processors, fabricators, assemblers, converters, importers, exporters, buyers, sellers, traders, distributors, stockists, merchants, commission agents and dealers in all kinds of minerals, ores, mines, mining products, natural stones, granites, marbles, quartz, G-tiles, ceramic tiles, vitrified tiles, artificial stones, lime stones, sandstone, stone chips, stone powders, industrial minerals and all other allied and ancillary products and to undertake mining, excavation, crushing, processing, cutting, polishing, beneficiation, transportation, handling and development activities relating thereto subject to applicable laws and approvals.

- To carry on the business of manufacturing, processing, stitching, weaving, knitting, dyeing, bleaching, finishing, printing, buying, selling, importing, exporting, trading, distributing and dealing in textiles, yarns, fibres, fabrics, garments, readymade garments, hosiery products, apparel, fashion wear, uniforms, home furnishing products, technical textiles, cotton, woollen, silk, synthetic and blended textile products and all allied accessories, materials and products connected therewith.

- To carry on the business as manufacturers, importers, exporters, processors, refiners, smelters, assemblers, fabricators, converters, traders, stockists, distributors, commission agents and dealers in copper and copper products and all kinds of ferrous and non-ferrous metals including aluminium, zinc, brass, bronze, steel, iron, nickel, lead and allied metal products, components, scraps, alloys, wires, rods, sheets, pipes, coils, conductors, fittings, machinery parts and industrial products connected therewith.

- To carry on the business of generation, development, production, transmission, distribution, supply, trading, installation, operation and maintenance of renewable energy including solar energy, wind energy, hybrid energy systems and other non-conventional energy sources and to undertake engineering, procurement and construction (EPC) contracts, turnkey projects, consultancy, commissioning, infrastructure development and maintenance services relating to renewable and sustainable energy projects.

- To carry on the business of manufacturing, assembling, importing, exporting, buying, selling, leasing, distributing, servicing and dealing in electric vehicles, electric automobiles, e-rickshaws, electric two wheelers, three wheelers, four wheelers, commercial vehicles, batteries, lithium-ion batteries, charging stations, charging infrastructure, spare parts, accessories, components and other products and equipment relating to electric mobility and green transportation solutions.

- To carry on the business of establishing, operating, managing, leasing, maintaining and developing warehouses, cold storages, cold chain systems, silos, logistics parks, storage facilities and preservation centres for agricultural produce, food grains, fruits, vegetables, dairy products, processed foods and all agro and allied products and to provide logistics, transportation, handling, packaging, preservation and supply chain management services in connection therewith.

- To undertake all such activities as may be incidental or ancillary to the attainment of the above objects and to do all acts, deeds and things as may be deemed necessary or expedient for the promotion and carrying on of the business of the Company in accordance with the provisions of the Companies Act, 2013 and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions as may be necessary, proper or expedient to give effect to this resolution and to file the necessary e-Form MGT-14 and other documents with the Registrar of Companies.”

8. **TO AUTHORIZE COMPANY TO INVEST IN OTHER BODY CORPORATE :**

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 186 read with section 185 of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time beingin force) and as per guidelines, regulations, circulars and clarifications issued by the Ministry of Corporate Affairs ("MCA"), Securities and Exchange Board of India ("SEBI") and any other statutory or regulatory authorities and on recommendation of the Audit Committee and Board of Directors of the Company, the consent of the members be and is hereby accorded to invest a sum upto Rs. 25 Crores towards the investment option as the Board may think fit.

RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorised to execute the documents and deeds including signing any letter(s) of undertaking, declaration, agreement and other paper which the company may be required to sign and to do all acts, deeds and things as may be necessary to give effect to above resolution.

