

## SWAGTAM TRADING & SERVICES LIMITED

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<b>32nd ANNUAL GENERAL MEETING</b>	
Date	26.09.2017
Day	TUESDAY
Time	02:00 P.M.
Place	R-489, GF-A, NEW RAJINDER NAGAR NEW DELHI - 110060

# SWAGTAM TRADING & SERVICES LIMITED

## CORPORATE INFORMATION

<b><u>BOARD OF DIRECTORS</u></b>		
Ms. Lalita Mittal	DIN: 06928783	Whole Time Director & CFO
Mr. Deepak Sharma	DIN: 00293945	Director
Mr. Sumit Gupta	DIN: 06911742	Director
Mr. Raman Mittal	DIN: 06877244	Independent Director
Mr. Raj Kumar Gupta	DIN: 00074532	Independent Director
Mrs. Sonia Rani	ACS : 36984	Company Secretary & Compliance Officer (resigned w.e.f. 14.07.2017)
<b><u>STATUTORY AUDITORS</u></b> M/s GHOSH KHANNA & CO. Chartered Accountants, FRN – 003366N Mr. Deepti Manchanda, Partner Membership No.: 517699 Address: L-2A, Hauz Khas Enclave, New Delhi – 110016 Tel: 011-2696 2981, Email Id: <a href="mailto:gkc@vsnl.com">gkc@vsnl.com</a> Website: <a href="http://www.gkcindia.com">www.gkcindia.com</a>		<b>CIN</b> L51909DL1984PLC289131
		<b>Date of incorporation</b> 19727 dated 31.12.1984
		<b>Date of commencement</b> 19727 dated 05.02.1985
		<b>PAN</b> AAACS8477Q
		<b>TAN</b> DELS56140A
		<b>GST</b> 07AAACS8477Q1ZG
		<b>ISIN</b> INE150R01019
<b><u>SECRETARIAL AUDITORS</u></b> B. BHUSHAN & CO. Company Secretaries, COP No. : 14469 Mr. Bharat Bhushan, Proprietor Membership No.: 31951 Address: 1195, Gali Babu Ram, Sita Ram Bazar, Delhi- 110006 Tel : 9650555376, 9311531800 Email Id: <a href="mailto:b.bhushanandcompany@gmail.com">b.bhushanandcompany@gmail.com</a>		<b><u>INTERNAL AUDITORS</u></b> MITTAL JINDAL & ASSOCIATES Chartered Accountants, FRN – 001467N Mr. Satish Kumar Gupta, Proprietor Membership No.: 080984 Address: 7 / 18, Ansari Road, Daryagaanj, New Delhi - 110002 Tel : 23275297, 43560900 Email Id: <a href="mailto:hmkd90@gmail.com">hmkd90@gmail.com</a>
<b><u>LISTING:</u></b> 1. Bombay Stock Exchange Ltd. - BSE 2. Calcutta Stock Exchange Ltd. - CSE 3. Delhi Stock Exchange Ltd - DSE (DSE stands de – recognized)		
<b><u>BANKERS</u></b> 1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060		<b><u>REGISTRAR</u></b> Alankit Assignments Limited R.O: 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960
<b>REGISTERED OFFICE :</b> R-489, GF-A, Ground Floor, New Rajinder Nagar, New Delhi – 110060		

### CONTACTS DETAILS

<b>Tel</b> : 011 – 4247 5489 <b>Mob</b> : 9910003638	<b>Email</b> : <a href="mailto:swagtam1984@gmail.com">swagtam1984@gmail.com</a> <b>Website</b> : <a href="http://www.swagtam.com">www.swagtam.com</a>
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### IMPORTANT COMMUNICATION TO THE MEMBERS

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 who have not registered their E-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

## SWAGTAM TRADING & SERVICES LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

To  
The Members,  
Swagtam Trading & Services Limited  
New Delhi-110060

NOTICE IS HEREBY GIVEN THAT 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON TUESDAY, 26<sup>TH</sup> DAY OF SEPTEMBER AT 02.00 P.M. AT "R-489, GF-A, NEW RAJINDER NAGAR, NEW DELHI – 110060"

TO CONSIDER AND TRANSACT THE BUSINESS (ES) MENTIONED BELOW:

#### ORDINARY BUSINESS

**ITEM NO. – 1:** To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 and the Profit and Loss Account & Cash Flow Statements for the year ended on that date alongwith the Reports of Auditors and Directors thereon.

**ITEM NO. - 2:** To appoint a Director in place of Mr. Deepak Sharma (DIN: 00293945) who retires by rotation and being eligible offers himself for re-appointment as a Director.

**ITEM NO. - 3:** To ratify the appointment of M/s GHOSH KHANNA & CO., Chartered Accountants, FRN 003366N, as Statutory Auditors of the Company, at such remuneration as may be decided, for F.Y. 2017-18.

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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 or Rules framed thereunder, as amended from time to time, the members of the company do hereby ratify the appointment of M/s GHOSH KHANNA & CO., Chartered Accountants, New Delhi, bearing FRN 003366N, who were appointed in the 29<sup>th</sup> Annual General Meeting (held on 17.09.2014) to hold office for a period of 5 years until the conclusion of the 33<sup>rd</sup> Annual General Meeting, at such remuneration as may be mutually agreed upon, between the Board of Directors and the Statutory Auditors of the Company.

RESOLVED THAT the Board of Directors of the Company (including its Audit Committee) be and hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

By Order of Board of Directors  
Swagtam Trading & Services Limited

Date : 16.08.2017

Place : New Delhi

LALITA MITTAL  
WTD & CFO (DIN: 06928783)  
Address: F-22, House No. 148, Sector – 3,  
Rohini, Delhi – 110085

#### NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to attend and to vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument of proxy in order to be effective must be received at the company's Registered Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 02.00 P.M. on 26.09.2017.
2. Corporate Members intending to send their authorized Representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing the Representatives to attend and vote on their behalf at the AGM.
3. Members are requested to bring their attendance slips duly filled-in and signed as per the specimen signature recorded with the company for attending the meeting alongwith Annual Report.

## SWAGTAM TRADING & SERVICES LIMITED

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4. In case of several joint-holders attending the meeting, only such joint-holder who is higher in the order of names, will be entitled to vote at the meeting.
5. Register of Members & Share Transfer Books will remain closed from **23.09.2017 to 26.09.2017** (both days inclusive)
6. Queries proposed to be raised at the AGM may be sent to the Company at its Registered Office atleast 7 days prior to the date of AGM to enable the Management to compile the relevant information and to reply the same.
7. Copies of the MOA and AOA and the Documents referred to in the Notice, etc., shall be open for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
8. Members who hold shares in de-materialized form are requested to bring their Client ID and DP ID Numbers for easier identification of their attendance at the meeting.
9. Brief profile of the Director seeking appointment / re-appointment, as mandated under Regulation 36 of the SEBI (LODR) Regulations, 2015, forms part of the Notice.
10. Share transfer documents & all correspondence relating thereto, should be addressed to the RTA or to Company.
11. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit/update PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN details to RTA or to the Company.
12. Members are requested to :
  - i. Quote their Folio number (s) / Client ID / DP ID in all correspondence.
  - ii. Please notify change(s), if any, in your contact details, PAN, Registered Address alongwith Pin Code, Contact Number(s), and e-mail ID, etc, to the RTA or to Company.
13. Electronic copy of the Annual Report for 2016-17 is being sent to all the Members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same and for Members who have not registered their email, physical copies of the Annual Report for 2016-17 is being sent.
14. Electronic copy of the Notice of the 32<sup>nd</sup> AGM of the Company inter-alia indicating the process and manner of E-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Notice of the 32<sup>nd</sup> AGM of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 32<sup>nd</sup> AGM and the Annual Report for 2016-17 will also be available on the Company's website [www.swagtam.com](http://www.swagtam.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [swagtam1984@gmail.com](mailto:swagtam1984@gmail.com).
15. Members, who have not registered their E-mail address so far, are requested to register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
16. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the AGM/ EGM/ Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc, in electronic form to the E-mail address provided by the shareholders.
17. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained u/s 170 of the Companies Act, 2013, the Register of contracts or arrangements in which Directors are interested u/s 189 of Companies Act, 2013 will be available for inspection at the 32<sup>nd</sup> AGM.
18. Detailed procedure for "Remote E-voting" is annexed which forms part of this Notice.

### **Voting Through Electronic means:**

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the company provides the members facility to exercise their right to vote on resolution proposed to be passed in the

## SWAGTAM TRADING & SERVICES LIMITED

32<sup>nd</sup> AGM by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL.

The instruction of E-Voting is as under:

**(i) In case of Members receiving an email from NSDL or Company:**

1. Open E-mail and open attached PDF file “**Swagtam e-voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password which contains your “User ID” and “Password for e- voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
3. Click on “Shareholder – Login.”
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
6. Home page of “e-voting” opens. Click on e-Voting: Active E-voting Cycles.
7. Select the Electronic Voting Event Number “EVEN” of Swagtam Trading & Services Ltd. [106746] as given in the body of E- mail. Now you are ready for e-voting as Cast Vote page opens and you can cast vote online from 23.09.2017 (9:00 A.M.) till 25.09.2017 (5:00 P.M.). **Note: E-voting shall not be allowed beyond said time.**
8. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
9. Upon confirmation, the message ‘Vote cast successfully’ will be displayed, thereafter you will not be allowed to modify vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF / JPEG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [b.bhushanandcompany@gmail.com](mailto:b.bhushanandcompany@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(ii) In case of Members receiving physical copies of the Notice of the AGM by Post:**

1. User ID and initial password along with Electronic Voting Event Number “EVEN” of Swagtam Trading & Services Ltd. [106746] is provided/ stapled/ annexed in the Annual Report for the purpose of remote e-voting for AGM.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

**General Instructions**

1. The E- voting period begins at 09:00 A.M. on Saturday, 23.09.2017 and ends at 5:00 P.M. on Monday, 25.09.2017. During this period Member’s of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 19.09.2016 may cast their vote electronically. Once the vote on a resolution is cast by member, the member shall not be allowed to change it subsequently.  
The E-voting module shall be displayed by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll / show of hands.
3. Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. Company has appointed M/s. B. Bhushan & Co., Practicing Company Secretaries, New Delhi (M.No.: A31951, COP: 14469) to act as the “Scrutinizer”, to scrutinize the remote E-voting and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer the detailed procedure given above.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. 19<sup>th</sup> September, 2017.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date, i.e. 19.09.2017 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.

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7. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.
8. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or at designated email ids [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone nos 022-24994600/ 022-24994738. Members may also address their queries relating to e-voting to the company's e-mail ID [swagtam1984@gmail.com](mailto:swagtam1984@gmail.com).
9. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (6) to (9) mentioned in (i) above, to cast your vote.
10. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
11. Remote E-voting right cannot be exercised by a proxy.
12. Scrutinizer, after scrutinising the votes casted at the meeting through poll / show of hand and through remote e-voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared alongwith the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.swagtam.com](http://www.swagtam.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to the Stock Exchange(s), where the Company's shares are listed.

**By Order of Board of Directors  
Swagtam Trading & Services Limited**

**LALITA MITTAL**

**WTD & CFO (DIN: 06928783)**

**Address: F-22, House No. 148, Sector – 3,  
Rohini, Delhi – 110085**

**Date : 16.08.2017**

**Place : New Delhi**

# SWAGTAM TRADING & SERVICES LIMITED

## DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors present herewith the 32nd Annual Report for the year ended 31.03.2017.

### FINANCIAL RESULTS

(in Rupees)

Particulars	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
Income from Operations :-		
Commission from real estate, etc.	550,000	2,210,820
Income from business consultancy	6,50,000	-
Sale of Jewellery	431,380	1,784,371
Other Income	75,201	310
Total Income	1,706,581	3,995,501
Total Expenditure	2,068,500	3,915,222
Profit/(Loss) before Tax	(361,919)	80,279
Provision for Tax	(63,749)	30,860
Net Profit/(Loss)	(298,170)	49,420

### FINANCIAL HIGHLIGHTS

During the year under review your company carried-out the business of real estate, commission, agents, brokers, management & business consulting, trading / purchase & sale of Jewellery, commodities, bullion, etc. Company has received the total revenue of Rs.17,06,581/-. Net Loss after Tax for the year under consideration is Rs. 298,170/- .Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

### TRANSFER TO RESERVES

No amount is proposed to be transferred to the Reserves & Surplus Account.

### LIQUIDITY

Company continues to maintain sufficient funds to meet the desired strategic Objectives.

### DIVIDEND

Your directors do not consider it desirable to recommend / declare any dividend.

### CAPITAL

During the Financial Year 2016-17, there is no change in share capital

- Buy Back of Securities : Company has not bought back any of its securities.
- Sweat Equity : Company has not issued any Sweat Equity Shares.
- Bonus Shares : No Bonus Shares were issued during the year.
- Preference Shares / Debentures : Company has not issued any Preference Shares/ Debentures.
- Employees Stock Option Plan : Company has not provided any Stock Option Scheme.

