

CONTENTS

- 1) **Company Information**
- 2) **Notice of the Annual General Meeting**
- 3) **Director's Report**
- 4) **Management Discussion and Analysis Report**
- 5) **Corporate Governance Report**
- 6) **CEO / CFO Certificate**
- 7) **Auditor's Report on Financial Statements**
- 8) **Audited Annual Accounts of 31.03.2014 & Notes to the Accounts**
- 9) **Attendance Slip**
- 10) **Proxy Form with List of Resolutions**

SEPARATE ANNEXURE

POSTAL BALLOT NOTICE, POSTAL BALLOT FORM, ETC.

1. **ALTERATION OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION**
2. **CHANGE IN SITUATION OF REGISTERED OFFICE**

29TH ANNUAL GENERAL MEETING	
Date	17.09.2014
Day	WEDNESDAY
Time	11:00 A.M.
Place	GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM - 781021

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. Dharendra Singh Bhandari	DIN: 00294082	Director
Mr. Raman Mittal	DIN: 06877244	Independent Director
Mr. Raj Kumar Gupta	DIN: 00074532	Independent Director
AUDITORS M/s GHOSH KHANNA & CO. Chartered Accountants, FRN - 003366N Mr. Ashish Ghosh, Partner Membership No.: 081732 Address: L-2A, Hauz Khas Enclave, New Delhi - 110016 Tel: 011-2696 2981, Email Id: gkc@vsnl.com Website: www.gkcindia.com		ADVISORS Mr. Saurabh Chugh LLB, ACS Membership No. ACS - 31456 Tel: 098144 81815
BANKERS 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
OFFICES		
REGISTERED OFFICE Girish Chandra Bardalai Path, Bamuni Maidan Guwahati, Assam - 781021		CORPORATE OFFICE 105 LSC, Pocket K & L Market, Sarita Vihar, New Delhi - 110076
CONTACT DETAILS		
Tel : 011 - 4172 6525 Mob : 9910003638		Email : swagtam1984@gmail.com Website : www.swagtam.com

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 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON WEDNESDAY, 17.09.2014 AT 11:00 A.M. AT "GIRISH CHANDRA BARDALAI PATH, BAMUNIMAIDAN, GUWAHATI, ASSAM - 781021" 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 2014, and the Profit and Loss Account for the year ended on that date alongwith the Reports of Auditors and Directors thereon.

ITEM NO. - 2: To re-appoint Mr. Deepak Sharma as Director who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

ITEM NO. - 3: To re-appoint M/s GHOSH KHANNA & CO., Chartered Accountants, FRN 003366N, as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next annual general meeting of the Company on such remuneration as the Board may decide.

SPECIAL BUSINESS

ITEM NO. - 4: TO APPOINT MS. LALITA MITTAL AS WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER

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

"**RESOLVED THAT** pursuant to Section 196, 197 read with Schedule V and provisions of Articles of Association of the Company and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) Ms. Lalita Mittal (DIN: 06928783) who was appointed by the Board as an Additional Director pursuant to the provisions of section 161 w.e.f. 19.07.2014 to hold office up-to the upcoming Annual General Meeting and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received by the Company from a member signifying his intention to propose her as candidate for the office of Whole Time Director and Chief Finance Officer of the Company, be and is hereby appointed as Whole Time Director and Chief Finance Officer for the period of 3 (Three) consecutive years.

RESOLVED FURTHER THAT Mr. Deepak Sharma (DIN: 00293945) or Mr. Raj Kumar Gupta (DIN: 00074532), Director(s) of the Company, be and is hereby authorised to take such steps as may be necessary or desirable to give effect to the aforesaid resolution"

ITEM NO. - 5: TO APPOINT MR. RAJ KUMAR AS INDEPENDENT DIRECTOR

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 149, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Raj Kumar Gupta (DIN: 00074532), who was appointed as an additional director in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company w.e.f. 30.04.2014 and who holds office upto the date of this Annual General Meeting has submitted a declaration that he meets the criteria for independence as provided in section 149, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for the period of 5 (five) consecutive years.

RESOLVED FURTHER THAT Mr. Deepak Sharma (DIN: 00293945) or Mr. Raman Mittal (DIN: 06877244), Director(s) of the Company, be and is hereby authorised to take such steps as may be necessary or desirable to give effect to the aforesaid resolution"

ITEM NO. - 6: TO APPOINT MR. RAMAN MITTAL AS INDEPENDENT DIRECTOR

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 149, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Raman Mittal (DIN: 06877244) who was appointed as an additional director in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company w.e.f. 02.06.2014 and who holds office up to the date of this Annual General Meeting has submitted a declaration that he meets the criteria for independence as provided in section 149, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for the period of 5 (five) consecutive years.

RESOLVED FURTHER THAT Mr. Deepak Sharma (DIN: 00293945) or Mr. Raj Kumar Gupta (DIN: 00074532), Director(s) of the Company, be and is hereby authorised to take such steps as may be necessary or desirable to give effect to the aforesaid resolution"

ITEM NO. - 7: INCREASE IN AUTHORISED CAPITAL

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

"**RESLOVED THAT** pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or any re-enactment thereof), the Authorised Capital of the Company be and is hereby increased from the existing Rs. 1,25,00,000 (Rupees One Crore Twenty Five Lacs Only) divided into 12,50,000 (Twelve Lacs Fifty Thousand Only) Equity Shares of Rs 10/- (Rupees Ten) each to Rs. 4,00,00,000 (Rupees Four Crores Only) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs 10/- (Rupees Ten) each and any further amendment(s), wherever applicable / required, in consequences of this resolution shall be made accordingly.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following:

- V. **The Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Forty Lacs) Equity Shares having face value of Rs. 10/- (Rupees Ten) each.**

RESOLVED FUTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to take all such steps and actions and give such directions and delegate such powers/authorities, as it may in its absolute discretion, deem appropriate, including settling any question that may arise in this regard."

ITEM NO. - 8: TO ADOPT NEW SET OF REGULATIONS / ARTICLES OF ASSOCIATION

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

"**RESOLVED THAT** pursuant to provisions of section 14 and all other applicable provisions of the Companies Act 2013 read with Companies (Incorporation) Rules, 2014, the draft set of regulations / articles as contained in the Articles of Association as submitted to this meeting, be and are hereby approved and adopted as new set of Article of Association of the company, with amended Authorised Share Capital, in substitution, and to the entire exclusion, of the regulations / articles contained in the existing Articles of Associations of the Company."

RESOLVED FURTHER THAT Mr. Deepak Sharma (DIN: 00293945) or Mr. Raj Kumar Gupta (DIN: 00074532), Director(s) of the Company, be and is hereby authorised to sign and file all necessary forms, documents, deeds & returns with the concerned Registrar of Companies, Delhi Stock Exchange Limited and all other appropriate authorities and do all such acts & deeds and take all such further steps as may be necessary, proper or expedient to give effect to aforesaid resolution."

ITEM NO. - 9: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**

"RESLOVED THAT pursuant to the provisions of Section 62 and 42 of the Companies Act, 2013 ("Companies Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any amendment or statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("SEBI (ICDR) Regulations"), as in force and subject to other applicable rules, regulations, clarifications and/or guidelines, if any, issued by concerned Regulatory Authority, including but not limited to Securities and Exchange Board of India ("SEBI"), Delhi Stock Exchange Limited ("DSE"), being the Stock Exchange where the Shares of the Company are listed and enabling provisions of the Memorandum & Articles of Association of the Company and the listing agreement entered into between the Company and DSE and subject to requisite approvals, consents, permissions and/or sanctions, if any, of the Central Government, Delhi Stock Exchange, SEBI, and other appropriate authorities, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s) constituted by the Board or any Director / person(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution), the Board be and is hereby authorised to create, offer, issue and allot Upto 13,00,000 (Thirteen Lacs only) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 25/- (Rs. Twenty Five) each amounting in total to Rs. 35/- (Rs. Thirty Five only) per equity shares on Preferential basis to Non-Promoters, as per details mentioned below, which shall rank pari-passu with the existing Equity Shares of the Company, in such form and manner and upon such terms and conditions as the Board may in its absolute discretion deem fit, at a price as will be determined in accordance with SEBI (ICDR) Regulations to the following proposed allottees:-

All the Proposed Allottee(s) belong to NON-PROMOTER Category					
Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
1	Aarti Mittal	APDPM3391Q	10000	0.77	138 Deepali Enclave Pitampura Delhi
2	Aayush Aggarwal	ALAPA1919R	30000	2.31	House No. 87, Sector 16 A, Faridabad
3	Ajay Bindal	AADPB9118R	15000	1.15	140, Deepali Enclave, Pitampura, Delhi.
4	Ajay Bindal HUF	AACHA7658G	15000	1.15	140, Deepali Enclave, Pitampura, Delhi.
5	Amarnath	AAGPN3825Q	30000	2.31	House No 88A, Ward No-10, Budhlada, District - Mansa
6	Amit Gupta	AGOPG3075D	10000	0.77	402, Tower No.3, Uniworld Gardens, Sohna Road, Gurgaon, Haryana-122001
7	Amit Gupta	AATPG1441Q	55000	4.23	J-13/55, First Floor, Rajouri Garden, Delhi
8	Amit Mittal	ADOPM7415Q	10000	0.77	138 Deepali Enclave Pitampura Delhi
9	Anita Aggarwal	AAPNA6586C	30000	2.31	House No. 87, Sector 16 A, Faridabad
10	Asha Sabharwal	BMKPS4892M	7500	0.58	G-26/210, Sector-3, Rohini, Delhi-110085.
11	Charanjit Singh	AVSPS3065J	10000	0.77	140 SF, A-2 Block, Janakpuri, New Delhi-58
12	Deepak Mittal	AGBPM6382Q	10000	0.77	138 Deepali Enclave Pitampura Delhi
13	Deepak Mittal HUF	AAGHD7986J	10000	0.77	138 Deepali Enclave Pitampura Delhi

SWAGTAM TRADING & SERVICES LIMITED

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
14	Gaurav Mohan	ANYPM1623Q	10000	0.77	18A, 2nd Floor, North Avenue Road, West Punjabi Bagh, New Delhi-26
15	Govind Aggarwal	ABVPA5466G	5000	0.38	432 Deepali Enclave Pitampura Delhi
16	Harsh Vardhan Bansal	AAAPB1908Q	15000	1.15	210, Tarun Enclave, Pitampura, Delhi.
17	Jagbir Singh	BLQPS1456L	7500	0.58	3A/305, Rang Rasayan Aptt., Sector-13, Rohini, New Delhi-85.
18	Jyoti Jain	AGXPJ5654L	30000	2.31	House No-20, Near Ashoka Park Main, Tri Nagar, Delhi - 110035
19	Krishan Kumar	AEWPK0416L	5000	0.38	289 Deepali Enclave Pitampura Delhi
20	Krishan Kumar Garg	ACEPK0428Q	30000	2.31	House No - 4707, Ward No-19, Bhatinda , Punjab
21	Lajwanti Devi	AIJPD4264C	7500	0.58	45 Bhera Enclave, Paschim Vihar, New Delhi
22	Manish Aggarwal	AFZPA2150B	25000	1.92	2502, Diamond Plaza, Gurudwara Road, Karol Bagh, New Delhi - 110005
23	Manish Aggarwal HUF	AAIHM6935J	25000	1.92	2502, Diamond Plaza, Gurudwara Road, Karol Bagh, New Delhi - 110005
24	Mayank Aggarwal	AJJPA8512H	5000	0.38	154 Deepali Enclave Pitampura Delhi
25	Meenu Bansal	AAAPB3590L	15000	1.15	210 Tarun Enclave Pitampura Delhi
26	Mohinder Sabharwal	AYCPS6669K	7500	0.58	G-26/210, Sector-3, Rohini, Delhi-110085.
27	Mukesh Mittal	AJGPM2125D	5000	0.38	432 Deepali Enclave Pitampura Delhi
28	Naresh Kumar	ABJPK5857F	5000	0.38	289 Deepali Enclave Pitampura Delhi
29	Nidhi Gupta	ARCPG7516L	10000	0.77	402, Tower No.3, Uniworld Gardens, Sohna Road, Gurgaon, Haryana-122001
30	Nikita Jain	AGCPJ5236D	10000	0.77	B-5, Civil Lines, Bathinda.
31	Nishant Sabharwal	DIWPS1458H	7500	0.58	G-26/210, Sector-3, Rohini, Delhi-110085.
32	Nitin Aggarwal	AOTPA2202H	5000	0.38	154 Deepali Enclave Pitampura Delhi
33	Paayal	BEGPP3614E	30000	2.31	House No. 87, Sector 16 A, Faridabad
34	Pankaj Aggarwal	ACLPA0528L	17500	1.35	W-8C/10, western Avenue, Sainik Farms, New Delhi
35	Pricep Trade and Finance Pvt. Ltd.	AABCP5338C	25000	1.92	110, First Floor, P-2, New CIT Road, Kolkata, West Bengal - 700001
36	Rajan Mittal	ABNPM8118M	60000	4.62	House No. 811, Sector 16, Panchkula, Haryana
37	Rajesh Gupta	AALPG4303M	40000	3.08	House No. - 8, First Floor, Street No. 18, East Punjabi Bagh, New delhi - 110026
38	Rajni Jain	AANPJ0005H	10000	0.77	B-5, Civil Lines, Bathinda.
39	Rakesh Kumar Garg	AARPG1490P	40000	3.08	House No-267, Phase-1, Model Town, Bhatinda - 151001, Punjab

