

# SWAGTAM TRADING & SERVICES LIMITED

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<b>35th ANNUAL GENERAL MEETING</b>	
Date	<b>25.09.2020</b>
Day	<b>FRIDAY</b>
Time	<b>2:00 P.M.</b>
Via / venue	through <b>VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM')</b> , however, THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT - 'R-489, GF-A, NEW RAJINDER NAGAR NEW DELHI – 110060'
EMAIL & Mobile no.	swagtam1984@gmail.com 9911108800
Video Conferencing details	<a href="https://us02web.zoom.us/meeting/register/tZEgf--vqjosGdyeW9vPI5Z89koxYmGP6k6F">https://us02web.zoom.us/meeting/register/tZEgf--vqjosGdyeW9vPI5Z89koxYmGP6k6F</a> In case of any issues in Joining the e-AGM, send a WhatsApp to the technical team by clicking on the link - <a href="https://wa.me/918800279405">https://wa.me/918800279405</a> or send an email to <a href="mailto:bookawebinar@gmail.com">bookawebinar@gmail.com</a>

# SWAGTAM TRADING & SERVICES LIMITED

## CORPORATE INFORMATION

BOARD OF DIRECTORS		
Ms. Lalita Mittal	DIN: 06928783	Whole Time Director & CFO
Mr. Sumit Gupta	DIN: 06911742	Director
Mr. Raman Mittal	DIN: 06877244	Independent Director
Mr. Raj Kumar Gupta	DIN: 00074532	Independent Director
Mrs. Preetika Mishra	ACS: 32490	C S & Compliance Officer appointed w.e.f. 10.08.2018

<b>STATUTORY AUDITORS</b> M/s G.K. KEDIA & CO. Chartered Accountants, FRN – 013016N Ms. Kanishka Aggarwal, Partner Membership No.: 544129 Address: 812 Naurang House, 21, Kasturba Gandhi Marg New Delhi- 110001 Tel : 011-46259900 Email Id: kanishka.aggarwal@gmail.com	<b>CIN</b>	L51909DL1984PLC289131
	<b>Date of incorporation</b>	19727 dated 31.12.1984
	<b>Date of commencement</b>	19727 dated 05.02.1985
	<b>PAN</b>	AAACS8477Q
	<b>TAN</b>	DELS56140A
	<b>GST</b>	07AAACS8477Q1ZG
	<b>ISIN</b>	INE150R01019

<b>SECRETARIAL AUDITORS</b> B. BHUSHAN & CO. Company Secretaries, COP No. : 14469 Mr. Bharat Bhushan, Proprietor Membership No.: 31951 Address: 1195, Gali Babu Ram, Sita Ram Bazar, Delhi- 110006 Tel : 9650555376, 9311531800 Email Id: b.bhushanandcompany@gmail.com	<b>INTERNAL AUDITORS</b> MITTAL JINDAL & ASSOCIATES Chartered Accountants, FRN – 001467N Mr. Satish Kumar Gupta, Proprietor Membership No.: 080984 Address: 7 / 18, Ansari Road, Daryagaanj, New Delhi - 110002 Tel : 23275297, 43560900 Email Id: hmkd90@gmail.com
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<b>LISTING:</b> <ol style="list-style-type: none"><li>Bombay Stock Exchange Ltd. - BSE</li><li>Calcutta Stock Exchange Ltd. - CSE</li><li>Delhi Stock Exchange Ltd - DSE (DSE stands de – recognized)</li></ol>
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<b>BANKERS</b> <ol style="list-style-type: none"><li>Punjab National Bank Shankar Road, Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060</li></ol>	<b>REGISTRAR</b> Alankit Assignments Limited R.O: 4E/2, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 2354 1234
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**REGISTERED OFFICE :** R-489, GF-A, Ground Floor, New Rajinder Nagar, New Delhi – 110060

### CONTACTS DETAILS

<b>Tel</b> : 011 – 4247 5489 <b>Mob</b> : 9911108800	<b>Email</b> : swagtam1984@gmail.com <b>Website</b> : www.swagtam.com
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### IMPORTANT COMMUNICATION TO THE MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

## SWAGTAM TRADING & SERVICES LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

To  
The Members,  
Swagtam Trading & Services Limited  
CIN : L51909DL1984PLC289131  
New Delhi-110060

NOTICE IS HEREBY GIVEN THAT 35th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON FRIDAY, 25th DAY OF SEPTEMBER, 2020 AT 02.00 P.M. *through* VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'), *however*, THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT "R- 489, GF – A, NEW RAJINDER NAGAR, NEW DELHI - 110060"

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

#### ORDINARY BUSINESS

##### ITEM NO. – 1:

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020 and the Statement of Profit and Loss & Cash Flow Statements for the year ended on that date along with the Reports of Auditors and Directors thereon.

##### ITEM NO. - 2:

To appoint a Director in place of Mr. Sumit Gupta (DIN: 06911742) who retires by rotation and being eligible offers himself for re-appointment as a Director.

##### ITEM NO. - 3:

The Board noted that the term of Statutory Auditors i.e. M/s GHOSH KHANNA & CO, Chartered Accountants, (FRN – 003366N) shall be coming to an end on the conclusion of ensuing AGM and in view of said firm evincing its disinterest to be re-appointed & in continuing as Statutory Auditor for fresh tenure, the name of M/s. G. K. KEDIA & CO., Chartered Accountants, (Firm Registration Number: 013016N) for appointment as Statutory Auditors needs to be considered.

The Board perused the consent of proposed auditor and discussed the matter for their appointment to audit the accounts of the company and to appoint for a period of 5 years so as to hold office from the conclusion of 35<sup>TH</sup> Annual General Meeting (AGM) till the conclusion of 40<sup>TH</sup> Annual General Meeting of the company.

#### Board discussed the matter and passed the following resolution for consideration by members in ensuing AGM :-

**"RESOLVED THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 and other applicable provisions of the Act, if any and the rules made there under as amended from time to time, the end of tenure of M/s GHOSH KHANNA & CO, Chartered Accountants, (FRN – 003366N), on the conclusion of ensuing AGM be and is hereby noted.