Subsequent to 31.03.2017 there has been no change in authorized, issued, subscribed and paid-up equity share Capital.

Authorised share capital as on 31.03.2017 is Rs. 4,00,00,000 divided into 40,00,000 Equity Shares of Rs.10/- each and the Paid-up capital stands at Rs. 1,19,05,000/-.

### DIRECTORS

In accordance with the provisions of Companies Act, 2013 and Articles of Association, Mr. Deepak Sharma, Director, retires by rotation in the ensuing AGM and being eligible, offers himself for re-appointment.

- Ms. Lalita Mittal is WTD & CFO of the company w.e.f. 08.08.2014.
- Mr. Raj Kumar Gupta (DIN: 00074532) is Independent Directors w.e.f. 30.04.2014.



## SWAGTAM TRADING & SERVICES LIMITED

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- Mr. Raman Mittal (DIN: 06877244) is Independent Director w.e.f. 02.06.2014.
- Mr. Deepak Sharma (DIN: 00293945) was appointed as Director w.e.f. 03.09.2008
- Mr. Sumit Gupta (DIN: 06911742) was appointed as Director w.e.f. 29.01.2015.
- Mrs. Sonia Rani (ACS-36984) was Company Secretary cum Compliance Officer and resigned w.e.f. 14.07.2017.

### KEY MANAGERIAL PERSONNEL

- Ms. Sonia Rani (ACS-36984) was Company Secretary cum Compliance Officer.
- Mrs. Lalita Mittal (DIN: 06928783) is WTD & CFO of the Company.

### PARTICULARS OF EMPLOYEES

In terms of the provisions of the section 197(2) of the Companies Act, 2013 read with rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, None of the Employee drew remuneration in excess of the limit as set out in the said Rules.

### MEETING OF THE BOARD

7 (Seven) Meetings of the Board were held during reporting period, the details of which are given in the CGR  
(Maximum Gap of 120 days between two consecutive Board Meetings has been complied with)

1)	11.04.2016	2)	26.05.2016	3)	13.07.2016	4)	10.08.2016
5)	24.08.2016	6)	10.11.2016	7)	09.02.2017		

### LOANS, GUARANTEES AND INVESTMENTS

Company has not given any Guarantee, provided any Security and made an Investment during the reporting period as specified u/s 186 of Companies Act, 2013.

### PERFORMANCE EVALUATION OF BOARD MEMBERS

With a view to improve performance and effectiveness, Board Members are now increasingly deploying Board performance evaluation tools to identify areas of improvement benchmarking themselves against leading practices. Realizing the trends and challenges, the regulators around the world have mandated Board evaluations.

### PUBLIC DEPOSIT

Company has neither accepted nor renewed any deposits during FY 2016-17 in terms of Chapter V of the Companies Act, 2013; therefore, information in this regard is NIL.

### STATUTORY AUDITORS

To ratify the Appointment of M/s Ghosh Khanna & Co., Chartered Accountants, FRN - 003366N, as statutory auditors of the company, who were appointed as statutory auditors in the 29th AGM until the conclusion of the 33rd AGM on such remuneration as may be fixed by the Board, and who have confirmed their eligibility.

### STATUTORY AUDITORS' REPORT

Auditors' Report being self-explanatory requires no Comments from the Directors and there are no reservations, or qualifications or adverse remarks in the Audit Report in respect to FY 2016-17 and does not require/call for any explanation from the Board of Directors.

### SECRETARIAL AUDITOR

Board has appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the FY 2017-18. Secretarial Audit Report for the FY 2016-17 is annexed with Directors' Report. There are no qualifications or reservations or other adverse remarks by Secretarial Auditors in the Report for the FY 2016-17 and does not require/call for any explanation from the Board of Directors.

### INTERNAL AUDITOR

Board has appointed M/s Mittal Jindal & Associates, Chartered Accountants, to conduct Internal Audit FY 2017-18

### COST AUDITORS

Provisions of Section 148 do not apply to the Company and hence, Cost Auditors need not to be appointed.

### EXTRACT OF ANNUAL RETURN (MGT - 9)

Pursuant to section 92(3) of Companies Act, 2013 ('the Act') and Rule 12(1) of Companies (Management and Administration) Rules, 2014, Extract of Annual Return is Annexed herewith to Director's Report.



## LISTING OF SHARES

Equity Shares of the Company are listed on BSE Ltd., CSE Ltd and DSE Ltd (DSE stands de-recognized).

Company has complied with the requirements of Listing Agreement(s) during the period under review

- o Annual Listing Fee stands paid to BSE Ltd. for & upto-date 31.03.2018.
- o Annual Custodial Fee stands paid to CDSL & NSDL.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All transaction(s) are in the ordinary course of business and at arms' length basis and details are part of Audited Annual Accounts.

## MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

In terms of the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015, the "Management's Discussion and Analysis Report" is presented in a separate section forming part of the Annual Report.

## SUBSIDIARIES AND JOINT VENTURES COMPANIES

During the year under review, your Company does not have any subsidiary & holding companies and no type of joint-venture, merger or amalgamation.

## CORPORATE GOVERNANCE

Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. Corporate Governance is about maximizing shareholders value ethically and sustainably. We believe sound corporate governance is essential criteria to enhance and retain investor's reliance. We always seek to ensure that our performance is driven by integrity.

As required under Regulation 34 (3) read with Part C of Schedule V to the SEBI (LODR) Regulations, 2015, Report on Corporate Governance is annexed herewith and forms part of this Annual Report. The requisite Certificate from the Secretarial Auditor of the Company confirming compliances with the conditions of corporate governance is attached to the Corporate Governance Report.

## POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Board consists of five members, one of whom is Executive (CFO) and WTD and 2 are independent directors and 2 are non-independent directors. Board consists of appropriate mix of executive & independent & non-independent directors to maintain the independence of the Board and to separate its functions of governance and management.

Policy on Directors Nomination and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required u/s 178(3) and there has been no change in the Policy.

## INDEPENDENT DIRECTORS

Independent Directors of the company have additionally met 2 times in the financial year 2016 – 17

- (a) to review the performance of non – independent Directors and the Board as a whole,
- (b) to review the performance of Board ,taking into account the views of executive and non executive directors;
- (c) to assess the quality, quantity and timeliness of flow of information between the management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

## DECLARATION BY INDEPENDENT DIRECTORS

Mr. Raman Mittal and Mr. Raj Kumar Gupta are Independent Directors on the Board of your company. Company has received necessary declarations from each Independent Director u/s 149(7), and in the opinion of the Board and as confirmed by these Directors that both of them meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015.

## BOARD EVALUATION

As mandated under the SEBI (LODR) Regulations, 2015, the Board reviews and monitors the Board evaluation framework. The Board evaluates various parameters such as decision –making, relationship with stakeholders, company performance and strategy, checking of Board and committee's effective working, etc.

The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and directors. Schedule IV to the Companies Act, 2013 states that the performance evaluation of independent director shall be done by entire Board, excluding director being evaluated.

Evaluation of all the directors and the Board as a whole has been conducted. Board approved the evaluation results as collated by the "Nomination and Remuneration Committee."

## **SWAGTAM TRADING & SERVICES LIMITED**

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### **DECLARATIONS BY DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL**

Annual Report of the Company contains a Certificate by the CFO / CEO in terms of Para D of Schedule V to the SEBI (LODR) Regulations, 2015 on the declarations received from the Directors and the Senior Management personnel affirming compliance with the Code applicable to them during the year ended 31.03.2017

### **BUSINESS RESPONSIBILITY REPORT**

Regulation 34(2) (f) the SEBI (LODR) Regulations, 2015 is not applicable to the company.

### **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

Code of Conduct for the Prevention of Insider Trading is in accordance with the requirements specified in the SEBI (Prohibition of Insider Trading) Regulation, 2015 and the Board has adopted the same. Insider Trading Policy explains the guidelines and procedures to be followed and disclosures to be made while dealing with the shares as well as the consequences of violation of norms. Insider Trading Policy is available on the website of the company.

### **UNIFORM LISTING AGREEMENT**

SEBI issued SEBI (LODR) Regulations, 2015 which became effective from 01.12.2015 by replacing existing Listing Agreement. Company executed New Listing Agreement(s) with BSE Ltd. and CSE Ltd. during February 2016.

### **OPERATIONS**

Our reputation for excellence and integrity earned through the consistent delivery of quality work and by adhering to the standard of business conduct through principles of Corporate Governance continues to be our most valuable assets. As we position ourselves for the future and our standard of excellence, integrity and accountability will serve us well.

Further, no material events, commitments and changes occurred between the end of the financial year to which the financial statements relate and the date of this Report.

### **VIGIL MECHANISM**

Company has established a Vigil Mechanism cum Whistle Blower Policy in terms of Section 177(10) of the Companies Act, 2013 and also in terms of Regulation 4(2)(d) and Regulation 22 of SEBI (LODR) Regulations, 2015, includes an Ethics & Compliance Task Force comprising of Senior Executives of the company. Protected disclosures can be made by a whistle blower through an e-mail or telephone line or a letter to the Task Force or to the Chairman of Audit Committee. Policy on vigil mechanism is available on the Company's website.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Provisions of the Companies Act, 2013 relating to CSR do not mandatorily apply to your company.

### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions, if any, entered by the company during the financial year 2016-17 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the company has not entered into any contract / arrangement / transaction with related parties which could be considered material.

Your Directors draw attention of the members to "Notes to the Financial Statements" (Form AOC-2) which sets out Related Party Disclosures.

### **RISK MANAGEMENT POLICY**

Risk Management Policy is Not Applicable to your company.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS/ INCOME TAX**

No significant and material Orders were passed by the regulators or courts or tribunals or income tax dept, etc. impacting the ongoing concern status and company's operations.

### **INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY**

According to Section 134(5)(e) of the Companies Act, 2013 the term Internal Financial Control (IFC) means the policies and procedures adopted by the company for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information.

Company has a well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. Internal Auditors independently evaluate the adequacy of internal controls

## SWAGTAM TRADING & SERVICES LIMITED

and audit the transactions. Independence of the audit and compliance is ensured by timely supervision of the Audit Committee over Internal Audit findings. Significant audit observations and corrective actions suggested are presented to the Audit Committee on regularly basis.

### **OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Company has adopted the Policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy and No Complaints has been received during the financial year.

### **DETAILS OF COMMISSION RECEIVED BY MD / WTD**

None of the Directors have received any commission during the year under review.

### **EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS**

There are no significant/ material events to be reported under this head.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements Section 134 (3)(c) of Companies Act, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31.03.2017, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at 31.03.2017 and of the profit and loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **TRANSFER OF AMOUNT TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

Your company did not have any funds lying unpaid or unclaimed for a period of seven years, therefore, there were no funds which were required to be transferred to IEPF.

### **COMPLIANCES**

Company has devised proper systems to ensure compliances of Laws applicable to the company and the compliance reports issued by the Departmental Heads are placed before the Board confirming compliances by the company with all applicable Laws.

### **SHARE TRANSFER SYSTEM**

Shares lodged for physical transfer are registered within a period of 15 days, if the documents are clear and complete in all respects. The shares duly transferred would be dispatched to the Shareholders upon approval of transfers. Adequate care is taken to ensure that, no transfers are pending for more than a fortnight. As bulk of the Company's shares is currently in dematerialized form, the transfers are processed and approved in the electronic form by NSDL / CDSL through depository participants. Alankit Assignments Limited is the Share Transfer Agent for both physical and dematerialized mode.

## SWAGTAM TRADING & SERVICES LIMITED

### PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO.

Information required to be given pursuant to this Clause are given below:

#### A. CONSERVATION OF ENERGY

Your company did not use any significant energy during the year under review. Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We emphasize towards a safe and clean environment and continue to adhere to all regulatory requirements and guidelines.

#### B. RESEARCH & DEVELOPMENT

Your company has not imported any technology for any research and development

#### C. TECHNOLOGY ABSORPTION

Your company has not imported any technology; however, we believe and use information technology extensively in all spheres of our activities to improve efficiency levels.

#### D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

	31.03.2017 (Amt.)	31.03.2016 (Amt.)
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

### CEO/ CFO CERTIFICATION

In accordance with the Regulation 17(8) read with Part B of Schedule V to the SEBI (LODR) Regulations, 2015 pertaining to corporate governance norms, Ms Lalita Mittal (DIN: 06928783), WTD & CFO of the company, have certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended 31.03.2017. The said Certificate forms an integral part of this Annual Report and the Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

### FINANCIAL STATEMENTS

Annual Report of F. Y. 2016-17 of the Company containing complete Balance Sheet, Statement of Profit & Loss, other Statements and Notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis Report and Corporate Governance Report), Etc. are being sent via email to all shareholders who have provided their Email address (es) and to others, the Annual Report is being sent by post. Full version of Annual Report of 2016-17 is also available for inspection at the registered office of the company during working hours upto the date of ensuing Annual General Meeting (AGM). It is also available at the Company's website [www.swagtam.com](http://www.swagtam.com).

