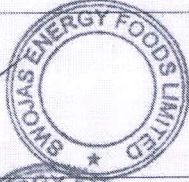

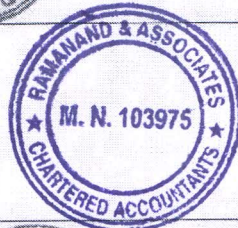
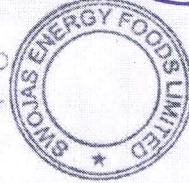


FORM A

1.	Name of the Company	SWOJAS ENERGY FOODS LIMITED
2.	Annual Financial Statement for the year	31 <sup>ST</sup> MARCH, 2015
3.	Type of Audit Observation	Un-qualified
4.	Frequency of Observation	First Time
5.	To be signed by-	
	CEO/Managing Director	<i>V/S L.L.</i> 
	CFO	<i>Ushay</i> 
	Auditor of the company	<i>Ram</i> 
	Audit Committee Chairman	<i>Hemratta</i> 

# **SWOJAS ENERGY FOODS LIMITED**

**1<sup>st</sup>**

## **ANNUAL REPORT (2014-15)**

**(After revival from Voluntary Winding up)**

**BOARD OF DIRECTORS**

Mr. Vishal Dedhia	Whole Time Director (W.e.f. 20 <sup>th</sup> April, 2015)
Mr. Ketan Kataria	Non-Executive Director (W.e.f. 20 <sup>th</sup> April, 2015)
Mr. Amar Kakaria	Non-Executive Director (W.e.f. 20 <sup>th</sup> April, 2015)
Mr. Ashit Shah	Independent Director (W.e.f. 20 <sup>th</sup> April, 2015)
Mr. Ravi Kothari	Independent Director (W.e.f. 20 <sup>th</sup> April, 2015)
Ms. Namrata Malu	Independent Director (W.e.f. 22 <sup>nd</sup> April, 2015)
Mr. Vishal Dineshbhai Chavda	CFO (W.e.f. 22 <sup>nd</sup> April, 2015)

**REGISTERED OFFICE**

**Address:** 77, Vijayanagar Colony, 2147, Sadashiv Peth, Pune - 411030

**Email:** [swojasenergyfoodsltd@gmail.com](mailto:swojasenergyfoodsltd@gmail.com)

**AUDITORS****M/S. RAMANAND & ASSOCIATES**

Chartered Accountant

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

**Tel:** 022-28171199

**Mob:** 9322231113

**Email:** [rg@caramanandassociates.com](mailto:rg@caramanandassociates.com)

**ANNUAL GENERAL MEETING**

<b>Day</b>	Wednesday
<b>Date</b>	30/09/2015
<b>Venue</b>	Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune – 411 004
<b>Time</b>	11.30 AM

**INDEX**

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**NOTICE TO THE MEMBERS**

**SWOJAS ENERGY FOODS LIMITED**

**CIN:** U15201PN1993PLC074424

**Redg. Off. Add:** 77, Vijayanagar Colony,  
2147, Sadashiv Peth, Pune – 411030

**Email:** [swojasenergyfoodsltd@gmail.com](mailto:swojasenergyfoodsltd@gmail.com)

**NOTICE** is hereby given that the first Annual General Meeting of the Members of **SWOJAS ENERGY FOODS LIMITED** will be held on **Wednesday, 30<sup>th</sup> September, 2015** at **11.30 AM** at Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune – 411 004 to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2015, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ketan Ketaria (DIN: 01943753) who retires by rotation, and being eligible offers himself for reappointment.
3. To ratify the appoint M/s. Ramanand & Associates, Chartered Accountant (having FRN: 117776W), as Statutory Auditor of the Company to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the sixth consecutive Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS**

4. **Appointment of Ms. Namrata Malu (DIN: 03583659) as an Independent Director as per Companies Act, 2013.**

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, Schedule IV and all other applicable provisions of the Companies Act, 2013 read with (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force Ms. Namrata Malu (DIN: 03583659), who was appointed as an Additional Director (Independent ) pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office, for five years effective from the date of appointment by the Board that is from 22<sup>nd</sup> April 2015 to 21<sup>st</sup> April, 2020. ”

5. **Adoption of New Articles of Association as per 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 provisions of Section 14 and all other applicable provisions, if any, of Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or amendment thereto or re-enactment thereof for the time

being in force), the new set of Articles of Association as placed before the meeting and initialed by the Chairman for the purpose of identification be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to sign and execute such Forms, papers, documents, deeds and instrument and to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient by them for the purpose of giving effect to this resolution.”

**By Order of the Board of Directors**

**Place: Pune**  
**Date: 2<sup>nd</sup> September, 2015**

**Vishal Dedhia**  
**Whole Time Director**

**REGISTERED OFFICE:**

77, Vijayanagar Colony, 2147, Sadashiv Peth, Pune – 411030

**NOTES**

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 2 and 4 of the accompanying Notice.
3. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.  
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
6. Share Transfer Books of the Company will remain closed from 24<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015 (both days inclusive) for the purpose of Annual General Meeting (AGM) of the Company to be held on 30<sup>th</sup> September 2015.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
8. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.

9. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
10. The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.
11. Members who hold shares in physical form are requested to send their e-mail address to the following: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
12. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar i.e. Link Intime India Pvt Ltd, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

##### **ITEM NO. 4**

Ms. Namrata Subhash Malu (DIN: 03583659) was appointed as an Additional Independent Director by the Board of Directors on 22<sup>nd</sup> April, 2015. In accordance with the provisions of Section 161 of the Companies Act, 2013, pursuant to the said Section the above director holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member of the Company proposing her candidature for appointment as Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. Ms. Namrata Subhash Malu is not disqualified from being appointed as a Director in terms of Section 164 and Section 149 of the Act stipulates the criteria of Independence and pursuant to said Section an Independent Director can hold office for a term up to 5 (Five) consecutive years on the Board of the Company and shall not be included in the total number of directors for retirement by rotation. The Company has received a declaration from Ms. Namrata Subhash Malu that she meets the criteria of Independence as prescribed under Sub- Section (6) of Section 149 of the Act. The Board feels that presence of Ms. Namrata Subhash Malu on the Board is desirable and would be beneficial to the Company and hence recommend the resolution for adoption.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution except Ms. Namrata Subhash Malu to the extent of her appointment

##### **ITEM NO. 5**

The Articles of Association (hereinafter referred to as “AOA”) of the company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 which is no longer in force. Consequent upon coming into force of the Companies Act, 2013 several regulations of the existing AOA of the Company require alteration or deletion in several articles. It is expedient to replace the existing AOA by the new set of Articles. The company cannot alter its Articles of Association without the approval of members by passing a Special Resolution. The new set of

Articles of Association is available for inspection at the registered office of the Company during normal business hours on any working day, excluding Saturday.

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

### ANNEXURE TO ITEMS 2 AND 4 OF THE NOTICE

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

Name of the Director	<b>Mr. Ketan Kataria</b>	<b>Ms. Namrata Malu</b>
Director Identification Number (DIN)	01943753	03583659
Date of Birth	14/08/1974	19/09/1982
Nationality	Indian	Indian
Date of Appointment on Board	20 <sup>th</sup> April, 2015	22 <sup>nd</sup> April, 2015
Qualification	Chartered Accountant	B.Com and MBA
Shareholding in the Company	61,14,257	Nil
List of Directorships held in other Companies (excluding foreign and Section 8 Companies)	1. Fusion Advisory Pvt. Ltd. 2. Aricent System Pvt. Ltd. 3. Reel Inspection & Rig Maintenance Pvt. Ltd.	1. Shree Manufacturing Co. Ltd. 2. Emgee Housing Private Limited 3. Chitradurga Spintex Ltd
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Nil	1. Shree Manufacturing Co. Ltd.