**RESOLVED FURTHER THAT** pursuant to provisions of Section 139 of the Companies Act, 2013 and other applicable provisions of the act, if any and the rules made there under as amended from time to time, and subject to approval of shareholders of the Company, the consent of Board of Directors be and is hereby considered, approved & accorded to appoint M/s. G. K. KEDIA & CO., Chartered Accountants, (Firm Registration Number: 013016N) as Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of 35<sup>TH</sup> Annual General Meeting (AGM) till the conclusion of 40<sup>TH</sup> Annual General Meeting of the company, at such remuneration to be mutually agreed upon between the Board of Directors of the company and the Auditors.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorised to fix their remuneration and to do all such acts and deeds as may be necessary in this regard."

By Order of Board of Directors  
Swagtam Trading & Services Limited

Date : 11.08.2020  
Place : New Delhi

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

## SWAGTAM TRADING & SERVICES LIMITED

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➤ **IMPORTANT NOTES:**

**[A]. General instructions for accessing and participating in the 35th AGM through VC/OAVM facility and voting through electronic means including remote e-Voting**

- a. In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 35th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 35th AGM shall be the Registered Office of the Company.
- b. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of Proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 35th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 35th AGM through VC/OAVM facility and e-Voting during the 35th AGM.
- c. In line with the MCA Circulars and SEBI Circular, the Notice of the 35th AGM will be available on the Website of the Company at [www.swagtam.com](http://www.swagtam.com), on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- e. National Securities Depositories Limited ("NSDL") will be providing facility for e-voting through **EVEN [ 113363 ]** from **9.00 a.m. September 21, 2020 to 5.00 p.m. September 24 2020**.
- f. ***www.Bookawebinar.com (OA/OAVM Facility) Provider shall provide the Log-In particulars including website url/links to all the shareholders as on cut-off date for participation in the 35th AGM through VC/OAVM Facility and Voting during the 35th AGM.***

***For any query regarding to attend /vote at the E-AGM stakeholders may contact to, please read/ refer point [B] below or Members may also address their Queries relating to e-voting to the company's e-mail ID [swagtam1984@gmail.com](mailto:swagtam1984@gmail.com).***

- g. Members may join the 35th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 01:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 35th AGM and the Company may close the window for joining the VC/OAVM Facility after the Conclusion of AGENDA / Business(es).
- h. Members may note that the VC/OAVM Facility, provided by [www.Bookawebinar.com](http://www.Bookawebinar.com) allows participation of all registered shareholders on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 35th AGM without any restriction on account of first-come first-served principle.
- i. Attendance of the Members participating in the 35th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- j. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 35th AGM and facility for those Members participating in the 35th AGM to cast vote through e-Voting system during the 35th AGM.

**[B]. Instructions for Members for participating in the 35th AGM through VC/OAVM are as under :-**

Convenience of different persons positioned in different places/ zones has been kept in mind before scheduling the time for this Meeting.

*The Company has appointed [www.Bookawebinar.com](http://www.Bookawebinar.com), to provide VIDEO CONFERENCING FACILITY for the AGM and the "Attendant Enablers" for conducting of the e-AGM. Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by [www.Bookawebinar.com](http://www.Bookawebinar.com).*

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Members may access the same at <https://us02web.zoom.us/meeting/register/tZEqf--vqjosGdyeW9vPI5Z89koxYmGP6k6F> by clicking and registering in advance. Upon registration, members shall receive the login credentials for the said AGM video conference.

- Members are requested to follow the procedure given below:
- i. Launch internet browser (chrome/ Firefox/safari) by copying the URL in address bar:  
**<https://us02web.zoom.us/meeting/register/tZEqf--vqjosGdyeW9vPI5Z89koxYmGP6k6F>**
  - ii. While registering, please enter the information in following format:
    - a. First Name Field : Full Name
    - b. Last Name Field : Folio No / Client ID- DP ID
    - c. Email : Email ID registered with the Company/ Depository
    - d. Phone : Phone Number registered with the Company/ Depository
    - e. Designation : Choose from Dropdown
  - iii. Register yourself for the meeting to receive joining link embedded with encrypted password on your email id.
  - iv. On the date of AGM, click on “Click here to Join” received on the registered E Mail id from [noreply@zoom.us](mailto:noreply@zoom.us)
  - v. [Zoom App](#) can be downloaded on your smart phone/ Computer/ Laptop from <https://zoom.us/>
  - vi. After logging in, click on “[Join with video and audio](#)” option to attend the Meeting
  - vii. Members intending to ask questions at the AGM, may click “[Raise hand](#)” option available on the platform after the start of the meeting
  - viii. For E Voting, Polls and Chat Sections will be used along with show of hands as per availability and technical Feasibility.
  - ix. Attendance shall be taken at the commencement of the meeting and any subsequent joiners shall have to mention their presence on the chat portal.

Members can participate in AGM through smart phone/ laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband. Further Members will be required to use Internet with a good speed preferably more than 15Mbps to avoid any disturbance during the meeting. The same can be independently checked at <https://www.speedtest.net/>

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

The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the e-AGM.

**In case of any issues in Joining the meeting, send a WhatsApp to the technical team by clicking on the following link <https://wa.me/918800279405> or send a mail to [bookawebinar@gmail.com](mailto:bookawebinar@gmail.com)**

The entire proceeding of the meeting shall be recorded and the minutes / proceedings of the meeting shall be preserved by the Company in terms of the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 issued by Ministry of Corporate Affairs, Government of India.

Members can submit Questions in advance with regard to the financial statements or any other matter to be placed at the 35th AGM, from their registered email address, mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address [swagtam1984@gmail.com](mailto:swagtam1984@gmail.com) at least 7 days in advance before the start of the meeting i.e. by 17th September 2020 by 5.00 p.m. IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

Members, who would like to ask questions during the 35th AGM with regard to the financial statements or any other matter to be placed at the 35th AGM, need to register themselves as a Speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address before 17th September 2020. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 35th AGM, depending upon the availability of time.

## SWAGTAM TRADING & SERVICES LIMITED

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### NOTES :-

1. Corporate Members intending to attend the E-AGM through their authorized Representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing the Representatives to attend the AGM through VC not less than 48 hours before the AGM.
2. In case of several joint-holders attending the E-AGM, only such joint-holder who is higher in the order of names will be entitled to vote at the meeting.
3. Register of Members & Share Transfer Books will remain closed from **19.09.2020 to 25.09.2020** (both days inclusive).