Notice of the AGM shall also be placed at the website of NSDL/CDSL. Please note that Members will be entitled to be supplied, free of cost, Annual Report of 2016-17, upon receipt of written request.

### DEMATERIALIZATION OF SHARES

As mentioned in company's earlier Annual Reports, the company's equity shares are in compulsory Demat mode in terms of SEBI Guidelines. This has been facilitated through arrangement with NSDL and CDSL. About 94.84% of the issued shares of the company are already in dematerialized form. M/s Alankit Assignments Limited, New Delhi is acting as the RTA for this purpose and acts as share agent in terms of SEBI Guidelines.

### DISCLOSURES

#### AUDIT COMMITTEE

Your Directors wish to inform that in Compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations, 2015, an Audit Committee is duly constituted.

Audit Committee as on March 31, 2017 comprises of the following Directors:-

Sr. No.	Name of the Director	Category of Director
1.	Mr. Raman Mittal	Chairman, Non- Executive & Independent Director
2.	Mr. Raj Kumar Gupta	Member, Non- Executive & Independent Director
3.	Ms. Lalita Mittal	Member, Executive & Non-Independent Director

## SWAGTAM TRADING & SERVICES LIMITED

Details of Audit Committee have been separately given in the Corporate Governance Report. Further, recommendations of Audit Committee were accepted by the Board of Directors.

### NOMINATION AND REMUNERATION COMMITTEE

In terms of Regulation 19 of SEBI (LODR) Regulations, 2015 and pursuant to the provisions of Section 178(1) of the Companies Act, 2013, Nomination & Remuneration Committee is duly constituted.

The Nomination and Remuneration Committee as on March 31, 2017 comprises of the following Directors:-

#### REMUNERATION AND NOMINATION COMMITTEE

Sr. No.	Name of the Director	Category of Director
1.	Mr. Raman Mittal	Chairman, Non- Executive & Independent Director
2.	Mr. Sumit Gupta	Member, Non-Executive & Non-Independent Director
3.	Mr. Raj Kumar Gupta	Member, Non- Executive & Independent Director

Details of Nomination & Remuneration Policy and Committee are furnished in the CGR, which is annexed herewith.

### SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

In terms of Regulation 20 of SEBI (LODR) Regulations, 2015, the Stakeholders Relationship Committee is duly constituted. Shareholders / Investors Grievance Committee as on March 31, 2017 comprises of following Directors:-

Sr. No.	Name of the Director	Category of Director
1.	Mr. Raman Mittal	Chairman, Non- Executive & Independent Director
2.	Ms. Lalita Mittal	Member, Executive & Non-Independent Director
3.	Mr. Sumit Gupta	Member, Non-Executive & Non-Independent Director

Details of Committee are furnished in the Report on Corporate Governance, which is annexed herewith.

### EXTRACT OF ANNUAL RETURN (MGT – 9)

Pursuant to section 92(3) of Companies Act, 2013 ('the Act') and Rule 12(1) of Companies (Management and Administration) Rules, 2014, Extract of Annual Return is Annexed herewith to Director's Report.

### E-VOTING

Company is providing E-voting facility to all members to enable them to cast their votes electronically on all Resolutions set forth in the Notice. This is pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR) Regulation 2015.

The above Rule 20 of the Companies (Management and Administration) Rules, 2014 have been amended on March 19, 2015 to introduce a new concept of e-voting i.e. E-Voting at general meeting through an electronic voting system. To comply with the requirements of new Companies Act, 2013 and to ensure good governance for its members, your company has provided e-voting facility for its general meetings to enable its members to participate in the voting electronically. The instruction(s) for e-voting for ensuing AGM is also provided with Notice to shareholders of this Annual Report. Company has signed necessary agreements with NSDL and CDSL to facilitate e-voting for member(s).

### APPRECIATION

Your Directors wish to express their sincere appreciation to its valued Clients, Bankers, various Departments & Agencies and Employees of the company for their continued valued support & co-operation.

**By Order of Board of Directors  
Swagtam Trading & Services Limited**

**LALITA MITTAL  
WTD & CFO (DIN: 06928783)  
Address: F-22, House No. 148, Sector – 3,  
Rohini, Delhi – 110085**

**Date : 16.08.2017  
Place : New Delhi**

# SWAGTAM TRADING & SERVICES LIMITED

## Form No. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2017

### I. REGISTRATION AND OTHER DETAILS:

i) CIN	L51909DL1984PLC289131
ii) Registration Date	31st December, 1984
iii) Name of the Company	Swagtam Trading & Services Limited
iv) Category / Sub-Category of the Company	Public Company/ Limited by shares
v) Address of the Regd. Office	R-489, GF-A, Ground Floor, New Rajinder Nagar, New Delhi - 110060
vi) contact details	
a.) Website	www.swagtam.com
b.) Email i.d.	swagtam1984@gmail.com
c.) Phone No.	011 - 42475489
vii) Whether listed company	YES
	1) BSE Ltd.
	2) Calcutta Stock Exchange Ltd.
	3) Delhi Stock Exchange Ltd.
	(DSE stands de-recognised)
viii) Detail of RTA	
a.) Name	Alankit Assignments Limited
b.) Address	R. O. IE/13, Alankit Heights, Jhandewalan Extn., New Delhi – 55 C.O. : 205-208, Anarkali Complex, Jhandewalan Extn., New Delhi – 55
c.) Contact	011-42541234, 011-42541960 <a href="mailto:rta@alankit.com">rta@alankit.com</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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Real Estate, Agents, Consultancy, Commission, Etc.		70.32%
2	Trading of Jewellery		25.28%

### III. PARTICULARS OF HOLDING, SUBSIDIARY COMPANIES

S. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary	% of shares held	Applicable Section
	<b>NIL</b>				

**IV. SHARE HOLDING PATTERN**

**(Equity Share Capital Break up as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year	% of total no. of shares	No. of Shares held at the end of the year	% of total no. of shares	% Change during the year
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>					
<b>1</b>	<b>Indian</b>					
(a)	Individuals/ Hindu Undivided Family	0		0		
(b)	Central Government/ State Government(s)					
(c)	Bodies Corporate	49200	4.13	49200	4.13	0
(d)	Financial Institutions/ Banks					
(e)	Any Others(Specify)					
(e-i)						
(e-ii)						
	<b>Sub Total(A)(1)</b>	<b>49200</b>	<b>4.13</b>	<b>49200</b>	<b>4.13</b>	<b>0</b>
<b>2</b>	<b>Foreign</b>					
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0		0		
b	Bodies Corporate	0		0		
c	Institutions	0		0		
d	Qualified Foreign Investor	0		0		
e	Any Others(Specify)	0		0		
e-i		0		0		
e-ii						
	<b>Sub Total(A)(2)</b>		<b>0</b>		<b>0</b>	
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>49200</b>	<b>4.13</b>	<b>49200</b>	<b>4.13</b>	<b>0</b>
<b>(B)</b>	<b>Public shareholding</b>					
<b>1</b>	<b>Institutions</b>					
(a)	Mutual Funds/ UTI	0		0		
(b)	Financial Institutions / Banks	0		0		
(c)	Central Government/ State Government(s)	0		0		
(d)	Venture Capital Funds	0		0		
(e)	Insurance Companies	0		0		
(f)	Foreign Institutional Investors	0		0		



## SWAGTAM TRADING & SERVICES LIMITED

(g)	Foreign Venture Capital Investors	0		0		
(h)	Qualified Foreign Investor	0		0		
(i)	Any Other (specify)	0		0		
(i-ii)	Bodies Corporate	50000	4.20	90250	7.58	3.38
(i-ii)						
	<b>Sub-Total (B)(1)</b>	<b>50000</b>	<b>4.20</b>	<b>90250</b>	<b>7.58</b>	<b>3.38</b>
<b>B 2</b>	<b>Non-institutions</b>					
(a)	Individuals					
I	i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs	490700	41.22	490700	246950	20.48
II	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	600600	50.45	804100	67.54	20.48
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)	0		0		
(d-I)						
(d-II)						
	<b>Sub-Total (B)(2)</b>	<b>1091300</b>	<b>91.67</b>	<b>1051050</b>	<b>88.29</b>	<b>30.38</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1141300</b>	<b>95.87</b>	<b>1141300</b>	<b>95.87</b>	<b>0</b>
	<b>TOTAL (A)+(B)</b>	<b>1190500</b>	<b>100.00</b>	<b>1190500</b>	<b>100.00</b>	<b>0</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>					
1	Promoter and Promoter Group					
2	Public					
	<b>Sub-Total (C)</b>	<b>0</b>		<b>0</b>		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1190500</b>	<b>100.00</b>	<b>1190500</b>	<b>100.00</b>	<b>0</b>

## SWAGTAM TRADING & SERVICES LIMITED

### (ii) Shareholding of Promoters

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Shareholding at the end of the year		%change in shareholding during the year
		No. of Shares	% of Shares Pledged / encumbered	No. of Shares	% of Shares Pledged / encumbered	
1	Duncan Macneill Construction & Developers Ltd.	12000	0	12000	0	0
2	Buckingham Industries Ltd	12000	0	12000	0	0
3	Jeewan Commercial Ltd.	12000	0	12000	0	0
4	ACEC India Pvt Ltd	1200	0	1200	0	0
5	East West Properties Pvt Ltd	12000	0	12000	0	0
	<b>TOTAL</b>	<b>49200</b>		<b>49200</b>		

### (iii) Change in Promoters' Shareholding: **NO CHANGE DURING THE YEAR**

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Duncan Macneill Construction &amp; Developers Ltd.</b>				
	At the Beginning of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
	At the End of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
2	<b>Buckingham Industries Ltd.</b>				
	At the Beginning of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
	At the End of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
3	<b>Jeewan Commercial Ltd.</b>				
	At the Beginning of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
	At the End of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
4	<b>ACEC India Pvt. Ltd.</b>				
	At the Beginning of the year	<b>1200</b>	<b>0.10</b>	<b>1200</b>	<b>0.10</b>
	At the End of the year	<b>1200</b>	<b>0.10</b>	<b>1200</b>	<b>0.10</b>

## SWAGTAM TRADING & SERVICES LIMITED

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
5	<b>East West Properties Pvt. Ltd.</b>				
	At the Beginning of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
	At the End of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>

**(iv) Shareholding Pattern of TOP TEN Shareholders :  
(other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Richa Agarwal</b>				
	At the Beginning of the year	<b>60000</b>	<b>5.04</b>	<b>60000</b>	<b>5.04</b>
	At the End of the year	<b>60000</b>	<b>5.04</b>	<b>60000</b>	<b>5.04</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
2	<b>Veena Gupta</b>				
	At the Beginning of the year	<b>50000</b>	<b>4.20</b>	<b>50000</b>	<b>4.20</b>
	At the End of the year	<b>50000</b>	<b>4.20</b>	<b>50000</b>	<b>4.20</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
3	<b>Rekha Gupta</b>				
	At the Beginning of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Addition during the year	<b>45400</b>	<b>3.81</b>	<b>45400</b>	<b>3.81</b>
	At the End of the year	<b>45400</b>	<b>3.81</b>	<b>45400</b>	<b>3.81</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
4	<b>Sumit Gupta</b>				
	At the Beginning of the year	<b>45000</b>	<b>3.78</b>	<b>45000</b>	<b>3.78</b>
	At the End of the year	<b>45000</b>	<b>3.78</b>	<b>45000</b>	<b>3.78</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
5	<b>Rajesh Gupta</b>				
	At the Beginning of the year	<b>40000</b>	<b>3.36</b>	<b>40000</b>	<b>3.36</b>
	At the End of the year	<b>40000</b>	<b>3.36</b>	<b>40000</b>	<b>3.36</b>

## SWAGTAM TRADING & SERVICES LIMITED

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
6	<b>Seema Gupta</b>				
	At the Beginning of the year	<b>40000</b>	<b>3.36</b>	<b>40000</b>	<b>3.36</b>
	At the End of the year	<b>40000</b>	<b>3.36</b>	<b>40000</b>	<b>3.36</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
7	<b>Manoj Kumar Aggarwal</b>				
	At the Beginning of the year	0	0	0	0
	Addition during the year	<b>40000</b>	<b>3.36</b>	<b>40000</b>	<b>3.36</b>
	At the End of the year	<b>40000</b>	<b>3.36</b>	<b>40000</b>	<b>3.36</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
8	<b>Sunita Rani</b>				
	At the Beginning of the year	<b>37500</b>	<b>3.15</b>	<b>37500</b>	<b>3.15</b>
	At the End of the year	<b>37500</b>	<b>3.15</b>	<b>37500</b>	<b>3.15</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
9	<b>Amit Gupta</b>				
	At the Beginning of the year	<b>37100</b>	<b>3.12</b>	<b>37100</b>	<b>3.12</b>
	At the End of the year	<b>37100</b>	<b>3.12</b>	<b>37100</b>	<b>3.12</b>

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
10	<b>Rakesh Kumar Garg</b>				
	At the Beginning of the year	<b>31000</b>	<b>2.60</b>	<b>31000</b>	<b>2.60</b>
	At the End of the year	<b>31000</b>	<b>2.60</b>	<b>31000</b>	<b>2.60</b>