SWAGTAM TRADING & SERVICES LIMITED

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
40	Richa Aggarwal	ABHPA1347G	60000	4.62	15/16, Inner City, Ring Road, Agra - 282004
41	Rishab Aggarwal	BJZPA4566J	30000	2.31	House No. 87, Sector 16 A, Faridabad
42	Rishav Kumar	BMKPK7216B	30000	2.31	Main Bazar, Talwandi Sabo, Bhatinda-151302,
43	Ritu Gupta	ADUPG8304N	7500	0.58	45 Bhera Enclave, Paschim Vihar, New Delhi
44	Sakshi Mittal	BPMPM0814C	27500	2.12	21180/A, Street No-5, Ajit Road, Bhatinda - 151001
45	Sameer Jain HUF	AAYHS5141J	30000	2.31	House No-20, Near Ashoka Park Main, Tri Nagar, Delhi - 110035
46	Sanjay Jain	ABJPJ5318E	10000	0.77	B-5, Civil Lines, Bathinda.
47	Sanjay Jain & Sons HUF	AALHS3790H	10000	0.77	B-5, Civil Lines, Bathinda.
48	Saroj Rani Aggarwal	ABQPA9078H	30000	2.31	House No. 87, Sector 16 A, Faridabad
49	Satish Gupta	ADUPG8302L	7500	0.58	45 Bhera Enclave, Paschim Vihar, New Delhi
50	Satish Gupta (HUF)	AAHHS3006H	7500	0.58	45 Bhera Enclave, Paschim Vihar, New Delhi
51	Seema Gupta	AFKPG7585D	40000	3.08	House No. - 8, First Floor, Street No. 18, East Punjabi Bagh, New delhi - 110027
52	Shilpi Mittal	AGCPM3531G	5000	0.38	432 Deepali Enclave Pitampura Delhi
53	Shivani Garg	ALTPG9441P	30000	2.31	194, Block - AM, Shalimar Bagh, Delhi - 88
54	Shresth Bansal	BBDPB3444C	15000	1.15	210 Tarun Enclave Pitampura Delhi
55	Shruti Mittal	AIIPG6160B	10000	0.77	138 Deepali Enclave Pitampura Delhi
56	Shweta Gupta	AGPPG9195H	30000	2.31	House No. 87, Sector 16 A, Faridabad
57	Sumit Gupta	AATPG1443N	45000	3.46	2502, Diamond Plaza, Gurudwara Road, Karol Bagh, New Delhi - 110005
58	Sunita Bindal	AHFPB9420M	15000	1.15	140, Deepali Enclave, Pitampura, Delhi.
59	Sunita Rani	ASUPR5199M	30000	2.31	House No-267, Model Town, Phase-1, Bhatinda-151001
60	Swati Sabharwal	DIWPS1626H	7500	0.58	G-26/210, Sector-3, Rohini, Delhi-110085.
61	Tarun Aggarwal	AOQPA9034E	5000	0.38	139 Deepali Enclave Pitampura Delhi
62	Tarun Jain	AHWPJ2158H	10000	0.77	B-5, Civil Lines, Bathinda.
63	Ujjwal	ABAPU1534E	7500	0.58	3A/305, Rang Rasayan Aptt., Sector-13, Rohini, Delhi-85.
64	Veena Gupta	AFRPG8029B	50000	3.85	B-802, Tarun CGHS, Sector-47, Gurgaon
65	Vikas Jindal	AEUPJ8625A	30000	2.31	House No - 4707, Ward No-19, Bhatinda, Punjab
66	Weldon Fincap Pvt. Ltd.	AABCS5281M	25000	1.92	7, East Avenue Road, Punjabi Bagh, New Delhi - 110026
		TOTAL =	1300000	100.00	

The names of proposed allottees / investors and/or number of shares proposed to be subscribed by them as mentioned above are only indicative and actual numbers of shares that may be ultimately subscribed and allotted may interchange among the persons named above but the total number of shares that will be allotted shall be Upto 13,00,000 (Thirteen Lacs Only) Equity Shares only.

RESOLVED FURTHER THAT:

- i. The relevant date for the purpose of determining the issue price of the Equity Shares in accordance with the SEBI (ICDR) Regulations, 2009 (as amended) be fixed as 16th August 2014 being the 30th day prior to 17th SEPTEMBER, 2014, i.e. the date on which the Annual General Meeting of the shareholders is to be convened, in terms of Section 96 of the Companies Act, 2013 as well as of Regulation 71 of the SEBI (ICDR) Regulations to consider the proposed preferential issue.
- ii. The Equity Shares allotted in terms of this resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration.
- iii. The Board be and is hereby authorized to decide/finalise and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, amend, add, modify or alter any of the terms and conditions, including the issue price on a higher side, as it may deem expedient, without being required to seek any further consent or sanction or approval of the Company in a General Meeting and it is deemed that the members have given their consent/approval for the purpose of these acts & deeds.

RESOLVED FURTHER THAT the aforesaid equity shares allotted on preferential basis shall be locked-in as per the SEBI Regulations, i.e. from the date of allotment/ trading approval granted by Delhi Stock Exchange for a period of one year as prescribed in Regulation 78 of SEBI (ICDR) Regulations, 2009.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted as above, shall be listed and traded on Delhi Stock Exchange Ltd. on which existing shares of the Company are listed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Securities and Exchange Board of India (SEBI) and Delhi Stock Exchange (DSE) and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board/authorised Director.

RESOLVED FURTHER THAT for giving effect to the above mentioned resolution, the Board/ the Committee of the Board or any nominated Director, be and is hereby authorised on behalf of the Company to take all such actions and to do all such acts, deeds, things and matters, as it may, in its absolute discretion, consider necessary, desirable, incidental or expedient to the issue and allotment of aforesaid Equity Shares, including without any limitation, appointment of consultants, retainers, professionals or Merchant Bankers, or any other person(s) as may be required, and to enter into arrangements for in-principle approval, listing & trading approvals, entering into arrangement and/or liasoning with the RTA, Depositories, DSE etc and to enter into all such arrangements and agreements as may be necessary, to seek Listing & Trading Approval of the Equity Shares so allotted pursuant to the Preferential Allotment with Delhi Stock Exchange Ltd., to settle any questions, difficulties or doubts that may arise in regard to any such issue, offer or allotment of Equity Shares and in complying with any regulations, as it may, in its absolute discretion, deem fit to do, without being required to seek any further approval/sanctions and/or consent of the Members of the Company and it is deemed that the members have given their consent/ approval for the purpose of these acts & deeds.

RESOLVED FURTHER THAT Board of Director of the company, be and is hereby authorized to make the Allotment(s) of all or any of the Equity shares in one or more lots as and when considered necessary, as per the guidelines.

SWAGTAM TRADING & SERVICES LIMITED

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee(s) of Directors, any other Director(s) or Officer(s) or professionals or consultants, etc to give effect to the aforesaid resolution."

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

**Date : 08.08.2014
Place: New Delhi**

**LALITA MITTAL
Whole Time Director & CFO
DIN: 06928783
Address: F-22, House No. 148,
Sector - 3, Rohini, Delhi - 110085**

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at this AGM are annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company.
3. The proxy form must reach at Company's Registered / Corporate Office at least 48 hours before the time of holding the meeting.
4. Register of Members and Share Transfer Books will remain closed from 12.09.2014 to 17.09.2014 (both days inclusive).
5. 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 Registered Address along with Pin Code Number, and e-mail ID to the Registrar and Share Transfer Agent or to Company.
6. Members desiring any information as regards to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
7. Members are requested to bring their copy of the Annual Report to the meeting. Members/Proxies should bring the Attendance Sheet duly filled in for attending the meeting.
8. Members holding shares in physical form and desirous of making a Nomination in respect of their shareholding in the company as permitted under Section 72 of the Companies Act, 2013 are requested to send the prescribed Form SH-13 to the Corporate/ Registered Office of the Company. The Form would be made available on demand.
9. 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 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, etc, in electronic form to the E-mail address provided by the shareholders.
10. Shareholders are requested to furnish their e-mail ID's to enable the Company to forward all the requisite information in electronic mode. In case of shareholders holding shares in Demat form, the e-mail ID's of the shareholders registered with the DP and made available to the company shall be the registered e-mail ID unless the communication is received to the contrary.

11. The Securities and Exchange Board of India has notified that the shareholders/transferee of shares (including joint holders) holding shares in physical form are required to furnish a certified copy of their PAN card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.

Accordingly, all the shareholders/ transferee of shares (including joint holders) are requested to furnish a certified copy of their PAN card to the Company/ RTA while transacting in the securities market including transfer, transmission or any other corporate action.

12. The Company has designated an exclusive e-mail ID called swagtam1984@gmail.com for redressal of shareholder's complaints / grievances, in case you have any queries/complaints or unresolved grievances, then please write to us.
13. In terms of Section 108 of the Companies Act, 2013 Read with the rule 20 of the Companies (Management & Administration) Rules, 2014 it is mandatory on the part of the Company to provide e-Voting facility but MCA Circular dated 17th June, 2014, provides exemption to the Companies from providing E-voting Facility till 31st December, 2014, therefore E-Voting facility is not being provided for this meeting in view of the said circular of MCA.

EXPLANATORY STATEMENT

[Pursuant to section 102 of the Companies Act, 2013 relating to the special business to be transacted at the Annual General Meeting (AGM)]

ITEM NO. - 4: TO APPOINT MS. LALITA MITTAL AS WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER

The Board of Directors of the Company appointed Ms. Lalita Mittal as an Additional Director w.e.f. 19.07.2014. Having regards to the dynamic Business situation and the expansion programs on anvil it is thought fit and proper to appoint her as Whole Time Director & Chief Financial Officer who shall be responsible for taking care of the day to day activities of the Business of the Company. Board of Directors in its Meeting held on 08th August, 2014 decided to appoint Ms. Lalita Mittal (DIN: 06928783) as the Whole Time Director & Chief Financial Officer of the Company in terms of section 196, 197 & Schedule V of the Companies Act, 2013.

Brief Resume of Appointee Executive Director

Ms. Lalita Mittal (DIN: 06928783) holds Masters Degree in English & Sanskrit from University of Punjab and she has over 30 years of experience in the fields of administration, education, etc. Ms. Lalita Mittal does not hold any share in this Company. At present she holds the Directorship in the following Companies:-

S. No.	Name of the Company	Category of Directorship
1.	Decorous Investment and Trading Company Limited	Additional / Independent Director

Terms of appointment

Appointment of Ms. Lalita Mittal as the Whole Time Director & Chief Financial Officer shall be subject to the terms and conditions of the Agreement entered into with her by the Company, and the aforesaid Agreement is available for inspection of the members at the office of the Company from 11:00 AM to 5:00 PM on all working days except Saturday. Extracts of the agreement has been reproduced hereunder for your kind consideration.

Term & Termination

Appointment of Ms. Lalita Mittal as the Whole Time Director & Chief Financial Officer shall be effective for a period of three years from the date of Agreement and shall be subject to the approval of shareholders in the general meeting.

Agreement may be terminated earlier by either party after giving three months notice.

Duties & Powers

Ms. Lalita Mittal shall devote her time and attention to the business of the Company and carry out such duties as may be entrusted to her by the Board from time to time and as separately communicated to her. Subject to the supervision and control of the Board, she be entrusted with powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its associated concerns/ companies and / or subsidiaries, including performing duties as assigned to by the Board from time to time by serving on the Boards of such associated companies and / or subsidiaries or any other executive body or any committee(s) and shall not exceed the powers so delegated by the Board.

Ms. Lalita Mittal undertakes to employ the best of her skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

Remuneration

So long as Ms. Lalita Mittal performs her duties and confirms to the terms and conditions contained in this Agreement and, she shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force

- A. SALARY:** Rs. 20,000/- per month with an annual increment as may be decided by the Board and will be merit-based and take into account the Company's performance as well.

B. Benefits, Perquisites, Allowances: In addition to the basic salary, she shall be entitled to following benefits and perquisites:

- ◆ Telecommunication facilities including broadband, internet and mobile.
- ◆ Hospitalisation and major medical expenses.
- ◆ shall be entitled to leave in accordance with the Rules of the Company.
- ◆ Reimbursement of actual out of pocket expenses.

Variation

The terms and conditions of the appointment of the Whole Time Director & Chief Financial Officer and / or this Agreement may be altered and varied from time to time by the Board as it may, in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act, 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and Executive Director, subject to such consents/ approvals as may be required.