Queries proposed to be raised at the AGM **may be sent to the Company** atleast Seven days prior to the date of AGM on Company's email address to enable the Management to compile the relevant information enabling to reply the same.
4. Copies of the MOA and AOA and the Documents referred to in the Notice, shall be opened for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
5. Members who hold shares in de-materialized form are requested to show/prove their Client ID and DP ID Numbers for easier identification of their attendance at the E-AGM.
6. Brief Profile of the retiring Director seeking appointment / re-appointment, forms part of the Notice.
7. Share transfer documents and all correspondence relating thereto, should be addressed to RTA or to Company.
8. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit/update PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN, Email, Mobile no. & other contact details to RTA or to the Company and Company encourage & promote shareholders to dematerialize their physical shareholding.
9. Members are requested to :
  - i. Quote their folio number (s) / Client ID / DP ID in all correspondence.
  - ii. Please notify change (s), if any, in your contact details, PAN, Registered Address alongwith Pin Code Number, Mobile, and E-mail ID, etc., to the RTA or to Company.
10. Electronic copy of the Annual Report and Notice of the Annual General Meeting inter-alia indicating the process and manner of e-voting alongwith the *details of the E-AGM through Video Conferencing/OAVM* is being sent to all the Members whose email IDs are registered with the Company/RTA/Depository Participants(s) for communication purposes. Members who have not registered their Email, copy of Notice and Annual Report for 2019-20 can be downloaded from the Website of the company or the website of the BSE or the NSDL .

Members may also note that the Notice and the Annual Report for 2019-20 will also be available on the Company's website [www.swagtam.com](http://www.swagtam.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may also send requests to Company's email id : [swagtam1984@gmail.com](mailto:swagtam1984@gmail.com).
11. Members, who have not registered their E-mail addresses so far, are requested to Register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
12. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc, in electronic form to the E-mail address provided by the shareholders.
13. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained u/s 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which Directors are interested u/s 189 of Companies Act, 2013 will be available for inspection at the Annual General Meeting.
14. Detailed procedure for "Remote E-voting" is annexed which forms part of this notice.

## SWAGTAM TRADING & SERVICES LIMITED

### VOTING THROUGH ELECTRONIC MEANS:

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the company provides the members facility to exercise their right to vote on resolution proposed to be passed in the Annual General Meeting (AGM) by *electronic means* and the business may be transacted through Remote E- Voting Services provided by NSDL:

#### The instructions for E-voting are as under :-

##### **(i) In case of members receiving an email from NSDL :**

1. Open E-mail and open attached PDF file “**Swagtam e-Voting.pdf**” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on “Shareholder - Login”.
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof.
6. Home page of remote “e-Voting” opens. Click on e-Voting: Active e-Voting Cycles.
7. Select the Electronic Voting Event Number “EVEN” [ **113363** ] as given in the body of E-mail. Now you are ready for e-voting as Cast Vote page opens and you can cast vote online from **21.9.2020 (9:00 am)** till **24.9.2020 (5:00 pm)**.

#### **Note: e-Voting shall not be allowed beyond said time.**

8. Cast your vote by selecting appropriate options and click on “Submit” and also “Confirm”, when prompted.
9. Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [b.bhushanandcompany@gmail.com](mailto:b.bhushanandcompany@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

1. User ID and initial password alongwith Electronic Voting Event Number “EVEN” [ **113363** ] is provided / stapled/ annexed in the Annual Report for the purpose of remote e-voting for AGM.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

#### **General Instructions**

1. E-voting period begins at **09.00 A.M. on 21.09.2020** and ends at **5:00 P.M. on 24.09.2020**.  
During this period Member's of the company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date (record date) i.e. 18.09.2020** may cast their vote electronically. Once the vote on a resolution is cast by member, the member shall not be allowed to change it subsequently. The e-voting module shall be disabled by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the E-AGM and the Members attending through VC/ OAVM who have not cast their vote by remote e-voting shall be able to vote at the E-AGM through voice / show of hands.
3. Members who have cast their vote by remote e-voting may also attend E-AGM but shall not be entitled to cast vote again.

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4. Company has appointed M/s. **B. Bhushan & Co.**, Practicing Company Secretaries, New Delhi (M. No.: A31951, COP: 14469) to act as the “**Scrutinizer**”, to scrutinize the remote e-voting and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the **Cut-off date i.e. 18.09.2020**.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date shall be entitled to avail facility of remote e-voting / Poll at E-AGM.
7. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.
8. In case of any Query pertaining to e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact Assistant Manager NSDL at designated email id [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or at telephone nos 022-24994600/ 022-24994738. Members may also address their Queries relating to e-voting to the company's e-mail ID [swagtam1984@gmail.com](mailto:swagtam1984@gmail.com).
9. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (6) to (9) mentioned in (i) above, to cast your vote.
10. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
11. Remote E-voting right cannot be exercised by a proxy.
12. **Scrutinizer**, after scrutinizing the votes cast at the meeting through voice / show of hand and through remote e- voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company [www.swagtam.com](http://www.swagtam.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Results shall simultaneously be communicated to the Stock Exchange(s), where the Company's shares are Listed.

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

Date : 11.08.2020  
Place : New Delhi

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



# SWAGTAM TRADING & SERVICES LIMITED

## DIRECTOR'S REPORT

Dear Stakeholders,

Your Directors present herewith the 35th Annual Report for the year ended 31.03.2020.