### (v) Shareholding of Directors and Key Managerial Personnel : NO CHANGE DURING THE YEAR

Sl. No.	Name of Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Sumit Gupta Director - w.e.f. 29.01.2015</b>				
	At the Beginning of the year	<b>45000</b>	<b>3.78</b>	<b>45000</b>	<b>3.78</b>
	At the End of the year	<b>45000</b>	<b>3.78</b>	<b>45000</b>	<b>3.78</b>

## SWAGTAM TRADING & SERVICES LIMITED

### V. INDEBTEDNESS

Indebtedness including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans / Advances	Deposits
<b>Indebtedness at the beginning of the financial year</b>	<b>NIL</b>		<b>NIL</b>
i) Principal Amount		<b>0</b>	
ii) interest due but not paid		<b>0</b>	
iii) interest accrued but not due.		<b>0</b>	
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>0</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>			
* Addition			
* Reduction		<b>0</b>	
<b>Net Change</b>	<b>NIL</b>	<b>0</b>	<b>NIL</b>
<b>Indebtedness at the end of the Financial Year</b>	<b>NIL</b>	<b>0</b>	<b>NIL</b>
i) Principal Amount		<b>0</b>	
ii) Interest due but not paid		<b>0</b>	
iii) Interest accrued but not due		<b>0</b>	
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>0</b>	<b>NIL</b>

### VI. Remuneration To Managing Director, Wholetime Ditectors and/or Manager

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Sl. no	Particulars of Remuneration	Total Amount (Rs.)	
		per month	Upto 31.03.2017
	<b>LALITA MITTAL (WTD &amp; CFO)</b>		
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	<b>20,000</b>	<b>2,40,000</b>
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	<b>0</b>	
	(c) profit in lieu of salary under section 17(3) income tax Act, 1961	<b>0</b>	
2	Stock Option	<b>0</b>	
3	Sweat Equity	<b>0</b>	
4	Commission - as % of Profit - Other Specify.....	<b>0</b>	
5	Others, please specify	<b>0</b>	
	<b>Total (A)</b>	<b>20,000</b>	<b>2,40,000</b>
	Ceiling as per the Act		

## SWAGTAM TRADING & SERVICES LIMITED

### B. REMUNERATION TO OTHER DIRECTORS:

Sl. no	Particulars of Remunerati	per month	per year
1	Independent Director *Fee for attending Board Committee Meeting * Commission *Other, Please Specify	NIL	NIL
	Total (1)	NIL	NIL
2	Other Non-Executive Directors *Fee for attending board Committee Meeting *Commission *Other, Please Specify	NIL	NIL
	Total (2)	NIL	NIL
	Total (B)=(1+2)	NIL	NIL
	Total Managerial Remuneration Overall Ceiling as per the Act	NIL	NIL

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no	Particulars of Remunerati	per month	Upto 31.03.2017
1	Company Secretary-Mrs. Sonia Rani ACS-36984 (resigned w.e.f. 14.07.217)	20,000	1,65,000

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act		Appeal made, if any (Details)
<b>A. COMPANY</b>			
Penalty		NIL	NIL
Punishment		NIL	NIL
Compounding		NIL	NIL
<b>B. DIRECTOR</b>			
Penalty		NIL	NIL
Punishment		NIL	NIL
Compounding		NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>			
Penalty		NIL	NIL
Punishment		NIL	NIL
Compounding		NIL	NIL

## SWAGTAM TRADING & SERVICES LIMITED

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### **B. Bhushan & CO.**

*Company Secretaries*

1195, Gali Babu Ram,  
Sita Ram Bazar, Delhi – 110006  
Email : b.bhushanandcompany@gmail.com  
Mobile: 9650555376, 9311531800

## **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED on 31.03.2016

*[Pursuant to section 204(1) of the Companies Act, 2013 and the rules made thereunder]*

To,

The Members,  
Swagtam Trading and Services Limited  
R-489, GF - A, New Rajinder Nagar,  
New Delhi- 110060.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Swagtam Trading and Services Limited (CIN : L51909DL1984PLC289131)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 1.04.2016 ended on 31.03.2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the clients/Members;
- (vi) and other laws applicable on the company.

We report that during the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



## SWAGTAM TRADING & SERVICES LIMITED

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Bombay Stock Exchange, Delhi Stock Exchange and Calcutta Stock Exchange, the trading platform is not available with the Calcutta stock exchange and recognition of Delhi Stock Exchange was withdrawn by the SEBI on 19 November 2014.

We further report that, there were no actions/events in pursuance of :

- (a) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; requiring compliance thereof by the company during the financial year.

We further report that based on information provided by the company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by officials of the company taken on records by the Board of Directors of the company, in our opinion, adequate systems and processes and control mechanism exist in the company to monitor and ensure compliance with applicable laws.

We further report that the compliance by the company of applicable financial laws, like direct and Indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes (if any) in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is 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 exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the director/directors, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further Report that during the audit period the company has not indulge in any matter related to the following:-

- (i) Public/Right/ debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations etc.

For B.Bhushan & Company  
(Company Secretaries)

Bharat Bhushan  
(Proprietor)  
ACS :- 31951  
C P No.: 14469

Place : New Delhi  
Date : 26-05-2017

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors presents, Company's Management Discussion and Analysis Report for the year ended on 31.03.2017.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

### **FORWARD LOOKING STATEMENT**

Statement in this report, particularly those which relate to Management Discussion and Analysis, describing the company's future plans, objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results may vary materially from those either expressed or implied.

### **REAL ESTATE, CONSULTANCY & SERVICE SECTOR, ETC.**

#### **INDUSTRY STRUCTURE & DEVELOPMENTS**

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises of many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes 5-6% of India's gross domestic product (GDP), the remaining sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 2020.

Real estate in India is being recognized as an infrastructure service that is driving the economic growth engine of the country. Growing infrastructure requirement in diverse sectors such as tourism, education, healthcare, etc., are offering several investment opportunities for both domestic as well as foreign investors. The role of the Government of India has been instrumental in the development of the sector including FDI in Real Estate. With the government trying to introduce developer and buyer friendly policies and law enforcement against delay in delivery & breach of commitments, the outlook for real estate sector does look promising.

#### **OPPORTUNITIES**

- Real estate contributes about 5% to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2% during FY 2008–2020.
- The Indian construction and real estate sector continues to be a favoured destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market.
- Residential asset class looks to have great potential for growth with housing requirements growing across cities.
- Demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector. The country still needs to add 3 million hospital beds to meet the global average of 3 for every 1,000 people.
- Government of India focus on affordable homes for all by 2022, the creation of 100 Smart Cities and infrastructure development across India, the real estate industry has much to look forward to in 2018.

#### **THREATS**

- High inflation rate may increase the cost and company's profit margins may suffer.
- High interest rate may also prove to be adverse.
- Real estate industry is capital intensive sector which require high capital and in present scenario, it is challenge in front of management to arrange for the funds requirement.
- Tough competition from the other existing players in the industry also poses a threat.

#### **OUTLOOK**

##### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The company has a proper and adequate system of internal controls & audit commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. Proper controls and checks are exercised by the company by following the procedures prescribed in the various manuals. Audit Committee of the Board will review Internal Control Systems of the company on periodical basis.

## SWAGTAM TRADING & SERVICES LIMITED

### DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

Your company recognizes the value of human resource, therefore, the human resource policies are being framed in such fashion that they not only aim to achieve the organizational goal but also recognize, appreciate and develop the individual interest of the employees. The Human Resource Development policies of the company are being framed so that it is in the best interest of the organization as well as employees of the company.

### BULLION, COMMODITIES, GEMS & JEWELLERY, AGENTS, CONSULTANCY, ETC.

#### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

India has substantial reserves of gold, diamond, ruby and other gemstones. The gems and jewellery sector has been playing a very important role in the Indian economy and contributes about 6-7 % to the country's Gross domestic product (GDP), apart from large scale employment generations and foreign exchange earnings (FEE). The government of India has declared the sector as a focus area for export promotion based on its potential for growth and value addition. Sensing its immense potential, the Government of India has declared the sector as a thrust area for export promotion.

In FY 2014-15, the Indian gems and jewellery sector contributed US\$ 34,746.90 million to India's FEE. The primary segments of the sector in India are gold jewellery and diamonds & gems. India is the world's largest consumer of gold, accounting for over 20 % of the global gold consumption. The country is also the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. India exports 95% of the world's diamonds, as per statistics from the Gems and Jewellery Export Promotion Council (GJEPC). The industry is projected to generate up to US\$ 35 billion of revenue from exports.

#### **OPPORTUNITIES:**

- The country is slowly starting to move towards branded jewellery and consumers are progressively accommodating modern retail formats.
- Gold jewellery exports from India increased on year to year basis.
- India has the high skilled low cost Labour.
- The Indian cut diamonds and designed jewellery which are in demand in the international market.

#### **THREATS:**

- Gold import is subject to high custom duty which fluctuates & can affect the business severely.
- Gold prices are also not stable that poses threat to the profit margin consequently.
- Tough competition from the other players may compel Company to offer competitive price and ultimately affect our profit margin.
- Money Market tightness and financial crunch.
- Alternative to Diamonds such as American Zirconia and CVD
- Consumer avoiding Gold Jewellery as an investment option.
- Consumer preference towards branded & imported Designer Jewellery & Watches.
- Working Women does not prefer wearing any type of jewellery.

#### **OUTLOOK**

Overall business situation appears to be positive. Company has to concentrate on Project Development; in order to gain some ground in mass market segment. Assuming the inflation is brought under control and input prices remain at reasonable level, the domestic market is expected to continue to deliver a modest top line growth. With the continued effort on Retail upgradation and contemporary experience, the footfall and Brand image at the Retail level would be improved.

#### **RISK & CONCERN & BUSINESS ACTIVITIES**

Aggressive competitions by new players, who wish to enter the category, pose a risk to the Company losing its market share. The Company will focus on contemporary designs, better value proposition in the product basket through continuous innovation and on cost management to mitigate the risks.

Business activities relating to real estates, commission, agents, brokers, management & business consulting, trading / purchase & sale of jewellery & commodities & bullion, etc. are comparatively risk free, attractive, etc.

**By Order of Board of Directors  
Swagtam Trading & Services Limited**

**LALITA MITTAL  
WTD & CFO (DIN: 06928783)  
Address: F-22, House No. 148, Sector - 3,  
Rohini, Delhi - 110085**

**Date : 16.08.2017  
Place : New Delhi**

# SWAGTAM TRADING & SERVICES LIMITED

## REPORT ON CORPORATE GOVERNANCE

### THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Good Corporate Governance practices are fundamental to the success of any Organization and for enhancement of value of stakeholders. With this view, Company has adopted SEBI (LODR) of Listing Agreement from 01.08.2014, as prescribed by SEBI & incorporated in the Listing Agreement, though it is not mandatory for your Company to comply the SEBI (LODR) of Listing Agreement. To strengthen this belief, the Company has further adopted a "Code of Conduct", which inter-alia forms guidelines for "Leadership with Trust". Company will focus its energies and resources in creating and safeguarding shareholders' wealth and, at the same time, to protect the interests of all its stakeholders.

### BOARD OF DIRECTORS

Board of Directors is an optimum combination of professionalism, experience, executive, non executive, Independent and woman Directors, who provides and evaluates the strategic decisions of the company; formulates and reviews management policies, serves and protects the overall interests of shareholders to ensure long-term value creation for stakeholders.

#### Composition:

Board of Directors comprise of '5(five)' Directors as on 31.03.2017 namely:

NAME	CATEGORY
Ms. Lalita Mittal	Whole Time Director & CFO
Mr. Deepak Sharma	Director
Mr. Raman Mittal	Independent Director
Mr. Raj Kumar Gupta	Independent Director
Mr. Sumit Gupta	Director

### BOARD MEETING

During the financial year ended March 31, 2017, 07 meetings of the Board of Directors were held as against the minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days.

The dates of Board meetings and Directors attendance record is given below:

Sr. No.	Date of Board Meeting	Sr. No.	Date of Board Meeting
1.	11.04.2016	5.	24.08.2016
2.	26.05.2016	6.	10.11.2016
3.	13.07.2016	7.	09.02.2017
4.	10.08.2016		

### Attendance Record of Directors during the Financial Year 2016-17

Sr. No.	Name of Director	No. of Meeting attending during 2016-17			No. of Other Directorship		No. of Out side Committee	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Attended					
1.	Mr. Deepak Sharma	7	7	Yes	1	18	NIL	NIL
2.	Ms. Lalita Mittal	7	5	Yes	1	0	NIL	3
3.	Mr. Raman Mital	7	7	Yes	1	0	1	2
4.	Mr. Raj Kumar Gupta	7	7	Yes	1	1	1	1
5.	Mr. Sumit Gupta	7	7	Yes	0	4	NIL	NIL

\* Denotes number of meetings held during the tenure of directorship of each director.

