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| 31ST ANNUAL GENERAL MEETING | |
|---|---|
| Date | 26.09.2016 |
| Day | MONDAY |
| Time | 02:00 P.M. |
| Place | R-489, GF-A, NEW RAJINDER NAGAR NEW DELHI - 110060 |

SWAGTAM TRADING & SERVICES LIMITED

CORPORATE INFORMATION

| BOARD OF DIRECTORS | | |
|---------------------------|---------------|--|
| 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 |

| | | |
|--|------------------------------|---------------------------|
| AUDITORS 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: gkc@vsnl.com Website: www.gkcindia.com | CIN | L51909DL1984PLC289131 |
| | Date of Incorporation | 19727 dated 31.12.1984 |
| | Date of Commencement | 19727 dated 05.02.1985 |
| | PAN | AAACS8477Q |
| | TAN | DELS56140A |
| | Service Tax | AAACS8477QSD002 |
| | ISIN | INE150R01019 |

| | |
|---|---|
| BANKERS 1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060 | REGISTRAR 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 |
|---|---|

OFFICE

| |
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| REGISTERED OFFICE R-489, GF-A, Ground Floor, New Rajinder Nagar, New Delhi – 110060 |
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CONTACTS DETAILS

| | |
|---|--|
| Tel : 011 – 4247 5489 Mob : 9910003638 | Email : swagtam1984@gmail.com Website : www.swagtam.com |
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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.

NOTICE OF ANNUAL GENERAL MEETING

To the Members,

NOTICE IS HEREBY GIVEN THAT 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 26.09.2016 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 2016, 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. Sumit Gupta (DIN: 06911742) 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. 2016-17.

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 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 Firm Registration Number 003366N, who were appointed in the 29th Annual General Meeting (held on 17.09.2014) to hold office for a period of 5 years until the conclusion of the 33RD Annual General Meeting, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, as Statutory Auditors of the Company to hold office upto the conclusion of 31st Annual General Meeting.

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 : 24.08.2016

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 26.09.2016.
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 authorising 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 along with Annual Report already circulated to them.

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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. The Register of Members and Share Transfer Books of the company will remain closed from **23.09.2016 to 26.09.2016** (both days inclusive).
6. Queries proposed to be raised at the AGM may be sent to the Company at its Registered Office atleast seven 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 Memorandum and Articles of Association of the Company and the documents referred to in the Notice, etc., shall be open for inspection at the Registered Office of the Company 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 Directors seeking appointment / re-appointment, as mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Notice.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA) – M/s Alankit Assignments Ltd. and/or to the Company.
11. The Securities and Exchange Board of India (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 Registrar and Transfer Agent 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 along with Pin Code, Contact Number(s), and **E-mail ID**, etc., to the RTA or to Company.
13. Electronic copy of the Annual Report for 2015-16 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 Annual Report for 2015-16 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 31st Annual General Meeting of the Company inter-alia indicating the process and manner of E-voting along with 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 31st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.swagtam.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi, 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.
15. Members, who have not registered their E-mail addresses 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 Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors,

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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 under Section 170 of the Companies Act, 2013, the register of contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the 31st Annual General Meeting.

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is provide members facility to exercise their right to vote on resolution proposed to be passed in the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL:

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

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
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.[104663] 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 23.09.2016 (9:00 A.M.) till 25.09.2016 (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 your 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 with a copy marked to 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. [104663] 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 Friday, 23.09.2016 and ends at 5:00 P.M. on Sunday, 25.09.2016. 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

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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. The 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. The 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 to 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. 19th September, 2016.
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. 2016 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
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 contact Mr. Rajiv Ranjan, Assistant Manager NSDL at designated email ids evoting@nsdl.co.in or RajivR@nsdl.co.in or at telephone nos 022-24994600/ 022-24994738. Members may also address their queries relating to e-voting to the e-mail ID rta@alankit.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. The Scrutinizer, after scrutinising the votes cast at the meeting through poll / show of hands 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 along with the consolidated Scrutinizer's Report shall be placed on the website of the Company www.swagtam.com and on the website of NSDL www.evoting.nsdl.com. The results shall simultaneously be communicated to the Stock Exchanges, where the Company's shares are listed.

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

Date : 24.08.2016

Place : New Delhi

LALITA MITTAL

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

DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors present herewith the 31st Annual Report for the year ended 31.03.2016.

FINANCIAL RESULTS

(In Rupees)

| Particulars | For the Year Ended 31.03.2016 | For the Year Ended 31.03.2015 |
|--------------------------------------|--|--|
| Income from Operations: | | |
| Commission from real estate business | 22,10,820 | 15,24,235 |
| Sale of Bullion, Commodities, etc., | 17,84,371 | 12,22,538 |
| Other Income | 310 | 20,137 |
| Total Income | 39,95,501 | 27,66,910 |
| Total Expenditure | 39,15,221 | 17,23,003 |
| Profit/(Loss) before tax | 80,280 | 10,43,908 |
| Provision for Tax | 30,860 | 2,93,877 |
| Net Profit/(Loss) | 49,420 | 7,50,031 |

FINANCIAL HIGHLIGHTS

During the year under review your company carried-out the business of real estate & commission / agency and purchase & sale of commodities, bullion, etc. Company has earned the total revenue of Rs. 39,95,501/-. Net Profit after Tax for the year under consideration is Rs.49,420/-. 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

Company has not transferred any amount to General Reserve during financial year ended 31.03.2016.

LIQUIDITY

We continue to maintain sufficient funds to meet our strategic objective.

DIVIDEND

In view of the requirement of funds for the expansion, your Directors do not consider it desirable to recommend any dividend in the current year.

CAPITAL

During the year, the Company has not allotted any Equity Share on rights/ preferential/ private placement basis. All Equity Shares of the Company rank pari-passu in all respects.

The Company has also not allotted any Preference Shares/ Debentures.

Subsequent to 31st March, 2016 there has been no change in authorized, issued, subscribed and paid-up equity share capital of the company.

Authorised Share Capital of the Company as on 31.03.2016 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 AND KEY MANAGERIAL PERSON

In accordance with the requirements of the Companies Act, 2013 and the Articles of Association, Mr. Sumit Gupta, Director of the Company, retires by rotation and being eligible, has expressed his willingness for re-appointment.

Board of Directors comprise of 5(five) Directors as on 31st March 2016, a good combination of Executive, Independent, Non-Independent & Woman Directors, namely Mr. Deepak Sharma, Ms. Lalita Mittal, Mr. Raj Kumar Gupta, Mr. Raman Mittal and Mr. Sumit Gupta.

- In accordance with the section 196, 197 read with Schedule V of Companies Act, 2013 Ms. Lalita Mittal was appointed as director on 19.07.2014 and subsequently on 08.08.2014 was nominated / designated as Whole Time Director & Chief Financial Officer.