**By Order of the Board of Directors**

**Place: Pune**  
**Date: 2<sup>nd</sup> September, 2015**

**Vishal Dedhia**  
**Whole Time Director**

**DIRECTORS' REPORT**

To,

The Members,

Your Directors are extremely happy to present their first Annual Report on the business and operations of the Company after coming out of liquidation and the accounts for the Financial Year ended March 31, 2015.

**1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY**

During the period when the Company was under liquidation, the Liquidator was not required to prepare accounts on going concern basis and get them approved from the members as per provisions u/s 210 to 220 of the Companies Act, 1956. There is a different set of financial reporting requirement for all the companies under liquidation and hence, periodical reporting as required under the Listing Agreement / corporate laws were not applicable for the Company after commencement of winding up procedure. Instead, the Liquidator was required to prepare Receipt & Payment Account on half yearly / yearly basis by following Companies (Court) Rules, 1959 and submit the same to the Ministry of Corporate Affairs (MCA). Hence, it was not possible to devise financials for the historical period, however, your Directors had tried their best to prepare financials statements for the Financial Year 2014-15 on the basis of available records in consultation with the Liquidator.

It is essential to follow generally accepted accounting principles and also comply with the Listing Agreement / corporate laws as the Company had got out of the liquidation process. The Board's Report is prepared on the basis of standalone financial statements of the company for the Financial Year 2014-15 after taking into account actual assets and liabilities as on the year end along with corresponding income and expenditure.

	<b>(Amount in Rs.)</b>
<b>Particulars</b>	<b>2014-2015</b>
Gross Income	20,69,418
Profit / (Loss) Before Interest and Depreciation	12,86,756
Finance Charges	--
Gross Profit/(Loss)	12,86,756
Provision for Depreciation	--
Extraordinary Item	--
Net Profit/(Loss) Before Tax	12,86,756
Provision for Tax	2,71,883
Net Profit/(Loss) After Tax	10,14,873
Transfer to General Reserve	--
Surplus carried to Balance Sheet	10,14,873

**2. COMPANY'S PERFORMANCE AFFAIR**

The Members of the Company in their meeting held on 31st August, 2000 had passed a resolution for voluntary winding up of the Company as per the relevant provisions under the Companies Act, 1956. The members also appointed Mr. Milind Kasodekar as the Liquidator of the Company. As a consequence of the same the Board had ceased to function and the Company was required to operate as per the provisions of winding up specifically stated under the Companies Act, 1956 and the Companies Court Rules.

Mr. Vishal Dedhia, Mr. Ketan Kataria and Mr. Amar Kakaria (collectively called as "New Promoters") had taken over majority stake in the Company from M/s Parmalat SPA, Italy by



making necessary compliance under various applicable regulations including Open Offer under SEBI Takeover code during the financial year 2013-14 with an intention to revive the Company. The Open Offer process had got duly completed under the supervision of SEBI in June 2014 and thereafter, Parmalat's stake was transferred to New Promoters in July 2014 after remitting money to them. Since then, New Promoters had taken various measures to revive the Company in consultation with the Liquidator. The Company had successfully revoked its voluntary winding up by passing a special Resolution in Extra Ordinary General Meeting held on 20<sup>th</sup> April, 2015 and thereafter, necessary filing had been made with the MCA. Based on the corporate filing and representations made, the MCA had changed the status of Company from "Under Liquidation" to "Active" and also brought it out of liquidation. Following is the flow of key events during the liquidation proceedings and revival process thereafter:-

<b>Date / Period</b>	<b>Developments</b>	<b>Primary Process Owner</b>
<b>31<sup>st</sup> August 2000</b>	Approval by the shareholders for voluntary winding-up of Swojas by passing a special resolution in the Extra-Ordinary General Meeting of the Company	Shareholders of the Company
<b>31<sup>st</sup> August 2000</b>	Board of Directors of Swojas ceased to exist with immediate effect under section 491 of the Companies Act, 1956 and Mr. Milind B Kasodekar took entire control as Liquidator of the Company	The Liquidator (After cessation of Board)
<b>10<sup>th</sup> September 2000</b>	Intimation to BSE by the Liquidator to suspend trading of shares of the Company	The Liquidator
<b>15<sup>th</sup> September 2000</b>	Last date of trading on equity shares of Swojas at BSE. Thereafter, BSE suspended trading in equity shares based on communication by the Liquidator.	BSE
<b>21<sup>st</sup> September 2000</b>	Publication in the Official Gazette about voluntary winding up of the Company	The Liquidator
<b>During the Year 2000 &amp; 2001</b>	Communication with BSE by the Liquidator for clearance of outstanding dues of the stock exchange	The Liquidator
<b>Regularly since FY 2000-01</b>	Disposing off the assets of the Company and utilisation of the sale proceeds for settlement of claims of eligible creditors, loans and liabilities based on supporting documents	The Liquidator
<b>Regularly every year on February 28 &amp; August 31</b>	Preparation of Liquidator's Report and getting the financials audited from Auditor of the Company.	The Liquidator / Auditor
<b>Regularly since FY 2001-02</b>	Conducting meetings of the shareholders u/s 496 of the Companies Act, 1956 and filing of Liquidator's Report with the Registrar of Companies / Ministry of Corporate Affairs	The Liquidator
<b>January 2014</b>	Execution of Share Purchase Agreement by M/s. Vishal Dedhia, Ketan Kataria & Amar Kakaria ("Acquirers") with Parmalat for acquiring its stake in Swojas after taking consent of the Liquidator followed by Open Offer under SEBI regulations	Acquirers (Under supervision of SEBI)
<b>June 2014</b>	Successful completion of the Open Offer process with the permission of SEBI	Acquirers (Under the supervision of SEBI)
<b>July 2014</b>	Remittance of consideration to Parmalat after doing necessary formalities under FEMA	Acquirers

	followed by transfer of its shares to the Acquirers with the consent of the Liquidator	
<b>29<sup>th</sup> November 2014</b>	General Meeting of the shareholders of the Company under Companies (Court) Rules, 1959 to present last set of Liquidator's Statement of Accounts for the period ended of 31/08/2014.	The Liquidator
<b>30<sup>th</sup> November 2014</b>	Preparation of financial statements by the Liquidator as per Generally Accepted Accounting Principles based on actual state of affairs of the Company	The Liquidator
<b>20<sup>th</sup> April 2015</b>	Convening extra-ordinary general meeting of the members by the Liquidator under the Companies (Court) Rules, 1959 for revival of the Company	The Liquidator
<b>20<sup>th</sup> April 2015</b>	Unanimous approval to bring the Company out of liquidation by rescinding earlier resolution passed in August 2000 and also passed various other special resolutions in order to facilitate revival of the Company	Shareholders of the Company
<b>30<sup>th</sup> April 2015</b>	Submission of necessary forms with explanatory statements to Ministry of Corporate Affairs and subsequent representations / follow-up	The Liquidator
<b>15<sup>th</sup> / 18<sup>th</sup> August 2015</b>	Acceptance of the Company's filing and representations. Company's status changed from "Under Liquidation" to "Active"	Ministry of Corporate Affairs

As per the Share Purchase Agreement entered with M/s Parmalat SpA, the New Promoters had agreed not to enter in dairy business. Considering huge demand for good quality food items such as grains, vegetables, fruits, etc due to ever-increasing population in India, the acquirers planned to explore business opportunities in food segment and tap domestic and overseas market for creating value for all the stakeholders. Hence, a special resolution had been passed to change the main object of the Company from dairy business to food grain and related products during the Liquidator convened Extra-Ordinary General Meeting of the shareholders under Companies Court Rules on 20<sup>th</sup> April 2015. Pending various formalities / compliances to start new business, there could be some delay to launch business and hence, in the interim period, a special resolution had also been passed to allow the Company to invest / lend money to any person or body corporate with good background upto an amount of Rs 5 crores in order to gain higher rate of interest as compared to bank rates.