#### NOTE:

- ◆ None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.
- ◆ The directorship/ committee membership is based on the disclosures received from the directors.
- ◆ No Director is inter-se directly related to any other Director on the Board of the Company.

### CODE OF CONDUCT

A Code of Conduct for Board Members and Senior Management is a comprehensive Code applicable to Executive and Non-Executive Directors as well as members of the Senior Management.

Code of Conduct is available on the Company's website [www.swagtam.com](http://www.swagtam.com)

The Whole Time Director has declared that all the Board Members have affirmed that they have complied with the code of conduct for the financial year 2016-17.

SEBI has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15.01.2015 repealing SEBI (Insider Trading) Regulations, 1992 applicable to all the listed companies' w.e.f 15.05.2015. Accordingly company has adopted code of internal procedures and conduct for prohibition of insider trading, as amended, in dealing with the securities of the company.

### DEMATERIALIZATION OF SHARES AND LIQUIDITY

94.84% of the equity shares of the Company have been dematerialized as on 31.03.2017. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories and cast their electronic vote.

### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This Audit is carried out in every Quarter and the Report thereon is submitted to the Stock Exchanges(s) where the Company's shares are listed. Audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

### NOMINATION

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form can be obtained from the Company's RTA.

### RESUME OF DIRECTORS PROPOSED TO BE RE-APPOINTED

Director Mr. Deepak Sharma (DIN: 00293945) is a graduate and has more than 20 years of experience in Corporate Affairs, Finance, Accounting, Administration, etc.

### COMMITTEES OF THE BOARD

The Board has constituted the following standing Committees:

[A]	<b>Audit Committee</b>
[B]	<b>Remuneration and Nomination Committee</b>
[C]	<b>Shareholders'/Investors' Grievance Committee</b>

#### [A] **AUDIT COMMITTEE**

In pursuance of section 177 of the Companies Act, 2013 and other applicable laws, Board of Directors of the Company has constituted an Audit Committee. The purpose of the audit committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

#### i) **Terms of reference**

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment, remuneration and terms of appointment and change of statutory and internal Auditors, fixation of audit fee and also approval for payment for any other services.
3. To review and monitor the independence and performance of auditors & effectiveness of audit process.

## SWAGTAM TRADING & SERVICES LIMITED

4. Reviewing with Management the Quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of section 134(3)© of the Companies Act, 2013.
  - Any Change in accounting policies and practices.
  - Major accounting entries based on exercise of judgment by management.
  - The going concern assumption.
  - Compliance with accounting standards.
  - Compliance of legal requirements concerning financial statements.
  - Any related party transactions, Etc.
5. Reviewing the management, statutory and internal auditors, the adequacy and compliance of internal control system.
6. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
7. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
8. Discussion on internal Auditor's significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with Statutory Auditors about the scope of audit as well as have post audit discussion to ascertain any area of concern.
11. Reviewing the Company's financial and risk management policies.
12. Approval or any subsequent modification of transaction of the Company with the related parties.
13. Scrutiny of inter-corporate loans and investments.
14. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.  
Further the Audit Committee shall mandatorily review the following information:
  1. Management discussion and analysis of financial condition and results of operations;
  2. Statement of significant Related party transactions (as defined by the audit committee), submitted by management;
  3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  4. Internal audit reports relating to internal control weaknesses; and
  5. The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

### ii) Composition:

Audit Committee comprise of three members - Mr. Raj Kumar Gupta, Independent Director, Ms. Lalita Mittal, Executive Director and Mr. Raman Mittal, Independent director.

Mr. Raman Mittal is heading the Audit Committee.

Audit Committee has been constituted by the Board of Directors in its Board meeting held on 08.08.2014, to inter-alia to look in to the matters related to the Financial Reporting and Compliance of the Company with regulatory & legal requirements.

### Meeting and attendance:

Audit Committee have met Six times i.e. 11.04.2016, 26.05.2016, 10.08.2016, 24.08.2016, 10.11.2016 and 09.02.2017 during financial year 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raman Mittal	6	6
2.	Ms. Lalita Mittal	6	4
3.	Mr. Raj Kumar Gupta	6	6

## SWAGTAM TRADING & SERVICES LIMITED

### **[B] REMUNERATION AND NOMINATION COMMITTEE**

In Accordance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors of the Company in its meeting held on 08.08.2014 has constituted a Committee of Directors to be known as "Remuneration and Nomination Committee". The Role of the Remuneration and Nomination Committee and its constitution is given below.

#### **Role of Nomination and Remuneration Committee**

1. To identify the persons who are qualified to become the director and who may be appointed in the senior management.
2. To lay down the criteria and policy for selection relating to the appointment of Directors, Officers in the senior Management and their remuneration.
3. To recommend to the Board of Directors of the Company on appointment and removal of Directors or officers in the senior management.

#### **Constitution of the Committee**

Nomination and Remuneration Committee consist of the following Directors:

1. Mr. Raman Mittal : Independent Director
2. Mr. Raj Kumar Gupta : Independent Director
3. Mr. Sumit Gupta : Non- Executive Director

Mr. Raman Mittal is the chairman of the committee.

#### **Remuneration Policy**

The Company had adopted a Remuneration Policy for the Directors, KMP and other employees, pursuant to the provisions of Act and SEBI (LODR) of the Listing Agreement.

#### **ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING**

Remuneration and Nomination Committee have met 4 (FOUR) times i.e. 26.05.2016, 13.07.2016, 10.11.2016 & 09.02.2017 during FY 2016-17.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raman Mittal	4	4
2.	Mr. Sumit Gupta	4	4
3.	Mr. Raj Kumar Gupta	4	4

#### **DETAILS OF REMUNERATION PAID TO THE DIRECTORS**

S. No.	Director	Remuneration (in Rs.) upto 31.03.2017
1.	Ms. Lalita Mittal	2,40,000/-

### **[C] SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE**

The purpose of constituting Shareholders'/Investors' Grievance Committee is to expedite the process of redressal of investors' grievances and it is responsible for specifically to look into the matters related to the shareholders grievances and their complaints related to non receipt of share certificates, transfers, non-payment of dividend, etc.

#### **i) Terms of reference**

1. To consider and review the queries/complaints received from Shareholders
2. To take steps to redress queries/ complaints and ensure speedy satisfaction.
3. To work under the control & supervision of the Board of Directors

#### **ii) Composition:**

The Shareholders'/ Investors' Grievance Committee comprises of three members - Mr. Raman Mittal, Independent Director, Mr. Sumit Gupta, Non-Executive Non-Independent Director and Ms. Lalita Mittal, Whole Time Director & CFO.

Mr. Raman Mittal is heading the Committee.

#### **Meeting and Attendance:**

Shareholders'/Investors' Grievance Committee have met 4(FOUR) times i.e. 11.04.2016, 13.07.2016, 10.11.2016 & 09.02.2017 during FY 2016-17.



## SWAGTAM TRADING & SERVICES LIMITED

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Ms. Lalita Mittal	4	4
2.	Mr. Raman Mittal	4	4
3.	Mr. Sumit Gupta	4	4

### COMPLAINTS STATUS

Received	Resolved	Pending
None	NIL / N.A.	NIL

### DIRECTOR'S SHAREHOLDING

S. No.	Director	No. of Shares held
1.	Mr. Sumit Gupta	45000

### Role and Powers of Shareholders'/Investors' Grievance Committee:

Shareholders'/ Investors' Grievance Committee shall have the following role, functions and responsibilities:

- To look into and supervise the redressal of shareholders'/Investors' Complaints.
- To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.
- To consider and approve transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share, deletion of names, splitting and consolidation of shares, etc.

### [D] RISK MANAGEMENT COMMITTEE

*Not Mandatory hence not applicable to the company.*

### INDEPENDENT DIRECTORS

Independent Directors of the company have additionally met 2 times in the Financial Year 2016-17 to:

- Review the performance of non-independent directors and the Board as a whole
- Review the performance of the Board of the company, taking into account the views of executive directors and non-executive directors;
- Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raj Kumar Gupta	2	2
2.	Mr. Raman Mittal	2	2

### ANNUAL GENERAL MEETINGS

Date and Venue of last four Annual General Meeting :-

Nature of Meeting	Date	Venue	Special Resolution passed
AGM for the FY 2015-16	26 <sup>th</sup> September 2016	<b>Registered Office</b> R-489, GF-A, New Rajinder Nagar, New Delhi-110060	None
AGM for the FY 2014-15	12 <sup>th</sup> September 2015	<b>Registered Office</b> Girish Chandra Bardalai Path Bamunimaidan Guwahati, Assam- 781021	1. To appoint Mr. Sumit Gupta as Director
AGM for the FY 2013-14	17 <sup>th</sup> September 2014	<b>Registered Office</b> Girish Chandra Bardalai Path Bamunimaidan Guwahati, Assam-781021	1. To appoint Ms. Lalita Mittal as Whole Time Director & Chief Financial Officer 2. To Adopt new set of Regulations / Articles of Association 3. To issue of Equity Share on Preferential basis
AGM for the FY 2012-13	30 <sup>th</sup> September 2013	<b>Registered Office</b> Girish Chandra Bardalai Path, Bamunimaidan Guwahati, Assam-781021	None

## SWAGTAM TRADING & SERVICES LIMITED

### DISCLOSURES

- (i) There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, their subsidiaries conflicting with Company's interest. Suitable disclosures as required by the Accounting Standards (AS18) have been made in the Annual Report.
- (ii) In the preparation of the financial statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- (iii) There were no penalties, strictures imposed on the company by Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

### MEANS OF COMMUNICATION

- The Company communicates with the shareholders through its Annual Report and publication of financial results in 2 Newspapers, Website, etc.
- The Board of Directors of the Company approves and takes on record the Un-audited financial results and the results are announced to the BSE Ltd & CSE Limited. Further the required highlights of the Results are published in the Newspapers.
- Various sections of the Company's website [www.swagtam.com](http://www.swagtam.com) keep the investors updated on material developments like management, financial information, quarterly reports, announcements, etc.
- All Compliances of BSE are uploaded at their Online Portal – Listing Centre.

### GENERAL SHAREHOLDER INFORMATION

#### a) Annual General Meeting

- Date and Time : 26.09.2017 at 02:00 P.M.  
-Venue : R- 489, GF-A, New Rajinder Nagar,  
New Delhi – 110060.

#### b) Financial Year of the Company

- : from April 1st to March 31st  
**Tentative Schedule for Financial Year 2017-18**  
1st Quarter ending June 30, 2017 : end of July, 2017  
2nd Quarter ending September 30, 2017 : end of October, 2017  
3rd Quarter ending December 31, 2017 : end of January, 2018  
Annual Result for the year ended March 31, 2018 : end of May, 2018

#### c) Date of Book Closure/Record Date

- : 23rd to 26th September, 2017  
(both days inclusive)

#### d) Registered Office

- : R- 489, GF-A, New Rajinder Nagar,  
New Delhi – 110060.

#### e) Dividend Payment Date

- : N.A.

#### f) Listing of Equity Shares on Stock Exchanges

- : BSE Ltd.  
Calcutta Stock Exchange Limited  
Delhi Stock Exchange Limited\*  
(\* DSE stands de-recognized)

#### g) Stock Code

- BSE Ltd. : 539406  
Calcutta Stock Exchange : 030006  
Delhi Stock Exchange : 19280

#### h) Registrar & Share Transfer Agents

- : Alankit Assignments Limited

#### I Liquidity

Equity Shares of your Company are listed on BSE Ltd. & Trading is active at BSE, and Trading Platform is not available at DSE & CSE.

## SWAGTAM TRADING & SERVICES LIMITED

**j) Market Price Data**

BSE Ltd : Rs. 10.00

At CSE & DSE, market price of the share is not available for want of Trading Platform.

**k) Dematerialization of Shares**

Shares of the company are in physical mode as well as in DEMAT with CDSL & NSDL.

**l) Outstanding GDRs/ADRs/Warrants or any other convertible instruments**

Your Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.

**m) Investor Correspondence**

- (i) For transfer of shares, Demat of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:

Mr. J. K. Singla (Sr. Manager)  
M/s Alankit Assignments Limited  
Address: 1-E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055  
Contact: 011-4254 1234, 4254 1960 Email id: [rta@alankit.com](mailto:rta@alankit.com)

- (ii) Mr. Sumit Gupta, Director, at the Registered Office of the Company.

**n) Address for Correspondence**

The Correspondence may be addressed to

Mr. Sumit Gupta, Director, at the Registered Office of the Company.

OR

Mr. J. K. Singla, Senior Manager, Alankit Assignments Ltd.,  
1-E/13, Alankit House, Jhandewalan Extension, New Delhi-110055,  
Tel. No. +91-4254-1234, 4254-1960, Email id: [rta@alankit.com](mailto:rta@alankit.com).