Confidentiality

Ms. Lalita Mittal is aware that in the course of her employment she will have access to and be entrusted with information in respect of the business and finances of the Company including IP, processes and product specifications, etc. and relating to its dealings, transactions and affairs and likewise in relation customers or clients all of which information is or may be of a confidential nature.

Ms. Lalita Mittal shall not except in the proper course of performance of her duties during or at any time after the period of her employment or as may be required by law divulge/ disclose to any person whatever or otherwise make use of and shall use her best endeavors to prevent the publication or disclosure of any confidential information of the Company or any of its suppliers, agents, distributors or customers, etc.

All notes, memoranda, documents and confidential information concerning the business of the Company or any of its suppliers, agents, distributors or customers which shall be acquired, received or made by Ms. Lalita Mittal during the course of her employment shall be the property of the Company and shall be surrendered by her to the Company upon the termination of her employment or at the request of the Board at any time during the course of his employment.

Non - Competition

Ms. Lalita Mittal covenants with the Company that she will not, without the prior consent of the Board, carry on or be engaged, directly or indirectly, either on her own behalf or on behalf of any person, manager, agent, consultant or employee of any person or firm, in any activity or business, in India or overseas, which shall directly or indirectly be in competition with the business of the Company.

Code of Conduct of the Company

The provisions of the Code of Conduct of the Company shall be deemed to have been incorporated into the Agreement by reference. Ms. Lalita Mittal shall during her term, abide by the provisions of the Code of Conduct in spirit and in letter and commit to assure its implementation.

Summary termination of employment

Employment of Ms. Lalita Mittal may be terminated by Company without notice:

- ◆ if she is found guilty of any gross negligence, default or misconduct in connection with or affecting the business of the Company; or
- ◆ in the event of any serious or repeated or continuing breach or non-observance by her of any of the stipulations contained in the Agreement;
- ◆ in the event the Board expresses its loss of confidence in her.

Resignation from Directorship

Upon the termination by whatever means of her employment:

Ms. Lalita Mittal shall immediately tender her resignation from office as a Whole Time Director & Chief Financial Officer of the Company without claim for compensation for loss of office and in the event of her failure to do so the Company is hereby irrevocably authorised to appoint some person in her place and on her behalf to sign and deliver such resignation to the Company.

Ms. Lalita Mittal shall not, without the consent of the Company at any time thereafter, represent herself as connected with the Company or any of the subsidiaries and associated companies.

Agreement co-terminus with directorship

If and when this Agreement expires or is terminated for any reason whatsoever, Ms. Lalita Mittal shall cease to be Whole Time Director & Chief Financial Officer. If at any time, she ceases to be a Director of the Company for any reason whatsoever, she shall cease to be the Whole Time Director & Chief Financial Officer and this Agreement shall forthwith stand terminated.

Notices

Notices may be given by either Party by letter addressed to the other Party at, in the case of the Company, at its registered office for the time being and in the case of the Whole Time Director & Chief Financial Officer at his last known address and any notice given by letter shall be deemed to have been given at the time at which the letter would be delivered in the ordinary course of post or if delivered by hand upon delivery and in proving service by post it shall be sufficient to prove that the notice was properly addressed and posted.

Disclosure of Interest of Board Members

None of the Directors except Ms. Lalita Mittal is interested in the proposed resolution, and shall be deemed to be interested in the resolution to the extent of her appointment as the Whole Time Director & Chief Financial Officer.

Information as required by Schedule V of Companies Act, 2013 is reproduced below:

I. General Information				
1.	Nature of Industry	Shares & Securities & Financing, etc.		
2.	Date or expected date of commencement of production	It is a trading concern, which has already commenced its business since incorporation		
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4.	Financial Performance	Particulars	31.03.2014 (In Rs.)	31.03.2013 (In Rs.)
		Income from Operations	74,73,340.00	110,144.00
		Total Expenditure	67,669.00	30,161.00
		PBT	74,05,671.00	79,983.00
		PAT	59,16,384.00	79,983.00
		Rate of Dividend Declared	—	—
5.	Foreign investments or collaborations	N.A.		

SWAGTAM TRADING & SERVICES LIMITED

II. Information about the appointee	
1. Background details	Ms. Lalita Mittal holds Masters Degree in English & Sanskrit from University of Punjab and she has over 30 years of experience in the fields of administration, education, etc.
2. Past remuneration	Appointed in Board meeting held on 19/07/2014.
3. Recognition or awards	NIL
4. Job profile and his suitability	Subject to the supervision and control of the Board, Ms. Lalita Mittal be entrusted with powers of management which are in connection with and in the best interests of the business
5. Remuneration proposed	As mentioned in the notice, the remuneration payable has been approved by the Board of Directors. The proposed remuneration is Rs. 20,000/- per month and perquisites as mentioned in the notice.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on her and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship with the Company or with the managerial personnel
III. Other Information	
1. Reasons for inadequate profits	Inadequacy of year-wise profits is due to cut throat competition, increasing costs, high regulatory frameworks, higher inflation, loss in trading of shares and bad debts.
2. Steps taken or proposed to be taken for improvement	The Company is trying to increase its operations. Further the company proposes to diversify into other business(es) for which it has proposed to alter its objects.
3. Expected increase in productivity and profits in measurable terms	There are signs of revival in economic activity which should lead to improvement prospects during the coming years.

Disclosure of Interest of Board Members

None of the Directors except Mr. Raj Kumar Gupta is interested in the proposed resolution.

Ms. Lalita Mittal shall be deemed to be interested in the resolution to the extent of her appointment as the Whole Time Director & Chief Financial Officer. Ms. Lalita Mittal does not hold any shares in this company.

The resolution stated in the item No. 4 is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Ms. Lalita Mittal as Whole Time Director & CFO of the Company.

ITEM NO. - 5: APPOINTMENT OF MR. RAJ KUMAR GUPTA AS INDEPENDENT DIRECTOR

Board of Directors express that Mr. Raj Kumar Gupta (DIN: 00074532) be appointed as the Independent Director of the Company, not liable to retire by rotation, for the period of 5 consecutive years.

A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from one of the members of the Company proposing Mr. Raj Kumar Gupta for the office of Director of the Company.

Mr. Raj Kumar Gupta has given his consent under section 152 (5) of the Companies Act, 2013 to act as the Director of the Company along with the declaration of not being disqualified under section 164 of the Act to become the director of the Company.

The terms and conditions of appointment of Mr. Raj Kumar Gupta shall be open for inspection by the Members at the Office of the Company during normal business hours on any working day, excluding Saturday & will also be available at the website of the company.

Brief Resume of Appointee Director

Mr. Raj Kumar Gupta holds Bachelor Degree from University of Delhi and he has over 30 years of experience in the fields of finance, liaisons, stock markets, etc.

At present he holds the Directorship in the following Companies

S. No.	Name of the Company	Category of Directorship
1.	Usha Financial Services Private Limited	Director
2.	Decorous Investment & Trading Co. Ltd.	Whole Time Director & C.F.O.

Mr. Raj Kumar Gupta does not hold any share in this Company.

Disclosure of Interest of Board Members

None of the Directors except Mr. Raj Kumar Gupta is interested in the proposed resolution.

Mr. Raj Kumar Gupta shall be deemed to be interested in the resolution to the extent of his appointment as the Independent Director.

The resolution stated in the item No. 5 is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Mr. Raj Kumar Gupta as the Non Executive Independent Director of the Company.

ITEM NO. - 6: APPOINTMENT OF MR. RAMAN MITTAL AS INDEPENDENT DIRECTOR

Board of Directors express that Mr. Raman Mittal (DIN: 06877244). be appointed as the Independent Director of the Company, not liable to retire by rotation, for the period of 5 consecutive years.

A candidature under section 160 of the Companies Act, 2013 along with the requisite fee has been received from one of the members of the Company proposing Mr. Raman Mittal for the office of Director of the Company.

Mr. Raman Mittal has given his consent under section 152 (5) of the Companies Act, 2013 to act as the Director of the Company along with the declaration of not being disqualified under section 164 of the Act to become the director of the Company.

The terms and conditions of appointment of Mr. Raman Mittal shall be open for inspection by the Members at the Office of the Company during normal business hours on any working day, excluding Saturday will also be available at the website of the company.

Brief Resume of Appointee Director

Mr. Raman Mittal holds M.B.A. Degree and he has over 10 years of experience in the fields of finance, accounting, real estate, retail, etc.

Mr. Raman Mittal does not hold any share in this Company.

Disclosure of Interest of Board Members

None of the Directors except Mr. Raman Mittal is interested in the proposed resolution.

Mr. Raman Mittal shall be deemed to be interested in the resolution to the extent of his appointment as the Independent Director.

The resolution stated in the item No. 6 is placed for kind consideration and approval of members of the Company. Board recommends the appointment of Mr. Raman Mittal as the Non Executive Independent Director of the Company.

ITEM NO. - 7: INCREASE IN AUTHORISED CAPITAL

The existing Authorised Share Capital of the Company is Rs. 1,25,00,000/- (Rupees One Crore Twenty Five Lacs Only) divided into 12,50,000 (Twelve Lacs Fifty Thousand Only) Equity Shares of Rs 10/- (Rupees Ten) each and the existing Paid-up Capital is Rs. 24.75 Lacs.

As the Board have expansion plans which require the infusion of funds and for this purpose the Board of Directors propose to create, offer, issue and allot upto 13,00,000 (Thirteen Lacs Only) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 25/- (Rs. Twenty Five) each amounting in total to Rs. 35/- per equity shares on Preferential basis to Non-Promoters, under Section 67 read with Section 42 of the Companies Act, 2013 and Rules made thereunder.

The existing Authorised Share Capital of the Company is Rs. 1,25,00,000/- (Rupees One Crore Twenty Five Lacs only) which is required to be increased for the purpose of issuing Equity Shares as aforesaid. The Authorised Share Capital of the Company is proposed to be increased, from the existing, to Rs. 4,00,00,000/- (Rupees Four Crores only).

The proposed increase in the Authorised Capital would entail consequential alteration of the relevant "**Clause V**" of the Memorandum of Association of the Company in terms of the provisions of the Companies Act, 2013.

Disclosure of Interest by the Directors

None of the Directors and the Key Managerial Personnel of the Company are concerned or interested in aforesaid resolutions.

The consent of the members is being sought by way of Ordinary Resolution. The Board recommends resolution for adoption.

ITEM NO. - 8: ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association are based on the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations/articles in the existing Articles of Association are no longer in conformity with the Act. The Companies Act 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing Articles of Association of the Company require alteration or deletions in several regulations/articles. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a New Set of Articles of Association.

New Set of Regulations / Articles to be substituted in place of existing Articles, based on Table "F" of the Act which sets out the model articles of association for a company limited by shares.

A copy of the existing Articles of Association of the Company; and the new set of Articles of Association incorporating the proposed alteration thereto, will be available for inspection for the Members on any working day during 11.00 A.M. to 1.00 P.M. upto the date of Annual General Meeting at the Registered/ Corporate Office of the Company.

None of the Directors / Key Managerial Personnel of the Company is, in any way, concerned or interested, in the Special Resolution set out at Item No. 8 of the Notice.

The resolution stated under item No. 8 is being placed for the kind approval of Members of the Company by way of special resolution in terms of relevant provisions of the Companies Act, 2013 in the interest of the Company and the members

The consent of the members is being sought by way of Ordinary Resolution. The Board recommends resolution for adoption.

SWAGTAM TRADING & SERVICES LIMITED

ITEM NO. - 9: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

As the Company is on a growth trajectory, the Company requires funds for infusion in the Company, for working capital requirements, expansion, diversification, and for other general business purposes, etc., accordingly, in order to finance the said fund requirements, the Company proposes to create, offer, issue and allot Equity Shares on Preferential basis under section 62 read with section 42 of the Companies Act, 2013 and the rules made thereunder subject to the provisions of Chapter VII of the SEBI (Issue of Capital and Disclosures Requirements) Regulation, 2009 including any re-enactment or modification thereof.

The shares allotted shall rank pari-passu with all other equity shares of the Company in respect of all rights including dividend.