### FINANCIAL RESULTS

(in Rupees)

Particulars	For the Year Ended 31.03.2020	For the Year Ended 31.03.2019
<b>Income from Operations :-</b>		
Commission from real estate, etc.	-	-
Receipts from consultancy business	9,00,000	10,51,300
Sale of Jewellery	-	-
Other Income	3,73,664	1,50,02,203
Total Income	12,73,664	25,53,503
Total Expenditure	12,84,307	24,11,004
Profit/(Loss) before Tax	(3,143)	1,42,499
Tax expense (Net)	(160)	46,751
Net Profit/(Loss)	(10,483)	95,748

### FINANCIAL HIGHLIGHTS

During the year under review your company carried-out the business of real estate, commission, agents, brokers, management & consulting business, trading / purchase & sale of Jewellery, commodities, bullion, etc. Company has received the total revenue of Rs. 12,73,664/-. Net Profit after Tax for the year under consideration is Rs. (10,483/-). Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

### TRANSFER TO RESERVES

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

### LIQUIDITY

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

### DIVIDEND

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

### CAPITAL

During the Financial Year 2019-20, there is no change in share capital

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

Subsequent to 31.03.2020 there has been no change in authorized, issued, subscribed and paid-up equity share Capital.

Authorised share capital as on 31.03.2020 is Rs. 4,00,00,000/- divided into 40,00,000 Equity Shares of Rs. 10/- each and the Paid-up capital stands at Rs. 1,19,05,000/-.

### DIRECTORS

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

- Ms. Lalita Mittal is WTD & CFO of the company w.e.f. 08.08.2014 & re-appointed in AGM held on 26.09.2019.
- Mr. Raj Kumar Gupta (DIN: 00074532) is Independent Directors w.e.f. 30.04.2014 & re-appointed in AGM held on 26.09.2019.

## SWAGTAM TRADING & SERVICES LIMITED

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- Mr. Raman Mittal (DIN: 06877244) is Independent Director w.e.f. 02.06.2014 & re-appointed in AGM held on 26.09.2019.
- Mr. Sumit Gupta (DIN: 06911742) was appointed as Director w.e.f. 29.01.2015.

### KEY MANAGERIAL PERSONNEL

- Mrs. Preetika Mishra (ACS-32490) has joined as Company Secretary cum Compliance Officer w.e.f. 10.08.2018
- Mrs. Lalita Mittal (DIN: 06928783) is WTD & CFO of the Company.

### PARTICULARS OF EMPLOYEES

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

### MEETINGS OF THE BOARD & COMMITTEES

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

1)	17.05.2019	4)	11.11.2019
2)	18.08.2019	5)	07.07.2020
3)	12.08.2019		

### LOANS, GUARANTEES AND INVESTMENTS

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

### PERFORMANCE EVALUATION OF BOARD MEMBERS

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

### PUBLIC DEPOSIT

Company has neither accepted nor renewed any Deposits during FY 2019-20 in terms of Chapter V of the Companies Act, 2013; therefore, information in this regard is NIL.

### STATUTORY 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 have not offered/consented for re-appointment. The Board of Directors considered, approved & accorded and recommend to appoint M/s G. K. Kedia & Co., Chartered Accountants, FRN 013016 as statutory auditors of the Company.(refer Notice of AGM)

### STATUTORY AUDITORS' REPORT

Auditors' Report being self-explanatory requires no Comments from the Directors and there are no reservations, or qualifications or adverse remarks in the Audit Report in respect to FY 2019-20 and does not require/call for any explanation from the Board of Directors.

Mrs. Preetika Mishra (ACS-32490) has joined as Company Secretary cum Compliance Officer w.e.f. 10.08.2018

### SECRETARIAL AUDITOR

Board has appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the FY 2020-21. Secretarial Audit Report and Secretarial Compliance Report for the FY 2019-20 is annexed with Directors' Report. There are no qualifications or reservations or other adverse remarks by Secretarial Auditors in the Report for the FY 2019-20 and does not require/ call for any explanation from the Board of Directors.

Mrs. Preetika Mishra (ACS-32490) has joined as Company Secretary cum Compliance Officer w.e.f. 10.08.2018

### INTERNAL AUDITOR

Board has re-appointed M/s Mittal Jindal & Associates, Chartered Accountants, to conduct Internal Audit FY 2020-21

### COST AUDITORS

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

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

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

### LISTING OF SHARES

Equity Shares of the Company are listed on BSE Ltd., Calcutta Stock Exchange (CSE) and Delhi Stock Exchange (DSE stands de-recognized) & Company has complied with the requirements of listing agreement(s) during the period under review. All the Quarterly & Yearly Compliances are upto-date, scanned pdf files are emailed, uploaded on BSE listing portal, couriered by Speed-Post, XBRL submissions at online Portal, uploaded at Company's Website, etc.

- Listing Fee stands paid to BSE for & upto 31.03.2021.
- Annual Custodial Fee stands paid to NSDL & CDSL.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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

### MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

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

### SUBSIDIARIES AND JOINT VENTURES COMPANIES

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

### CORPORATE GOVERNANCE

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

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

### POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

Board consists of four members, one of whom is Executive (CFO) and WTD and 2 are independent directors and 1 is non-independent director. Board consists of appropriate mix of executive & independent & non-independent & woman directors to maintain the independence of the Board and to separate its functions of governance and management.

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

### INDEPENDENT DIRECTORS

Independent Directors of the company have additionally met 2 times in the financial year 2019-20

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

### DECLARATION BY INDEPENDENT DIRECTORS

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

### BOARD EVALUATION

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

## **SWAGTAM TRADING & SERVICES LIMITED**

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

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

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

Annual Report of the Company contains a Certificate by the CFO / CEO in terms of Para D of Schedule V to the SEBI (LODR) Regulations, 2015 on the declarations received from the Directors and the Senior Management personnel affirming compliance with the Code applicable to them during the year ended 31.03.2020.

### **BUSINESS RESPONSIBILITY REPORT**

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

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

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

### **UNIFORM LISTING AGREEMENT**

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

### **OPERATIONS**

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

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

### **VIGIL MECHANISM**

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

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

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

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

All contracts / arrangements / transactions, if any, entered by the company during the financial year 2019-20 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the company has not entered into any contract / arrangement / transaction with related parties which could be considered material.

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

### **RISK MANAGEMENT POLICY**

Risk Management Policy is Not Applicable to your company.

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

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

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

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

## SWAGTAM TRADING & SERVICES LIMITED

completeness of the accounting records and timely preparation of reliable financial information.