**o) Shareholding Pattern**

The shareholding pattern as on 31st March, 2016:

Category code (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total number of shares (IV)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>		
<b>1</b>	<b>Indian</b>		
(a)	Individuals/ Hindu Undivided Family	0	0
(b)	Central Government/ State Government(s)		
(c)	Bodies Corporate	5	49200
(d)	Financial Institutions/ Banks		
(e)	Any Others(Specify)		
(e-I)			
(e-II)			
	<b>Sub Total(A)(1)</b>	<b>5</b>	<b>49200</b>
<b>2</b>	<b>Foreign</b>		
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0
b	Bodies Corporate	0	0
c	Institutions	0	0
d	Qualified Foreign Investor	0	0
e	Any Others(Specify)	0	0
e-I		0	0
e-II			
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>

## SWAGTAM TRADING & SERVICES LIMITED

	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>5</b>	<b>49200</b>
<b>(B)</b>	<b>Public shareholding</b>		
<b>1</b>	<b>Institutions</b>		
(a)	Mutual Funds/ UTI	0	0
(b)	Financial Institutions / Banks	0	0
(c)	Central Government/ State Government(s)	0	0
(d)	Venture Capital Funds	0	0
(e)	Insurance Companies	0	0
(f)	Foreign Institutional Investors	0	0
(g)	Foreign Venture Capital Investors	0	0
(h)	Qualified Foreign Investor	0	0
(i)	Any Other (specify)	0	0
(i-ii)	Bodies Corporate	6	90250
	<b>Sub-Total (B)(1)</b>	<b>6</b>	<b>90250</b>
<b>B 2</b>	<b>Non-institutions</b>		
(b)	Individuals		
I	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	494	246950
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	25	804100
(c)	Qualified Foreign Investor		
(d)	Any Other (specify)	0	0
(d-I)			
(d-II)			
	<b>Sub-Total (B)(2)</b>	<b>519</b>	<b>1051050</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>525</b>	<b>1141300</b>
	<b>TOTAL (A)+(B)</b>	<b>530</b>	<b>1190500</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>		
1	Promoter and Promoter Group		
2	Public		
	<b>Sub-Total (C )</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>530</b>	<b>1190500</b>

**p)** Distribution of Shareholding as on 31.03.2017

NO OF SHARE HOLDERS	% TO TOTAL	SHARE HOLDING OF NOMINAL VALUE OF RS.	NO OF SHARES	AMOUNT IN RS.	% TO TOTAL
470	88.68	1 TO 5000	62226	622260	5.23
0	0.00	5001 TO 10000	0	0	0.00
2	0.38	10001 TO 20000	2500	25000	0.21
0	0.00	20001 TO 30000	0	0	0.00
0	0.00	30001 TO 40000	0	0	0.00
2	0.38	40001 TO 50000	10000	100000	0.84
15	2.83	50001 TO 100000	108500	108500	9.11
41	7.73	100001 AND ABOVE	1007274	11905000	84.61
<b>530</b>	<b>100</b>		<b>1190500</b>	<b>11905000</b>	<b>100</b>

## SWAGTAM TRADING & SERVICES LIMITED

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### VIGIL MECHANISM / WHISTLE BLOWER POLICY

Whistle Blower Policy is formulated to provide a vigil mechanism for Directors and Employees to raise genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics policy. It also provides for adequate safeguard against victimisation of persons who use such mechanism.

The Policy provides necessary safeguards for protection of Directors and Employees who avail the vigil mechanism from reprisals or victimization, for whistle blowing in good faith and to provide opportunity to Directors and Employees for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases.

Whistle Blower Policy in terms of Section 177 (10) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (LODR) Regulations, 2015.

Directors and Employees of Company are eligible to make "Protected Disclosures" to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee

#### Principles

- Protected disclosures shall be acted upon in a time bound manner.
- Complete confidentiality of the Whistle Blower will be maintained.
- The Whistle Blower and / or the person(s) processing the Protected Disclosure will not be subjected to victimization.
- Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 'Subject' of the Protected Disclosure i.e. Director or Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice, although they are not required to provide proof, they must have sufficient cause for concern.
- Whistle Blower shall co-operate with investigating authorities and maintain full confidentiality.

**By Order of Board of Directors  
Swagtam Trading & Services Limited**

**LALITA MITTAL  
WTD & CFO (DIN: 06928783)  
Address: F-22, House No. 148, Sector – 3,  
Rohini, Delhi – 110085**

**Date : 16.08.2017  
Place: New Delhi**

## SWAGTAM TRADING & SERVICES LIMITED

### CERTIFICATE ON COMPLIANCE WITH CORPORATE GOVERNANCE

To  
The Members  
Swagtam Trading and Services Limited

We have examined the compliance of conditions of Corporate Governance of Swagtam Trading and Services Limited for the year ended on 31st March, 2017, as prescribed in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "SEBI (LODR) Regulations, 2015") (erstwhile Clause 49 of the Listing Agreement).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement

We state that no investor grievance is pending for a period exceeding one month against the company as per the records maintained by the shareholder/investor grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For B.Bhushan & Co.**  
**(Company Secretaries)**

**Place: - New Delhi**  
**Date : - 04.08.2017**

**Bharat Bhushan**  
**(Proprietor)**  
**M. No.: A31951**  
**COP : 14469**

### DECLARATION BY THE CEO / CFO UNDER CLAUSE 49 OF THE LISTING AGREEMENT

I, Lalita Mittal (DIN: 06928783), WTD & CFO, hereby Certify to the Board that:

- a. I have reviewed financial statements, cash flow statement and the Directors' Report for the year ended 31<sup>st</sup> March 2017 and that to the best of my knowledge and belief :
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the company which are fraudulent, illegal or volatile of the company's code of conduct or ethics policy.
- c. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the Auditors and the Audit committee
  - i. there are no significant changes in internal control during the year;
  - ii. that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. that there are no instances of significant fraud of which they have become aware and the involvement, if any, of the management or an employee having a significant role in the company's internal control system.

**By Order of the Board of Directors**  
**Swagtam Trading & Services Limited**

**Place: New Delhi**  
**Date: 16.08.2017**

**LALITA MITTAL**  
**WTD & CFO (DIN: 06928783)**  
**F-22, House No. 148, Sector – 3,**  
**Rohini, Delhi – 110085**

# SWAGTAM TRADING & SERVICES LIMITED

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## GHOSH KHANNA & CO.

Chartered Accountants

L-2A, Hauz Khas Enclave,  
New Delhi – 110016.

### INDEPENDENT AUDITORS' REPORT

#### TO THE MEMBERS OF SWAGTAM TRADING & SERVICES LTD

#### Report on the Financial Statements

We have audited the accompanying financial statements of SWAGTAM TRADING & SERVICES LIMITED, [CIN: L51909DL1984PLC289131] ("the Company"), which comprise of the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies, notes and other explanatory information.

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

The Company's Board of Directors is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting principles generally accepted.

This responsibility also includes maintenance of adequate accounting records for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We 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 disclosures in the financial statements. The procedures selected depend on the auditor's 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 considers internal 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 controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of 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.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the company as at 31.03.2017;
- b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date.
- c) in the case of the Cash Flow Statements, of the cash flows for the year ended on that date

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub – section (11) of Section 143 of the Act, a statement on the matters specified in paragraphs 3 and 4 of the Order:



## SWAGTAM TRADING & SERVICES LIMITED

We Report that:

- i) In respect of Company's Fixed Assets.
  - a) The company is maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) Fixed assets were physically verified by the management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification and properly dealt with in the Books of Account.
  - c) All the Assets were purchased by the company in its own name.
- ii) The company is primarily engaged in the business of real estate, commission, etc., and purchase & sale of jewellery, bullion, commodities, etc., and does not hold any inventory. Therefore the provisions of Clause 3(ii) of the said Order are not applicable to the Company.  
In case of shares, verification was carried on at reasonable intervals and no discrepancies were noticed.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms, or other parties covered in the register maintained under section 189.
- iv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, made investments, provide guarantees or securities under section 185 & 186 of the Companies Act, 2013,.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted Fixed Deposits and nothing is outstanding and there is no contravention, therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi) The provision of clause (3) (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014.
- vii) According to the information and explanations given to us, in respect of statutory dues:
  - a. The Company has been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, Income Tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
  - b. There were no undisputed amounts payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues in arrears as at March 31, 2017 for a period of more than six months from the date they become payable.
- viii) In our opinion and according to the information and explanations given to us, the Company has not accepted nor defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders and nothing is outstanding.
- ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money through IPO / FPO (including debt instruments) and term loans during the year and nothing is outstanding.
- x) In our opinion and according to the information and explanations given to us, no fraud by Company or any fraud on the company by its Officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, Managerial Remuneration has been paid or provided in accordance with requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.
- xii) Company is not Nidhi company, then the provisions of clause (3) (xii) of the Order are not applicable to the company.
- xiii) In our opinion and according to the information and explanations given to us, all related parties transactions, if any, wherever applicable, have been disclosed in Financial Statement.
- xiv) In our opinion and according to the information and explanations given to us, the Company has not made preferential issue / private placement of shares or debentures during reporting period.
- xv) According to the information and Explanations given to us, the Company has not entered into any non – cash transactions with directors or person connected with him, during the reporting period.
- xvi) The company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.

## SWAGTAM TRADING & SERVICES LIMITED

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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 purposes of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, the Statement of Profit & 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) Rule, 2014;
  - e) On the basis of written representations received from the Directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of section 164(2) of the Act;
  - f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to separate report in Annexure 'I' and
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors), Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. Company does not have any pending litigation which would impact its financial position;
    - ii. Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
    - iii. Company has provided requisite disclosures in its financial statements (**Notes to Account 2.20**) as to holdings as well as dealings in **Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016** and these are in accordance with the books of accounts maintained by the company.

**For GHOSH KHANNA & CO.**  
Chartered Accountant  
**Firm Registration No.-003366N**

(Deepti Manchanda)  
Partner  
Membership No.-517699

Place: New Delhi  
Date : 26.05.2017

**ANNEXURE-I****TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SWAGTAM TRADING AND SERVICES LIMITED [CIN No L51909DL1984PLC289131]**

(as referred in Paragraph 2 of Other Legal and Regulatory Matters in Independent Auditor's Report)

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

We have audited the internal financial controls over financial reporting of Swagtam Trading and Services Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **SWAGTAM TRADING & SERVICES LIMITED**

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### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For GHOSH KHANNA AND CO.**

Chartered Accountants

Firm Registration No. 003366N

(Deepti Manchanda)

Partner

Membership No. 517699

Place : New Delhi

Date : 26.05.2017

# SWAGTAM TRADING & SERVICES LIMITED

## SWAGTAM TRADING & SERVICES LIMITED

CIN: L51909DL1984PLC289131

### Balance Sheet

Amount in ₹

Particulars	Note	As at March 31, 2017	As at March 31, 2016
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDER'S FUNDS</b>			
Share Capital	2.1	11,905,000	11,905,000
Reserves and Surplus	2.2	29,830,987	30,129,157
		41,735,987	42,034,157
<b>NON-CURRENT LIABILITIES</b>			
Deferred tax liabilities		-	567
		-	<b>567</b>
<b>CURRENT LIABILITIES</b>			
Short-term Provisions	2.3	126,712	180,382
Other Current Liabilities	2.4	597,500	-
		724,212	180,382
		<b>42,460,199</b>	<b>42,215,106</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed Assets (Tangible)	2.5	90,575	69,815
Investments	2.6	29,264	29,264
Loans and advances	2.7	11,813,193	9,935,200
Deferred tax Assets		63,182	-
		11,996,214	10,034,279
<b>CURRENT ASSETS</b>			
Advance against purchase of property	2.8	23,000,000	31,200,000
Trade Receivable		-	-
Cash and cash equivalents	2.9	7,156,765	519,997
Deferred Revenue Expenditure		307,221	460,830
		30,463,985	32,180,827
		<b>42,460,199</b>	<b>42,215,106</b>

*SIGNIFICANT ACCOUNTING POLICIES 1&2  
AND NOTES ON ACCOUNTS*

*Note: See accompanying Notes which are integral part of the Financial Statements*

As per our even Report attached

**For Ghosh Khanna & Co.**

Chartered Accountants

Firm's Registration No. 003366N

**Deepthi Manchanda**

Partner

Membership No. 517699

Place: New Delhi

Date : 26-05-2017

**For Swagtam Trading & Services Ltd.**

**Lalita Mittal**

Director

DIN: 06928783

**Sumit Gupta**

Director

DIN: 06911742

**Sonia Rani**

Company Secretary  
Membership No. 36984

# SWAGTAM TRADING & SERVICES LIMITED

## SWAGTAM TRADING & SERVICES LIMITED

CIN: L51909DL1984PLC289131

### Statement of Profit & Loss

Amount in ₹

Particulars	Note	Year Ended March 31, 2017	Year Ended March 31, 2016
<b>REVENUE</b>			
<b>Revenue from Operations</b>			
Commission from Real Estate Business		550,000	2,210,820
Income from Business Consultancy		650,000	-
Sales of Jewellery		431,380	1,784,371
Other Income	2.10	75,201	310
		<b>1,706,581</b>	<b>3,995,501</b>
<b>EXPENSES</b>			
Purchase of Jewelleries		373,902	1,666,763
Administrative & other expenses	2.11	653,118	986,775
Employee Benefits Exp	2.12	843,630	1,084,415
Finance Costs		-	-
Depreciation	2.5	44,240	23,659
Deferred Revenue Expenditure w/off		153,610	153,610
		<b>2,068,500</b>	<b>3,915,222</b>
<b>Profit before exceptional and extraordinary items and tax</b>		<b>(361,919)</b>	<b>80,279</b>
Exceptional items		-	-
<b>Profit before extraordinary items and tax</b>		<b>(361,919)</b>	<b>80,279</b>
Extraordinary Items		-	-
<b>PROFIT BEFORE TAX</b>		<b>(361,919)</b>	<b>80,279</b>
<b>Tax Expense:</b>			
Current Year Tax		-	32,170
Deferred Tax Liability		(63,749)	(1,310)
<b>Profit for the year</b>		<b>(298,170)</b>	<b>49,420</b>
<b>EARNING PER SHARE</b>			
<b>(Equity share of par value of ₹ 10 each)</b>			
Basic		(0.25)	0.04
Diluted		(0.25)	0.04
<b>SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS</b>	1&2		