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- Mr. Raj Kumar Gupta (DIN: 00074532) is Independent Director w.e.f. 30.04.2014.
- Mr. Deepak Sharma (DIN: 00293945) was appointed as Director w.e.f. 03.09.2008
- Mr. Raman Mittal (DIN: 06877244) is Independent Director w.e.f. 02.06.2014.
- Mr. Sumit Gupta (DIN: 06911742) was appointed as Additional Director of the Company on 29.01.2015 and subsequently on 12.09.2015 was nominated / designated as Director of the company.
- Mrs. Sonia Rani (ACS – 36984) was appointed as a Company Secretary cum Compliance Officer of the Company w.e.f. 25.05.2015.

LOANS, GUARANTEES AND INVESTMENTS

Company has not given any kinds of Guarantee, provided any Security and made any Investments as specified under section 186 of Companies Act, 2013.

MEETINGS OF THE BOARD

11(Eleven) Meetings of the Board were held during reporting period, the details of which are given in the Corporate Governance Report.

(Maximum Gap of 120 days between two consecutive board Meetings has been complied with)

PUBLIC DEPOSITS

During the year under review, your company has not invited any fixed deposits from the Public and has not accepted fixed deposits and nothing is outstanding.

STATUTORY AUDITORS

M/s GHOSH KHANNA & CO., Chartered Accountants, FRN – 003366N Statutory Auditors of the Company who were appointed as statutory auditors from 29th Annual General Meeting till 33th Annual General Meeting, subject to ratification at every Annual General Meeting by Members. The Certificate for their eligibility has been received.

AUDITORS' REPORT

Auditors Report in respect of the Financial Statements of 31.03.2016 is self-explanatory and does not warrant any further comments / explanation from the Board of Directors.

SECRETARIAL AUDITOR

The Board has appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2015-16. The Secretarial Audit Report for the financial year 2015-16 is annexed with Directors' Report. Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

COST AUDITORS

The provisions of Section 148 of the Companies Act, 2013 does not apply to the Company and hence, no cost auditors are appointed.

EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, Extract of Annual Return of the Company in "Form MGT-9" is annexed herewith Director's Report.

LISTING OF SHARES

Equity Shares of the Company are listed on BSE Ltd., Calcutta Stock Exchange Limited & Delhi Stock Exchange Limited (DSE stands de-recognized). Company has complied with the requirements of listing agreements during the period of review. Annual Listing Fee stands paid to BSE Ltd. for & upto-date (2016-17). Annual Custodial Fee stands paid to NSDL & CDSL for & upto 2016-17.

Company got the Trading Approval of 11,90,500 Equity Shares of the Company from BSE Ltd. w.e.f. 27.10.2015.

SHIFTING OF REGISTERED OFFICE

The Registered Office of the Company stands shifted from "Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam, 781021" to "R – 489, GF–A, New Rajinder Nagar, New Delhi – 110060" during January 2016 vide Order No. RD(NER)/14/2014/446 bearing date 21.09.2015.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the 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 (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is presented in a separate section forming part of the Annual Report.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

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 set out in the said rules. During the year under review, the company does not have any employee who is covered under this Clause.

CORPORATE GOVERNANCE

The 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. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Annual Report. The requisite Certificate from the Secretarial Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the Report on Corporate Governance.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Board consists of five members, one of whom is Executive(CFO) and whole-time director and two are independent directors and two are non-independent directors including one woman director. Board consists of appropriate mix of executive & independent & non-independent & woman directors to maintain the independence of the Board and separate its functions of governance and management.

The policy on Directors Nomination and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013. There has been no change in the policy since last financial year.

DECLARATION BY INDEPENDENT DIRECTORS

Mr. Raman Mittal and Mr. Raj Kumar Gupta are Independent Directors on the Board of your Company. The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BOARD EVALUATION

As mandated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board shall review and monitor the Board evaluation framework. The Board evaluates various parameters such as decision-making, relationship with stakeholders, Company performance and strategy, checking Board and committee's effective working, etc.

The Companies Act, 2013 says 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 of the Companies Act, 2013 states that the performance evaluation of independent director shall be done by the entire Board, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole has been conducted. The Board approved the evaluation results as collated by the nomination and remuneration committee.

INDEPENDENT DIRECTORS

Independent Directors of the company have met 2 times in the financial year 2015-16 to (a) review the performance of non-independent directors and the Board as a whole, (b) review the performance of the Board of the company, taking into account the views of executive directors and non-executive directors; (c) 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.

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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) Regulations, 2015 and the Board has adopted the same. The Insider Trading Policy of the Company explains the guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation of norms. The Insider Trading Policy is available on the website of the Company.

UNIFORM LISTING AGREEMENT

SEBI issued Listing Obligations and Disclosure Requirements Regulations, 2015 which become effective from December 1, 2015 by replacing existing Listing Agreement. The Company entered into New Listing Agreement with BSE Ltd. and Calcutta Stock Exchange Limited during February 2016.

OPERATIONS

Our reputation for excellence and integrity earned through the consistent delivery of quality work and by adhering the highest 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, commitment and changes occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

VIGIL MECHANISM

The Vigil Mechanism Policy of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or telephone call or a letter to the Task Force or to the Chairman of the Audit Committee. The Policy on vigil mechanism is available on the Company's website.

CORPORATE SOCIAL RESPONSIBILITY

Provisions of the Companies Act, 2013 in regards of Corporate Social Responsibility (CSR) do not mandatorily apply on your company,

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions, if any, entered by the Company during the financial year 2015-16 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 which sets out related party disclosures.

RISK MANAGEMENT POLICY

In terms of the requirement of the Act, the Risk Management Policy is Not Applicable to your company.

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

During the year under review, no significant and material Orders were passed by the regulators or courts or tribunals or income tax dept, etc. impacting the going concern status and company's operations.

INTERNAL FINANCIAL CONTROLS

The internal financial controls are commensurate with the size and nature of business of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31.03.2016 the applicable accounting standards had been followed along with 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 of the Company as at 31.03.2016 and of the profit and loss of the Company for that period;

SWAGTAM TRADING & SERVICES LIMITED

- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (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

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 Investor Education and Protection Fund (IEPF).

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 are currently traded in dematerialized form, the transfers are processed and approved in the electronic form by NSDL / CDSL through their depository participants. Alankit Assignments Limited is the common Share Transfer Agent for both physical and dematerialised mode.

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

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

| | 31.03.2016 (Amt.) | 31.03.2015 (Amt.) |
|---------------------------|-------------------|-------------------|
| Foreign Exchange earning | Nil | Nil |
| Foreign Exchange outgoing | Nil | Nil |

DISCLOSURES

AUDIT COMMITTEE

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

SWAGTAM TRADING & SERVICES LIMITED

REMUNERATION AND NOMINATION COMMITTEE

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

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

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

APPRECIATION

Your Directors wish to place on record their deep thanks and gratitude to:

- a) The Directors acknowledge and would like to place on record the commitment and dedication on the part of the employees of your Company for their continued efforts in achieving good results.
- b) The Central and State Government as well as their respective Departments and Development Authorities connected with the business of the Company, Bankers of the Company as well as Stock Exchanges & Other Institutions for their co-operation and continued support.
- c) The Shareholders & Others for the trust and confidence reposed and to the Customers for their valued patronage.
- d) The Board also takes this opportunity to express its sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they would continue their sincere and dedicated endeavour towards attainment of better working results during the current year.