Your Directors are positive about the Company's future operations and are making best efforts to revive the business of the Company.

### **3. DIVIDEND**

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

### **4. RESERVES AND SURPLUS**

The balance of Profit & Loss statement amounting to Rs. 10,14,873 for financial year under review is transferred to reserves. The total reserves for the financial year 2014-15 is Rs. (28,14,53,665)/-.

## **5. SHARE CAPITAL**

The total paid up capital of the Company as on March 31, 2015 is Rs. 30,96,26,500/- comprising of 3,09,62,650 Equity Shares of Rs. 10/-.

## **6. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Further, the appointment of Ms. Namrata Malu is regularized as per Section 161 of the Companies Act, 2013, who was appointed as Additional Director on 22<sup>nd</sup> April, 2015 for the term upto the ensuing Annual General Meeting.

Also, Mr. Vishal Dineshbhai Chavda was appointed as CFO of the Company w.e.f. 22<sup>nd</sup> April, 2015

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

## **7. DIRECTOR'S RESPONSIBILITY STATEMENT**

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

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The directors have selected such accounting policies and tried to apply them and made judgments and estimates that were reasonable and prudent so as to give true and fair view of the state of affairs of the Company for the year under review.
- c) The directors are in the process of taking custody of the accounting records from the Liquidator who had taken proper and sufficient care for the maintenance of adequate accounting records during the period under review in accordance with the provisions of Company Court Rules for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the annual accounts on a going concern basis for the financial year 2014-15.
- e) The directors are in the process of laying down internal financial controls to be followed by the Company and that such internal financial controls would be adequate and operate effectively.
- f) The directors are in the process of devising proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

## **8. AUDITORS**

M/s Ramanand & Associates, Chartered Accountants, Thane, is appointed for a period to hold office from the conclusion of this Annual General Meeting until the conclusion of the consecutive fifth Annual General Meeting of the Company.

## **9. AUDITORS' REPORT**

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

#### **10. SECRETARIAL AUDIT REPORT**

Secretarial Auditor's observation and Management's explanation to the Auditor's observation –  
The Director refers to the Auditor's observation in the Secretarial Audit Report and as required under Section 204(1) of the Companies Act, 2013 the Company has obtained a secretarial audit report. Since the Company was under liquidation, the Liquidator had not maintained secretarial records.

#### **11. EXTRACT OF ANNUAL RETURN**

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

#### **12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

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

#### **13. LISTING WITH STOCK EXCHANGES**

The equity shares of the Company are currently listed on the Bombay Stock Exchange (BSE).

The Company had been duly complying with all applicable provisions under the Listing Agreement at the time of going into liquidation, however, as per the standard practice, the BSE immediately suspended trading in the equity shares of the Company after appointment of the Liquidator in the year 2000 and they continued to remain suspended up till now.

Since, the Company is active now after getting out of liquidation, your Directors intend to approach the BSE for revocation of suspension after doing necessary compliances under the Listing Agreement as per their guidelines.

#### **14. SHARE TRANSFER / DEMAT CONNECTIVITY**

As per the provisions under the Companies Act, 1956 the list of members had got frozen on the date of commencement of winding up proceedings and no transfer of shares was allowed without the consent of the Liquidator. As per the information given by the Liquidator, hardly any shareholders had approached him for getting his consent for the transfer.

Both the depositories & the Registrar were informed by the Liquidator on commencement of the liquidation process and subsequently, NSDL / CDSL issued internal circulars to all depository participants for their update. Neither the Company nor its shareholders could avail any services from both the depositories and the Registrar due to applicable legal provisions and hence, demat requests of the shareholders had been rejected by the depository participants.

Since the Company is out of liquidation, your Directors have approached both the depositories and the Registrar for regularizing their services so that the shareholders can avail their services including demat connectivity again. Once these services are resumed again, the shareholders would also be entitled to avail e-Voting facility to cast their votes to pass the resolutions in general meetings which will be held in future.

**15. OTHER INFORMATION**

Your Directors hereby states that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. During the year under review, the Company had not made any investments or given guarantees or provided securities falling under the provisions of Section 186 of the Companies Act, 2013.
2. The Provision of Section 135 of the Act with respect to Corporate Social Responsibility (CSR) was not applicable to the Company for the year under review, hence, there is no need to develop policy on CSR and take initiative thereon;
3. The Company did not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same;
4. The Company had not accepted deposits covered under Chapter V of the Act;
5. No significant material orders were passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
6. There were no employees who are in receipt of salary in excess of the limits prescribed under Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
7. During the year under review company was in process of Liquidation therefore Corporate Governance Reporting as per Clause 49 was not applicable to the company.

**16. ACKNOWLEDGEMENTS**

Your Directors take this opportunity to express sincere thanks to the Liquidator for all the help and support provided to successfully bring the Company out of liquidation.

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

For and on Behalf of the Board of Directors

Place: Pune

Vishal Dedhia

Ketan Kataria

Date: 2<sup>nd</sup> September, 2015

Whole Time Director

Non-executive Director

**ANNEXURE INDEX**

<b><u>Annexure</u></b>	<b><u>Content</u></b>
I	Annual Return Extracts in MGT 9
II	Secretarial Audit Report

## Annexure I

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON**

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

**I. REGISTRATION AND OTHER DETAILS:**

i.	CIN	U15201PN1993PLC074424
ii.	Registration Date	11/10/1993
iii.	Name of the Company	Swojas Energy Foods Limited
iv.	Category / Sub-Category of the Company	Category: Company Limited by Shares Sub-category: Indian Non-Government Company
v.	Address of the Registered office and contact details	77, Vijay Nagar Colony, 2147, Sadashiv Peth, Pune – 411 030.
vi.	Whether listed company	BSE Limited
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt. Ltd. Add: No.C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Road, Bhandup West, Mumbai-400078 Tele: 022 - 2594 6970 Web: <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Nil		