9. **APPROVAL OF LOANS, GUARANTEE OR SECURITY UNDER SECTION 185 OF COMPANIES ACT, 2013:**

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 185 of the Companies Act, 2013, as amended from time to time and other applicable provisions (including any amendment thereto or re-enactment thereof for the time being in force), if any, approval of members of the Company be and is hereby accorded for making of loan(s) including loan represented by way of Book Debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by the entities covered under the category of 'a person in whom any of the director of the company is interested' as specified in the explanation to Sub section 2 of the said Section, of an aggregate outstanding amount not exceeding Rs.25 Crores (Rupees Twenty Crores only) at any point of time."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loan/ Guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

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

Lalkrishna Sharma
DIN: 09527277
Director
Regd. Offic: 303, Apollo Arcade, Prem Co-op Soc Ltd, R.K. Singh Marg, Mogra Pada, Andheri East, Mumbai, Mumbai, Maharashtra, India, 400069
Phone No.: 9326321829
Email: swadeshiindltd@gmail.com
Website: www.swadeshiglobal.com

Date: 12.08.2026
Place: Mumbai

NOTES:

1. Member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on the poll instead of himself/ herself and the proxy need not be a member of the company.
   Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of Members not exceeding 50(fifty) in number and holding in aggregate not more than 10(ten) percent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10(ten) percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such a person shall not act as a proxy for any other person or shareholder. The holder of the proxy shall prove his identity at the time of attending the meeting.

2. Proxy form duly stamped and executed in order to be effective, must reach the registered office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting. Proxy form for the AGM is enclosed.

3. The Members/Representative/ Proxy(s) are requested to bring attendance slip, as enclosed, duly filled in, together with their copy of the notice convening the Annual General Meeting.

4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.

6. All documents referred to in the above notice and explanatory statement are available for inspection at the registered office of the Company on all working days (except Saturday, Sundays and Public holidays) during working hours upto the date of the Annual General Meeting.

7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 05th September 2026 to Tuesday, 15th September 2026 (both days inclusive) for the purpose of Annual General Meeting.

9. Members are requested to forward their queries on the subjects to the Company Secretary at the Corporate Office Address or mail at swadeshiindltd@gmail.com at least 10 days in advance so as to enable the Company to furnish information/ replies/ clarification at the Annual General Meeting.

10. Pursuant to section 72 of the Companies Act, 2013 and with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares and physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit the details to the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office, in prescribed Form SH-13. Members holding shares in demat form may contact their Depository participants for recording the same.

11. In all correspondence with the Company or with its Registrar & Share Transfer Agent members are requested to quote their folio number and in case the shares are held in dematerialized form, they must quote their Client ID Number and DPID Number.

12. To support the 'Green Initiation, the Members who have not registered their e-mail addresses are requested to register the same with their Depositories or with our Registrar "MUFG Intime India Private Limited" Regd. Off: C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400083. Email: mumbai@in.mpms.mufg.com.

13. Members holding shares in electronic form are requested to intimate immediately any change/correction in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.

14. The copy of the Notice along with the Annual Report is being sent through electronic mode to all the members whose email address are registered with the Company/Depository Participants(s).

15. The Details as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations", 2015), in respect of the persons seeking appointment as Independent Directors under Item Nos. 4 and 5 of the Notice, are annexed hereto and form part of this Notice. The relevant details and explanatory statements in respect of the proposed change in the name of the Company under Item No. 6 and alteration of the Object Clause of the Memorandum of Association under Item No. 7 are also annexed to this Notice and form an integral part thereof.

16. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India with other details like particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier for permanent settlement to our Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.

18. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through electronic voting service facility arranged by NSDL. The facility for voting, through e-voting, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through e-voting. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

PROCEDURE FOR REMOTE E-VOTING

The remote e-voting period begins on 9.00 a.m. on Saturday, 12th September, 2026 and shall close at 5.00 p.m. on Monday, 14th September, 2026. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 04th September 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 04th September 2026.

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

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies

Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secret arial St andard on General Meet ings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM/AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at www.swadeshiglobal.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 12th September, 2026 at 09:00 A.M. and ends on 14th September, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 04th September, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 04th September, 2026.

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

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

Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Forget User ID and Forget Password option available at abovementioned website.