**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 : 24.08.2016
Place : New Delhi**

SWAGTAM TRADING & SERVICES LIMITED

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2016

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 rta@alankit.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| Sl. No. | Name and Description of main products / services | NIC Code of the Product / service | % to total turnover of the company |
|---------|--|-----------------------------------|------------------------------------|
| 1 | Real Estate | | 55.34% |
| 2 | Jewellery | | 44.66% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

SWAGTAM TRADING & SERVICES LIMITED

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 |
|---------------|---|---|--------------------------|---|--------------------------|--------------------------|
| (A) | Shareholding of Promoter and Promoter Group² | | | | | |
| 1 | Indian | | | | | |
| (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) | | | | | | |
| | Sub Total(A)(1) | 49200 | 4.13 | 49200 | 4.13 | 0 |
| 2 | Foreign | | | | | |
| 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 | | | | | | |
| | Sub Total(A)(2) | | 0 | | 0 | |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | 49200 | 4.13 | 49200 | 4.13 | 0 |
| (B) | Public shareholding | | | | | |
| 1 | Institutions | | | | | |
| (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 | 0 | | 0 | | |

SWAGTAM TRADING & SERVICES LIMITED

| | | | | | | |
|------------|---|----------------|---------------|----------------|---------------|----------|
| (g) | Investors 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 | 50000 | 4.20 | 0 |
| (i-ii) | | | | | | |
| | Sub-Total (B)(1)50000 | 4.20 | 50000 | 4.20 | 0 | |
| B 2 | Non-institutions | | | | | |
| (a) | Individuals | | | | | |
| I | i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs | 490700 | 41.22 | 490700 | 41.22 | 0 |
| II | ii. Individual shareholders holding nominalshare capital in excess of ₹ 2 lakhs | 600600 | 50.45 | 600600 | 50.45 | 0 |
| (c) | Qualified Foreign Investor | | | | | |
| (d) | Any Other (specify) | 0 | | 0 | | |
| (d-i) | | | | | | |
| (d-ii) | | | | | | |
| | Sub-Total (B)(2) | 1091300 | 91.67 | 1091300 | 91.67 | 0 |
| (B) | Total Public Shareholding (B)= (B)(1)+(B)(2) | 1141300 | 95.87 | 1141300 | 95.87 | 0 |
| | TOTAL (A)+(B) | 1190500 | 100.00 | 1190500 | 100.00 | 0 |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | | | | |
| 1 | Promoter and Promoter Group | | | | | |
| 2 | Public | | | | | |
| | Sub-Total (C) | 0 | | 0 | | |
| | GRAND TOTAL (A)+(B)+(C) | 1190500 | 100.00 | 1190500 | 100.00 | 0 |

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 |
| | TOTAL | 49200 | | 49200 | | |

(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 | Duncan Macneill Construction & Developers Ltd. | | | | |
| | At the Beginning of the year | 12000 | 1.01 | 12000 | 1.01 |
| | At the End of the year | 12000 | 1.01 | 12000 | 1.01 |

| 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 |
| 2 | Buckingham Industries Ltd. | | | | |
| | At the Beginning of the year | 12000 | 1.01 | 12000 | 1.01 |
| | At the End of the year | 12000 | 1.01 | 12000 | 1.01 |

| 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 |
| 3 | Jeewan Commercial Ltd. | | | | |
| | At the Beginning of the year | 12000 | 1.01 | 12000 | 1.01 |
| | At the End of the year | 12000 | 1.01 | 12000 | 1.01 |

| 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 |
| 4 | ACEC India Pvt. Ltd. | | | | |
| | At the Beginning of the year | 1200 | 0.10 | 1200 | 0.10 |
| | At the End of the year | 1200 | 0.10 | 1200 | 0.10 |

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 | East West Properties Pvt. Ltd. | | | | |
| | At the Beginning of the year | 12000 | 1.01 | 12000 | 1.01 |
| | At the End of the year | 12000 | 1.01 | 12000 | 1.01 |

(iv) Shareholding Pattern of TOP TEN Shareholders : NO CHANGE DURING THE YEAR (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 | Richa Agarwal | | | | |
| | At the Beginning of the year | 60000 | 5.04 | 60000 | 5.04 |
| | At the End of the year | 60000 | 5.04 | 60000 | 5.04 |

| 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 | Veena Gupta | | | | |
| | At the Beginning of the year | 50000 | 4.20 | 50000 | 4.20 |
| | At the End of the year | 50000 | 4.20 | 50000 | 4.20 |

| 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 | Sumit Gupta | | | | |
| | At the Beginning of the year | 45000 | 3.78 | 45000 | 3.78 |
| | At the End of the year | 45000 | 3.78 | 45000 | 3.78 |

| 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 | Rajesh Gupta | | | | |
| | At the Beginning of the year | 40000 | 3.36 | 40000 | 3.36 |
| | At the End of the year | 40000 | 3.36 | 40000 | 3.36 |

| 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 | Seema Gupta | | | | |
| | At the Beginning of the year | 40000 | 3.36 | 40000 | 3.36 |
| | At the End of the year | 40000 | 3.36 | 40000 | 3.36 |

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 | Sunita Rani | | | | |
| | At the Beginning of the year | 37500 | 3.15 | 37500 | 3.15 |
| | At the End of the year | 37500 | 3.15 | 37500 | 3.15 |

| 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 | Amit Gupta | | | | |
| | At the Beginning of the year | 37100 | 3.12 | 37100 | 3.12 |
| | At the End of the year | 37100 | 3.12 | 37100 | 3.12 |

| 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 | Rakesh Kumar Garg | | | | |
| | At the Beginning of the year | 31000 | 2.60 | 31000 | 2.60 |
| | At the End of the year | 31000 | 2.60 | 31000 | 2.60 |

| 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 | Aayush Aggarwal | | | | |
| | At the Beginning of the year | 30000 | 2.52 | 30000 | 2.52 |
| | At the End of the year | 30000 | 2.52 | 30000 | 2.52 |

| 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 | Anita Aggarwal | | | | |
| | At the Beginning of the year | 30000 | 2.52 | 30000 | 2.52 |
| | At the End of the year | 30000 | 2.52 | 30000 | 2.52 |

(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 | Sumit Gupta Director - w.e.f. 29.01.2015 | | | | |
| | At the Beginning of the year | 45000 | 3.78 | 45000 | 3.78 |
| | At the End of the year | 45000 | 3.78 | 45000 | 3.78 |