The Company is in receipt of communications/intention from the persons and/or entities mentioned below, whereby the said persons and/or entities have expressed their desire to subscribe/ contribute capital in the Company by way of subscribing to the Equity Shares of the Company. In view of the above, the Company proposes to create, offer, issue and allot upto 13,00,000 (Thirteen Lacs Only) Equity Shares of the face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 25/- (Rs. Twenty Five) each amounting in total to Rs. 35/- per equity shares on Preferential basis to the following proposed Allottees :-

All the Proposed Allottee(s) belong to NON-PROMOTER Category					
Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
1	Aarti Mittal	APDPM3391Q	10000	0.77	138 Deepali Enclave Pitampura Delhi
2	Aayush Aggarwal	ALAPA1919R	30000	2.31	House No. 87, Sector 16 A, Faridabad
3	Ajay Bindal	AADPB9118R	15000	1.15	140, Deepali Enclave, Pitampura, Delhi.
4	Ajay Bindal HUF	AACHA7658G	15000	1.15	140, Deepali Enclave, Pitampura, Delhi.
5	Amarnath	AAGPN3825Q	30000	2.31	House No 88A, Ward No-10, Budhlada, District - Mansa
6	Amit Gupta	AGOPG3075D	10000	0.77	402, Tower No.3, Uniworld Gardens, Sohna Road, Gurgaon, Haryana-122001
7	Amit Gupta	AATPG1441Q	55000	4.23	J-13/55, First Floor, Rajouri Garden, Delhi
8	Amit Mittal	ADOPM7415Q	10000	0.77	138 Deepali Enclave Pitampura Delhi
9	Anita Aggarwal	AAPNA6586C	30000	2.31	House No. 87, Sector 16 A, Faridabad
10	Asha Sabharwal	BMKPS4892M	7500	0.58	G-26/210, Sector-3, Rohini, Delhi-110085.
11	Charanjit Singh	AVSPS3065J	10000	0.77	140 SF, A-2 Block, Janakpuri, New Delhi-58
12	Deepak Mittal	AGBPM6382Q	10000	0.77	138 Deepali Enclave Pitampura Delhi
13	Deepak Mittal HUF	AAGHD7986J	10000	0.77	138 Deepali Enclave Pitampura Delhi
14	Gaurav Mohan	ANYPM1623Q	10000	0.77	18A, 2nd Floor, North Avenue Road, West Punjabi Bagh, New Delhi-26
15	Govind Aggarwal	ABVPA5466G	5000	0.38	432 Deepali Enclave Pitampura Delhi
16	Harsh Vardhan Bansal	AAAPB1908Q	15000	1.15	210, Tarun Enclave, Pitampura, Delhi.
17	Jagbir Singh	BLQPS1456L	7500	0.58	3A/305, Rang Rasayan Apt., Sector-13, Rohini, New Delhi-85.
18	Jyoti Jain	AGXPJ5654L	30000	2.31	House No-20, Near Ashoka Park Main, Tri Nagar, Delhi - 110035

SWAGTAM TRADING & SERVICES LIMITED

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
19	Krishan Kumar	AEWPK0416L	5000	0.38	289 Deepali Enclave Pitampura Delhi
20	Krishan Kumar Garg	ACEPK0428Q	30000	2.31	House No - 4707, Ward No-19, Bhatinda , Punjab
21	Lajwanti Devi	AIJPD4264C	7500	0.58	45 Bhera Enclave, Paschim Vihar, New Delhi
22	Manish Aggarwal	AFZPA2150B	25000	1.92	2502, Diamond Plaza, Gurudwara Road, Karol Bagh, New Delhi - 110005
23	Manish Aggarwal HUF	AAIHM6935J	25000	1.92	2502, Diamond Plaza, Gurudwara Road, Karol Bagh, New Delhi - 110005
24	Mayank Aggarwal	AJJPA8512H	5000	0.38	154 Deepali Enclave Pitampura Delhi
25	Meenu Bansal	AAAPB3590L	15000	1.15	210 Tarun Enclave Pitampura Delhi
26	Mohinder Sabharwal	AYCPS6669K	7500	0.58	G-26/210, Sector-3, Rohini, Delhi-110085.
27	Mukesh Mittal	AJGPM2125D	5000	0.38	432 Deepali Enclave Pitampura Delhi
28	Naresh Kumar	ABJPK5857F	5000	0.38	289 Deepali Enclave Pitampura Delhi
29	Nidhi Gupta	ARCPG7516L	10000	0.77	402, Tower No.3, Uniworld Gardens, Sohna Road, Gurgaon, Haryana-122001
30	Nikita Jain	AGCPJ5236D	10000	0.77	B-5, Civil Lines, Bathinda.
31	Nishant Sabharwal	DIWPS1458H	7500	0.58	G-26/210, Sector-3, Rohini, Delhi-110085.
32	Nitin Aggarwal	AOTPA2202H	5000	0.38	154 Deepali Enclave Pitampura Delhi
33	Paayal	BEGPP3614E	30000	2.31	House No. 87, Sector 16 A, Faridabad
34	Pankaj Aggarwal	ACLPA0528L	17500	1.35	W-8C/10, western Avenue, Sainik Farms, New Delhi
35	Pricep Trade and Finance Pvt. Ltd.	AABCP5338C	25000	1.92	110, First Floor, P-2, New CIT Road, Kolkata, West Bengal - 700001
36	Rajan Mittal	ABNPM8118M	60000	4.62	House No. 811, Sector 16, Panchkula, Haryana
37	Rajesh Gupta	AALPG4303M	40000	3.08	House No. - 8, First Floor, Street No. 18, East Punjabi Bagh, New delhi - 110026
38	Rajni Jain	AANPJ0005H	10000	0.77	B-5, Civil Lines, Bathinda.
39	Rakesh Kumar Garg	AARPG1490P	40000	3.08	House No-267, Phase-1, Model Town, Bhatinda - 151001, Punjab
40	Richa Aggarwal	ABHPA1347G	60000	4.62	15/16, Inner City, Ring Road, Agra - 282004
41	Rishab Aggarwal	BJZPA4566J	30000	2.31	House No. 87, Sector 16 A, Faridabad
42	Rishav Kumar	BMKPK7216B	30000	2.31	Main Bazar, Talwandi Sabo, Bhatinda-151302,
43	Ritu Gupta	ADUPG8304N	7500	0.58	45 Bhera Enclave, Paschim Vihar, New Delhi
44	Sakshi Mittal	BPMPM0814C	27500	2.12	21180/A, Street No-5, Ajit Road, Bhatinda - 151001
45	Sameer Jain HUF	AAYHS5141J	30000	2.31	House No-20, Near Ashoka Park Main, Tri Nagar, Delhi - 110035

SWAGTAM TRADING & SERVICES LIMITED

Sr. No.	Name	PAN	No. of Shares	% of Shares	Address
46	Sanjay Jain	ABJPJ5318E	10000	0.77	B-5, Civil Lines, Bathinda.
47	Sanjay Jain & Sons HUF	AALHS3790H	10000	0.77	B-5, Civil Lines, Bathinda.
48	Saroj Rani Aggarwal	ABQPA9078H	30000	2.31	House No. 87, Sector 16 A, Faridabad
49	Satish Gupta	ADUPG8302L	7500	0.58	45 Bhera Enclave, Paschim Vihar, New Delhi
50	Satish Gupta (HUF)	AAHHS3006H	7500	0.58	45 Bhera Enclave, Paschim Vihar, New Delhi
51	Seema Gupta	AFKPG7585D	40000	3.08	House No. - 8, First Floor, Street No. 18, East Punjabi Bagh, New delhi - 110027
52	Shilpi Mittal	AGCPM3531G	5000	0.38	432 Deepali Enclave Pitampura Delhi
53	Shivani Garg	ALTPG9441P	30000	2.31	194, Block - AM, Shalimar Bagh, Delhi - 88
54	Shresth Bansal	BBDPB3444C	15000	1.15	210 Tarun Enclave Pitampura Delhi
55	Shruti Mittal	AIIPG6160B	10000	0.77	138 Deepali Enclave Pitampura Delhi
56	Shweta Gupta	AGPPG9195H	30000	2.31	House No. 87, Sector 16 A, Faridabad
57	Sumit Gupta	AATPG1443N	45000	3.46	2502, Diamond Plaza, Gurudwara Road, Karol Bagh, New Delhi - 110005
58	Sunita Bindal	AHFPB9420M	15000	1.15	140, Deepali Enclave, Pitampura, Delhi.
59	Sunita Rani	ASUPR5199M	30000	2.31	House No-267, Model Town, Phase-1, Bhatinda-151001
60	Swati Sabharwal	DIWPS1626H	7500	0.58	G-26/210, Sector-3, Rohini, Delhi-110085.
61	Tarun Aggarwal	AOQPA9034E	5000	0.38	139 Deepali Enclave Pitampura Delhi
62	Tarun Jain	AHWPJ2158H	10000	0.77	B-5, Civil Lines, Bathinda.
63	Ujjwal	ABAPU1534E	7500	0.58	3A/305, Rang Rasayan Aptt., Sector-13, Rohini, Delhi-85.
64	Veena Gupta	AFRPG8029B	50000	3.85	B-802, Tarun CGHS, Sector-47, Gurgaon
65	Vikas Jindal	AEUPJ8625A	30000	2.31	House No - 4707, Ward No-19, Bhatinda, Punjab
66	Weldon Fincap Pvt. Ltd.	AABCS5281M	25000	1.92	7, East Avenue Road, Punjabi Bagh, New Delhi - 110026
		TOTAL =	1300000	100.00	

The Special Resolution contained in the Notice, have been proposed pursuant to the provisions of Section 62 of the Companies Act, 2013, in view of the fact that the Shares proposed to be issued by the Company needs to be offered to the persons who may or may not be the existing members of the Company.

Furthermore, under the Listing Agreement entered by the Company with the Delhi Stock Exchange, the Company, in the first instance is required to offer all shares to be issued for subscription, pro-rata to the existing equity shareholders, unless the shareholders in the general meeting decide otherwise. Company has neither proposed nor made any preferential issue of equity shares in terms of Section 62 of Companies Act, 1956, during the current financial year commencing on 01.04.2014. Accordingly, Consent of the shareholders is being sought pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013, Companies (Share Capital and Debentures) Rules, 2014, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as applicable to the Company and subject to the guidelines and clarifications issued by the Government of India ("GOI"), SEBI, DSE, and in terms of the provisions of the Listing Agreement executed by the Company with Delhi Stock Exchange.

The consent of the members is being sought by way of Special Resolution. The Board recommends resolution for adoption. None of the Directors and the Key Managerial Personnel of the Company are concerned or interested in aforesaid resolutions.

Disclosures as required under the provisions of the SEBI (ICDR) Regulations:

Objects of the Preferential Issue:

The proceeds of the preferential issue are, subject to all the applicable laws, intended to be utilized by the Company for infusion of funds in the Company for working capital requirements, expansion, diversification, general corporate purposes, etc and/or as may be resolved by the Board of Directors from time to time.

Relevant date and Issue Price

The relevant date for the purpose of pricing of the equity shares shall be 16.08.2014, being the date which is 30 days prior to the date of this AGM and issue price as determined in accordance with the SEBI Guidelines and Companies Act, 2013 or any other Law for the time being in force.

Auditor's Certificate

A Certificate from the Statutory Auditors of the Company certifying that the issue of Equity Shares by way of the proposed preferential allotment is being made in accordance with the requirements of SEBI's guidelines for preferential issue as contained under Regulation 73(2) in Chapter VII of SEBI (ICDR) Regulations 2009, the Auditors' Certificate will be available for inspection at the Office of the Company between 11:00 A.M. and 1:00 P.M. on any working day except Saturday and public holidays up to the date of Annual General Meeting (i.e. 17.09.2014).

Methodology of Arriving at Issue Price

The pricing of Equity Shares allotted on preferential basis to Non-Promoters and other Investors shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Currently SEBI (ICDR) Regulations, 2009 provides that the issue of shares on preferential basis can be made at a price not less than the higher of the following:

- ◆ The average of the weekly high and low of the closing price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant dates; or
- ◆ The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date.

As there is no trading in Delhi Stock Exchange Limited and in the absence of Market Price of the shares, Issue price would be determined on the basis of clause (e) of sub Regulation (2) of Regulation 8 of SEBI (SAST) Regulations, 2011 and which comes to Rs. 33.25 per share and therefore the issue price of the share is set at Rs 35/- (Rs. Thirty five) each.

Intention/proposal of the Promoters/ Directors/Key Management Persons to subscribe to the Equity Shares:

None of the existing Promoters/ Directors/ Key Managerial persons intends/ proposes to subscribe to any of the Shares to be allotted under the proposed preferential allotment.

SWAGTAM TRADING & SERVICES LIMITED

Shareholding Pattern before and after the issue & allotment of Subscription Shares:

Shareholding Pattern before and After the Issue and Allotment of Subscription Shares					
Category code	Category of Shareholder	PRE ISSUE		POST ISSUE	
		No. of Shares	%	No. of Shares	%
(A)	Shareholding of Promoter and Promoter Group²				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	0	0.00	0	0.00
(b)	Central Government/ State Government(s)		0.00		0.00
(c)	Bodies Corporate	51300	20.73	51300	3.32
(d)	Financial Institutions/ Banks		0.00		0.00
(e)	Any Others(Specify)		0.00		0.00
	Sub Total(A)(1)	51300	20.73	51300	3.32
2	Foreign				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0.00	0	0.00
(b)	Bodies Corporate	0	0.00	0	0.00
(c)	Institutions	0	0.00	0	0.00
(d)	Qualified Foreign Investor	0	0.00	0	0.00
(e)	Any Others(Specify)	0	0.00	0	0.00
	Sub Total(A)(2)	0	0.00	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	51300	20.73	51300	3.32
(B)	Public Shareholding				
B 1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0
(c)	Central Government/ State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Qualified Foreign Investor	0	0	0	0
(i)	Any Other (specify)	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0

SWAGTAM TRADING & SERVICES LIMITED

Category code	Category of Shareholder	PRE ISSUE		POST ISSUE	
		No. of Shares	%	No. of Shares	%
B 2	Non-institutions				
(a)	Bodies Corporate	0	0.00	50000	3.23
(b)	Individuals	196200	79.27	1446200	93.45
(c)	Qualified Foreign Investor		0		0
(d)	Any Other (specify)	0	0	0	0
	Sub-Total (B)(2)	196200	79.27	1496200	96.68
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	196200	79.27	1496200	96.68
	TOTAL (A)+(B)	247500	100.00	1547500	100.00
(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)	247500		1547500	

Time within which Preferential Issue shall be completed:

The Board proposes to allot equity shares within a period of 15 days from the date of passing of the resolution by the shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or DSE or the Central Government, the period of fifteen days shall be counted from the date of such approval(s) or permission.

Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them

The names of the proposed allottees and the percentage of post preferential issue capital to be held by them after the proposed allotment are:

All the Proposed Allottee(s) belong to NON-PROMOTER Category								
Sr. No.	Name	PAN	Pre- Issue Share Holding		Proposed Allottee(s)		Post - Issue Share Holding	
			No. of Shares	% Shares	No. of Shares	% of Shares	No. of Shares	% Shares
1	Aarti Mittal	APDPM3391Q	100	0.04	10000	0.77	10100	0.65
2	Aayush Aggarwal	ALAPA1919R	0	0.00	30000	2.31	30000	1.94
3	Ajay Bindal	AADPB9118R	100	0.04	15000	1.15	15100	0.98
4	Ajay Bindal HUF	AACHA7658G	100	0.04	15000	1.15	15100	0.98
5	Amarnath	AAGPN3825Q	100	0.04	30000	2.31	30100	1.95
6	Amit Gupta	AGOPG3075D	100	0.04	10000	0.77	10100	0.65
7	Amit Gupta	AATPG1441Q	0	0.00	55000	4.23	55000	3.55
8	Amit Mittal	ADOPM7415Q	100	0.04	10000	0.77	10100	0.65

SWAGTAM TRADING & SERVICES LIMITED

Sr. No.	Name	PAN	Pre- Issue Share Holding		Proposed Allottee(s)		Post - Issue Share Holding	
			No. of Shares	% Shares	No. of Shares	% of Shares	No. of Shares	% Shares
9	Anita Aggarwal	AAPNA6586C	0	0.00	30000	2.31	30000	1.94
10	Asha Sabharwal	BMKPS4892M	100	0.04	7500	0.58	7600	0.49
11	Charanjit Singh	AVSPS3065J	100	0.04	10000	0.77	10100	0.65
12	Deepak Mittal	AGBPM6382Q	100	0.04	10000	0.77	10100	0.65
13	Deepak Mittal HUF	AAGHD7986J	100	0.04	10000	0.77	10100	0.65
14	Gaurav Mohan	ANYPM1623Q	10000	4.04	10000	0.77	20000	1.29
15	Govind Aggarwal	ABVPA5466G	100	0.04	5000	0.38	5100	0.33
16	Harsh Vardhan Bansal	AAAPB1908Q	100	0.04	15000	1.15	15100	0.98
17	Jagbir Singh	BLQPS1456L	7500	3.03	7500	0.58	15000	0.97
18	Jyoti Jain	AGXPJ5654L	6200	2.51	30000	2.31	36200	2.34
19	Krishan Kumar	AEWPK0416L	100	0.04	5000	0.38	5100	0.33
20	Krishan Kumar Garg	ACEPK0428Q	100	0.04	30000	2.31	30100	1.95
21	Lajwanti Devi	AIJPD4264C	0	0.00	7500	0.58	7500	0.48
22	Manish Aggarwal	AFZPA2150B	0	0.00	25000	1.92	25000	1.62
23	Manish Aggarwal HUF	AAIHM6935J	0	0.00	25000	1.92	25000	1.62
24	Mayank Aggarwal	AJJPA8512H	50	0.02	5000	0.38	5050	0.33
25	Meenu Bansal	AAAPB3590L	100	0.04	15000	1.15	15100	0.98
26	Mohinder Sabharwal	AYCPS6669K	100	0.04	7500	0.58	7600	0.49
27	Mukesh Mittal	AJGPM2125D	100	0.04	5000	0.38	5100	0.33
28	Naresh Kumar	ABJPK5857F	50	0.02	5000	0.38	5050	0.33
29	Nidhi Gupta	ARCPG7516L	100	0.04	10000	0.77	10100	0.65
30	Nikita Jain	AGCPJ5236D	100	0.04	10000	0.77	10100	0.65
31	Nishant Sabharwal	DIWPS1458H	100	0.04	7500	0.58	7600	0.49
32	Nitin Aggarwal	AOTPA2202H	100	0.04	5000	0.38	5100	0.33
33	Paayal	BEGPP3614E	0	0.00	30000	2.31	30000	1.94
34	Pankaj Aggarwal	ACLPA0528L	7500	3.03	17500	1.35	25000	1.62
35	Pricep Trade and Finance Pvt. Ltd.	AABCP5338C	0	0.00	25000	1.92	25000	1.62
36	Rajan Mittal	ABNPM8118M	0	0.00	60000	4.62	60000	3.88
37	Rajesh Gupta	AALPG4303M	0	0.00	40000	3.08	40000	2.58
38	Rajni Jain	AANPJ0005H	100	0.04	10000	0.77	10100	0.65
39	Rakesh Kumar Garg	AARPG1490P	1000	0.40	40000	3.08	41000	2.65

SWAGTAM TRADING & SERVICES LIMITED

Sr. No.	Name	PAN	Pre- Issue Share Holding		Proposed Allottee(s)		Post - Issue Share Holding	
			No. of Shares	% Shares	No. of Shares	% of Shares	No. of Shares	% Shares
40	Richa Aggarwal	ABHPA1347G	0	0.00	60000	4.62	60000	3.88
41	Rishab Aggarwal	BJZPA4566J	0	0.00	30000	2.31	30000	1.94
42	Rishav Kumar	BMKPK7216B	100	0.04	30000	2.31	30100	1.95
43	Ritu Gupta	ADUPG8304N	0	0.00	7500	0.58	7500	0.48
44	Sakshi Mittal	BPMPM0814C	100	0.04	27500	2.12	27600	1.78
45	Sameer Jain HUF	AAYHS5141J	6000	2.42	30000	2.31	36000	2.33
46	Sanjay Jain	ABJPJ5318E	100	0.04	10000	0.77	10100	0.65
47	Sanjay Jain & Sons HUF	AALHS3790H	100	0.04	10000	0.77	10100	0.65
48	Saroj Rani Aggarwal	ABQPA9078H	0	0.00	30000	2.31	30000	1.94
49	Satish Gupta	ADUPG8302L	0	0.00	7500	0.58	7500	0.48
50	Satish Gupta (HUF)	AAHHS3006H	0	0.00	7500	0.58	7500	0.48
51	Seema Gupta	AFKPG7585D	0	0.00	40000	3.08	40000	2.58
52	Shilpi Mittal	AGCPM3531G	100	0.04	5000	0.38	5100	0.33
53	Shivani Garg	ALTPG9441P	0	0.00	30000	2.31	30000	1.94
54	Shresth Bansal	BBDPB3444C	100	0.04	15000	1.15	15100	0.98
55	Shruti Mittal	AIIPG6160B	100	0.04	10000	0.77	10100	0.65
56	Shweta Gupta	AGPPG9195H	0	0.00	30000	2.31	30000	1.94
57	Sumit Gupta	AATPG1443N	0	0.00	45000	3.46	45000	2.91
58	Sunita Bindal	AHFPB9420M	100	0.04	15000	1.15	15100	0.98
59	Sunita Rani	ASUPR5199M	7500	3.03	30000	2.31	37500	2.42
60	Swati Sabharwal	DIWPS1626H	100	0.04	7500	0.58	7600	0.49
61	Tarun Aggarwal	AOQPA9034E	50	0.02	5000	0.38	5050	0.33
62	Tarun Jain	AHWPJ2158H	100	0.04	10000	0.77	10100	0.65
63	Ujjwal	ABAPU1534E	100	0.04	7500	0.58	7600	0.49
64	Veena Gupta	AFRPG8029B	0	0.00	50000	3.85	50000	3.23
65	Vikas Jindal	AEUPJ8625A	12200	4.93	30000	2.31	42200	2.73
66	Weldon Fincap Pvt. Ltd.	AABCS5281M	0	0.00	25000	1.92	25000	1.62
	TOTAL =		61350		1300000		1361350	

The names of proposed investors and/or number of shares proposed to be subscribed by them as mentioned above are indicative and actual numbers of shares that may be ultimately subscribed and allotted may interchange among the persons named above but the total number of shares that will be allotted shall be Upto 13,00,000 (Thirteen Lacs Only) Equity Shares on Preferential basis, and the pre and post shareholding pattern of the respective allottees may vary accordingly

Consequential Changes in the Voting Rights

Voting rights will change in tandem with the shareholding pattern.

Change in Control & Management

The said allotment on Preferential basis would not result in any change in control over the Company or the management of the affairs of the Company and the existing Promoters of the Company will continue to be in control of the Company. Voting right shall change according to the change in shareholding pattern.

Terms of Payment:

The entire consideration against the allotment of the Equity Shares shall be received by the Company from the Allottee(s) before the said Allotment(s).

Mode of Allotment

The allotment shall be made in Dematerialized mode to all the proposed allottees.

Undertakings:

In terms clause (f) (g) of sub regulation (1) of regulation 73 of SEBI (ICDR) Regulations, 2009 issuer hereby undertakes that:

- a) it shall re-compute the price of the equity shares in terms of the provision of these regulations where it is required to do so.
- b) if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the equity shares shall continue to be locked-in till the time such amount is paid by the allottee(s).

Subscription:

The allotment of shares are subject to the Investor not having sold any Equity Shares during the six months preceding the relevant date and the Investor not acquiring or selling any Equity Shares until completion of the allotment of the issue Shares under the proposed preferential issue.

Lock-in

The proposed allotment to Non-promoters shall be locked-in for a period of one year from the date of trading approval of equity shares or as stipulated by DSE/ SEBI. The entire pre-preferential share holding of proposed Allottees, if any, shall be locked-in from the relevant date up to a period of 6 months from the date of Trading Approval as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.

Disclosure of Interest by the Directors

None of the Directors and the Key Managerial Personnel of the Company are concerned or interested in aforesaid resolutions.

The Board believes that such an Issue of Equity Shares by the Company is in the interest of the Company and therefore recommends the resolutions for approval by way of special resolution.

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

**Date : 08.08.2014
Place: New Delhi**

**LALITA MITTAL
Whole Time Director & CFO
DIN: 06928783
Address: F-22, House No. 148,
Sector - 3, Rohini, Delhi - 110085**

BOARD OF DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors present herewith the 29th Annual Report for the year ended 31.03.2014.

FINANCIAL RESULTS

(In Rupees)

Particulars	For the Year Ended 31.03.2014	For the Year Ended 31.03.2013
Income from Operations	73,63,196	—
Other Income	110,144	110,144
Total Income	74,73,340	110,144
Total Expenditure	67,669	30,161
Profit/(Loss) before tax	74,05,671	79,983
Provision for Tax	14,89,287	—
Net Profit/(Loss)	59,16,384	79,983

FINANCIAL HIGHLIGHTS

During the year under review your Company's performance was good as compared to previous year. Company has earned the total revenue of Rs. 74,73,340/- as compared to Rs. 110,144/- in previous Financial Year. Net Profit after Tax for the year under consideration is Rs. 59,16,384/- in comparison to profit of Rs. 79,983/- in previous Financial Year. Your Company hopes to increase its presence in the business in the coming years, which should increase the top line and also its profitability.

DIVIDEND

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

SHARE CAPITAL

The Authorised share capital of the Company as on 31.03.2014 was Rs. 1,25,00,000 divided into 12,50,000 Equity Shares of Rs. 10/- each and the paid capital of the Company as on 31.03.2014 was Rs. 24,75,000.

The Board of Directors in their meeting held on 08th August, 2014 has decided to create, issue & allot Upto 13,00,000 (Thirteen lacs only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each at a premium of Rs. 25/- (Rs. Twenty Five) each amounting in total to Rs. 35/- per equity shares on Preferential basis to the non-promoters to finance the business activities of the Company. In order to give effect to the said decision it has also been decided to increase the Authorised share capital of the Company from existing by an amount of Rs. 2,75,00,000/-. The Authorised Share Capital of the Company after considering the aforesaid increase shall be at Rs. 4,00,00,000/-.

DIRECTORS

In accordance with the requirements of the Companies Act, 2013 and the Company's Articles of Association Mr. Deepak Sharma, Director of the Company, retires by rotation and shown his willingness for Re-appointment. In accordance with the section 161 of Companies Act, 2013 Ms. Lalita Mittal who was appointed as the additional Director of the Company by the Board of Directors and her office shall be determined at this Annual General meeting and the Company has received the requisite Notice in writing from a member proposing the appointment of Mr. Lalita Mittal as the Whole Time Director & Chief Financial Officer of the Company in the ensuing Annual General Meeting.