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1.	Nil				

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

**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held as on 31-March-2015			
	Demat	Physical	Total	% of Total Shares
<b>A. Promoters</b>				
(1) <b>Indian</b>				
a) Individual/ HUF	2827914	21629111	24457025	78.99%
b) Central Govt	--	--	--	--
c) State Govt(s)	--	--	--	--
d) Bodies Corp.	--	--	--	--
e) Banks / FI	--	--	--	--
f) Any other	--	--	--	--
<b>Total shareholding of Promoter (A)</b>	<b>2827914</b>	<b>21629111</b>	<b>24457025</b>	<b>78.99%</b>
<b>B. Public Shareholding</b>				
1. Institutions	--	--	--	--
a) Mutual Funds	--	--	--	--
b) Banks / FI	--	--	--	--
c) Central Govt	--	--	--	--
d) State Govt(s)	--	--	--	--
e) Venture Capital Funds	--	--	--	--
f) Insurance Companies	--	--	--	--
g) FIs	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--
i) Others (specify)	--	--	--	--
<b>Sub-total (B)(1):-</b>	--	--	--	--
<b>2. Non-Institutions</b>				
a) Bodies Corp.	670500	1082900	1753400	5.66%
i) Indian	--	--	--	--
ii) Overseas	--	--	--	--
b) Individuals				
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	2830115	1922110	4752225	15.35%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	--	--	--	--
c) Others (specify)	--	--	--	--
Non Resident Indians	--	--	--	--
Overseas Corporate Bodies	--	--	--	--
Foreign Nationals	--	--	--	--
Clearing Members	--	--	--	--
Trusts	--	--	--	--
Hindu Undivided Families	--	--	--	--
Foreign Bodies - D R	--	--	--	--
<b>Sub-total (B)(2):-</b>	<b>3500615</b>	<b>3005010</b>	<b>6505625</b>	<b>21.01%</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>3500615</b>	<b>3005010</b>	<b>6505625</b>	<b>21.01%</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	--	--	--	--
<b>Grand Total (A+B+C)</b>	<b>6328529</b>	<b>24634121</b>	<b>30962650</b>	<b>100.00%</b>

ii. **Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding as on (31 <sup>st</sup> March, 2015)		
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares
1.	Vishal Dedhia	12228512	39.49%	--
2.	Amar Kakaria	6114256	19.75%	--
3.	Ketan Kataria	6114257	19.75%	--

iii. **Change in Promoters' Shareholding:**

SN	Shareholding of Promoters		Shareholding as on (31 <sup>st</sup> March, 2015)	
			No. of shares	% of total shares of the company
1.	<b>Vishal Dedhia</b>			
	<b>At the beginning of the year</b>		--	--
	<b>Changes During the year</b>			
	<b>Date</b>	<b>Reason</b>		
	27 <sup>th</sup> August, 2014	Transfer	10814555	34.99%
	2 <sup>nd</sup> September, 2014	Open Offer	1413957	4.57%
	<b>At the end of the year</b>		12228512	39.49%
2.	<b>Ketan Kataria</b>			
	<b>At the beginning of the year</b>		--	--
	<b>Changes During the year</b>			
	<b>Date</b>	<b>Reason</b>		
	27 <sup>th</sup> August, 2014	Transfer	5407278	17.46%
	2 <sup>nd</sup> September, 2014	Open Offer	706979	2.28%
	<b>At the end of the year</b>		6114257	19.75%
3.	<b>Amar Kakaria</b>			
	<b>At the beginning of the year</b>		--	--
	<b>Changes During the year</b>			
	<b>Date</b>	<b>Reason</b>		
	27 <sup>th</sup> August, 2014	Transfer	5407278	17.46%
	2 <sup>nd</sup> September, 2014	Open Offer	706978	2.28%
	<b>At the end of the year</b>		6114256	19.75%



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

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 31 <sup>st</sup> March, 2015	
		No. of shares	%
<b>1.</b>	<b>3A CAPITAL SERVICES LIMITED</b>		
	At the beginning of the year	570500	1.84%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No change	No Change
	At the end of the year	--	--
<b>2.</b>	<b>SANJEEV MADHAV KOKANE</b>		
	At the beginning of the year	343750	1.11%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change
	At the end of the year	343750	1.11%
<b>3.</b>	<b>SWOJAS LEASING &amp; FINANCE (P) LTD</b>		
	At the beginning of the year	323500	1.04%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change
	At the end of the year	323500	1.04%
<b>4.</b>	<b>INDRA KUMAR BAGRI</b>		
	At the beginning of the year	317600	1.03%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change
	At the end of the year	317600	1.03%
<b>5.</b>	<b>ASHISH RASIKLAL SHAH</b>		
	At the beginning of the year	260950	0.84%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change
	At the end of the year	260950	1.03%
<b>6.</b>	<b>ORIENTAL BANK OF COMMERCE</b>		
	At the beginning of the year	196800	0.64%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change
	At the end of the year	196800	0.64%
<b>7.</b>	<b>MANASHVI SECURITIES LTD</b>		
	At the beginning of the year	185500	0.60%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change
	At the end of the year	185500	0.60%
<b>8.</b>	<b>R K SHAH HUF</b>		
	At the beginning of the year	147000	0.47%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change
	At the end of the year	147000	0.47%

Sr. No.	For Each of the Top 10 Shareholders	Shareholding as on 31 <sup>st</sup> March, 2015	
		No. of shares	%
<b>9.</b>	<b>JITESH DHIRENDRA GOSALIA</b>		
	At the beginning of the year	110000	0.36%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change
	At the end of the year	110000	0.36%
<b>10.</b>	<b>ATRE SHIRISH VASANT</b>		
	At the beginning of the year	110000	0.36%
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	No Change	No Change
	At the end of the year	110000	0.36%

**v. Shareholding of Director and key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding As on (31 <sup>st</sup> March, 2015)	
		No. of shares	%
1.	<b>Vishal Dedhia</b>		
	At the beginning of the year	--	--
	Changes During the year		
	<b>Date</b>	<b>Reason</b>	
	27 <sup>th</sup> August, 2014	Transfer	10814555
	2 <sup>nd</sup> September, 2014	Open Offer	1413957
	At the end of the year		12228512
			39.49%
2.	<b>Ketan Kataria</b>		
	At the beginning of the year	--	--
	Changes During the year		
	<b>Date</b>	<b>Reason</b>	
	27 <sup>th</sup> August, 2014	Transfer	5407278
	2 <sup>nd</sup> September, 2014	Open Offer	706979
	At the end of the year		6114257
			19.75%
3.	<b>Amar Kakaria</b>		
	At the beginning of the year	--	--
	Changes During the year		
	<b>Date</b>	<b>Reason</b>	
	27 <sup>th</sup> August, 2014	Transfer	5407278
	2 <sup>nd</sup> September, 2014	Open Offer	706978
	At the end of the year		6114256
			19.75%

**V. INDEBTEDNESS**

During the year review Company has not accepted any Secured Loans, unsecured loans or deposits.

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

Company had not paid remuneration to any of the Directors and Key Managerial Personnel during the year under review.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: Nil**

**Note:** *Earlier the Company was under Liquidation and is revived from Liquidation from 15<sup>th</sup> August, 2015 therefore figures and holding as on 31<sup>st</sup> March, 2015 are considered.*

For and on Behalf of the Board of Director

Place: Pune  
Date: 2<sup>nd</sup> September, 2015

Vishal Dedhia  
Whole Time Director

Ketan Kataria  
Non-executive Director

Annexure II

The Members,  
**SWOJAS ENERGY FOODS LIMITED**  
77, Vijaynagar Colony, Sadashiv Peth, Pune – 411030.

SUBJECT: Non-Applicability of Secretarial Audit Report

Pursuant to the provisions of section 204 of the Companies Act 2013, every listed company and company belonging to class of companies as prescribed is required to appoint a Company Secretary in Practice for carrying out Secretarial Audit. As per Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014, Secretarial Auditor is required to be appointed by means of resolution passed at a duly convened Board meeting.