SWAGTAM TRADING & SERVICES LIMITED

V. INDEBTEDNESS

Indebtedness including interest outstanding/accrued but not due for payment

| | Secured Loans excluding deposits | Unsecured Loans / Advances | Deposits |
|--|-------------------------------------|-------------------------------|------------|
| Indebtedness at the beginning of the financial year | NIL | | NIL |
| i) Principal Amount | | 66,610 | |
| ii) interest due but not paid | | 0 | |
| iii) interest accrued but not due. | | 0 | |
| Total (i+ii+iii) | NIL | 66,610 | NIL |
| Change in Indebtedness during the financial year | | | |
| * Addition | | 66,610 | |
| * Reduction | | | |
| Net Change | NIL | 66,610 | NIL |
| Indebtedness at the end of the Financial Year | NIL | 0 | NIL |
| i) Principal Amount | | 0 | |
| ii) Interest due but not paid | | 0 | |
| iii) Interest accrued but not due | | 0 | |
| Total (i+ii+iii) | NIL | 0 | NIL |

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 | per year |
| | LALITA MITTAL (WTD & CFO) | | |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 20,000 | 2,40,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0 | |
| | (c) profit in lieu of salary under section 17(3) income tax Act, 1961 | 0 | |
| 2 | Stock Option | 0 | |
| 3 | Sweat Equity | 0 | |
| 4 | Commission - as % of Profit - Other Specify..... | 0 | |
| 5 | Others, please specify | 0 | |
| | Total (A) | 20,000 | 2,40,000 |
| | Ceiling as per the Act | | |

SWAGTAM TRADING & SERVICES LIMITED

B. REMUNERATION TO OTHER DIRECTORS:

| Sl. no | Particulars of Remuneratinn | 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 Remuneratinn | per month | per year |
|--------|--|-----------|----------|
| 1 | Company Secretary-Ms. Sheetal Bansal ACS-38208 | 15000 | 19000 |
| 2 | Company Secretary-Mrs. Sonia Rani ACS-36984 w.e.f. 25.05.2015 | 15000 | 147500 |
| | | | 166500 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

B. Bhushan & CO.
Company Secretaries

1195, Gali Babu Ram, Bazar Sita Ram
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 1.04.2015 ended on 31.03.2016 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 2016 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.

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 19th November 2014.

SWAGTAM TRADING & SERVICES LIMITED

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 : 26-05-2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors presents before you the Company's Management Discussion and Analysis Report for the year ended on 31.03.2016

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 & SERVICE SECTOR

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 many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes to five–six percent 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 per cent to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2 per cent 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.
- The 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 three million hospital beds to meet the global average of three 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 2016.

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. The Audit Committee of the Board will review Internal Control Systems of the company on periodical basis

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 at achieving 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 so framed that it is in the best interest of the organization as well as employees of the company.

BULLION, COMMODITIES, GEMS & JEWELLERY, 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 six–seven per cent 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 per cent 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 per cent 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 for a second straight month in March 2015 as raw material supply improved following the Reserve Bank of India's ruling to allow more banks to import bullion/precious metals.
- India has the high skilled low cost Labour.
- The Indian cut diamonds and designed jewellery 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.

SWAGTAM TRADING & SERVICES LIMITED

- Consumer preference towards branded & imported Designer Jewellery & Watches.
- Working Women does not prefer to wear 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

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 cost & every saving materials, contemporary designs, better value proposition in the product basket through continuous innovation and on cost management to mitigate the risks.

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

**Date : 24.08.2016
Place: New Delhi**

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

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 all stakeholders. With this view Company has adopted SEBI (LODR) of listing Agreement from last year, as prescribed by SEBI and 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". The Company will focus its energies and resources in creating and safeguarding of shareholders' wealth and, at the same time, protect the interests of all its stakeholders.

BOARD OF DIRECTORS

The Board of Directors is an optimum combination of professional experience, executive, non-executive, Independent & woman Directors, provides and evaluates the strategic directions 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 31st March 2016 namely Mr. Deepak Sharma, Ms. Lalita Mittal, Mr. Raj Kumar Gupta, Mr. Raman Mittal and Mr. Sumit Gupta.

Mr. Raj Kumar Gupta was appointed as an Additional / Independent Director on 30.04.2014. Further Board of Directors also appointed Mr. Raman Mittal (Independent Director) and Ms. Lalita Mittal as Additional Directors w.e.f. 02.06.2014 and 19.07.2014 respectively. Later on Board of Directors in its meeting held on 8th August, 2014 decided that it is imperative to appoint one of the Directors as Whole Time Director & Chief Financial Officer for carrying out the Business in comfortable and smooth manner and appointed Ms. Lalita Mittal as Whole Time Director & Chief Financial Officer.

Mr. Sumit Gupta was also appointed as an Additional Director of the Company w.e.f. 29.01.2015 and subsequently on 12.09.2015 was nominated / designated as Director of the company.

| <u>NAME</u> | <u>CATEGORY</u> |
|---------------------|---------------------------|
| 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, 2016, eleven 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 in between them. 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. | 25.05.2015 | 7. | 04.12.2015 |
| 2. | 31.07.2015 | 8. | 14.01.2016 |
| 3. | 21.09.2015 | 9. | 08.02.2016 |
| 4. | 10.10.2015 | 10. | 22.02.2016 |
| 5. | 16.10.2015 | 11. | 28.03.2016 |
| 6. | 09.11.2015 | | |

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Attendance Record of Directors during the Financial Year 2015-16

| Sr. No. | Name of Director | No. of Meeting attending during 2015-16 | | | No. of Other Directorship | | No. of Out side Committee | |
|---------|---------------------|---|----------|----------|---------------------------|--------|---------------------------|--------|
| | | Board | | Last AGM | Listed | Others | Chairman | Member |
| | | Held* | Attended | | | | | |
| 1. | Mr. Deepak Sharma | 11 | 11 | Yes | 1 | 16 | NIL | NIL |
| 2. | Ms. Lalita Mittal | 11 | 11 | Yes | 1 | NIL | NIL | 2 |
| 3. | Mr. Raman Mital | 11 | 11 | Yes | 1 | NIL | 1 | 2 |
| 4. | Mr. Raj Kumar Gupta | 11 | 11 | Yes | 1 | 2 | 1 | 2 |
| 5. | Mr. Sumit Gupta | 11 | 11 | Yes | NIL | 3 | 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 related to any other Director on the Board of the Company.

CODE OF CONDUCT

A Code of Conduct for Members of the Board 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

The Whole Time Director has declared that all the members of the Board have affirmed that they have complied with the code of conduct for the financial year 2015-16.

SEBI has notified the Prohibition of Insider Trading Regulations, 2015 on 15.01.2015 repealing SEBI (Insider Trading) Regulations, 1992 applicable to all the listed companies with effect from 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.