Company has a well placed, proper and adequate internal financial control system, commensurate with the size, scale and complexity of its operations. The scope and authority of the internal Audit function is well defined in the Organization. The internal financial control system ensures that all assets are safeguarded and protected and that the transactions are authorised, recorded and reported correctly. Internal Auditors independently evaluate the adequacy of internal controls and audit the transactions. Independence of the audit and compliance is ensured by timely supervision of the Audit Committee over Internal Audit findings. Significant audit observations and corrective actions suggested are presented to the Audit Committee on regularly basis.

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

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

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

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

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

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

### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (a) in the preparation of the annual accounts for the year ended 31.03.2020, the applicable accounting standards had been followed alongwith proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs as at 31.03.2020 and of the profit and loss of the company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis; and
- (e) the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

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

### **COMPLIANCES**

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

### **SHARE TRANSFER SYSTEM**

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

## SWAGTAM TRADING & SERVICES LIMITED

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

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

#### A. CONSERVATION OF ENERGY

Your company did not use any significant energy during the year under review. Your Company is conscious about its responsibility to conserve energy, power and other energy sources wherever possible. We 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.

	31.03.2020 (Amt.)	31.03.2019 (Amt.)
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

### CEO/CFO CERTIFICATION

In accordance with the Regulation 17(8) read with Part B of Schedule V to the SEBI (LODR) Regulations, 2015 pertaining to corporate governance norms, Ms Lalita Mittal (DIN: 06928783), WTD & CFO of the company, have certified, inter-alia, on review of financial statements and establishing and maintaining internal controls for the financial reporting for the year ended 31.03.2020. The said Certificate forms an integral part of this Annual Report and the Certificate has been reviewed by the Audit Committee and taken on record by the Board of Directors.

### FINANCIAL STATEMENTS

Annual Report of F. Y. 2019-20 of the Company containing complete Balance Sheet, Statement of Profit & Loss, other Statements and Notes thereto, prepared as per the requirements of Schedule III to the Companies Act, 2013, Directors' Report (including Management Discussion and Analysis Report and Corporate Governance Report), Etc. are being sent via email to all shareholders who have provided their Email address (es) and to others, the Annual Report is being sent by post. Full version of Annual Report is also available for inspection at the registered office of the company during working hours upto the date of ensuing AGM. It is also available at the Company's website [www.swagtam.com](http://www.swagtam.com).

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

### DEMATERIALIZATION OF SHARES

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

### DISCLOSURES

#### AUDIT COMMITTEE

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

Audit Committee as on March 31, 2020 comprises of the following Directors:-

Sr. No.	Name of the Director	Category of Director
1.	Mr. Raman Mittal	Chairman, Non- Executive & Independent Director
2.	Mr. Raj Kumar Gupta	Member, Non- Executive & Independent Director
3.	Ms. Lalita Mittal	Member, Executive & Non-Independent Director
4.	Mrs. Preetika Mishra (ACS-34290)	Company Secretary

## SWAGTAM TRADING & SERVICES LIMITED

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

### NOMINATION AND REMUNERATION COMMITTEE

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

The Nomination and Remuneration Committee as on March 31, 2020 comprises of the following Directors:-

### REMUNERATION AND NOMINATION COMMITTEE

Sr. No.	Name of the Director	Category of Director
1.	Mr. Raman Mittal	Chairman, Non- Executive & Independent Director
2.	Mr. Sumit Gupta	Member, Non-Executive & Non-Independent Director
3.	Mr. Raj Kumar Gupta	Member, Non- Executive & Independent Director
4.	Mrs. Preetika Mishra (ACS-34290)	Company Secretary

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

### SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

In terms of Regulation 20 of SEBI (LODR) Regulations, 2015, the Stakeholders Relationship Committee is duly constituted//re-constituted. Shareholders / Investors Grievance Committee as on March 31, 2020 comprises of following Directors:-

Sr. No.	Name of the Director	Category of Director
1.	Mr. Raman Mittal	Chairman, Non- Executive & Independent Director
2.	Ms. Lalita Mittal	Member, Executive & Non-Independent Director
3.	Mr. Sumit Gupta	Member, Non-Executive & Non-Independent Director
4.	Mrs. Preetika Mishra (ACS-34290)	Company Secretary

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

**RISK MANAGEMENT COMMITTEE :** Not Applicable

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

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

### E-VOTING

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

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

### APPRECIATION

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

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

**Date : 11.08.2020  
Place : New Delhi**

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

## SWAGTAM TRADING & SERVICES LIMITED

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
as on the financial year ended on 31st March 2020

### I. REGISTRATION AND OTHER DETAILS:

i) CIN	L51909DL1984PLC289131
ii) Registration Date	31st December, 1984
iii) Name of the Company	Swagtam Trading & Services Limited
iv) Category / Sub-Category of the Company	Public Company/ Limited by shares
v) Address of the Regd. Office	R-489, GF-A, Ground Floor, New Rajinder Nagar, New Delhi - 110060
vi) contact details	
a.) Website	www.swagtam.com
b.) Email i.d.	swagtam1984@gmail.com
c.) Phone No.	011 - 42475489
vii) Whether listed company	YES
	1) BSE Ltd.
	2) Calcutta Stock Exchange Ltd.
	3) Delhi Stock Exchange Ltd.
	(DSE stands de-recognised)
viii) Detail of RTA	
a.) Name	Alankit Assignments Limited
b.) Address	R. O. 4E/2, Jhandewalan Extn., New Delhi – 55
	C.O. : 205-208, Anarkali Complex, Jhandewalan Extn., New Delhi – 55
c.) Contact	011-42541234, 011-2354 1234 <a href="mailto:rta@alankit.com">rta@alankit.com</a>

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Real Estate, Agents, Consultancy, Commission, Etc.		70.66%
2	Other Receipts/Income		29.34%