Mr. Raj Kumar Gupta and Mr. Raman Mittal were also appointed as Independent Directors w.e.f. 30.04.2014 and 02.06.2014 respectively. The Resignation of Shri M. M. Saklani was accepted w.e.f. 01.08.2014. Brief resume of Directors proposed to be appointed, nature of their experience in their specific functional areas, Companies in which they hold directorship and membership / chairmanship of the Board Committees, Shareholdings as stipulated under Clause 49 of the listing agreement with Delhi Stock Exchange forms part of the Notice.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under the provisions of the Companies Act regarding the Directors' Responsibility Statement, it is hereby confirmed that:

- i. In the preparation of annual accounts for the financial year ended March 31, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The Directors have 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 at the end of the financial year ended March 31st 2014 and of the profit or loss of the Company for that period.
- iii. 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.
- iv. The Directors have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

During the year under review, the company does not have any employee who is covered this Clause.

PUBLIC DEPOSIT

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.

AUDITORS

M/s GHOSH KHANNA & CO., Chartered Accountants, FRN - 003366N Statutory Auditors of the Company who hold office until the conclusion of the ensuing Annual General Meeting, and are eligible for re-appointment. The certificate for their eligibility has been received.

AUDITORS' REPORT

Auditors Report in respect of the Financial Statements of 31.03.2014 is self Explanatory and does not warrant any further comments, explanation from the Board of Directors.

LISTING OF SHARES

Equity Shares of the Company are listed on Delhi Stock Exchange Limited only. Company has complied with all the requirement of listing agreement during the period of review. Listing Fee stands paid for & upto-date (2014-15).

APPOINTMENT OF THE REGISTRAR & SHARE TRANSFER AGENT

At present "Alankit Assignments Limited" is the Registrar & Share Transfer Agent of the Company. Members may contact the RTA for resolution of any query related to shares or for effecting transfer of Equity shares, etc.

DEMATERIALISATION OF EQUITY SHARES

Directors have considered the Dematerialization of the Equity Shares of the Company in the interest of the Members in order to provide them safer mode of holding the equity shares and also the faster mode of share transfer. The Directors have taken effective steps for joining the NSDL & CDSL.

ALTERATION OF OBJECTS

The Company proposes to add to / alter/ change its Main Objects clause in the Memorandum of Association in order to bring the Memorandum of Association and Articles of Association in conformity with the provisions of the Companies Act, 2013 and to enlarge its area of business operations. The Board of Directors has decided to add the Real Estate, Agency business, Education, etc., to the main objects clause of the Memorandum of Association. The resolution has been placed in the Notice of Postal Ballot for the aforesaid purpose. As per the provisions of Companies Act, 2013 the aforesaid resolution has to be passed by way of postal ballot. A postal form and self addressed business reply envelope has been attached with notice. Shareholders are requested to send their assent / dissent in respect of the aforesaid resolution through postal ballot.

SHIFTING OF REGISTERED OFFICE

The registered office of the Company is presently situated in Guwahati, Assam and corporate office is in Delhi. Most of the business dealings & activities of the Company take place in Delhi. Further Company also proposes to engage into the business(es) of Real Estate, Agency, Education, etc., therefore it has been thought fit to shift the registered office of the Company from the State of Assam to Delhi for the purpose of administrative convenience, expansion, diversification, economy, etc. For aforesaid purpose a resolution has been placed in the Notice of Postal Ballot. The aforesaid resolution is required to be passed by way of postal ballot; therefore members are requested to send their Assent / Dissent through Postal Ballot. A postal ballot form has been attached with Notice.

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 and clean environment and continue to adhere to all regulatory requirements and guidelines.

B. RESEARCH & DEVELOPMENT

Your Company has not imported any technology for any research and development.

C. TECHNOLOGY ABSORPTION

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

D. FOREIGN EXCHANGE EARNINGS AND OUTGO.

Details of Foreign Exchange, Earnings &Outgo are given as below:-

	31.03.2014 (Amt.)	31.03.2013 (Amt.)
Foreign Exchange earning	Nil	Nil
Foreign Exchange outgoing	Nil	Nil

APPRECIATION

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

- a) 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 other Institutions for their co-operation and continued support.

SWAGTAM TRADING & SERVICES LIMITED

- b) The Shareholders & Others for the trust and confidence reposed and to the Customers for their valued patronage.
- c) 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 Director
Swagtam Trading & Services Limited**

**Date : 08.08.2014
Place: New Delhi**

**LALITA MITTAL
Whole Time Director & CFO
DIN: 06928783
Address: F-22, House No. 148,
Sector - 3, Rohini, Delhi - 110085**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors presents before you the Company's Management Discussion and Analysis Report for the year ended on 31.03.2014

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 might vary materially from those either expressed or implied.

FINANCIAL SERVICES SECTOR

OVERVIEW

The operations of the company are mainly centered in the Securities & Shares. With strengthening of the economic environment, the Indian capital market is expected to perform well. The improved performance of the industrial and service sector and strong capital inflows witnessed robust growth in primary and secondary capital market and is expected to hold in the coming years.

OPPORTUNITIES

- Some of the key trends of the industry that are favourable to the company to exploit these emerging opportunities are:
- Clients are more comfortable with uniform high quality and quick services and security process across the enterprise.
- The company is also facing competition from others.

THREATS

- Some of the key changes in the industry unfavorable to the company are:
- Heightened competition
- Increasing costs
- High Regulatory frameworks and Compliances

OUTLOOK

The continual growth in the Jewellery & Finance sector is expected to give the necessary support to the industry. The Company is making all efforts to accelerate growth in its business. It expects to improve its position in the market.

RISK & CONCERN

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for FY 2014-15 appear reassuring the buoyant growth, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. Our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes, etc. We continuously tackle this situation by providing increasingly superior customized services.

In our business, effective risk management has become very crucial. Your Company is exposed to credit risk, liquidity risk and interest rate risks. Your company has in place suitable mechanisms to effectively reduce such risks. All these risks are continuously analyzed and reviewed at various levels of management through an effective information system.

REAL ESTATE INDUSTRY

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. Total investment by private equity (PE) funds in the real estate sector from January-March 2014 was approximately Rs 28 billion (US\$ 465.19 million). This is a substantial increase of 28 per cent compared to the previous quarter and close to 2.5 times the investments during January-March 2013. The role of the Government of India has been instrumental in the development of the sector. With the government trying to introduce developer and buyer friendly policies, the outlook for the real estate sector in 2014-20 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.

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 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.

GEMS & JEWELLERY BUSINESS

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). Sensing its immense potential, the Government of India has declared the sector as a thrust area for export promotion. In FY 2013-14, 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 by 2015.

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 2014 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 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.

OUTLOOK

Overall business situation appears to be positive. Company has to concentrate on Product 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 competition by new players, who wish to enter the category pose a risk of the Company losing its market share. The Company will focus on contemporary designs, better value proposition in the product basket through continuous innovation and on cost management to mitigate the risks.

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

**Date : 08.08.2014
Place: New Delhi**

**LALITA MITTAL
Whole Time Director & 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 decided to adopt clause 49 of listing Agreement from 8th August, 2014, as prescribed by SEBI and incorporated in the Listing Agreement, though it is not mandatory for your Company to comply the clause 49 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 professionalism experience, executive, non executive, and Independent 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 '3' Directors as on 31st March 2014 namely Mr. M. M. Saklani, Mr. Dharendra Singh Bhandari and Mr. Deepak Sharma. Mr. Raj Kumar Gupta is appointed as an additional / Independent Director on 30.04.2014. Further Board of Directors also appointed Mr. Raman Mittal and Ms. Lalita Mittal as Additional / Independent 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 appoint Ms. Lalita Mittal as Whole Time Director & Chief Financial Officer. The resignation of Mr. M. M. Saklani was accepted w.e.f. 01.08.2014.

At present the composition of the Board of Directors:

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

BOARD MEETING

During the financial year ended March 31, 2014, Ten 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 between them. The dates of Board meetings and Directors attendance record is given below:

BOARD MEETINGS DATE

S. No	Date on which Meeting Held	S. No	Date on which Meeting Held
1.	22.04.2013	6.	28.12.2013
2.	19.07.2013	7.	11.01.2014
3.	26.08.2013	8.	31.01.2014
4.	09.10.2013	9.	28.02.2014
5.	30.11.2013	10.	29.03.2014

Attendance Record of Directors

Sr. No.	Name of Director	No. of Meeting attending during 2013-14			No. of Directorship in other Public Companies		No. of Committee positions held in other public companies	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Attended					
1.	Mr. Deepak Sharma	10	10	Yes	3	8	—	—
2.	Mr. M. M. Saklani	10	10	Yes	—	—	—	—
3.	Mr. Dharendra Singh Bhandari	10	10	Yes	4	2	—	—

* 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.

RESUME OF DIRECTORS PROPOSED TO BE APPOINTED

The brief resume of Directors seeking appointment is appended herein above in the notice for calling Annual General Meeting

COMMITTEES OF THE BOARD

The Board has constituted for the first time 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.

i) Terms of reference

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment, remuneration and terms of appointment and change of statutory and internal Auditors, fixation of audit fee and also approval for payment for any other services.
3. To review and monitor the independence and performance of auditors & effectiveness of audit process.
4. Reviewing with Management the quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on:
 - o Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.

- o Any Change in accounting policies and practices.
 - o Major accounting entries based on exercise of judgment by management.
 - o The going concern assumption.
 - o Compliance with accounting standards.
 - o Compliance of legal requirements concerning financial statements.
 - o 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 Auditors significant findings and follow up there on.
 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 nonpayment of declared dividends) and creditors.

Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Internal Auditor shall be subject to review by the Audit Committee.

ii) Composition:

Audit Committee shall comprise of three members, including Mr. Raj Kumar Gupta, Director, Mr. Deepak Sharma, Director and Mr. Raman Mittal, Non Executive Independent director.

Mr. Raj Kumar Gupta is heading the Audit Committee.

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

Meeting and attendance:

As the Audit Committee has been constituted in the current financial year therefore the attendance record for the last year is not given in this Report.

[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 appointment and removal of Directors or officers in the senior management.

Constitution of the Committee

Remuneration and Nomination Committee shall consist of the following Directors:

1. Mr. Raman Mittal : Independent Director
2. Mr. D. S. Bhandari : Director
3. Ms. Lalita Mittal : Whole Time Director & CFO

Mr. Raman Mittal is the chairman of the committee.

ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

As the committee has been constituted by the Board of Directors in the current financial year and same did not exist in the period under review therefore the attendance record and details of the meeting is not provided herewith.

[C] INVESTORS GRIEVANCE COMMITTEE

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

i) Terms of reference

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

ii) Composition:

The Shareholders'/Investors' Grievance Committee comprises of three members, including Mr. Raj Kumar Gupta, Independent Director, Mr. D. S. Bhandari, Director and Ms. Lalita Mittal, Whole Time Director & CFO.

Mr. Raj Kumar Gupta is heading the Committee.

Meeting and attendance:

As the Committee has been constituted in this Financial Year therefore the attendance record for the last year is not given in this Report.

SWAGTAM TRADING & SERVICES LIMITED

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

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

- (i) To look into and supervise the redressal of shareholders'/Investors' Complaints.
- (ii) To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.
- (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.

GENERAL BODY MEETINGS

Date and venue of last three Annual General Meeting

Nature of Meeting	Date	Venue	Special Resolution passed
Annual General Meeting	30th September 2013	Registered Office	None
Annual General Meeting	29th September 2012	Registered Office	None
Annual General Meeting	30th September 2011	Registered Office	None

POSTAL BALLOT

No Ordinary or Special resolution was passed through Postal Ballot during the year under review.

DISCLOSURES

- (i) There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, their subsidiaries conflicting with Company's interest. Suitable disclosures as required by the Accounting Standards (AS18) have been made in the Annual Report.
- (ii) In the preparation of the financial statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- (iii) There were no penalties, strictures imposed on the company by Delhi Stock Exchange 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.
- ◆ The Board of Directors of the Company approves and takes on record the Un-audited financial results within 45 days of the close of the quarter and the results are announced to the Delhi Stock Exchange Limited. Further the highlights of the quarterly results published in the newspapers.

GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting

- **Date and Time** : **17.09.2014 at 11:00 A.M.**
- **Venue** : Girish Chandra Bardalai Path
Bamuni Maidan, Guwahati, Assam

b) Financial Year of the Company : from April 1st to March 31st *Tentative Schedule for Financial Year 2014-15*

- 1st Quarter ending June 30, 2014 : Mid of August, 2014
- 2nd Quarter ending September 30, 2014 : Mid of November, 2014
- 3rd Quarter ending December 31, 2014 : Mid of February, 2015
- Annual Result for the year ended March 31, 2015 : Mid/ End of May, 2015

SWAGTAM TRADING & SERVICES LIMITED

- c) **Date of Book Closure/Record Date** : 12th - 17th September, 2014
- d) **Registered Office** : Girish Chandra Bardalai Path,
Bamuni Maidan, Guwahati, Assam
- e) **Dividend Payment Date** : N.A.
- f) **Listing of Equity Shares on Stock Exchanges** : Delhi Stock Exchange Limited
- g) **Stock Code**
Delhi Stock Exchange :
- h) **Registrar & Share Transfer Agents** : Alankit Assignments Limited

i) **Liquidity**

Equity Shares of your Company are listed on Delhi Stock Exchange Limited & the trading platform is not available at DSE, hence there is no liquidity in the shares of the Company.

j) **Market Price Data**

As the shares of your Company are listed only on Delhi Stock Exchange Limited therefore market price of the share is not available.

k) **Dematerialization of Shares**

Shares are in physical mode and Company's Application is in process with RTA / Depository.

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, 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

- (ii) Mr. Raj Kumar Gupta has been designated as the Compliance Officer of the Company as required under the Listing Agreement with Delhi Stock Exchange

n) **Address for Correspondence**

The Correspondence may be addressed to

Mr. Raj Kumar Gupta, Independent Director of the company, at the Office of the Company,

or

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

SWAGTAM TRADING & SERVICES LIMITED

o) Shareholding Pattern

The shareholding pattern as on 30th June, 2014:

Category code	Category of Shareholder	Number of Shareholders	Total number of shares
(I)	(II)	(III)	(IV)
(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	6	51300
(d)	Financial Institutions/ Banks		
(e)	Any Others(Specify)		
(e-i)			
(e-ii)			
	Sub Total(A)(1)	6	51300
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)	6	51300
(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 Investors	0	0
(g)	Foreign Venture Capital Investors	0	0

SWAGTAM TRADING & SERVICES LIMITED

Category code	Category of Shareholder	Number of Shareholders	Total number of shares
(I)	(II)	(III)	(IV)
(h)	Qualified Foreign Investor	0	0
(i)	Any Other (specify)	0	0
(i-ii)			
(i-ii)			
	Sub-Total (B)(1)	0	0
B 2	Non-institutions		
(a)	Bodies Corporate	0	0
(b)	Individuals		
	i. Individual shareholders holding nominal share capital up to Rs 1 lakh	460	171876
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2	24324
(c)	Qualified Foreign Investor		
(d)	Any Other (specify)	0	0
(d-i)			
(d-ii)			
	Sub-Total (B)(2)	462	196200
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	462	196200
	TOTAL (A)+(B)	468	247500
(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)	468	247500

SWAGTAM TRADING & SERVICES LIMITED

p) Distribution of Shareholding as on 30.06.2014

NO OF SHARE HOLDERS	% TO TOTAL	SHARE HOLDING OF NOMINAL VALUE OF RS.	NO OF SHARES	AMOUNT IN RS.	% TO TOTAL
441	94.23	1 TO 5000	42326	423260	17.10
1	0.21	5001 TO 10000	1000	10000	0.40
3	0.64	10001 TO 20000	4500	45000	1.82
0	0.00	20001 TO 30000	0	0	0.00
0	0.00	30001 TO 40000	0	0	0.00
3	0.64	40001 TO 50000	15000	150000	6.06
14	2.99	50001 TO 100000	112350	1123500	45.39
6	1.28	100001 AND ABOVE	72324	723240	29.22
468	100		247500	2475000	100

By Order of Board of Director
Swagtam Trading & Services Limited

Date : 08.08.2014
Place: New Delhi

LALITA MITTAL
Whole Time Director & CFO
DIN: 06928783
Address: F-22, House No. 148,
Sector - 3, Rohini, Delhi - 110085

SWAGTAM TRADING & SERVICES LIMITED

Certificate by CEO/CFO on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement(s)

The Board of Directors

Swagtam Trading & Services Limited

I, Lalita Mittal, Whole Time Director & Chief Financial Officer, responsible for the finance and overall functions of the company hereby certify that for the Financial Year 2013-14 that:

- (a) I have reviewed financial statements and the cash flow statement for the year 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 during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Board Members
 - i. Significant changes in internal control over financial reporting 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 I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date : 08.08.2014

Place: New Delhi

LALITA MITTAL
Whole Time Director & CFO
DIN: 06928783

Declaration by the CEO/CFO under Clause 49 of the Listing Agreement

As the Company has adopted the provisions of Clause 49 voluntarily from this financial year and the Board of Directors laid down the code of conduct as provided in the listing agreement in this financial year therefore the declaration for this Financial year regarding compliance with code of conduct and certificate of Statutory Auditors certifying compliance with the provisions of Clause 49 is not required.

Date : 08.08.2014

Place: New Delhi

LALITA MITTAL
Whole Time Director & CFO
DIN: 06928783

SWAGTAM TRADING & SERVICES LIMITED

SECRETARIAL COMPLIANCE CERTIFICATE

[Pursuant to S.383A of the Companies Act, 1956 and
Rule 3 of Companies (Compliance Certificate) Rules, 2001]

CIN No: L51909AS1984PLC007078
Authorised Capital: Rs. 1,25,00,000/-

To,
The Members
Swagtam Trading and Services Limited
Girish Chandra Bardalai Path, Bamuni Maidan,
Guwahati, Assam

We have examined the registers, records, books and papers of **M/s Swagtam Trading and Services Limited** as required to be maintained under the Companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31-03-2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as prescribed under the Act and the rules made thereunder.
3. The company being a public limited company comments are not required.
4. The Board of Directors duly met **TEN** times and in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

S.No.	Date on which Meeting Held	S.No.	Date on which Meeting Held
1.	22.04.2013	6.	28.12.2013
2.	19.07.2013	7.	11.01.2014
3.	26.08.2013	8.	31.01.2014
4.	09.10.2013	9.	28.02.2014
5.	30.11.2013	10.	29.03.2014

5. The Company closed its Register of Members from 22.09.2013 to 28.09.2013 during the financial year and necessary compliance of section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on 31st March, 2013 was held on 30.09.2013 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not made fresh loans to any of the parties mentioned in Section 295 of the Act during the year under review.
9. According to the information and explanation given to us, no purchase of materials and services have been made from Companies/Firms listed in the Register maintained under Section 301 of the Act hence the Provisions of Section 297 of the Act do not attract.
10. The company has made necessary entries in the register maintained under section 301 of the Act.

11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or Central Government.
12. The company has not issued any duplicate share certificates during the financial year.
13. The Company :
 - (i) not allotted any fresh shares and no request has been received for transmission during the year under review; in case of transfer of shares, proper procedures have been followed and timely entries & endorsements have been made without any delay.
 - (ii) not deposited any amount in a separate Bank Account as no dividend was declared during the financial year;
 - (iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year;
 - (iv) not transferred the amount in unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection fund as there were no such anVounts outstanding during the financial year under review;
 - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of directors of the company is duly constituted.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
16. The company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The company has not made borrowings during the financial year.
25. The company has complied with the provisions of section 372A regarding making loans and investments, or giving guarantees or providing securities to other bodies corporate and has made necessary entries in the register kept for the purpose.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to the name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to the share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year.

SWAGTAM TRADING & SERVICES LIMITED

31. There was/were no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act, and being a Listed Company at DSE the Company has made all the required compliances.
32. The company has not received any money as security from its employees during the financial year.
33. The company was not required to deposit any amounts towards provident fund, 1956.

Date : 26.05.2014
Place: New Delhi

FOR A. UPADHYAYA & ASSOCIATES
COMPANY SECRETARIES

ABHIMANYU UPADHYAYA
PROPRIETOR
CP NO. 4729

Annexure - A

Registers as maintained by the Company

Statutory Registers

1. Register of Charges.
2. Register of Members u/s 150 of the Companies Act, 1956.
3. Minutes of the Meeting of Shareholders of the Company u/s 193 of the Companies Act, 1956.
4. Minutes of the Meeting of Board of Directors of the Company u/s 193 of the Companies Act, 1956.
5. Books of Accounts u/s 209 of the Companies Act, 1956.
6. Register as per section 297 of the Companies Act, 1956.
7. Register of Directors, Managing Director, Manager and Secretary u/s 303 of the Companies Act, 1956.
8. Register of Directors' Shareholdings u/s 307 of the Companies Act, 1956.
9. Register of Loans & Investment u/s 372A of the Companies Act, 1956.

Annexure - B

Form and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31st March, 2014.

SL. No.	Form No.	Filed under section	Date of filing
1	Annual Return (30.09.2013)	Sec. 159 & Schedule - V	31.12.2013
2	Balance Sheet (30.09.2013)	Sec. 220 & Schedule - VI	17.01.2014
3	Secretarial Compliance Certificate (26.08.2013)	220	14.12.2013

Date : 26.05.2014
Place : New Delhi

INDEPENDENT AUDITORS' REPORT

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

Report on the Financial Statements

1. We have audited the attached Balance Sheet of Swagtam Trading & Services Ltd as at 31st March, 2014 and the related Profit and Loss Statement and cash flow statement for the period ended on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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

3. 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 issued by the Institute of Chartered Accountants of India. 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.
4. 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 and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Basis of Qualified Opinion

5.
 - i) *Non provision of diminution in the value of investment, comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 (refer note 1.5 of notes to the financial statements).*
 - ii) *Non recognition of interest income on entire advances (refer note 2.19 of notes to the financial statements).*

Qualified Opinion

6. In our opinion, and to the best of our information and according to the explanations given to us, *except for the effects of the matter described in the Basis of Qualified Opinion paragraph*, the accompanying 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 31st March, 2014;
 - (b) In the case of the Profit and Loss Statement, of the profit for the period of twelve months ended on that date; and
 - (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. The Manufacturing and Other Companies (Auditors' Report) Order, has been superseded by CARO Companies (Auditors' Report) Order 2003, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act we report that:
- a) We have 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, Profit & Loss Statement and cash flow statement dealt with by this report are in agreement with the books of account;
 - d) In our opinion, these accounts have been prepared in compliance with the applicable accounting standards referred to in sub-section (3C) of Section 211 of the Act;
 - e) On the basis of written representations received from the Directors as on 31st March, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2014 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act; 1956.

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

(Ashish Ghosh)
Partner
Membership No.-081732

PLACE: NEW DELHI
DATED : 26.05.2014

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 7 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. The company does not have any fixed assets.
2. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
3. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
4. The inventory consists of shares and we have verified the shares held by Company from the D Mat statement shown to us and found the same in agreement with the books of accounts. No discrepancy is found in examining the said D Mat statement.
5. On the basis of our examination of the record of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book record were not material.
6. The company has taken loans/advances, secured or unsecured from 3 companies amounting to Rs. 7.99 lacs covered in the register maintained under section 301 of the Companies Act, 1956.
7. The company has not granted loans/advances, secured or unsecured to any company/firm covered in the register maintained under section 301 of the Companies Act, 1956.
8. The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest. The parties have repaid the principal amount as stipulated and have been regular in the payment of interest.
9. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
10. In our opinion and according to the information and explanations given to us the transactions made in pursuance of contracts or arrangements entered in the registers maintained under Section 189 and exceeding the value of Five Lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
11. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public except the inter-corporate loans. The provisions of Sections 58A and 58AA of the Companies Act, 1956, and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable to the company. No order has been passed by the National Company Law Tribunal.
12. The provisions relating to comment on internal audit system are not applicable to your company.
13. The Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any of the products of the company.
14. According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including income-tax, wealth-tax, cess and other statutory dues applicable to it and no such statutory dues were outstanding as at 31.03.2014 for a period of more than six months from the date they became payable.
15. According to the records of the company, there are no dues of sales tax, income tax, customs tax. Wealth tax, excise duty, cess, which have not been deposited on account of any dispute.

SWAGTAM TRADING & SERVICES LIMITED

16. The company does not have accumulated losses. The company has not incurred cash losses during the financial year covered by our audit and the company has also not incurred cash losses immediately preceding financial year.
17. The Company has neither accepted any loans from financial institution / bank nor issued any debentures.
18. Based on our examination of documents and records, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
19. Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transactions and contracts and timely entries have been made in those records in respect of shares, securities, and other investments dealt in and traded by the company. We also report that the company has held the shares, securities, and other securities in its own name.
20. The company has not given any guarantee for loans taken by others from bank or financial institutions.
21. The company has not taken any term loan.
22. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the act.
23. During the period covered by our audit report, the company has not issued any debentures.
24. During the year the company has not raised any money from public issues.
25. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.
26. The Company has applied to Reserve Bank of India for registration vide application dated 28.6.1997 but the application was rejected by RBI vide letter DNBS.ND.No.5768/Rej (S-883)/1999-2000 dtd. 10.06.2000.
27. All other provisions of the Order are not applicable to the company

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

(Ashish Ghosh)
Partner
Membership No.-081732

PLACE: NEW DELHI
DATED : 26.05.2014

SWAGTAM TRADING & SERVICES LIMITED

Balance Sheet

Amount in ₹

Particulars	Note	As at March 31, 2014	As at March 31, 2013
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share capital	2.1	2,475,000	2,475,000
Reserves and surplus	2.2	5,754,706	(161,679)
		8,229,706	2,313,321
NON-CURRENT LIABILITIES			
Long-term Borrowings	2.3	679,000	679,000
		679,000	679,000
CURRENT LIABILITIES			
Short-term Borrowings	2.4	8,495,033	8,681,255
Short-term Provision	2.5	1,549,013	48,490
		10,044,046	8,729,745
		18,952,752	11,722,066
ASSETS			
NON-CURRENT ASSETS			
Investment	2.6	29,264	2,355,930
Long-term loans and advances	2.7	18,807,010	9,229,118
		18,836,274	11,585,048
CURRENT ASSETS			
Inventories	2.8	—	13,685
Cash and cash equivalents	2.9	103,230	123,334
Short-term loans and advances	2.10	13,248	—
		116,478	137,019
		18,952,752	11,722,066
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

For Swagtam Trading & Services Ltd.