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

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

<u>How to Log-in to NSDL e-Voting website?</u>

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dipika1603@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Assistant Vice President at evoting@nsdl.com

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to swadeshiindltd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to swadeshiindltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned

documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

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

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at swadeshiindltd@gmail.com. The same will be replied by the company suitably.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS TO BE TRANSACTED AT THE FORTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF SWADESHI INDUSTRIES AND LEASING LTD TO BE HELD ON TUESDAY, SEPTEMBER 15, 2026.

ITEM NO 3: APPOINTMENT OF SECRETARIAL AUDITOR

The provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, require the prescribed class of companies to obtain a Secretarial Audit Report from a Company Secretary in Practice.

Accordingly, based on the recommendation of the Audit Committee & Board of Directors, the Company proposes to appoint CS Dipika Kataria, Practising Company Secretary, as the Secretarial Auditor of the Company for a term of five consecutive financial years, to conduct the Secretarial Audit of the Company and issue the Secretarial Audit Report for the respective financial years.

CS Dipika Kataria has given her consent to act as the Secretarial Auditor of the Company and has confirmed that her appointment, if made, shall be in accordance with the applicable provisions of the Act and the rules made thereunder. She has also confirmed that she is eligible and satisfies the prescribed criteria for appointment as Secretarial Auditor.

The remuneration of the Secretarial Auditor shall be determined by the Board of Directors in consultation with the Secretarial Auditor.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO 4: APPOINTMENT OF MR. DILIP JAGDISH PENDSE (DIN: 11348152) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Dilip Jagdish Pendse (DIN: 11348152 as an Additional Independent Directors of the Company with effect from May 28, 2026 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, subject to approval of the Members of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Mr. Dilip Jagdish Pendse as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years, subject to approval of the Members.

The Company has received from Mr. Dilip Jagdish Pendse all the requisite declarations and confirmations, including a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). He has also confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated to impair or impact his ability to discharge his duties with an objective and independent judgement.

Mr. Dilip Jagdish Pendse has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director in Form DIR-2. The Company has also received the requisite disclosures from him in accordance with the applicable provisions of the Act and SEBI LODR Regulations.

In the opinion of the Board, Mr. Dilip Jagdish Pendse fulfils the conditions specified under the Act, the rules made thereunder and the SEBI LODR Regulations for appointment as an Independent Director and is independent of the management of the Company. The Board is of the opinion that his knowledge, experience and expertise would be of significant benefit to the Company and that his association with the Board would contribute towards strengthening the governance and oversight of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Except Mr. Dilip Jagdish Pendse, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The disclosures relating to Mr. Dilip Jagdish Pendse as required under Regulation 36(3) of the SEBI LODR Regulations and the applicable provisions of the Act are annexed to this Notice.

The Board recommends the Special Resolution for approval by the Members.

ITEM NO 5: APPOINTMENT OF MR. RAJEEV RANJAN SARKARI (DIN: 08804128) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Rajeev Ranjan Sarkari (DIN: 08804128) as an Additional Independent Directors of the Company with effect from August 12, 2026 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, subject to approval of the Members of the Company.

The Board, based on the recommendation of the Nomination and Remuneration Committee, has proposed the appointment of Mr. Rajeev Ranjan Sarkari as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years**,** subject to approval of the Members.

The Company has received from Mr. Rajeev Ranjan Sarkari all the requisite declarations and confirmations, including a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 ("Act") and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). He has also confirmed that he is not aware of any circumstance or situation which exists or may reasonably be anticipated to impair or impact his ability to discharge his duties with an objective and independent judgement.

Mr. Rajeev Ranjan Sarkari has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and has given his consent to act as a Director in Form DIR-2. The Company has also received the requisite disclosures from him in accordance with the applicable provisions of the Act and SEBI LODR Regulations.

In the opinion of the Board, Mr. Rajeev Ranjan Sarkari fulfils the conditions specified under the Act, the rules made thereunder and the SEBI LODR Regulations for appointment as an Independent Director and is independent of the management of the Company. The Board is of the opinion that his knowledge, experience and expertise would be of significant benefit to the Company and that his association with the Board would contribute towards strengthening the governance and oversight of the Company.