### III. PARTICULARS OF HOLDING, SUBSIDIARY COMPANIES

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



**SWAGTAM TRADING & SERVICES LIMITED**

**IV. SHARE HOLDING PATTERN AS AT 31.03.2020**

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

**i) Category-wise Share Holding**

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

## SWAGTAM TRADING & SERVICES LIMITED

(g)	Foreign Venture Capital Investors	0		0		
(h)	Qualified Foreign Investor	0		0		
(i)	Any Other (specify)	0		0		
(i-ii)	Bodies Corporate	0	0	0	0	0
(i-ii)						
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B 2</b>	<b>Non-institutions</b>					
(a)	Individuals					
I	i. Individual shareholders holding nominal share capital up to ₹ 1 lakhs	202100	16.98	202100	16.98	0
II	ii. Individual shareholders holding nominalshare capital in excess of ₹ 1 lakhs	788300	66.22	788300	66.22	0
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)	150900	12.68	150900	12.68	0
(d-I)						
(d-II)						
	<b>Sub-Total (B)(2)</b>	<b>1141300</b>	<b>95.86</b>	<b>1141300</b>	<b>95.86</b>	<b>0</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>1141300</b>	<b>95.86</b>	<b>1141300</b>	<b>95.86</b>	<b>0</b>
	<b>TOTAL (A)+(B)</b>	<b>1190500</b>	<b>100.00</b>	<b>1190500</b>	<b>100.00</b>	<b>0</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>					
1	Promoter and Promoter Group					
2	Public					
	<b>Sub-Total (C)</b>	<b>0</b>		<b>0</b>		
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>1190500</b>	<b>100.00</b>	<b>1190500</b>	<b>100.00</b>	<b>0</b>

## SWAGTAM TRADING & SERVICES LIMITED

### (ii) Shareholding of Promoters

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

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

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	<b>Duncan Macneill Construction &amp; Developers Ltd.</b>				
	At the Beginning of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
	At the End of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
2	<b>Buckingham Industries Ltd.</b>				
	At the Beginning of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
	At the End of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
3	<b>Jeewan Commercial Ltd.</b>				
	At the Beginning of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>
	At the End of the year	<b>12000</b>	<b>1.01</b>	<b>12000</b>	<b>1.01</b>

Sl. No.	Name of Promoter	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
4	<b>ACEC India Pvt. Ltd.</b>				
	At the Beginning of the year	<b>1200</b>	<b>0.10</b>	<b>1200</b>	<b>0.10</b>
	At the End of the year	<b>1200</b>	<b>0.10</b>	<b>1200</b>	<b>0.10</b>

## SWAGTAM TRADING & SERVICES LIMITED

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

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

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

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
2	<b>Rekha Gupta</b>				
	At the Beginning of the year	<b>53000</b>	<b>4.45</b>	<b>53000</b>	<b>4.45</b>
	Addition during the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	At the End of the year	<b>53000</b>	<b>4.45</b>	<b>53000</b>	<b>4.45</b>

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
3	<b>Nupur Aggarwal</b>				
	At the Beginning of the year	<b>50200</b>	<b>4.22</b>	<b>50200</b>	<b>4.22</b>
	Addition during the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	At the End of the year	<b>50200</b>	<b>4.22</b>	<b>50200</b>	<b>4.22</b>

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

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

## SWAGTAM TRADING & SERVICES LIMITED

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

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

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

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

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
10	<b>AA Finlease Pvt. Ltd.</b>				
	At the Beginning of the year	<b>40500</b>	<b>3.40</b>	<b>40500</b>	<b>3.40</b>
	At the End of the year	<b>40500</b>	<b>3.40</b>	<b>40500</b>	<b>3.40</b>

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

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

## SWAGTAM TRADING & SERVICES LIMITED

### V. INDEBTEDNESS

Indebtedness including interest outstanding/accrued but not due for payment

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

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

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

Sl. no	Particulars of Remuneration	Total Amount (Rs.)	
		per month	Upto 31.03.2020
	<b>LALITA MITTAL (WTD &amp; CFO)</b>		
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	<b>25,000/-</b>	<b>2,70,833/-</b>
	(b) Value of perquisites u/s17(2) Income-tax Act, 1961	<b>0</b>	
	(c) profit in lieu of salary under section 17(3) income tax Act, 1961	<b>0</b>	
2	Stock Option	<b>0</b>	
3	Sweat Equity	<b>0</b>	
4	Commission - as % of Profit - Other Specify.....	<b>0</b>	
5	Others, please specify	<b>0</b>	
	Total (A) Ceiling as per the Act		<b>2,70,833/-</b>

## SWAGTAM TRADING & SERVICES LIMITED

### B. REMUNERATION TO OTHER DIRECTORS:

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

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

Sl. no	Particulars of Remuneration	per month	Upto 31.03.2020
1	Company Secretary-Mrs. Preetika Mishra, ACS 32490 w.e.f. 10.08.2018	20,000	2,30,000/-

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

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

## SWAGTAM TRADING & SERVICES LIMITED

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

Company Secretaries

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

### **SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED on 31.03.2020

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

To,

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

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year starting from 1.04.2019 ended on 31.03.2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020 according to the provisions of:

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

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

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Bombay Stock Exchange, Delhi Stock Exchange and Calcutta Stock Exchange, the trading platform is not available



## SWAGTAM TRADING & SERVICES LIMITED

with the Calcutta Stock Exchange and recognition of Delhi Stock Exchange was withdrawn by the SEBI on 19<sup>th</sup> November 2014.

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

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

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

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

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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

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

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

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

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

Bharat Bhushan Garg  
(Proprietor)  
M. No. : A31951  
CoP No. : 14469

Date : 26.6.2020  
Place: New Delhi

## SWAGTAM TRADING & SERVICES LIMITED

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

Company Secretaries

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

### **SECRETARIAL COMPLIANCE REPORT**

*for the year ended on 31-03-2020*

To  
The Members of  
Swagtam Trading and Services Limited  
(CIN : L51909DL1984PLC289131)  
R-489, GF - A, Ground Floor,  
New Rajinder Nagar, New Delhi-110060.