DEMATERIALISATION OF SHARES AND LIQUIDITY

94.84% of the equity shares of the Company have been dematerialized as on 31.03.2016. 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 every Quarter and the report thereon is submitted to the Stock Exchanges(s) where the Company shares are listed. The 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 Registrar and Share Transfer Agent.

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RESUME OF DIRECTORS PROPOSED TO BE APPOINTED

Director Mr. Sumit Gupta (DIN: 06911742) has done MBA-Finance & MS-Accounting from USA and has more than 12 years of experience in Company Affairs, Finance, Accounting, Marketing, Real Estate, etc.

COMMITTEES OF THE BOARD

The Board has constituted the following standing Committees:

- [A] Audit Committee**
- [B] Remuneration and Nomination Committee**
- [C] Shareholders'/Investors' Grievance Committee**

[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.

1) 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.
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 clause 3(c) of section 134 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.
5. Reviewing with 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:

SWAGTAM TRADING & SERVICES LIMITED

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 into the matters related to the Financial Reporting and Compliance of the Company with regulatory & legal requirements.

Meeting and attendance:

Audit Committee have met seven times i.e. 22.05.2015, 31.07.2015, 04.09.2015, 16.10.2015, 20.12.2015, 08.02.2016 and 29.03.2016 during the Financial Year 2015-16.

| Sr. No. | Name of the Member | Meetings Held | Meetings Attended |
|---------|---------------------|---------------|-------------------|
| 1. | Mr. Raman Mittal | 7 | 7 |
| 2. | Ms. Lalita Mittal | 7 | 7 |
| 3. | Mr. Raj Kumar Gupta | 7 | 7 |

[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 Remuneration and Nomination 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

Remuneration and Nomination 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. Mr. Sumit Gupta admitted as a Member of the Committee, due to Resignation of Smt. Lalita Mittal, a Committee Member, on 28.03.2016.

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 two times i.e. 25.05.2015 and 28.03.2016 during financial year 2015-16.

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

DETAILS OF REMUNERATION PAID TO THE DIRECTORS

| S. No. | Director | Remuneration (in Rs.) |
|--------|-------------------|-----------------------|
| 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

- To consider and review the queries/complaints received from Shareholders
- To take steps to redress queries/ complaints and ensure speedy satisfaction.
- 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 five times i.e. 03.04.2015, 06.07.2015, 03.10.2015, 14.01.2016 & 28.03.2016 during Financial Year 2015-16.

| Sr. No. | Name of the Member | Meetings Held | Meetings Attended |
|---------|--------------------|---------------|-------------------|
| 1. | Ms. Lalita Mittal | 5 | 5 |
| 2. | Mr. Raman Mittal | 5 | 5 |
| 3. | Mr. Sumit Gupta | 5 | 5 |

COMPLAINTS STATUS

| Complaints | Received | None |
|------------|------------|------|
| | Unresolved | 0 |
| | Pending | 0 |

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.

SWAGTAM TRADING & SERVICES LIMITED

- (iii) 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 met 2 times in the financial year 2015-16 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 |

GENERAL BODY MEETINGS

Date and Venue of last four Annual General Meeting

| Nature of Meeting | Date | Venue | Special Resolution passed |
|---|---------------------------------|-------------------|---|
| Annual General Meeting for the financial year 2014-15 | 12 th September 2015 | Registered Office | 1. To appoint Mr. Sumit Gupta as Director |
| Annual General Meeting for the financial year 2013-14 | 17 th September 2014 | Registered Office | 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 |
| Annual General Meeting for the financial year 2012-13 | 30 th September 2013 | Registered Office | None |
| Annual General Meeting for the financial year 2011-12 | 29 th September 2012 | Registered Office | None |

DISCLOSURES

- 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.
- 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.
- 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 3 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 & Calcutta Stock Exchange Limited. Further the required highlights of the Results are published in the Newspapers. [i.e. generally, The Pioneer (English & Hindi), Financial Express (English) Dainik Lipi (Bengali)].

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- Various sections of the Company's website 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 : **26.09.2016 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 2016-17
- 1st Quarter ending June 30, 2016 : Mid of August, 2016
 - 2nd Quarter ending September 30, 2016 : End of October, 2016
 - 3rd Quarter ending December 31, 2016 : End of January, 2017
 - Annual Result for the year ended March 31, 2017 : End of May, 2017
- c) **Date of Book Closure/Record Date** : 23RD to 26TH September, 2016
(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, but Trading Platform is not available at DSE & CSE.
- 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

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(ii) Mrs. Sonia Rani ACS-36984 (Company Secretary cum Compliance Officer) has been designated as the Compliance Officer of the Company as required under the Listing Agreement with BSE Ltd. and Calcutta Stock Exchange.

n) Address for Correspondence

The Correspondence may be addressed to
Mrs. Sonia Rani, Company Secretary cum Compliance Officer of the company,
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: ra@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) |
|----------------------|---|---------------------------------|--------------------------------|
| (A) | Shareholding of Promoter and Promoter Group | | |
| 1 | Indian | | |
| (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) | | | |
| | Sub Total(A)(1) | 5 | 49200 |
| 2 | Foreign | | |
| 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 | | | |
| | Sub Total(A)(2) | 0 | 0 |
| | Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2) | 5 | 49200 |
| (B) | Public shareholding | | |
| 1 | Institutions | | |
| (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 |

SWAGTAM TRADING & SERVICES LIMITED

| | | | |
|------------|---|------------|----------------|
| (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 | 2 | 50000 |
| | Sub-Total (B)(1) | 2 | 50000 |
| B 2 | Non-institutions | | |
| (b) | Individuals | | |
| I | i. Individual shareholders holding nominal share capital up to Rs 1 lakh | 513 | 490700 |
| II | ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh. | 17 | 600600 |
| (c) | Qualified Foreign Investor | | |
| (d) | Any Other (specify) | 0 | 0 |
| (d-i) | | | |
| (d-ii) | | | |
| | Sub-Total (B)(2) | 530 | 1091300 |
| (B) | Total Public Shareholding (B)= (B)(1)+(B)(2) | 532 | 1141300 |
| | TOTAL (A)+(B) | 537 | 1190500 |
| (C) | Shares held by Custodians and against which Depository Receipts have been issued | | |
| 1 | Promoter and Promoter Group | | |
| 2 | Public | | |
| | Sub-Total (C) | 0 | 0 |
| | GRAND TOTAL (A)+(B)+(C) | 537 | 1190500 |

p) Distribution of Shareholding as on 31.03.2016

| NO OF SHARE HOLDERS | % TO TOTAL | SHARE HOLDING OF NOMINAL VALUE OF RS. | NO OF SHARES | AMOUNT IN RS. | % TO TOTAL |
|---------------------|------------|---------------------------------------|----------------|-----------------|------------|
| 463 | 86.22 | 1 TO 5000 | 44676 | 446760 | 3.753 |
| 0 | 0.00 | 5001 TO 10000 | 0 | 0 | 0.00 |
| 2 | 0.372 | 10001 TO 20000 | 2500 | 25000 | 0.210 |
| 0 | 0.00 | 20001 TO 30000 | 0 | 0 | 0.00 |
| 0 | 0.00 | 30001 TO 40000 | 0 | 0 | 0.00 |
| 2 | 0.372 | 40001 TO 50000 | 10000 | 100000 | 0.84 |
| 28 | 5.214 | 50001 TO 100000 | 199000 | 1990000 | 16.716 |
| 42 | 7.821 | 100001 AND ABOVE | 934324 | 9343240 | 78.482 |
| 537 | 100 | | 1190500 | 11905000 | 100 |