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Except Mr. Rajeev Ranjan Sarkari, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The disclosures relating to Mr. Rajeev Ranjan Sarkari as required under Regulation 36(3) of the SEBI LODR Regulations and the applicable provisions of the Act are annexed to this Notice.

The Board recommends the Special Resolution for approval by the Members.

ITEM NO 6: CHANGE OF NAME OF THE COMPANY

The present name of the Company is "SWADESHI INDUSTRIES AND LEASING LTD". The Board of Directors of the Company, at its meeting held on August 12, 2026, considered and approved the proposal for change in the name of the Company, subject to the approval of the Members and such other approvals as may be required under the applicable provisions of law.

The company is planning to enter into certain new business activities and consequently the company is in process to alter its main object clause in the (MOA) subject to the approval of members, & the Board is of the view that the name of the Company should be in consonance with the objects of the Company. Further the proposed change in name is also being undertaken to strengthen the Company's corporate identity.

The change in name of the Company shall not affect any of the rights or obligations of the Company, nor shall it render ineffective any legal proceedings by or against the Company. All contracts, agreements, arrangements, documents and other instruments entered into or executed by or in favour of the Company under its existing name shall continue to remain valid and enforceable notwithstanding the change in name.

Consequent upon the change in name of the Company, the Name Clause of the Memorandum of Association of the Company shall also be altered by substituting the existing name with the new name.

The proposed change of name is subject to the approval of the Members by way of a Special Resolution and the approval of the Registrar of Companies and/or such other statutory or regulatory authorities as may be required.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval by the Members.

ITEM NO 7: ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION

The existing Object Clause of the Memorandum of Association of the Company does not specifically cover the all-proposed activities of the Company. In order to enable the Company to undertake and pursue the said new line of business activities, it is proposed to alter the Memorandum of Association of the Company by inserting suitable clauses under Clause III (Objects Clause) of the MOA.

The Board of Directors is of the view that the proposed alteration will enable the Company to pursue new growth opportunities, diversify its operations, and enhance long-term shareholder value.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Object Clause of the MOA requires the approval of the members by way of a Special Resolution.

Accordingly, the Board recommends the Special Resolution set out in Item No. 7 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 8 AND 9:

The Company is willing to a) give any loan to other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate wherein your directors are either having common directorships or having any other interest.

Being the common relationships, the management of all these companies are either having common directorship or related to your directors. Being having common interest in these concerns your Directors proposes to transfer the surplus funds and give guarantees or loans in this concerns.

The Company may be required to make loan(s) including loan represented by way of Book Debt (the “loan”) to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the “Loan”) taken/ to be taken by company in addition to loans taken by such concerns. The said Loan(s)/ guarantee(s)/security(ies) shall be utilitsed by them for the purpose of their principal business activities and the matters connected and incidental thereto (the “Principal Business Activities”).

Section 186 of the Companies Act, 2013 requires approval of shareholders of the company by way of special resolution for making investment and giving loans and advances exceeding the limit as prescribed in the said section.

Further, pursuant to Section 185 the approval of members is required to give loan to a Company in which the Director of the Company is interested.

The members recommend resolution as set out in Item No. 8 and 9 by way of the Special Resolution.

All the directors are interested to the extent of this resolution being having direct and indirect control in the above mentioned entities.

The Board recommends the Special Resolution for approval by the Members.

PROFILE OF DIRECTOR SEEKING APPOINTMENT UNDER ITEM NO. 2

Name of Director	Mrs. Jayshree Radheshyam Sharma
Date of Birth	27-11-1976
Age	50 Years
Nationality	Indian
Date of Appointment/ Re-appointment in the Company	29-10-2024
Brief Profile of the Director including nature of expertise in specific functional areas	Mrs. Jayshree Sharma (DIN: 02754812) has completed her bachelor’s in commerce. She works as an executive director in B2B Commodities Private Limited, B 2 B Financial Services Private Limited, B 2 B Shares and Securities Private Limited and B 2 B Tradecom Consumer Private Limited. **<u>Job Summary:</u>** Working along with the Managing Directors and other staff as well: • Comprehensive administration duties in support of the board along with the Managing director and the senior management team. • Service the board which includes creation of agendas, minutes, and key papers, Service

	the company's senior management team meetings • Dealing with a range of external stakeholders including the company's key client groups, within the industry and business support at local, regional, national, and global levels in addition to the company's board. • Work across the organization to ensure that the company operates intelligently and strategically
No. of shares held in the Company as on March 31, 2026.	57,93,571
Directorships in other Listed Companies	NA
No. of Board Meetings attended during FY 2025- 26.	7
Inter se relationship between the Directors	Sister-in-law of Lalkrishna Sharma & Aunt of Nitesh Kumar