Secretarial Audit is an audit to check compliance of various legislations including the Companies Act and other corporate and economic laws applicable to the company. The Secretarial Auditor expresses an opinion as to whether there exist adequate systems and Board processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Besides compliance with the corporate laws, the Secretarial Auditor has to report whether the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors / Independent Directors and the changes in the composition of the Board of Directors, if any that took place during the period under review were carried out in compliance with the provisions of the Act. Further, the Secretarial Auditor is also required to comment as to whether adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system existed for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

The Members of the Company in their meeting held on 31st August, 2000 had passed a resolution for voluntary winding up of the Company as per the relevant provisions under the Companies Act, 1956. The members also appointed Mr Milind Kasodekar as the Liquidator of the Company. As a consequence of the same, the Board ceased to function with immediate effect and the Company was managed by the Liquidator as per the provisions of winding up specifically stated initially under the Companies Act, 1956 and currently under the Companies Act, 2013 as well as the Companies Court Rules. Companies under liquidation are subject to different set of requirements including financial reporting which are generally governed by the Companies (Court) Rules, 1959.

Since the Company was under liquidation as on March 31, 2015 it did not have any Board of Directors and hence, the appointment of Secretarial Auditor was not legally possible as required under Rule 8 of the Companies (Meetings of Board and its powers) Rules, 2014. Moreover, the Liquidator was managing the Company under the Companies (Court) Rules and hence, standard format of financial reporting, board processes and statutory compliances under corporate laws for normal / active companies were not applicable for the Company.

In the light of the same, the secretarial audit will not be applicable for the Company for the financial year 2014-15. However, the Company will have to comply with the provisions u/s 204 of the Companies Act, 2013 and get the Secretarial Audit done once it becomes active after coming out of liquidation.

For GMS & CO.

CS Gaurang M Shah  
Practising Company Secretary  
Membership Number: 32581

Date: August 30, 2015  
Place: Thane

## **INDEPENDENT AUDITORS' REPORT**

To  
The Members of  
**SWOJAS ENERGY FOODS LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Swojas Energy Foods Limited** ('the Company'), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the review period ended 31<sup>st</sup> Mar, 2015, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors are responsible for the matters stated in section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the company in accordance with the accounting policies generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with provision of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudence; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the adequacy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

We have taken into accounts the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and rules made there under which are applicable for active company which is not under liquidation. Our responsibility is to express an opinion on these financial statements based on our audit for the review period i.e. from 01<sup>st</sup> Dec, 2015 to 31<sup>st</sup> Mar, 2015.

We have conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor consider internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Emphasis of Matters**

The company was under liquidation since 31<sup>st</sup> August, 2000 and brought out of liquidation on 15<sup>th</sup> August, 2015. On the basis of open offer process under SEBI Takeover Code in Financial Year 2013-14, the new promoters have taken various measures to revive the company in consultation with the liquidator. The Company had successfully initiated a process to revoke its voluntary winding up status by passing a special Resolution in Extra Ordinary General Meeting held on 20th April, 2015 convened by the Liquidator under the Company Court Rules, 1959. During the said meeting, the Liquidator had presented financial statements by following Generally Accepted Accounting Principles (GAAP) as on 30/11/2014 and the shareholders approved the same by passing a special resolution.

Based on the corporate filing and representations made, the MCA changed the status of Company from "Under Liquidation" to "Active" and also brought it out of liquidation on 15th August 2015.

Your attention is invited to the fact that We have audited the Financial Statements for the period from 1<sup>st</sup> December, 2015 to 31<sup>st</sup> March, 2015 and considered the certified financial position as presented by the Liquidator as on 30<sup>th</sup> November, 2014.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31<sup>st</sup> March, 2015, its profit or loss and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 (" the order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief, were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of written representations received from the directors as on 31st March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015, from being appointed as a director in terms of section 164(2) of the Act; and

- f. With respect to the other matters to be included in the Auditor's Reports in accordance with Rule 11 of the Companies (Audit and Auditors ) rules, 2014 , in our opinion and to the best of our information and according to the explanation given to us:
- i. The Company does not have any pending litigation which would impact its financial position.
  - ii. The Company does not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For RAMANAND & ASSOCIATES**  
**Chartered Accountants**  
**Firm Regn No. 117776W**

**CA RAMANAND GUPTA**  
**(Partner)**  
**Membership No. 103975**  
**Place : Mumbai**  
**Date: 02<sup>nd</sup> September, 2015**

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

With reference to the Annexure referred to in paragraph 1 in Report on Other Legal & Regulatory Requirements of the Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31st March, 2015, we report that:

- i. A As the company does not have any fixed assets, it is not required to maintain proper records showing full particulars, including quantitative details and situation of the fixed assets.  
B As the company does not have any fixed assets, it is not required to have a regular programme of the physical verification of its fixed assets by which all fixed assets are verified in the phased manner.
- ii. In our opinion and according to the information and explanation given to us, since, the company does not hold any inventories, the provisions of clause is not applicable.
- iii. The Company has not granted any loans secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of the business with regard to purchase of Inventories and fixed assets and with regard to the sale of inventories. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.
- v. According to the information and explanation given to us, the company has not accepted any deposits from the public during the year and accordingly the question of complying with section 73 and 76 of the Companies Act, 2013 does not arise.
- vi. The Central Government has prescribed the maintenance of cost records under section 148(1) of the Act for the Company but the Company is under liquidation since the past 15 years & manufacturing activities have been stopped therefore cost records prescribed under Sec 148(1) of Companies Act, 2013 are not maintained by the company
- vii. A According to the information and explanation given to us and on the basis of our examination of the records of the company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees State Insurance, Income- tax, Sales tax, Wealth tax, Service tax, Duty of excise, Value added tax and any other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities.  
B According to the information and explanation given to us, no undisputed amount payable in respect of the dues of Provident fund, Employees State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Duty of excise, Value added tax and any other material statutory were in arrears, as at 31st March, 2015, for a period of more than six months from the date they became payable.  
C According to the information and explanation given to us, there was no amount which was required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules framed there under.
- viii. The company does have accumulated losses at the end of the financial year which are more than 50% of Net Worth and has not incurred cash losses in the financial year covered by our Audit and in the immediately preceding financial year.
- ix. In our opinion and according to the information and explanation given to us, the company does not have any outstanding dues to any bank or financial institution or debenture holders.
- x. In our opinion and according to the information and explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. According to the information and explanation given to us, the Company has not taken any term loan during the reporting period.
- xii. According to the information and explanation given to us, no material fraud on or by the Company has been noticed or reported during the reporting period.