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The 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 exceptional cases

The Whistle Blower Policy is in conformity with SEBI (LODR) of the Listing Agreement and provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014

All Directors and Employees of Company are eligible to make "Protected Disclosures" to the Chairman of 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.
- The 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.
- The Whistle Blower shall co-operate with investigating authorities, maintaining 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 : 24.08.2016
Place: New Delhi**

SWAGTAM TRADING & SERVICES LIMITED

CERTIFICATE ON THE COMPLIANCE WITH CORPORATE GOVERNANCE

To
The Members
Swagtam Trading and Services Limited

We have examined the compliance of conditions of Corporate Governance by Swagtam Trading and Services Limited for the year ended on 31st March, 2016, as prescribed in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "SEBI (LODR) Regulations, 2015") (erstwhile SEBI (LODR) 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:- 05.08.2016

Bharat Bhushan, (Proprietor)
1195, Gali Babu Ram, Bazar Sita Ram, Delhi-110006
M. No. : A31951
COP : 14469

DECLARATION BY THE CEO/CFO UNDER SEBI (LODR) OF THE LISTING AGREEMENT

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

- a. I have reviewed financial statements and the cash flow statement and the Directors' Report 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 violative 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. significant changes in internal control during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii. 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.

Date : 24.08.2016
Place: New Delhi

LALITA MITTAL
Whole Time Director & CFO
DIN: 06928783

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, 2016, 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 31.03.2016;
- b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date.

SWAGTAM TRADING & SERVICES LIMITED

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:

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, 2016 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.
2. Our Report on the Internal Financial Control has been annexed this Report (ANNEXURE-I)
3. 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, 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of section 164(2) of the Act;
 - f) 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

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

(Deepti Manchanda)
Partner
Membership No.-517699

Place: New Delhi
Date : 26.05.2016

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, 2016 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.

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, 2016, 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**

**(Deepthi Manchanda)
Partner
Membership No. 517699**

**Place : New Delhi
Date : 26.05.2016**

SWAGTAM TRADING & SERVICES LIMITED

SWAGTAM TRADING & SERVICES LIMITED

CIN: L51909DL1984PLC289131

Balance Sheet

Amount in ₹

| Particulars | Note | As at March 31, 2016 | As at March 31, 2015 |
|--|------|-------------------------|-------------------------|
| EQUITY AND LIABILITIES | | | |
| SHAREHOLDER'S FUNDS | | | |
| Share Capital | 2.1 | 11,905,000 | 11,905,000 |
| Reserves and Surplus | 2.2 | 30,129,157 | 30,079,737 |
| | | 42,034,157 | 41,984,737 |
| NON-CURRENT LIABILITIES | | | |
| Deferred tax liabilities | | 567 | 1,877 |
| | | 567 | 1,877 |
| CURRENT LIABILITIES | | | |
| Short-term Provisions | 2.3 | 180,382 | 356,326 |
| Other Current Liabilities | 2.4 | - | 66,610 |
| | | 180,382 | 422,936 |
| | | 42,215,106 | 42,409,550 |
| ASSETS | | | |
| NON-CURRENT ASSETS | | | |
| Fixed Assets (Tangible) | 2.5 | 69,814 | 218,048 |
| Investments | 2.6 | 29,264 | 29,264 |
| Loans and advances | 2.7 | 9,935,200 | 9,368,556 |
| | | 10,034,278 | 9,615,868 |
| CURRENT ASSETS | | | |
| Advance against purchase of property | 2.8 | 31,200,000 | 25,000,000 |
| Trade Receivables | 2.9 | - | 754,556 |
| Other Receivables | 2.10 | - | 6,300,000 |
| Cash and cash equivalents | 2.11 | 519,997 | 124,686 |
| Deferred Revenue Expenditure | | 460,830 | 614,440 |
| | | 32,180,827 | 32,793,682 |
| | | 42,215,106 | 42,409,550 |
| <i>SIGNIFICANT ACCOUNTING POLICIES 1&2 AND NOTES ON ACCOUNTS</i> | | | |

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 : 26-05-2016

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, 2016 | Year Ended March 31, 2015 |
|--|------|------------------------------|------------------------------|
| REVENUE | | | |
| Revenue from Operations | | | |
| Commission from Real Estate Business | | 2,210,820 | 1,524,235 |
| Sales of Jewellery | | 1,784,371 | 1,222,538 |
| Other Income | 2.12 | 310 | 20,137 |
| | | 3,995,501 | 2,766,910 |
| EXPENSES | | | |
| Purchase of Jewelleries | | 1,666,763 | - |
| Administrative & other expenses | 2.13 | 986,775 | 984,192 |
| Employee Benefits Exp | 2.14 | 1,084,415 | 521,477 |
| Finance Costs | 2.15 | - | 28,772 |
| Depreciation | 2.5 | 23,658 | 34,952 |
| Deferred Revenue Expenditure w/off | | 153,610 | 153,610 |
| | | 3,915,221 | 1,723,003 |
| Profit before exceptional and extraordinary items and tax | | 80,280 | 1,043,907 |
| Exceptional items | | - | - |
| Profit before extraordinary items and tax | | 80,280 | 1,043,907 |
| Extraordinary Items | | - | - |
| PROFIT BEFORE TAX | | 80,280 | 1,043,907 |
| Tax Expense: | | | |
| Current Year Tax | | 32,170 | 292,000 |
| Deferred Tax Liability | | (1,310) | 1,877 |
| Profit for the year | | 49,420 | 750,031 |
| EARNING PER SHARE | | | |
| (Equity share of par value of 10 each) | | | |
| Basic | | 0.04 | 0.63 |
| Diluted | | 0.04 | 0.63 |
| SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS | 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 : 26-05-2016

For Swagtam Trading & Services Ltd.

| | |
|----------------------|--------------------|
| Lalita Mittal | Sumit Gupta |
| Director | Director |
| DIN: 06928783 | 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 2016