Note: See accompanying Notes which are integral part of the Financial Statements

As per our even Report attached

**For Ghosh Khanna & Co.**

Chartered Accountants

Firm's Registration No. 003366N

**Deepti Manchanda**

Partner

Membership No. 517699

Place : New Delhi

Date : 26-05-2017

**For Swagtam Trading & Services Ltd.**

**Lalita Mittal**

Director

DIN: 06928783

**Sumit Gupta**

Director

DIN: 06911742

**Sonia Rani**

Company Secretary

Membership No. 36984

## SWAGTAM TRADING & SERVICES LIMITED

### SWAGTAM TRADING & SERVICES LIMITED

CIN: L51909DL1984PLC289131

#### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

Amount in ₹

	CURRENT YEAR (Rs.)	PREVIOUS YEAR (Rs.)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit after tax	(298,170)	49,419
Depreciation	44,240	23,659
Interest / Dividend Received	(75,201)	(310)
Loss on sale of Fixed Assets	-	23,281
Other Income	-	-
<b>Operating profit before working capital changes</b>	<b>(329,130)</b>	<b>96,049</b>
(Increase)/Decrease in Loans & Advances	(1,941,175)	(566,644)
(Increase)/Decrease in Currents Assets	8,353,610	1,008,166
Increase/(Decrease) in current liabilities	543,263	(243,864)
<b>CASH FLOW GENERATED FROM OPERATIONS</b>	<b>6,626,567</b>	<b>293,707</b>
Finance charges	-	-
<b>Net cash used in operating activities (A)</b>	<b>6,626,567</b>	<b>293,707</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Assets	(65,000)	(73,705)
Sale of Assets	-	175,000
Sale of investments	-	-
Sale of Shares	-	-
Interest / Dividend received	75,201	310
Other income	-	-
<b>Net cash flow from investing activities (B)</b>	<b>10,201</b>	<b>101,605</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Capital Contribution	-	-
Increase / (Decrease) in borrowings	-	-
<b>Net cash flow from financing activities (C)</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B)</b>	<b>6,636,768</b>	<b>395,312</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Beginning of the year	519,997	124,686
End of the year	7,156,765	519,998

As per our even Report attached

**For Ghosh Khanna & Co.**

**Chartered Accountants**

Firm's Registration No. 003366N

**Deepti Manchanda**

Partner

Membership No. 517699

Place : New Delhi

Date : 26-05-2017

**For Swagtam Trading & Services Ltd.**

**Lalita Mittal**

Director

DIN: 06928783

**Sumit Gupta**

Director

DIN: 06911742

**Sonia Rani**

Company Secretary  
Membership No. 36984



## SWAGTAM TRADING & SERVICES LIMITED

### NOTES - which are integral part of financial statements for the year ended March 31, 2017 :-

Swagtam Trading and Services Limited ( "the Company") was incorporated on December 31, 1984 to carry on the business wholesalers, indenting agents and manufacturers representative, to carry on business of importers, exporters and to carry on the business of traders, agents, suppliers of product and commodities and to carry on the business of general finance. Certificate of Commencement of Business was issued by ROC on February 5, 1985.

At the meeting of Board & Shareholders held on 08.08.2014 & 17.09.2014 respectively. MOA & AOA were amended and Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s) dated 03.11.2014 received from ROC and the Company is now carrying out the principal business of Real Estate & Commission, Purchase and Sale of Bullion, Commodities, etc.

Registered Office sannds shifted from the State of Assam (Guwahti) to New Delhi vide order No RD/(NER)/14/2014/446 dated. 09.11.2015 by Regional Director & a Certified copy of Regional Director's Order has been Registered with ROC dated 25.01.2016.

#### 1. Significant Accounting Policies

##### 1.1 Basis of preparation of financial statements

These financial statements are prepared on under the historical cost convention, in compliance in accordance with Generally Accepted Accounting Principles (GAAP) in India on accrual basis. GAAP Comprises accounting standards as specified in rule 3 of the Companies (Accounting Standards) Rules 2006, and the relevant provisions of the Companies Act, to the extent applicable. Accounting policies have been consistently applied.

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 the form AOC - 3 to the Companies (Accounts) Rule, 2014. Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

##### 1.2 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported amount of assets and liabilities and disclosure relating to contingent assets and liabilities as of the date on the financial statements. Accounting estimate could change from period to period and actual results could differ from those estimates.

##### 1.3 Revenue recognition

Revenue is recognized on accrual basis. Dividend income is accounted for on receipt basis. Sale/purchase of securities is recognized on the basis of actual deliveries of securities. Profit/loss on sale of investments is arrived at considering average cost of investments.

##### 1.4 Inventories

Securities, which are considered by the management as stock in trade, are valued at lower of cost or net realizable value. Transfer charges on securities purchased are added to the cost when paid. Cost of Stock is taken on Average cost method.

##### 1.5 Investments

Securities, which are considered by management as investments, are valued at cost. Cost is determined on a weighted average basis. Transfer charges & other expenses on securities purchased are added to the cost when paid. Earning from investments are accrued on the date of declaration or receipt and the Tax deducted at Source thereon is treated as advance tax.

##### 1.6 Employee benefits

Employee benefits are recognized as an expense in the profit and loss account of the year

##### 1.7 Foreign Currency Transactions

- |                                    |   |     |
|------------------------------------|---|-----|
| a. Expenditure in Foreign Currency | : | NIL |
| b. Income in Foreign Currency      | : | NIL |

##### 1.8 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

##### 1.9 Taxes

Taxation, if any, is being provided at the rate prevailing during relevant period under normal provisions prescribed by the Income tax Act, 1961 and rules made thereunder.

##### 1.10 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand and accounts with banks.

##### 1.11 Depreciation / Amortization of Fixed Assets

Depreciation is provided on Stright line method, at the rate and in the manner prescribed under schedule II of companies Act 2013 on all assets.



## SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements as at March 31, 2017:-

### 2.1 Share Capital

Amount in ₹

Particulars	As at March 31, 2017	As at March 31, 2016
<b>Authorised</b>		
Equity shares 40,00,000 (Previous year 40,00,000) of par value ₹ 10/- each	40,000,000	40,000,000
	<b>40,000,000</b>	<b>40,000,000</b>
<b>Issued, Subscribed and Paid up</b>		
Equity shares 11,90,500 (Previous year 11,90,500) of par value ₹10/- each fully paid up	11,905,000	11,905,000
	<b>11,905,000</b>	<b>11,905,000</b>

#### Equity Shares

The equity shares having a par value of ₹ 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders shall be eligible to receive any of the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

#### Reconciliation of the number of shares outstanding

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of shares	Value	No. of shares	Value
<b>EQUITY SHARES</b>				
Shares outstanding at the beginning of the year	1,190,500	11,905,000	1,190,500	11,905,000
Add: Shares issued during the year	-	-	-	-
<b>Total Shares outstanding at the end of the year</b>	<b>1,190,500</b>	<b>11,905,000</b>	<b>1,190,500</b>	<b>11,905,000</b>

Shares in respect of each class in the company and shares held by shareholders holding more than 5% shares

Name of the company	Class of shares	No. of shares as at			
		2017	%	2016	%
	<b>EQUITY SHARES</b>				
Richa Aggarwal		60,000	5.04	60,000	5.04
		<b>60,000</b>	<b>5.04</b>	<b>60,000</b>	<b>5.04</b>

## SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements as at March 31, 2017:-

### 2.2 Reserves and Surplus

Particulars	as at March 31, 2017	as at March 31, 2016
<b>Share Premium A/c</b>		
<b>Opening</b>	<b>23,575,000</b>	<b>23,575,000</b>
Add: Received During the Year	-	-
<b>Closing</b>	<b>23,575,000</b>	<b>23,575,000</b>
<b>Profit &amp; Loss Account</b>		
Balance in Profit & Loss Account - Opening	6,554,157	6,504,737
Add : Profit during the year	(298,170)	49,420
Balance in Profit & Loss Account - Closing	<b>6,255,987</b>	<b>6,554,157</b>
<b>Total Reserves &amp; Surplus</b>	<b>29,830,987</b>	<b>30,129,157</b>

### 2.3 Short-term Provisions

Particulars	As at March 31, 2017	As at March 31, 2016
Provision for Income Tax	87,562	119,732
Provision for expenses	39,150	60,650
	<b>126,712</b>	<b>180,382</b>

### 2.4 Other Current Liabilities

Particulars	As at March 31, 2017	As at March 31, 2016
Other Current Liabilities	97,500	-
Advance Received from Supplier	500,000	-
	<b>597,500</b>	<b>-</b>

Notes which are integral part of financial statements as at March 31, 2017 :-

SWAGTAM TRADING & SERVICES LTD  
CIN: L51909DL1984PLC289131

NOTE : 2.5

**DEPRECIATION CHART  
FOR FINANCIAL YEAR 2016 - 2017**

ITEMS	GROSS BLOCK AT COST			DEPRECIATION			WRITTEN DOWN VALUE		
	ASAT 01-04-2016	ADDITIONS	SALES/ ADJUST- MENTS	TOTAL	ASAT 01-04-2016	SALES/ ADJUST- MENTS FOR THE YEAR	TOTAL	ASAT 31-03-2017	ASAT 31-03-2016
<b>TANGIBLE ASSETS</b>									
(A) Computer	34,205.00	65,000.00	-	99,205.00	18,115.00	-	31,415.00	49,530.00	16,090.00
(B) Office Equipments	67,500.00	-	-	67,500.00	13,775.00	-	12,825.00	40,900.00	53,725.00
<b>Total Rs.</b>	<b>101,705.00</b>	<b>65,000.00</b>	<b>-</b>	<b>166,705.00</b>	<b>31,890.00</b>	<b>-</b>	<b>44,240.00</b>	<b>90,575.00</b>	<b>69,815.00</b>
<b>Previous Year Rs.</b>	<b>72,205.00</b>	<b>73,705.00</b>	<b>-</b>	<b>145,910.00</b>	<b>52,438.00</b>	<b>-</b>	<b>23,658.00</b>	<b>69,814.00</b>	<b>19,767.00</b>

## SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements as at March 31, 2017 :-

### 2.6 Investments

In ₹					
Particulars	Face Value	Quantity	As at March 31, 2017	Quantity	As at March 31, 2,016
<b>B) EQUITY SHARES (UNQUOTED)</b>					
Decorous Investment & Trading Co. Ltd.	10	9,600	29,264	9,600	29,264
		<b>9,600</b>	<b>29,264</b>	<b>9,600</b>	<b>29,264</b>

Market Value of Listed investments ₹ 29,264/- (Previous Year ₹ 29,264/-)

### 2.7 Loans / advances

Particulars	as at March 31, 2017	as at March 31, 2016
<b>Unsecured - considered good</b>		
Security Deposit	500,000	500,000
Prayag Polytech Pvt Ltd	2,000,000	-
World Link Finance Ltd.	9,214,118	9,214,118
Advance Income Tax (TDS Receivable)	99,075	221,082
	<b>11,813,193</b>	<b>9,935,200</b>

There is no loan and advance due by directors or officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a member.