Ashish Ghosh
 Partner
 Membership No. 081732

Deepak Sharma
 Director
 DIN: 00293945

M. M. Saklani
 Director
 DIN: 00086575

Place: New Delhi
 Date : 26.05.2014

SWAGTAM TRADING & SERVICES LIMITED

Statement of Profit & Loss

Amount in ₹

Particulars	Note	Year ended March 31, 2014	Year ended March 31, 2013
REVENUE			
Revenue from Operations		7,363,196	—
Other Income	2.11	110,144	110,144
		7,473,340	110,144
EXPENSES			
Decrease in Stock in Trade	2.12	13,685	—
Administrative & other expenses	2.13	53,985	28,745
Finance Costs	2.14	—	1,416
Total Expenses		67,669	30,161
Profit before exceptional and extraordinary items and tax (III-IV)		7,405,671	79,983
Exceptional items		—	—
Profit before extraordinary items and tax (V - VI)		7,405,671	79,983
Extraordinary Items		—	—
PROFIT BEFORE TAX		7,405,671	79,983
Tax expense:			
Current tax		1,489,287	—
PROFIT FOR THE PERIOD		5,916,384	79,983
EARNING PER SHARE (Equity share of par value of 10 each)			
Basic		23.90	0.32
Diluted		23.90	0.32
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

For Swagtam Trading & Services Ltd.

Ashish Ghosh
Partner
Membership No. 081732

Deepak Sharma
Director
DIN: 00293945

M. M. Saklani
Director
DIN: 00086575

Place: New Delhi
Date : 26.05.2014

Notes which are integral part of financial statements for the year ended March 31, 2014

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, trust and to finance industrial enterprises. Certificate of Commencement of Business was issued by ROC on February 5, 1985.

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, 1956 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 Schedule VI to the Companies Act, 1956. 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 of the financial statements. Accounting estimate could change from period to period and actual results could differ from those estimates.

1.3 Revenue recognition

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

1.4 Inventories

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

1.5 Investments

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

No provision has been made for diminution in the market value of investments amounting to Rs.19,664/-.

1.6 Employee benefits

There was no person employed during 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 Equivalent

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

SWAGTAM TRADING & SERVICES LIMITED

2.1 ShareCapital

In ₹

Particulars	As at March 31,	
	2014	2013
Authorised		
Equity shares 12,50,000 (Previous year 12,50,000) of par value Rs.10/- each	12,500,000	12,500,000
	12,500,000	12,500,000
Issued, Subscribed and Paid up		
Equity shares 2,47,500 (Previous year 2,47,500) of par value Rs.10/- each fully paid up	2,475,000	2,475,000
	2,475,000	2,475,000

Equity Shares

The equity shares having a par value of Rs. 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 31st 2014		As at March 31st 2013	
	No. of shares	Value	No. of shares	Value
EQUITY SHARES				
Shares outstanding at the beginning of the year	247,500	2,475,000	247,500	2,475,000
Total Shares outstanding at the end of the year	247,500	2,475,000	247,500	2,475,000

2.2 Reserve and surplus

Particulars	As at March 31,	
	2014	2013
Profit & Loss Account		
Balance in Profit & Loss Account - Opening	(161,679)	(241,662)
Add : Profit during the year	5,916,384	79,983
Balance in Profit & Loss Account - Closing	5,754,706	(161,679)

SWAGTAM TRADING & SERVICES LIMITED

2.3 Long Term Borrowings

In ₹

Particulars	As at March 31,	
	2014	2013
Unsecured		
Long-term Borrowing from intercompany	679,000	679,000
	679,000	679,000

2.4 Short-term Borrowing

Particulars	As at March 31,	
	2014	2013
Short-term Borrowing from intercompany	8,495,033	8,681,255
	8,495,033	8,681,255

2.5 Short-term Provision

Particulars	As at March 31,	
	2014	2013
Provision for Income Tax	1,489,287	—
Provision for expenses	59,726	48,490
	1,549,013	48,490

2.6 Investment

Particulars	Face Value	Quantity	As at March 31, 2014	Quantity	As at March 31, 2013
A) EQUITY SHARES (QUOTED)					
Assam Company Ltd.	10	—	—	2,202,880	2,191,866
B) EQUITY SHARES (UNQUOTED)					
Buckingham Industries Ltd.	10	—	—	24,000	72,000
Decorous Investment & Trading Co. Ltd.	10	9,600	29,264	9,600	29,264
First & Second e. Com Pvt. Ltd.	1	—	—	1,260,000	62,800
		9,600	29,264	3,496,480	2,355,930

2.7 Long term loans and advances

In ₹

Particulars	As at March 31, 2014	As at March 31, 2013
Unsecured considered good		
Long-term loans and advances to Intercompany	18,807,010	9,229,118
	18,807,010	9,229,118

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.

SWAGTAM TRADING & SERVICES LIMITED

2.8 Inventories

In ₹

Particulars	Face Value	Quantity	As at March 31, 2014	Quantity	As at March 31, 2013
Equity Shares (Quoted)					
JSW Ispat Steel Ltd.	10	140	—	140	1,763
Bells Controls Ltd.	10	7,948	—	7948	11,922
		8,088	—	7,948	13,685

Market Value of quoted Shares Rs. NIL (Pr. Year Rs.13685/-)

2.9 Cash and Cash equivalents

Particulars	As at March 31, 2014	As at March 31, 2013
Cash on hand	75,459	92,328
Balance with banks	27,771	31,006
	103,230	123,334

2.10 Short-term loans and advances

Particulars	As at March 31, 2014	As at March 31, 2013
Unsecured considered good		
Trade Recevables	13,248	—
	13,248	—

2.11 Other Income

Particulars	As at March 31, 2014	As at March 31, 2013
Dividend received	110,144	110,144
	110,144	110,144

2.12 Increase/Decrease in stock

Particulars	As at March 31, 2014	As at March 31, 2013
Opening Stock	13685	13685
Less: Closing Stock	—	13685
(Increase) / Decrease in stock	13,685	—

SWAGTAM TRADING & SERVICES LIMITED

2.13 Administrative & other expenses

Particulars	As at March 31, 2014	As at March 31, 2013
Professional charges	9,620	3,870
<u>Auditor's remuneration</u>		
Audit fee	11,236	11,236
Communication	2,405	—
Printing and stationery	3,205	—
Filing Fee	11,000	4,300
Sundry expenses	5,283	4,339
Listing Fee	11,236	5000
	53,985	28,745

2.14 Finance costs

Particulars	As at March 31, 2014	As at March 31, 2013
Bank charges	—	1,416
	—	1,416

2.15 Related Party Disclosures

a)	Name of the Related Parties :	
	Key Management Personnel	: 1. Sh. M. M. Saklani - Director 2. Sh. D. S. Bhandari - Director 3. Sh. Deepak Sharma - Director 4. Sh. Raj Kumar Gupta - Director
	Enterprises over which Key Management Personnel/Shareholders/ Relatives have significant influence	: 1. Aditya Dekoramik. Ltd. 2. Dune Leasing & Finance Ltd. 3. Firstandsecond e.com (P) Ltd.

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 the yr. end-Credit	—	7.99 Lacs

2.16 Quantitative details

The company is primarily engaged in sales and purchase of share and securities. There is no transaction during the year. There is only opening inventories that are given in Note No 2.8 of balance sheet Note as required under paragraph 5(viii) (c) of general instructions for preparation of Statement of Profit and Loss as per revised Schedule VI to the Companies Act, 1956.

2.17 Earning per share

The following is the computation of earnings per share :

Net profit as per P&L A/C	Rs. 5,916,384
Weighted average number of shares outstanding	Rs. 247,500
Weighted average number of equity shares & potential equity share equivalents outstanding	Rs. 247,500
Nominal Value of share	Rs. 10
Basic earning per share	Rs. 23.90
Diluted earning per share	Rs. 23.90

2.18 Post Balance Sheet Events

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

2.19 Loans & Advances

An advance of Rs. 92,14,118/- paid to Worldlink Finance Limited which is under litigation, recoverability of which is doubtful.

No interest income has been recognized during the period 1.4.2013 to 31.3.2014 on advances amounting to Rs. 1,88,07,010/-.

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 except stock of shares/debentures.

2.20 Corporate Gurantee/Security

During the year SICPA India Private Limited has sold 22 Lacs equity shares (through Stock exchange bearing STT) of Assam Company India Limited which were pledged with them for securing the repayment of the financial assistance of Rs. 440 Lacs granted by SICPA India Private Limited to Assam Company India Limited. Amount of sale proceeds which was retained by SICPA India Private Limited to recover their dues has been debited to the account of Assam Company India Limited.

2.21 Previous year figures

Previous year figures have been regrouped/reclassified wherever necessary to correspond with the current year classification/disclosure.

Note: The notes referred to above are an integral part of the Balance Sheet

As per our even report attached
For Ghosh Khanna & Co.
Chartered Accountants
Firm's Registration No. 003366N

For Swagtam Trading & Services Ltd.

Ashish Ghosh
Partner
Membership No. 081732

Deepak Sharma
Director
DIN: 00293945

M. M. Saklani
Director
DIN: 00086575

Place: New Delhi
Date : 26.05.2014

SWAGTAM TRADING & SERVICES LIMITED

ATTENDANCE SLIP

29TH ANNUAL GENERAL MEETING

Wednesday, 17th September, 2014, at 11.00 A.M.

at Girish Chandra Bardalai Path, Bamuni Maidan, Guwahati, Assam

Members are requested to bring copy of Annual Report along with them to the Annual General Meeting. Please complete this Attendance Slip and hand-over at the Entrance.

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

Name of the Shareholder :

Ledger Folio No. :

Address :

No. of Shares held :

Name of the Proxy :

I/ We hereby record my/ our presence at the Annual General Meeting of the Company.

Place :

Dated :

Member's / Proxy's Signature

Form No. MGT-11 PROXY FORM

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

SWAGTAM TRADING & SERVICES LIMITED

Regd. Office: Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam - 781021

Corp. Office: 105 LSC, Pocket K & L Market, Sarita Vihar, New Delhi - 110076

I/We _____

R/o _____

being a Member/ Members of Swagtam Trading & Services Limited, hereby appoint

Mr./ Mrs. _____

failing him/ her Mr./ Mrs. _____

R/o _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the members of the Company, to be held on Wednesday, 17.09.2014 at 11:00 A.M at Girish Chandra Bardalai Path, Bamuni Maidan, Guwahati, Assam and at any adjournment thereof in respect of such Resolutions as attached / annexed.

Signed on this _____ Day of _____, 2014

Signature :

Address :

Folio No. :

No. of Equity Shares held :

Affix a 1 Rupee Revenue Stamp
--

Notes:

1. Any Member entitled to attend and vote at the Meeting is entitled to attend and either vote in person or by Proxy and the proxy need not be a Member.
2. Proxy form duly signed across Revenue Stamp of Re. 1.00 should reach the Company's Registered Office not less than 48 hours before the time for holding the aforesaid meeting. The Proxy need not be a Member of the Company.

S. No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
Ordinary Business			
1.	To receive, consider & adopt the Audited Balance Sheet as on 31.03.2014 and Profit & Loss for the year ended 31.03.2014 along with the Reports of Auditors & Directors thereon		
2.	To re-appoint of Mr. Deepak Sharma as the 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 Auditor of the Company.		
Special Business			
4.	To appoint Ms. Lalita Mittal as Whole Time Director & Chief Financial Officer of the Company.		
5.	To appoint Mr. Raj Kumar Gupta as Independent Director.		
6.	To appoint Mr. Raman Mittal as Independent Director.		
7.	Increase in the Authorised Share Capital of the Company.		
8.	To adopt New Set of Regulation / Articles of Association.		
9.	Issue of Equity Shares on Preferential basis.		

Signed this day of 2014

Signature of Shareholder

Address :

Folio No. :

No. of Equity Shares held :

Affix a 1 Rupee Revenue Stamp
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Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the resolutions, explanatory Statements and Notes, please refer to the Notice of 29th Annual General Meeting.
3. *It is optional to put (√) in the appropriate column against the Resolutions indicated in the Box. If you leave the "FOR" or "AGAINST" columns BLANK in all or any of resolutions, your Proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.