**For RAMANAND & ASSOCIATES**

**Chartered Accountants**

**Firm Regn No. 117776W**

**CA RAMANAND GUPTA**

**(Partner)**

**Membership No. 103975**

**Place : Thane**

**Date: 02<sup>nd</sup> September, 2015**



<b>SWOJAS ENERGY FOOD LTD</b>			
<b>77, Vijaynagar Colony, 2147, Sadashiv Peth, Pune 411 030</b>			
<b>BALANCE SHEET AS AT 31 March, 2015</b>			
<b>Particulars</b>	<b>Note No.</b>	<b>As at 31st Mar, 2015</b>	<b>As at 30th Nov, 2014</b>
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	30,96,26,500	30,96,26,500
(b) Reserves and surplus	4	(28,14,53,665)	(28,20,59,456)
<b>2 Share application money pending allotment</b>		-	-
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (net)		-	-
(c) Other long-term liabilities	5		12,74,432
<b>4 Current liabilities</b>			
(a) Short-term borrowings		-	-
(b) Trade payables	6	18,01,581	16,62,592
(c) Other current liabilities		-	-
(d) Short-term provisions	7	200	-
<b>TOTAL</b>		<b>2,99,74,616</b>	<b>3,05,04,068</b>
<b>B ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets		-	-
(ii) Capital work-in-progress		-	-
(b) Non Current Investment		-	-
(c) Deferred tax Assets (net)		-	-
(e) Other non-current assets	8	2,88,494	13,79,262
<b>2 Current assets</b>			
(a) Current investments		-	-
(b) Inventories		-	-
(c) Trade receivables		-	-
(d) Cash and cash equivalents	9	296,86,122	291,24,805
(e) Short-term loans and advances		-	-
(f) Other current assets		-	-
<b>TOTAL</b>		<b>299,74,616</b>	<b>305,04,068</b>
<b>Significant Accounting Policies</b>	1-2		
<b>The accompanying notes are an integral part of the financial statements.</b>	1-12		
<b>As per the Books of Accounts</b>			
<b>For Ramanand &amp; Associates</b>		<b>For and on behalf of the Board of Directors</b>	
<b>Chartered Accountants</b>			
<b>Firm Reg No: 117776W</b>			
		<b>Vishal Dedhia</b>	<b>Ketan Kataria</b>
		<b>Whole Time Director</b>	<b>Director</b>
<b>CA Ramanand Gupta</b>			
<b>Partner</b>			
<b>M. No. 103975</b>			
<b>Date: 02<sup>nd</sup> September, 2015</b>			
<b>Place: Thane</b>			

<b>SWOJAS ENERGY FOOD LTD</b>				
<b>77, Vijaynagar Colony, 2147, Sadashiv Peth, Pune 411 030</b>				
<b>STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31 March, 2015</b>				
<b>Particulars</b>		<b>Note No.</b>	<b>From Dec to March 2015</b>	<b>From April to Nov 2014</b>
<b>I</b>	Revenue from operations		-	-
<b>II</b>	Other income		12,29,547	8,39,871
		10		
<b>III</b>	<b>Total revenue (I + II)</b>		12,29,547	8,39,871
<b>IV</b>	<b>Expenses</b>			
	(a) Cost of material consumed		-	-
	(b) Changes in inventories		-	-
	(c) Employee benefits expense		-	-
	(d) Finance costs		-	-
	(e) Depreciation and amortisation expense		-	-
	(f) Prior period items		2,205	
	(g) Other expenses		3,49,668	4,30,789
		11		
	<b>Total expenses</b>		3,51,873	4,30,789
<b>V</b>	<b>Profit / (Loss) before exceptional and extraordinary items and tax (III - IV)</b>		8,77,674	4,09,082
<b>VI</b>	Exceptional items			
<b>VII</b>	<b>Profit / (Loss) before extraordinary items and tax (V + VI)</b>		8,77,674	4,09,082
<b>VIII</b>	Extraordinary items		-	
<b>IX</b>	<b>Profit / (Loss) before tax (VII + VIII)</b>		8,77,674	4,09,082
<b>X</b>	<b>Tax expense</b>			
	(a) Current tax		2,71,883	-
	(c) Deferred tax		-	-
<b>XI</b>	<b>Profit / (Loss) after tax (VII - X)</b>		<b>6,05,791</b>	<b>4,09,082</b>
<b>XII</b>	<b>Earnings per share (of ` 10/- each):</b>			
	(a) Basic		0.02	0.01
	(b) Diluted		0.02	0.01
	<b>Significant Accounting Policies</b>	1-2		
	<b>The accompanying notes are an integral part of the financial statements.</b>	1-12		
<b>As per the Books of Accounts</b>				
<b>For Ramanand &amp; Associates</b>				
<b>Chartered Accountants</b>			<b>For and on behalf of the Board of Directors</b>	
<b>Firm Reg No: 117776W</b>				
<b>CA Ramanand Gupta</b>			<b>Vishal Dedhia</b>	<b>Ketan Kataria</b>
<b>Partner</b>			<b>Whole Time Director</b>	<b>Director</b>
<b>M. No. 103975</b>				
<b>Date: 02<sup>nd</sup> September, 2015</b>				
<b>Place: Thane</b>				

<b>SWOJAS ENERGY FOOD LTD</b>		
<b>77, Vijaynagar Colony, 2147, Sadashiv Peth, Pune 411 030</b>		
<b>Cash flow statement for the year ended 31st March, 2015</b>		
<b>PARTICULARS</b>	<b>Dec 2014 to March 2015</b>	<b>April 2014 to Nov 2014</b>
<b>A) Cash Flow from Operating Activities :</b>		
<b>Net Profit before tax, Prior Period and Extraordinary Items :</b>	<b>8,79,879</b>	<b>4,09,082</b>
<b>Adjustments for :</b>		
Prior period items	(2,205)	-
Depriciation	-	-
Miscellaneous Expense w/off	-	-
Interest and other income	-	-
Finance cost	-	-
<b>Operating Profit before Changes in Operating Assets</b>	<b>8,77,674</b>	<b>4,09,082</b>
<b>Adjustments for net change in Working Capital :</b>		
Changes in Current Investments	-	
Changes in Inventories	-	-
Changes in Trade Receivables	-	-
Changes in Short Term Loans and Advances	-	-
Changes in Other Current Assets	10,90,768	(13,79,262)
Changes in Short Term Borrowings	-	-
Changes in Trade Payables	1,38,989	16,62,592
Changes in Other Current Liabilities	(12,74,432)	12,74,432
Changes in Short Term Provisions	200	-
<b>Cash Flow before Prior Period and Extraordinary Items</b>	<b>8,33,199</b>	<b>19,66,844</b>
Net Income tax Paid and Refunds	2,71,883	-
<b>Cash Flow before Prior Period and Extraordinary Items</b>	<b>5,61,316</b>	<b>19,66,844</b>
Cash Flow from Prior Period and Extraordinary Items		-
<b>Net Cash Flow from Operating Activities -----(A)</b>	<b>5,61,316</b>	<b>19,66,844</b>

<b>Cash Flow from Investing Activities :</b>		
Sales of Fixed Assets	-	-
Purchase of shares	-	-
Interest and other income		
<b>Net Cash Flow from Investing Activities -----(B)</b>	-	-
<b>Cash Flow from Financing Activities :</b>		
Repayment of Short Term Borrowings	-	-
Issue of Share Capital	-	-
Securities Premium	-	-
Issue Expenses	-	-
Short Term Borrowings	-	-
Dividend Paid	-	-
Tax on Dividend		-
Repayment of Long Term Borrowings	-	-
<b>Net Cash Flow from Financing Activities -----(C)</b>	-	-
<b>Net Increase in Cash and Cash Equivalents (A) + (B) + ( C)</b>	<b>5,61,316</b>	<b>19,66,844</b>
<b>Cash &amp; Cash Equivalents at the beginning of the period</b>	<b>291,24,805</b>	<b>291,06,867</b>
<b>Cash &amp; Cash Equivalents at the end of the period</b>	<b>296,86,122</b>	<b>310,73,711</b>
Cash in Hand	1,029	6,514
Balances with Banks	296,85,094	291,18,291
<b>Total</b>	<b>296,86,122</b>	<b>291,24,805</b>
<b>As per the Books of Accounts For Ramanand &amp; Associates Chartered Accountants Firm Reg No: 117776W</b>		
<b>For and on behalf of the Board of Directors</b>		
<b>CA Ramanand Gupta Partner M. No. 103975 Date: 02<sup>nd</sup> September, 2015 Place: Thane</b>	<b>Vishal Dedhia Whole Time Director</b>	<b>Ketan Kataria Director</b>