THE PARTICULARS OF SECRETARIAL AUDITOR SEEKING APPOINTMENT UNDER ITEM NO. 3

Name: Mrs. Dipika Kataria (C.P. 9526)

Sr. No.	Particulars	Disclosures
1.	Reason for change viz. Appointment	Appointment
2.	Date of appointment/cessation (as applicable) & term of appointment	Appointed as Secretarial Auditor of the company
3.	Brief profile (in case of appointment)	Mrs. Dipika Kataria (C.P. 9526) is a reputed company secretary with extensive experience of more than 16 years in conducting secretarial audits for listed entities and is having experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, IPOs, Takeover of listed and unlisted entities, Compliance Audits etc.
4.	Disclosure of relationships between directors (in case of appointment of a director)	NA

5.	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/CML/2018/24, dated June 20, 2018	NA

PROFILE OF DIRECTOR SEEKING APPOINTMENT UNDER ITEM NO. 4 AND ITEM NO.5 RESPECTIVELY OF THE NOTICE.

Information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking appointment or re-appointment are as under:

Name of Director	Mr. Dilip Jagdish Pendse	Mr. Rajeev Ranjan Sarkari
Date of Birth	15/12/1964	20/06/1958
Age	62 Years	68 Years
Nationality	Indian	Indian
Date of Appointment/ Re-appointment in the Company	28-05-2026	12-08-2026
Brief Profile of the Director including nature of expertise in specific functional areas	A seasoned banking and finance professional with over three decades of diverse leadership experience across Cooperative Banks, NBFCs, and Financial Institutions. A Chartered Accountant (1992) and Law Graduate, Mr. Dilip Jagdish Pendse is also certified to serve as an Independent Director (IICA, MCA – 2025) and empaneled as an Arbitrator under the Multi State Cooperative Societies Act. His career highlights include spearheading GST implementation, upgrading risk management frameworks, improving AML systems, and successfully leading mergers, recoveries, and credit growth initiatives. He has been a regular faculty for ICAI and cooperative banking forums, served on the RBI Risk Management Committee for UCBs, and is recognized for his governance-driven approach, regulatory compliance expertise, and ability to strengthen	Technology executive with over 35 years of distinguished leadership in Artificial Intelligence (AI), Digital Governance (e-Governance), Cybersecurity, Defence & Aerospace, Information Technology, and Strategic Digital Transformation. Dedicated to advancing technology-driven innovation, strengthening digital ecosystems, and delivering transformative programmes that contribute to national development and technological excellence. Over the course of an accomplished career, has successfully led large-scale government initiatives, international technology operations, and enterprise transformation programmes, building organizations that combine innovation, operational excellence, and strategic vision. Professional expertise spans technology leadership, public sector

	institutional systems.	modernization, organizational governance, business transformation, programme management, and emerging technology development. Has played a significant role in the conceptualization, implementation, and management of nationally important digital governance initiatives involving corporate governance, electoral systems, land records modernization, public distribution systems, population statistics, academic information systems, document digitization, and enterprise data management, contributing to the modernization of public service delivery across multiple sectors. Currently leading indigenous technology initiatives in Artificial Intelligence, Cybersecurity, Defence & Aerospace, with strategic focus on advanced radar systems, cognitive electronic warfare, secure communications, Counter-Unmanned Aerial Systems (Counter-UAS), space technologies, and satellite design & development. The vision is centred on developing next-generation technologies that strengthen national security, digital sovereignty, technological self-reliance, and India's global leadership in advanced technologies. Recognized for visionary leadership, strategic thinking,