### 2.8 Advances against Purchase of Property

Particulars	as at March 31, 2017	as at March 31, 2016
ARIC Lubricants (India) Pvt. Ltd.	-	5,500,000
IDYLLIC Resorts Pvt. Ltd.	-	2,000,000
Madhu Mohan	2,000,000	2,000,000
Uninav Developers Pvt. Ltd.	-	6,200,000
Rajini Jain	-	4,500,000
Abhishek Mishra	3,500,000	-
Avni Jain	3,000,000	-
Kanchi Chawla	3,500,000	-
RSND Projects Pvt. Ltd.	11,000,000	11,000,000
	<b>23,000,000</b>	<b>31,200,000</b>

### 2.9 Cash and cash equivalents

Particulars	as at March 31, 2017	as at March 31, 2016
Cash on hand	87,900	54,143
ICICI Bank Ltd.	8,488	9,039
State Bank of Bikaner & Jaipur	-	-
PNB - Preferential Issue	28,323	28,392
PNB - C/A	7,032,053	428,423
	<b>7,156,765</b>	<b>519,997</b>

## SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017 :-

### 2.10 Other Income

In ₹

Particulars	as at March 31, 2017	as at March 31, 2016
Dividend received	-	-
Interest received from party	65,753	-
Interest received on Income Tax Refund	9,448	310
	<b>75,201</b>	<b>310</b>

### 2.11 Administrative & other expenses

Particulars	as at March 31, 2017	as at March 31, 2016
Advertisement Exp	26,178	27,245
Bank Charges	1,148	1,722
Charges to CDSL	3,435	3,435
Charges to NSDL	2,290	-
Conveyance Exp	59,100	92,405
Courier & Postage Exp	4,315	8,678
Demat Charges	2,300	1,499
RTA Fee - Alankit	-	26,270
Fees - BSE	229,000	250,800
Fees - Calcutta Stock Exchange	-	28,090
Interest on Statutories Due	2,000	3,332
Office Exp	56,610	30,055
Pantry Exp	-	19,351
Rent	72,000	72,000
Telephone Exp	23,000	41,072
Travelling Exp	8,000	160,286
Professional charges	9,800	7,100
Website Charges	3,500	3,500
<u>Auditor's remuneration</u>		
Audit fee	12,650	12,650
Certification fee	-	-
Printing and stationery	80,824	67,296
Filing Fee - ROC	14,400	15,600
Secretarial Audit Fee	15,000	25,000
Internal Audit Fee	11,500	23,000
Mics Exp	16,069	66,389
	<b>653,118</b>	<b>986,775</b>

### 2.12 Employees Benefits Exp

Particulars	as at March 31, 2017	as at March 31, 2016
Salary to Employees	843,630	1,084,415
	<b>843,630</b>	<b>1,084,415</b>

## SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2017

### 2.13 Taxes

Taxation, if any, is being provided at the rate prevailing during relevant period under normal provisions prescribed by the Income Tax Act, 1961 and rules made thereunder.

### 2.14 Related Party Disclosures

a) Name of the Related Parties Key Management Personnel	:	1. Sh Deepak Sharma - Director 2. Sh.Raj Kumar Gupta - Director 3. Sh. Raman Mittal - Director 4. Smt. Lalita Mittal - WTD 5. Sh. Sumit Gupta - Director
Enterprises over which Key Management Personnel / Shareholders/ Relatives have significant influence at year end	:	
b) Transactions with Related Parties Nature of Transaction	Key Management Personnel	Enterprises over which Key Management Personnel/Shareholders/ Relatives have significant influence
Salary to Director of Rs. 240,000	Lalita Mittal	Swagtam Trading and Services Ltd.
Balance outstanding as at year end	Nil	

### 2.15 Quantitative details

The company is primarily engaged in the principal business of Real Estate & Commission etc and purchase & sale of Bullion, Commodities, etc.,.

### 2.16 Earning per share

The following is the computation of earnings per share :-

Net profit as per P&L A/C	₹	-298,170
Weighted average number of shares outstanding	shares	11,90,500
Weighted average number of equity shares & potential equity share equivalents outstanding	shares	11,90,500
Nominal Value of shares	₹	10
Basic earning per shares	₹	(0.25)
Diluted earning per share	₹	(0.25)

### 2.17 Post Balance Sheet Events

Material events occurring after the Balance Sheet are taken into consideration.

### 2.18 Loans & Advances

An advance of ₹ 92,14,118/- paid to Worldlink Finance Limited whose recoverability is doubtful.

No interest income has been recognized during the period 1.4.2016 to 31.3.2017 on the said advance.

Statement of Accounts/Confirmations from some of the parties are pending receipts/reconciliation and the adjustments, if any, will be made accordingly.

In the opinion of the Board all the Current Assets, Loans & Advances have a value on realization in ordinary course of business at least equal to the amount at which these are stated.

### 2.19 Segment Reporting

Income of the Company is primarily from real estate, commission, etc.

## SWAGTAM TRADING & SERVICES LIMITED

**2.20 Specified Bank Notes held and transacted during the period 08/11/2016 to 30/12/2016 by the company are as follows:-**

	SBNs		Other Denomination Notes		Total	
	Denomination No.	Amount	Denomination No.	Amount	Denomination No.	Amount
Closing Balance as at 08 Nov 2016	1000*45, 500*94	92,000.00		18.60	1000*45, 500*94	92,018.60
Add:- Withdrawl from Bank Account			dt 20-11-2016 2000* 15, dt. 21-11-2016 2000*5, 100*3	40,300.00	dt 20-11-2016 2000* 15, dt. 21-11-2016 2000*5, 100*3	40,300.00
Add:- Receipts for Permitted Transaction						
Add- Receipts for Non-permitted Transaction						
less:- Paid for Permitted Transaction				2,400.00		(2,400.00)
less:- Paid for Non-Permitted Transaction						
Less:- Deposited in Bank Account	1000*45, 500* 94	92,000.00	0	0	1000*45, 500*94	(92,000.00)
Closing Balance as at 30 Dec 2016		Nil		37,900.00		37,900.00

Note:- Rs. 18.60 written off as Misc. Exp.

### 2.21 Previous year's figures

Previous year's figures have been regrouped / rearranged / reclassified wherever necessary to correspond with the current year classification / disclosures.

As per our even Report attached

**For Ghosh Khanna & Co.**  
Chartered Accountants  
Firm's Registration No. 003366N

**Deepthi Manchanda**  
Partner  
Membership No. 517699

Place : New Delhi  
Date : 26-05-2017

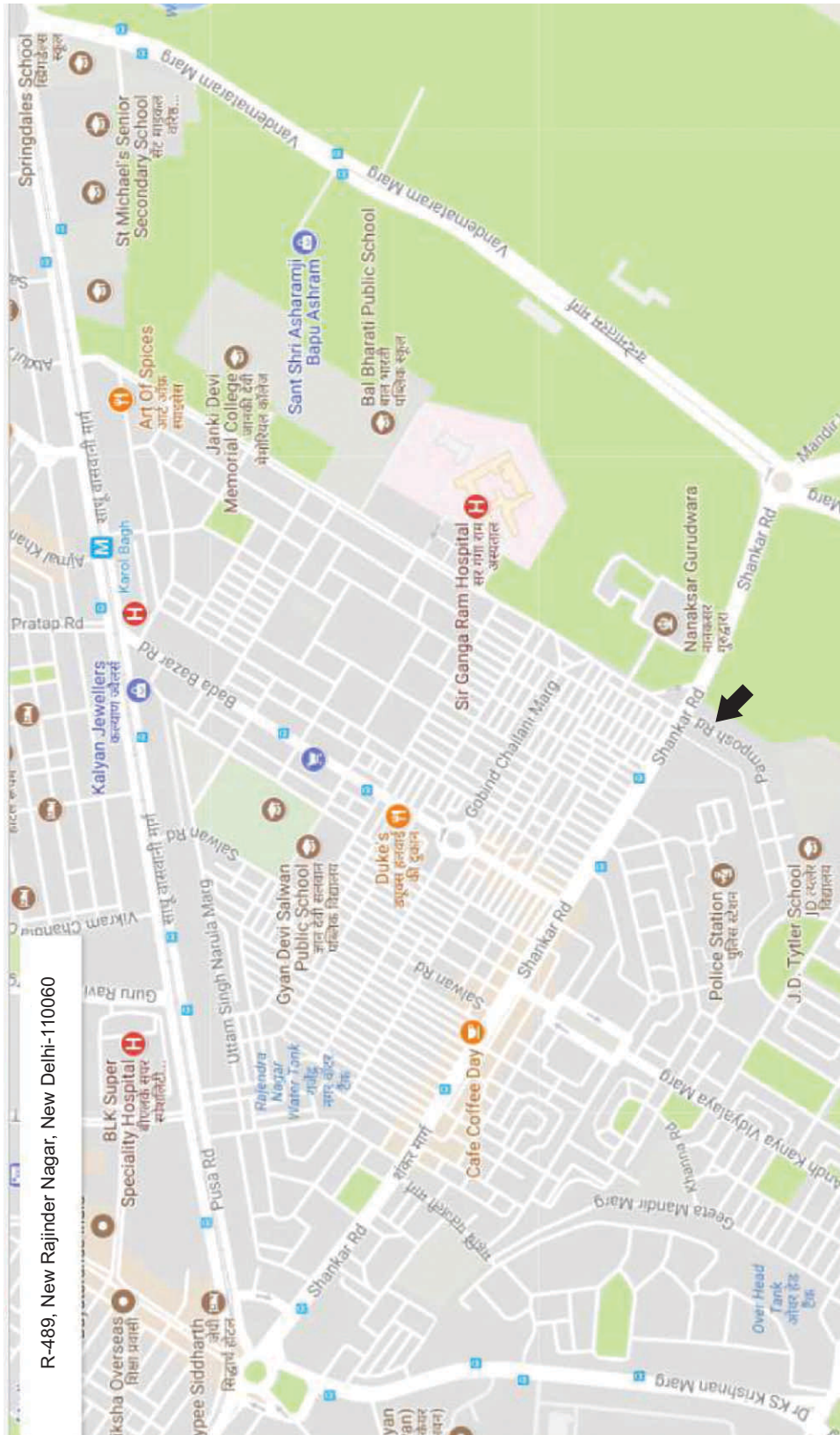
**For Swagtam Trading & Services Ltd.**

**Lalita Mittal**  
Director  
DIN: 06928783

**Sumit Gupta**  
Director  
DIN: 06911742

Sonia Rani  
Company Secretary  
Membership No. 36984

ROAD MAP



R-489, New Rajinder Nagar, New Delhi-110060



# SWAGTAM TRADING & SERVICES LIMITED

## SWAGTAM TRADING & SERVICES LIMITED

Regd. Office: R-489, GF-A, New Rajinder Nagar, New Delhi – 110060  
L51909DL1984PLC289131

### 32nd ANNUAL GENERAL MEETING

TUESDAY, 26<sup>TH</sup> September, 2017, at 02:00 P.M.  
at R-489, GF-A, New Rajinder Nagar, New Delhi – 110060

#### PROXY FORM FORM No. MGT-11

[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 Shareholder :

Ledger Folio No./ DP ID & Client ID No.:

Address :

No. of Shares held :

I/We being a Member/ Shareholders of **Swagtam Trading and Services Limited**, hereby appoint  
Mr./ Mrs.

failing him/ her Mr./ Mrs.

R/o

Email Id :

Tel/Mobile No. :

Affix  
Revenue  
Stamp

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 32nd Annual General Meeting of the Members of the Company, to be held on Tuesday, 26.09.2017 at 02:00 P.M at R-489, GF-A, New Rajinder Nagar, New Delhi – 110060 and at any adjournment thereof in respect of such Resolutions as indicated below:-

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
<b>Ordinary Business</b>			
1.	To receive, consider & adopt the Audited Balance Sheet and Statement of Profit & Loss as at 31.03.2017 and Cash Flow Statements, etc. for the year ended 31.03.2017 alongwith the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. Deepak Sharma (DIN: 00293945) as Director who retires by rotation & being eligible offers himself for re-appointment.		
3.	To ratify the appointment of M/s. GHOSH KHANNA & Co, Chartered Accountants, FRN – 003366N, as the Statutory Auditors.		

Signed this ..... day of September 2017

Signature of Shareholder .....Signature of Proxy.....

#### Notes:

1. This Proxy Form in order to be effective should be duly completed and deposited at the Registered Office, not less than 48 hours before the commencement of the AGM.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 32nd AGM.
3. \*It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.

## SWAGTAM TRADING & SERVICES LIMITED

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Regd. Office: R-489, GF-A, New Rajinder Nagar, New Delhi – 110060  
L51909DL1984PLC289131

### ATTENDANCE SLIP

**32nd ANNUAL GENERAL MEETING**  
**TUESDAY, 26<sup>TH</sup> September, 2016, at 02:00 P.M.**  
**at R-489, GF-A, New Rajinder Nagar, New Delhi – 110060**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.

Members are requested to bring the copy of Annual Report along with them to the Annual General Meeting.

Only Members or their Proxies are entitled to be present at the Meeting.

Name of the Shareholder :

Ledger Folio No./ DP ID & Client ID No.:

Address :

No. of Shares held :

Name of the Proxy, if any :

I/ We hereby record my/ our presence at the AGM.

Place :

Dated :

Member's / Proxy's Signature

### ELCTRONIC VOTING PARTICULARS

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 32nd Annual General Meeting will be transacted through remote E-Voting (facility to cast vote from a place other than Venue of AGM)

EVEN (E-voting Event Number)	User ID	Password
<b>1 0 6 7 4 6</b>		

Please refer to Note No 18 of NOTICE

### REGISTRATION OF E-MAIL & CONTACT DETAILS FOR FUTURE COMMUNICATION

Name of the Shareholder :

Telephone No. :

Mobile No. :

Email ID :

Registered Folio No./ DP ID & Client ID No.:

Registered Address :

No. of Shares held :

Signature of the Shareholder