Amount in ₹

| | CURRENT YEAR (Rs.) | PREVIOUS YEAR (Rs.) |
|--|-----------------------|------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit after tax | 49,420 | 750,031 |
| Depreciation | 23,658 | 34,952 |
| Interest / Dividend Received | (310) | (20,137) |
| Loss on sale of Fixed Assets | 23,281 | - |
| Other Income | - | - |
| Operating profit before working capital changes | 96,048 | 764,846 |
| (Increase)/Decrease in Loans & Advances | (566,644) | 9,438,454 |
| (Increase)/Decrease in Currents Assets | 1,008,166 | (32,655,748) |
| Increase/(Decrease) in current liabilities | (243,864) | (1,124,200) |
| CASH FLOW GENERATED FROM OPERATIONS | 293,707 | (23,576,648) |
| Finance charges | - | - |
| Net cash used in operating activities (A) | 293,707 | (23,576,648) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Assets | (73,705) | (253,000) |
| Sale of Assets | 175,000 | - |
| Sale of investments | - | - |
| Sale of Shares | - | - |
| Interest / Dividend received | 310 | 20,137 |
| Other income | - | - |
| Net cash flow from investing activities (B) | 101,605 | (232,863) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Proceeds from Capital Contribution | - | 33,005,000 |
| Increase / (Decrease) in borrowings | - | (9,174,033) |
| Net cash flow from financing activities (C) | - | 23,830,967 |
| NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B) | 395,312 | 21,456 |
| CASH AND CASH EQUIVALENTS | | |
| Beginning of the year | 124,686 | 103,230 |
| End of the year | 519,997 | 124,686 |

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 : 26-05-2016

For Swagtam Trading & Services Ltd.

Lalita Mittal

Director

DIN: 06928783

Sumit Gupta

Director

DIN: 06911742

Sonia Rani

Company Secretary
Membership No. 36984

Notes which are integral part of financial statements as at March 31, 2016 :-

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 stands 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 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 Inventories

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.

SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements as at March 31, 2016 :-

2.1 Share Capital

Amount in ₹

| Particulars | As at | |
|--|-------------------|-------------------|
| | March 31, 2016 | March 31, 2015 |
| Authorised | | |
| Equity shares 40,00,000 (Previous year 40,00,000) of par value ₹ 10/- each | 40,000,000 | 40,000,000 |
| | 40,000,000 | 40,000,000 |
| Issued, Subscribed and Paid up | | |
| Equity shares 11,90,500 (Previous year 11,90,500) of par value ₹10/-each fully paid up | 11,905,000 | 11,905,000 |
| | 11,905,000 | 11,905,000 |

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, 2016 | | As at March 31, 2015 | |
|--|----------------------|-------------------|----------------------|-------------------|
| | No. of shares | Value | No. of shares | Value |
| EQUITY SHARES | | | | |
| Shares outstanding at the beginning of the year | 1,190,500 | 11,905,000 | 247,500 | 2,475,000 |
| Add: Shares issued as on 30.09.2014 | - | - | 943,000 | 9,430,000 |
| Total Shares outstanding at the end of the year | 1,190,500 | 11,905,000 | 1,190,500 | 11,905,000 |

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 | |
|---------------------|----------------------|---------------------|----------------|
| | | March 31, 2016 | March 31, 2015 |
| | EQUITY SHARES | | |
| Richa Aggarwal | | 60,000 | 5.04 60,000 |
| | | 60,000 | 5.04 60,000 |

SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements as at March 31, 2016 :-

2.2 Reserves and Surplus

In ₹

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|--|-------------------------|-------------------------|
| Share Premium A/c | | |
| Opening | 23,575,000 | - |
| Add: Received During the Year - | - | 23,575,000 |
| Closing | 23,575,000 | 23,575,000 |
| Profit & Loss Account | | |
| Balance in Profit & Loss Account | | |
| - Opening | 6,504,737 | 5,754,706 |
| Add : Profit during the year | 49,420 | 750,031 |
| Balance in Profit & Loss Account - Closing | 6,554,157 | 6,504,737 |
| Total Reserves & Surplus | 30,129,157 | 30,079,737 |

2.3 Short-term Provisions

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|--------------------------|-------------------------|-------------------------|
| Provision for Income Tax | 119,732 | 292,000 |
| Provision for expenses | 60,650 | 64,326 |
| | 180,382 | 356,326 |

2.4 Other Current Liabilities

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|---------------------------|-------------------------|-------------------------|
| Other Current Liabilities | - | 66,610 |
| | - | 66,610 |

Notes which are integral part of financial statements as at March 31, 2016 :-

SWAGTAM TRADING & SERVICES LTD
CIN: L51909DL1984PLC289131

NOTE : 2.5

**DEPRECIATION CHART
FOR FINANCIAL YEAR 2015 - 2016**

| Date of Purchase | Particular | Original Cost (₹) | Opening | Addition During the Year | Deletion During the Year | Life as per Co. Act, 2013 | Life Used till 31/03/2014 | Remain- ing Life | Salvaged value | Depre- ciable amount over whole life | Depreci- ation for the year | Carrying Amount as on 31.03.2016 | Carrying Amount as on 31.03.2015 |
|------------------------------|----------------------|-------------------|----------------|--------------------------|--------------------------|---------------------------|---------------------------|------------------|----------------|--------------------------------------|-----------------------------|----------------------------------|----------------------------------|
| (A) Computer | | | | | | | | | | | | | |
| 02.01.2015 | Computer | 23,000 | 15,717 | - | - | 3 | - | 3 | 1,150 | 21,850 | 7,284 | 8,433 | 15,717 |
| | Computer Equipments | 11,205 | - | 11,205 | - | 3 | - | 3 | 560 | 10,645 | 3,548 | 7,657 | - |
| (B) Office Equipments | | | | | | | | | | | | | |
| 26.03.2015 | Security Camera | 5,000 | 4,050 | 20,000 | - | 5 | - | 5 | 1,250 | 23,750 | 4,748 | 19,302 | 4,050 |
| | Mobile purchase | - | - | 9,500 | - | 5 | - | 5 | 475 | 9,025 | 1,805 | 7,695 | - |
| | Batteries & Invertor | 33,000 | - | 33,000 | - | 5 | - | 5 | 1,650 | 31,350 | 6,272 | 26,728 | - |
| | Total Assets | 72,205 | 19,767 | 73,705 | - | - | - | - | 5,085 | 96,620 | 23,658 | 69,814 | 19,767 |
| | Previous year | - | 253,000 | - | - | - | - | - | 12,650 | 240,350 | 34,952.00 | 218,048 | - |

SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements as at March 31, 2016 :-

2.6 Investments

In ₹

| Particulars | Face Value | Quantity | As at March 31, 2016 | Quantity | As at March 31, 2015 |
|--|------------|--------------|-------------------------|--------------|-------------------------|
| B) EQUITY SHARES (UNQUOTED) | | | | | |
| Decorous Investment & Trading Co. Ltd. | 10 | 9,600 | 29,264 | 9,600 | 29,264 |
| | | 9,600 | 29,264 | 9,600 | 29,264 |