**Notes to Financial Statements:****1 Corporate Information:**

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

Mr Vishal Dedhia, Mr Ketan Kataria and Mr Amar Kakaria (collectively called as “New Promoters”) had taken over majority stake in the Company from M/s Parmalat SpA, Italy by making necessary compliance under various applicable regulations including Open Offer under SEBI Takeover code during the financial year 2013-14 with an intention to revive the Company. The Open Offer process had got duly completed under the supervision of Sebi in June 2014 and thereafter, Parmalat’s stake was transferred to New Promoters in July 2014 after remitting money to them. Since then, New Promoters had taken various measures to revive the Company in consultation with the Liquidator. The Company had successfully initiated a process to revoke its voluntary winding up status by passing a special Resolution in Extra Ordinary General Meeting held on 20th April, 2015 convened by the Liquidator under the Company Court Rules, 1959 and thereafter, by filing necessary forms with the Ministry of Corporate Affairs in the same month. During the said meeting, the Liquidator had presented the certified financial statements by following Generally Accepted Accounting Principles (GAAP) as on 30<sup>th</sup> Nov, 2014 and the shareholders approved the same by passing a special resolution.

Based on the corporate filing and representations made, the MCA changed the status of Company from “Under Liquidation” to “Active” and also brought it out of liquidation on 15<sup>th</sup> August 2015.

The company was originally engaged in the business of Production of dairy food products and subsequently, the shareholders passed a special resolution to enter into food grains & related products during the Extra Ordinary General Meeting held on 20th April, 2015 which was convened by the Liquidator under the Company Court Rules, 1959

**2 Significant Accounting Policies:****2.1 Basis of preparation:**

During the period under Liquidation, the Company was not following basic assumption of “Going Concern” while preparing financial statements and accounting was done by using cash method instead of accrual method. Instead of financial statements in the form of Profit & Loss A/c and Balance Sheet at the end of every fiscal year, the Liquidator used to prepare Liquidators’ Statement of Accounts every year on 31<sup>st</sup> August i.e. 12 months from the date of appointment of the Liquidator. The Liquidator had prepared last statement of accounts as on 31<sup>st</sup> August 2014 before revival of the Company.

Since the Ministry of Corporate Affairs has approved the forms and brought the Company out of liquidation, the Financial Statements for the financial year 2014-15 have been prepared in accordance with the generally accepted accounting principles (‘GAAP’) applicable in India. The Company has prepared these financial statements to comply in all material respects with the provisions of the Companies Act, 2013 (‘the Act’) and accounting standards notified under Section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention. The financial statements are presented in Indian Rupees. All Assets and Liabilities have been classified as current or non-current as per the

Company's normal operating cycle and other criteria set out in Schedule III of the Companies Act, 2013.

Due to differential set of accounting principles and policies adopted after the commencement of winding up process, the financial statements using GAAP could not be prepared for historical period.

## **2.2 Use of Estimates:**

The preparation of Financial Statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made by management that affect the reported amount of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

## **2.3 Revenue Recognition:**

Income and expenditure are recognized and accounted on accrual basis as and when they are earned or incurred. Revenue from sales transaction is recognized as and when the significant risk and reward attached to ownership in goods is transferred to the buyer. However leave with wages and bonus is accounted on cash basis.

Prompt payment rebate and overdue charges are determined and accounted for on termination of the contracts.

## **2.4 Fixed Assets and Depreciation:**

During the course of liquidation, the Liquidator had realized all the assets and used the proceeds to make payment towards liabilities and cost of liquidation.

As on date, the Company does not have any intangible fixed assets and hence, no depreciation has been provided. On getting custody of records from the Liquidator, careful analysis would be done to assess whether the Company had got any intangible assets in the past.

## **2.5 Investments**

Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified under the Companies (Accounting Standards) Rules, 2006. Current investments also include current maturities of long- term investments. All other investments are classified as non- current investments. Current investments are carried at lower of cost and market price determined category- wise. All non – current investments are carried at cost.

## **2.6 Impairment:**

Since the Company did not have fixed assets during the financial year under review, the provision related to impairment of assets would not be applicable.

## **2.7 Borrowing Costs:**

The Company was under liquidation since 31<sup>st</sup> August 2000 and after the appointment of Liquidator, the Company had not taken any loans from any bank / third party. Further, the Liquidator had realized different assets and used the proceeds to repay loans / liabilities.

Since, the Company has not taken any loans, there was no expenditure towards borrowing costs during the financial year 2014-15.

## **2.8 Cash Flow Statement:**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

## **2.9 Employee Benefits:**

The operations of the Company was managed by the Liquidator and there were no employees on the payroll of the Company during the period under review.

## **2.10 Taxation:**

Current tax is determined as the amount of tax payable in respect of taxable income for the year computed in accordance with relevant provisions of Income Tax Act, 1961.

In accordance with the guidance note issued by the Institute of Chartered Accountants of India ('ICAI') on accounting for credit available in respect of Minimum Alternate Tax (MAT) under the Income Tax Act, 1961,

## **2.11 Provisions, Contingent Liabilities and Contingent Assets:**

Provisions are recognized only when there is a present obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

Contingent Liability are not recognized in the financial statements.

Contingent Assets are not recognized in the financial statements.

## **2.12 Earnings per Share:**

The basic earnings per share are computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted EPS is computed by dividing the net profit attributable to the equity shareholders for the year by the weighted average number of equity and dilutive equity equivalent shares outstanding during the year, except where the results would be anti-dilutive.

## **2.13 Segment Reporting:**

The Company used to originally sell milk and dairy products, however, its operations stopped completely after the commencement of winding up proceedings after 31<sup>st</sup> August 2000. Since the operations of the Company were continued to be managed by the Liquidator during the financial year 2014-15, no segmental reporting was done.

**3 Equity Share Capital : (Amt in Rs.)**

	Particulars	As on	As on
		31-03-2015	30-11-2014
<b>A</b>	<b>Share Capital</b>		
	<b>Authorised Capital</b>		
	3,10,00,000 Nos. Equity Shares of Rs. 10/- each	<b>31,00,00,000</b>	<b>31,00,00,000</b>
	(Previous Year:- 3,10,00,000 Nos. Equity Shares of Rs. 10/- each)		
	<b>Issued, Subscribed &amp; Paid up Share Capital</b>		
	3,09,62,650 Equity Shares of Rs. 10/- each Fully Paid.	<b>30,96,26,500</b>	<b>30,96,26,500</b>
	(Previous Year 3,09,62,650 Equity Shares of Rs. 10/- each)		

**a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year**

Particulars	As on	As on	As on	As on
	31-03-2015	31-03-2015	30-11-2014	30-11-2014
	Numbers	Amt in Rs.	Numbers	Amt in Rs.
<b>Equity Shares</b>				
<b>At the Beginning of the year</b>	<b>3,09,62,650</b>	<b>30,96,26,500</b>	<b>3,09,62,650</b>	<b>30,96,26,500</b>
Less : Cancelled during the year	0	0	0	0
Add : Issued during the Year	0	0	0	0
<b>Outstanding at the end of the year</b>	<b>3,09,62,650</b>	<b>30,96,26,500</b>	<b>3,09,62,650</b>	<b>30,96,26,500</b>