		and the ability to translate complex technological challenges into impactful, scalable, and sustainable solutions, while fostering innovation, institutional excellence, and multidisciplinary collaboration. **LEADERSHIP EXPERIENCE:** **Chief Executive Officer** *Kristellar Aerospace Pvt. Ltd.* | *Present* Leading strategic research, innovation, and product development in Artificial Intelligence, Cybersecurity, Defence & Aerospace, with emphasis on indigenous technologies including cognitive electronic warfare, advanced radar systems, Counter-UAS platforms, secure communications, and satellite design & development. **Director** *AISL* | *2023 – 2024* Provided strategic leadership for enterprise technology, innovation, organizational growth, and digital transformation initiatives. **Chief Executive Officer – e-Governance** *Vakrangee Limited* | *2015 – 2022* Led nationwide e-Governance programmes, digital citizen service initiatives, and strategic technology projects that supported large-scale public sector modernization. **Chief Executive Officer**

		Vakrangee e-Solutions, Manila, Philippines | 4 Years Established and successfully led the organization's international operations, managing a workforce of more than 7,500 professionals, while buildingrobust operational, financial, technology, and governance frameworks for large-scale IT-enabled service delivery. **National Project Head – MCA21 Project** *Tata Consultancy Services (TCS)* Led the implementation of the Ministry of Corporate Affairs (MCA21) National e-Governance Project, one of India's landmark digital transformationprogrammes, overseeing nationwide execution and stakeholder coordination. **CORE LEADERSHIP EXPERTISE:** Artificial Intelligence & Emerging Technologies Digital Governance (e-Governance) Cybersecurity & Cyber Defence Defence & Aerospace Technologies Space Technologies & Satellite Systems Strategic Programme & Portfolio Management Enterprise Digital Transformation Technology Innovation & Commercialization Public Sector Modernization International Business Leadership Organizational Strategy &

		Governance Business Development & Strategic Partnerships **INDUSTRY SEGMENTS:** • Artificial Intelligence (AI) • Digital Governance (e-Governance) • Cybersecurity • Defence & Aerospace • Information Technology • Space Technologies • Digital Transformation • Strategic Programme Management
No. of shares held in the Company as on March 31, 2026.	NIL	NIL
Directorships in other Listed Companies	NIL	ACE INTEGRATED SOLUTIONS LIMITED
No. of Board Meetings attended during FY 2025-26.	NA	NA
Inter se relationship between the Directors	NA	NA

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

Lalkrishna Sharma
DIN: 09527277
Director
Regd. Offic: 303, Apollo Arcade, Prem Co-op Soc Ltd, R.K. Singh Marg, Mogra Pada, Andheri East, Mumbai, Mumbai, Maharashtra, India, 400069
Phone No.: 9326321829
Email: swadeshiindltd@gmail.com
Website: www.swadeshiglobal.com

Date: 12.08.2026
Place: Mumbai

SWADESHI INDUSTRIES AND LEASING LTD
CIN: L46411MH1983PLC031246
Regd. Office: 303, Apollo Arcade, Prem Co-op Soc Ltd, R.K. Singh Marg, Mogra Pada, Andheri East, Mumbai, Mumbai, Maharashtra, India, 400069

PROXY FORM

[Pursuant to the 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. / *DP ID and Client ID: ______________

I/We, being the holder/s of__________equity shares of the Swadeshi Industries and Leasing Ltd, hereby appoint:

1. Name:_________________________E-mail Id: __________________________

Address:____

Signature:_________________________, or failing him/her

2. Name:_________________________E-mail Id: __________________________

Address:____

Signature:_________________________, or failing him/her

3. Name:_________________________E-mail Id: __________________________

Address:____

Signature:_________________________, or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **42nd Annual General Meeting of the Company, to be held on Thursday, 15th September, 2026 at 11:00 a.m. through Video Conferencing/ Other Audio-Visual Means (VC/ OAVM) at the Corporate & Registered Office of the Company situated at 303, Apollo Arcade, Prem Co-op Soc Ltd, R.K. Singh Marg, Mogra Pada, Andheri East, Mumbai, Mumbai, Maharashtra, India, 400069** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.		For	Against
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended on 31st March 2026, along with the reports of Board of Directors and the Auditors thereon.		
2.	To Appoint a Director in Place of Mrs. Jayshree Radheshyam Sharma (Din: 02754812), Who Retires By Rotation And, Being Eligible, Offers Herself For Re-Appointment.		
3.	To consider and approve Appointment of Secretarial Auditor		
4.	To consider and approve Appointment of Mr. Dilip Jagdish Pendse (din: 11348152) as an independent director of the company		
5.	To consider and approve Appointment of Mr. Rajeev Ranjan Sarkari (DIN: 08804128) as an independent director of the company		
6.	To consider and approve change of name of the company		
7.	To consider and approve Alteration of object clause of the Memorandum of Association		
8.	To Authorize Company to Invest in Other Body Corporate		
9.	Approval of Loans, Guarantee or Security Under Section 185 of Companies Act, 2013		

*Applicable for investors holding shares in electronic form.

Signed this______________day of____________2026

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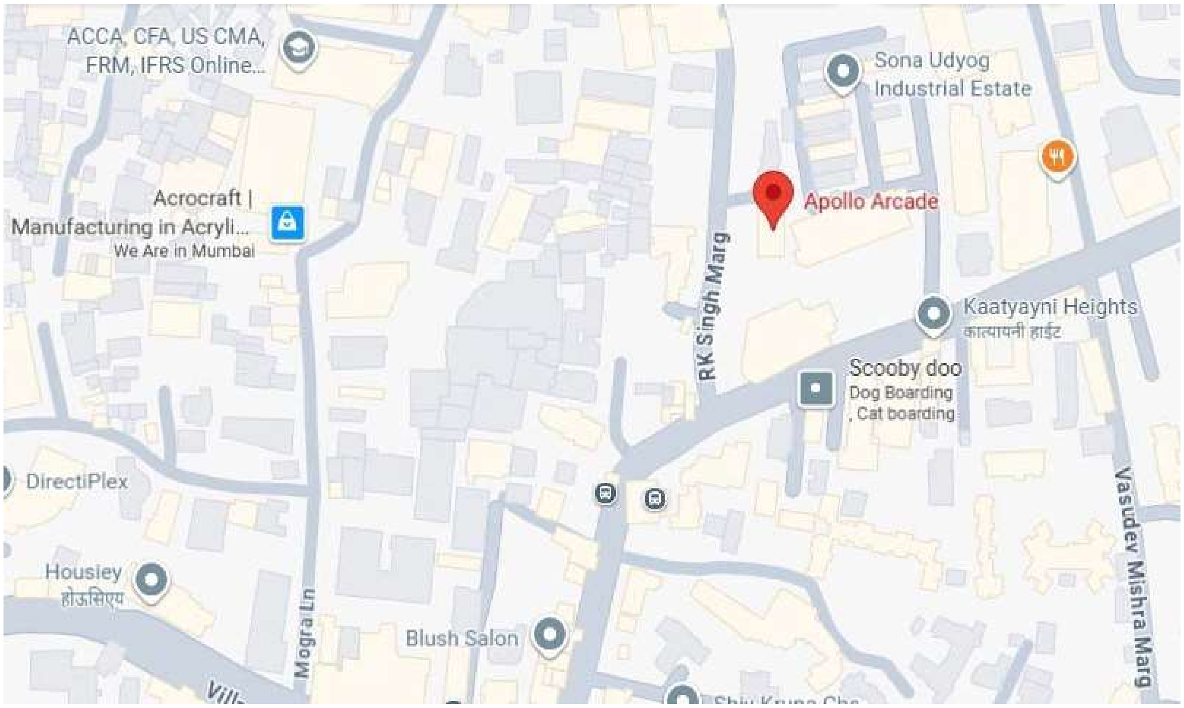
Signature of Shareholder

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

Affix Revenue stamp

Route Map:



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