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

2.7 Loans and advances

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|-------------------------------------|-------------------------|-------------------------|
| Unsecured - considered good | | |
| Security Deposit | 500,000 | - |
| World Link Finance Ltd. | 9,214,118 | 9,214,118 |
| Advance Income Tax (TDS Receivable) | 221,082 | 154,438 |
| | 9,935,200 | 9,368,556 |

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, 2016 | as at March 31, 2015 |
|-----------------------------------|-------------------------|-------------------------|
| ARIC Lubricants (India) Pvt. Ltd. | 5,500,000 | 14,000,000 |
| IDYLLIC Resorts Pvt. Ltd. | 2,000,000 | - |
| Madhu Mohan | 2,000,000 | - |
| Uninav Developers Pvt. Ltd. | 6,200,000 | - |
| Rajini Jain | 4,500,000 | - |
| RSND Projects Pvt. Ltd. | 11,000,000 | 11,000,000 |
| | 31,200,000 | 25,000,000 |

2.9 Trade Receivables

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|--------------------------|-------------------------|-------------------------|
| RAS Development Pvt. Ltd | - | 754,556 |
| | - | 754,556 |

SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2016 :-

2.10 Other Receivables

In ₹

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|--------------|-------------------------|-------------------------|
| Uwajh Jewels | - | 6,300,000 |
| | - | 6,300,000 |

2.11 Cash and cash equivalents

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|--------------------------------|-------------------------|-------------------------|
| Cash on hand | 54,143 | 67,833 |
| ICICI Bank Ltd. | 9,039 | (4772) |
| State Bank of Bikaner & Jaipur | - | 18,231 |
| PNB - Preferential Issue | 28,392 | 14,934 |
| PNB - C/A | 428,423 | 28,460 |
| | 519,997 | 124,686 |

Notes which are integral part of financial statements for the year ended March 31, 2016 :-

2.12 Other Income

In ₹

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|-------------------|-------------------------|-------------------------|
| Dividend received | - | - |
| Interest | 310 | 20,137 |
| | 310 | 20,137 |

2.13 Administrative & other expenses

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|--------------------------------|-------------------------|-------------------------|
| Advertisement Exp | 27,245 | 60,952 |
| Bank Charges | 1,722 | 5,474 |
| Charges to CDSL | 3,435 | 56,199 |
| Charges to NSDL | - | 41,013 |
| Conveyance Exp | 92,405 | 50,347 |
| Courier & Postage Exp | 8,678 | 13,499 |
| DEMAT Charges | 1,499 | 1,500 |
| RTA Fee - Alankit | 26,271 | 5,618 |
| Fees - BSE | 250,800 | - |
| Fees - Calcutta Stock Exchange | 28,090 | 146,630 |
| Fees - Delhi Stock Exchange | - | 148,700 |

SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral Notes forming part of financial statements for the year ended March 31, 2016 :-

| | | |
|-------------------------------|----------------|----------------|
| Interest on Statutories Due | 3,332 | 13,912 |
| Office Exp | 30,055 | 22,310 |
| Pantry Exp | 19,351 | 20,935 |
| Rent | 72,000 | 18,000 |
| Telephone Exp | 41,072 | 14,080 |
| Travelling Exp | 160,286 | 87,235 |
| Professional charges | 7,100 | 5,370 |
| Vehicle Exp- | - | - |
| | - | 12,580 |
| Website Charges | 3,500 | 11,236 |
| <u>Auditor's remuneration</u> | | |
| Audit fee | 12,650 | 11,236 |
| Certification fee | - | 3,000 |
| Printing and stationery | 67,296 | 62,220 |
| Filing Fee - ROC | 15,600 | 93,400 |
| Secretarial Audit Fee | 25,000 | 25,000 |
| Internal Audit Fee | 23,000 | 28,090 |
| Mics Exp | 66,389 | 25,656 |
| | 986,775 | 984,192 |

2.14 Employees Benefits Exp

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|---------------------|-------------------------|-------------------------|
| Salary to Employees | 1,084,415 | 521,477 |
| | 1,084,415 | 521,477 |

2.15 Finance costs

| Particulars | as at March 31, 2016 | as at March 31, 2015 |
|---------------|-------------------------|-------------------------|
| Interest paid | - | 28,772 |
| | - | 28,772 |

2.16 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.

SWAGTAM TRADING & SERVICES LIMITED

Notes which are integral part of financial statements for the year ended March 31, 2016

2.17 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 & CFO 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 |
| Balance outstanding as at year end | | |

2.18 Quantitative details

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

2.19 Earning per share

The following is the computation of earnings per share :-

| | |
|--|-----------|
| Net profit as per P&L A/C | ₹ 49,420 |
| Weighted average number of shares outstanding | 1,190,500 |
| Weighted average number of equity shares & potential equity share equivalents outstanding shares | 1,190,500 |
| Nominal Value of shares | ₹ 10 |
| Basic earning per shares | ₹ 0.04 |
| Diluted earning per share | ₹ 0.04 |

2.20 Post Balance Sheet Events

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

2.21 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 1.4.2015 to 31.3.2016 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.

2.22 Segment Reporting

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

2.23 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

Deepti Manchanda

Partner

Membership No. 517699

Place: New Delhi

Date : 26-05-2016

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

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

31ST ANNUAL GENERAL MEETING

Monday, 26TH September, 2016, 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 31ST Annual General Meeting of the Members of the Company, to be held on Monday, 26.09.2016 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 |
| Ordinary Business | | | |
| 1. | To receive, consider & adopt the Audited Balance Sheet and Profit & Loss as on 31.03.2016 and Cash Flow Statements for the year ended 31.03.2016 along with the Reports of Auditors & Directors thereon | | |
| 2. | To re-appoint Mr. Sumit Gupta (DIN: 06911742) as Director who retires by rotation & being eligible offers himself for re-appointment. | | |
| 3. | To re-appoint M/s. GHOSH KHANNA & Co, Chartered Accountants, FRN – 003366N as the Statutory Auditors. | | |

Signed this day of 2016

Signature of ShareholderSignature of Proxy

Notes:

- 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.**
- For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 31st AGM.
- *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.
- Please complete all details including details of member(s) in the above box before submission.

SWAGTAM TRADING & SERVICES LIMITED

SWAGTAM TRADING & SERVICES LIMITED

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

ATTENDANCE SLIP

31ST ANNUAL GENERAL MEETING
Monday, 26TH 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 31st Annual General Meeting will be transacted through remote E-Voting (facility to cast vote from a place other than the venue of the AGM)

| EVEN (E-voting Event Number) | User ID | Password |
|------------------------------|---------|----------|
| 1 0 4 6 6 3 | | |

Please refer to Note No 18 of Notice

REGISTRATION OF E-MAIL ADDRESS 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 :