**b. Details of Shareholders holding more than 5% shares in the company**

No.	Particulars	As on	As on	As on	As on
		31-03-2015	31-03-2015	30-11-2014	30-11-2014
		Numbers	% of holding	Numbers	% of holding
1	Mr. Amar Kakaria	61,14,256	19.75%	61,14,256	19.75%
2	Ketan Kataria	6114257	19.75%	6114257	19.75%
3	Vishal Dedhia	12228512	39.49%	12228512	39.49%

**4 Reserves and Surplus : (Amt in Rs.)**

	Particulars	As on	As on
		31-03-2015	30-11-2014
<b>B</b>	<b>Reserves And Surplus</b>		
<b>1</b>	<b>Securities Premium Reserve</b>		
	<b>Balance at the beginning of the year</b>	<b>19575000</b>	<b>19575000</b>
	Add :- Securities Premium Credit On Shares	0	0
	Less :- Premium Utilised For Various Reasons		
	Premium on Redemption Of Debentures	0	0
	For Issuing Bonus Shares	0	0
	<b>Balance at the end of the year</b>	<b>19575000</b>	<b>19575000</b>
<b>2</b>	<b>Profit &amp; Loss Account</b>		
	<b>Balance at the beginning of the year</b>	<b>-301634456</b>	<b>282261715</b>
	Add:- Net Profit as per Profit & Loss Account	605791	409082
	Add:- Adjustment Related to Liquidation process	0	19781823
	<b>Balance at the end of the year</b>	<b>-301028665</b>	<b>-301634456</b>
	<b>Total Reserves and Surplus</b>	<b>-28,14,53,665</b>	<b>-28,20,59,456</b>



**5 Other Long Term Liabilities : (Amt in Rs.)**

Particulars	As on	As on
	31-03-2015	30-11-2014
<b>Other Long Term Liabilities</b>		
(a) Trade Payables	0	0
(b) Current Maturities of Long Term Obligations	0	0
(b) Others	0	1274432
<b>Total Other Long Term Liabilities .</b>	<b>0</b>	<b>1274432</b>

Other Long Term Liabilities consist of the Tax provision pertaining to the previous years which has been transferred to the TDS and Advance Taxes paid for that particular year.

**6 Trade Payables : (Amt in Rs.)**

Particulars	As on	As on
	31-03-2015	30-11-2014
<b>Trade Payables</b>		
Sundry Creditors - For Goods	1801581	1662592
<b>Total Trade Payables .</b>	<b>1801581</b>	<b>1662592</b>

The company has not received intimation from all the "Suppliers" regarding their status under **Micro, Small and Medium Enterprises Development Act, 2006**, and hence, the disclosure relating to amounts unpaid as at March 31, 2015 together with interest paid /payable as required under the said Act has been provided only to the extent of intimations received

**7 Short Term Provisions : (Amt in Rs.)**

Particulars	As on	As on
	31-03-2015	30-11-2014
<b>I Short Term Provisions</b>		
Provision For employee benefits	0	0
Provision for Expenses	200	0
<b>Total Short Term Provisions .</b>	<b>200</b>	<b>0</b>

**8 Other Non – Current Assets : (Amt in Rs.)**

Particulars	As on	As on
	31-03-2015	30-11-2014
<b>Other Non-Current assets</b>		
<b>Unsecured Considered Good unless otherwise stated</b>		
Advance Tax & TDS Receivable	288494	1379262
Others #	0	0
<b>Total Other Non - Current Assets .</b>	<b>288494</b>	<b>1379262</b>

The advance tax has been reduced as referred in the point no 5 the provision for the relevant taxes has been transferred to the respective years advance tax and TDs Receivable.

**9 Cash and Cash Equivalents : (Amt in Rs.)**

Particulars	As on	As on
	31-03-2015	30-11-2014
<b>Cash and cash equivalents</b>		
Balances with Banks	1394396	196177
Cash on hand	1029	6514
Short Term FD with Bank	28290697	28922115
<b>Total Cash and Cash Equivalents .</b>	<b>29686122</b>	<b>29124805</b>

**10 Other Income :** (Amt in Rs.)

	Particulars	For the period 31-03-2015	For the period 30-11-2014
	<b><u>Other Income</u></b>		
	Interest Income	1229547	839871
	<b>Total Other Income `.</b>	<b>1229547</b>	<b>839871</b>

**11 Other Expenses :** (Amt in Rs.)

	Particulars	For the period 31-03-2015	For the period 30-11-2015
	<b><u>Other Expenses</u></b>		
	Annual General Meeting Expenses	66130	79538
	Advertisement Expenses	-	18025
	Audit Fees	45600	-
	Bank Charges	-	6
	General Office Expenses	-	7650
	House Keeping Expenses	1000	-
	Liquidators Remuneration	80000	160000
	Miscellaneous Expenses	125	3765
	Professional Charges	117252	91872
	Printing & Stationery	270	-
	Rent	34000	68000
	Travelling & Conveyance	5291	1933
	<b>Total other Expenses `.</b>	<b>349668</b>	<b>430789</b>

**12 Contingent Liabilities :** (Amt in Rs.)

Period	Date on Which Demand Raised	Section	Amount
Assessment Year 2008-09	19/03/2010	143(1)	85059
Assessment Year 2009-10	31/12/2010	143(1)a	206450
Assessment Year 2010-11	22/03/2012	143(1)a	72990
Assessment Year 2012-13	14/03/2013	143(1)a	239180
Total			603679

The above Outstanding tax demands are information obtained from the website of the income tax. The Demand are disputed as the same is not acceptable by the management hence the same is considered under the Contingent Liability

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

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

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

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

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

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the First Annual General Meeting of the company, to be held on Wednesday, 30<sup>th</sup> September, 2015 at 11.30 a.m. at Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune – 411 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2015		
2.	Re-Appointment of Mr. Ketan Kataria pursuant to retirement by rotation eligible for re-appointment		
3.	Re-appointment of M/s. Ramanad & Associates , Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	Regularization of appointment of Ms. Namrata Malu as Independent Director of the Company pursuant to Section 161 of the Companies Act, 2013		
5.	To adopt new set of Articles of Association as per Companies Act, 2013.		

\* Applicable for investors holding shares in Electronic form.

Signed this \_\_\_\_ day of \_\_\_\_ 20\_\_

Affix Revenue Stamps
----------------------------

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder  
across Revenue Stamp

Note:

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

**SWOJAS ENERGY FOODS LIMITED****Registered Office:** 77, Vijayanagar Colony, 2147, Sadashiv Peth, Pune – 411 030**CIN:** U15201PN1993PLC074424**ATTENDANCE SLIP**

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

I, hereby record my attendance at the Annual General Meeting of the members of Swojas Energy Foods Limited will be held on Wednesday, 30<sup>th</sup> September, 2015, at 11.30 a.m. at Hotel Shangrila (Amarjyot Hotels Pvt. Ltd.), 43/8, Erandwane, Karve Road, Pune – 411 004

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

SIGNATURE OF THE SHARE HOLDER OR PROXY: \_\_\_\_\_

-----✂-----✂-----✂-----

(Member's /Proxy's Signature)

**BOOK-POST**

**SWOJAS ENERGY FOODS LIMITED**  
**77, Vijaynagar Colony, 2147,**  
**Sadashiv Peth, Pune 411 030**