We, **B. Bhushan & Co.**, Practising Company Secretary have examined:

- a) All the documents and records made available to us and explanation provided by “**Swagtam Trading and Services Limited (CIN : L51909DL1984PLC289131)** (“the listed entity”), having its Registered office at :- R-489, GF - A, Ground Floor, New Rajinder Nagar, New Delhi-110060.
- b) The filings/ submissions made by the listed entity to the stock exchanges,
- c) Website of the listed entity,
- d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31.03.2020 (“Review Period”) in respect of compliance with the provisions of :

- a) The Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- b) The Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- g) Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued there under; and based on the above examination, We hereby report that, during the Review Period:

## SWAGTAM TRADING & SERVICES LIMITED

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
—	—	—	—

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

Sr.No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, etc	Observations/ remarks of the Practicing Company Secretary, if any.
—	—	—	—	—

Sr.No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
—	—	—	—	—

For B.Bhushan & Company  
(Company Secretaries)

Date : 26.06.2020  
Place : New Delhi

Bharat Bhushan Garg  
(Proprietor)  
M. No. : A31951  
CoP No. : 14469  
Udin:-A031951B000384413

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors presents, Company's Management Discussion and Analysis Report for the year ended on 31.03.2020.

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

#### **FORWARD LOOKING STATEMENT**

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

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

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

The Indian real estate sector has come a long way and is today one of the fastest growing markets in the world. It comprises of many sub-sectors – housing, retail, hospitality, farms, residential, and commercial. While housing contributes 5-6% of India's gross domestic product (GDP), the remaining sub-sectors are also increasing at a fast pace. The total realty market in the country is expected to touch US\$ 180 billion by 2025.

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

##### **OPPORTUNITIES**

- Real estate contributes about 5% to India's GDP. The market size of this sector is expected to increase at a compound annual growth rate (CAGR) of 11.2% during FY 2020-30.
- The Indian construction and real estate sector continues to be a favoured destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market.
- Residential asset class looks to have great potential for growth with housing requirements growing across cities.
- Demand for space from sectors such as education and healthcare has opened up ample opportunities in the real estate sector. The country still needs to add 3 million hospital beds to meet the global average of 3 for every 1,000 people.
- Government of India focus on affordable homes for all by 2022, the creation of 100 Smart Cities and infrastructure development across India, the real estate industry has much to look forward.

##### **THREATS**

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

##### **OUTLOOK**

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

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

## SWAGTAM TRADING & SERVICES LIMITED

### **DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS**

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

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

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

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

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

#### **OPPORTUNITIES:**

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

#### **THREATS:**

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

#### **OUTLOOK**

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

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

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

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

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

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

**Date : 11.08.2020  
Place : New Delhi**

## SWAGTAM TRADING & SERVICES LIMITED

### REPORT ON CORPORATE GOVERNANCE

#### THE COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

#### BOARD OF DIRECTORS

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

#### Composition:

Board of Directors comprise of 4 (four) Directors as on 31.03.2020 namely:

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

#### BOARD MEETING

During the financial year ended March 31, 2020, 5 (five) meetings were held as against the minimum requirement of 4 times. None of the two Meetings have a gap of more than 120 days.

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

Sr. No.	Date of Board Meeting	Sr. No.	Date of Board Meeting
1.	17.05.2019	4.	11.11.2019
2.	08.08.2019	5.	07.02.2020
3.	12.08.2019		

#### Attendance Record of Directors during the Financial Year 2019-20

Sr. No.	Name of Director	No. of Meeting attending during 2019-20			No. of Other Directorship		No. of Out side Committee	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Attended					
1.	Ms. Lalita Mittal	5	5	Yes	1	0	NIL	3
2.	Mr. Raman Mital	5	5	Yes	1	0	1	2
3.	Mr. Raj Kumar Gupta	5	5	Yes	1	1	1	1
4.	Mr. Sumit Gupta	5	5	Yes	0	4	NIL	NIL

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

#### NOTE:

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

## SWAGTAM TRADING & SERVICES LIMITED

### CODE OF CONDUCT

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

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

The Whole Time Director has declared that all the Board Members have affirmed that they have complied with the code of conduct for the financial year 2019-20.

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

### DEMATERIALISATION OF SHARES AND LIQUIDITY

94.84% of the equity shares of the Company have been dematerialized as on 31.03.2020. The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialize their shares with either of the Depositories and cast their electronic vote.

### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

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

### NOMINATION

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

### RESUME OF RETIRING DIRECTOR PROPOSED TO BE RE-APPOINTED

Director Mr. Sumit Gupta (DIN: 06911742) is a graduate and has more than 10 years of experience in Corporate Affairs, Finance, Accounting, Administration, Real Estate, etc.

### COMMITTEES OF THE BOARD

The Board has constituted/re-constituted the following standing Committees:

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

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

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

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

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

## SWAGTAM TRADING & SERVICES LIMITED

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

### ii) Composition:

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

Mr. Raman Mittal is heading the Audit Committee.

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

### Meeting and attendance:

Audit Committee have met Five times during financial year 2019-20.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raman Mittal	5	5
2.	Ms. Lalita Mittal	5	5
3.	Mr. Raj Kumar Gupta	5	5
4.	Mrs. Preetika Mishra (ACS-34290)	5	5



## SWAGTAM TRADING & SERVICES LIMITED

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

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

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

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

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

Nomination and Remuneration Committee consist of the following Directors:

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

Mr. Raman Mittal is the chairman of the committee.

#### **Remuneration Policy**

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

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

Remuneration and Nomination Committee have met 4 (four) times during financial year 2019-20.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raman Mittal	4	4
2.	Mr. Sumit Gupta	4	4
3.	Mr. Raj Kumar Gupta	4	4
4.	Mrs. Preetika Mishra (ACS-32490)	4	4

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

S. No.	Director	Remuneration (in Rs.) upto 31.03.2020
1.	Ms. Lalita Mittal, WTD & CFO	2,70,833/-

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

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

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

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

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

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

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

Shareholders'/Investors' Grievance Committee have met 4 (four) times during financial year 2019-20.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Ms. Lalita Mittal	4	4
2.	Mr. Raman Mittal	4	4
3.	Mr. Sumit Gupta	4	4
4.	Mrs. Preetika Mishra (ACS-32490)	4	4

## SWAGTAM TRADING & SERVICES LIMITED

### COMPLAINTS STATUS

Received	Resolved	Pending
None	NIL / N.A.	NIL

### DIRECTOR'S SHAREHOLDING

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

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

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

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

### **[D] RISK MANAGEMENT COMMITTEE**

*Not Mandatory hence not applicable to the company.*

### INDEPENDENT DIRECTORS

Independent Directors of the company have additionally met 2 times in the Financial Year 2019-20 including for to:

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

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

### **ANNUAL GENERAL MEETINGS**

Date and Venue of last four Annual General Meeting :-

Nature of Meeting	Date	Venue	Special Resolution passed
AGM for the FY 2018-19	25 September 2019	Registered Office R-489, GF-A New Rajinder Nagar New Delhi-110060	To reappoint Ms. Lalita Mittal as WTD & CFO
AGM for the FY 2017-18	25 September 2018	<b>Registered Office</b> R-489, GF-A New Rajinder Nagar New Delhi-110060	None
AGM for the FY 2016-17	26 September 2017	<b>Registered Office</b> R-489, GF-A New Rajinder Nagar New Delhi-110060	None
AGM for the FY 2015-16	26 September 2016	<b>Registered Office</b> R-489, GF-A, New Rajinder Nagar, New Delhi-110060	None

### **DISCLOSURES**

- There are no materially significant transactions with the related parties' viz. Promoters, Directors or the Management, their subsidiaries conflicting with Company's interest. Suitable disclosures as required by the Accounting Standards (AS18) have been made in the Annual Report.

## SWAGTAM TRADING & SERVICES LIMITED

- (ii) In the preparation of the financial statements, the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- (iii) There were no penalties, strictures imposed on the company by Stock Exchange(s) or SEBI or any statutory authority on any matter related to capital markets, during the last three years.

### MEANS OF COMMUNICATION

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

### GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting**  
-Date and Time : **Friday, 25.09.2020 at 02:00 P.M.**  
-Venue : **through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').**  
however, the venue of the meeting shall be deemed to be the registered office of the company situated at R-489,GF-B, New Rajinder Nagar, New Delhi-110060
- b) **Financial Year of the Company** : from April 1st to March 31st  
**Tentative Schedule for Financial Year 2020-21**  
1st Quarter ending June 30, 2020 : July/Aug, 2020  
2nd Quarter ending September 30, 2020 : October/November, 2020  
3rd Quarter ending December 31, 2020 : January/February, 2021  
Annual Result for the year ended March 31, 2021 : end of May, 2021
- c) **Date of Book Closure/Record Date** : **19th to 25th September, 2020**  
(both days inclusive)
- d) **Registered Office** : R- 489, GF-A, New Rajinder Nagar, New Delhi – 110060.
- e) **Dividend Payment Date** : N.A.
- f) **Listing of Equity Shares on Stock Exchanges** : BSE Ltd.  
Calcutta Stock Exchange Limited  
Delhi Stock Exchange Limited\*  
(\* DSE stands de-recognized)
- g) **Stock Code**  
BSE Ltd. : 539406  
Calcutta Stock Exchange : 030006  
Delhi Stock Exchange : 19280
- h) **Registrar & Share Transfer Agents** : Alankit Assignments Limited
- i) **Liquidity**  
Equity Shares of your Company are listed on BSE Ltd. and Trading Platform is not available at DSE & CSE.
- j) **Market Price Data**  
BSE Ltd : No Trading  
At CSE & DSE, market price of the share is not available for want of Trading Platform.
- k) **Dematerialization of Shares**  
Shares of the company are in physical mode as well as in DEMAT with CDSL & NSDL.
- l) **Outstanding GDRs/ADRs/Warrants or any other convertible instruments**  
Your Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.
- m) **Investor Correspondence**  
(i) For transfer of shares, Demat of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:  
Mr. J. K. Singla (Sr. Manager) M/s Alankit Assignments Limited  
Address: 4-E/2, Jhandewalan Extension, New Delhi-110055  
Contact: 011-4254 1234, 2354 1234 Email id: [rta@alankit.com](mailto:rta@alankit.com)  
(ii) Mr. Sumit Gupta, Director, at the Registered Office of the Company.

## SWAGTAM TRADING & SERVICES LIMITED

**n) Address for Correspondence**

The Correspondence may be addressed to  
Mr. Sumit Gupta, Director, at the Registered Office of the Company.  
OR

Mr. J. K. Singla, Senior Manager, Alankit Assignments Ltd.,  
4-E/2, Jhandewalan Extension, New Delhi-110055,  
Tel. No. +91-4254-1234, 23541234, Email id: [rta@alankit.com](mailto:rta@alankit.com).

**o) Shareholding Pattern**

The shareholding pattern as on 31st March, 2020:

Category code (I)	Category of Shareholder (II)	Number of Shareholders (III)	Total number of shares (IV)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>		
<b>1</b>	<b>Indian</b>		
(a)	Individuals/ Hindu Undivided Family	0	0
(b)	Central Government/ State Government(s)		
(c)	Bodies Corporate	5	49200
(d)	Financial Institutions/ Banks		
(e)	Any Others(Specify)		
(e-I)			
(e-II)			
	<b>Sub Total(A)(1)</b>	<b>5</b>	<b>49200</b>
<b>2</b>	<b>Foreign</b>		
a	Individuals (Non-Residents Individuals/Foreign Individuals)	0	0
b	Bodies Corporate	0	0
c	Institutions	0	0
d	Qualified Foreign Investor	0	0
e	Any Others(Specify)	0	0
e-I		0	0
e-II		0	0
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>5</b>	<b>49200</b>
<b>(B)</b>	<b>Public shareholding</b>		
<b>1</b>	<b>Institutions</b>		
(a)	Mutual Funds/ UTI	0	0
(b)	Financial Institutions / Banks	0	0
(c)	Central Government/ State Government(s)	0	0
(d)	Venture Capital Funds	0	0
(e)	Insurance Companies	0	0
(f)	Foreign Institutional Investors	0	0
(g)	Foreign Venture Capital Investors	0	0
(h)	Qualified Foreign Investor	0	0
(i)	Any Other (specify)	0	0
(i-II)	Bodies Corporate	0	0
	<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>

## SWAGTAM TRADING & SERVICES LIMITED

<b>B 2</b>	<b>Non-institutions</b>		
(b) I	Individuals i. Individual shareholders holding nominal share capital up to Rs 2 lakh	480	202100
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	22	788300
(c)	Qualified Foreign Investor	7	150900
(d) (d-I) (d-II)	Any Other (specify)		
	<b>Sub-Total (B)(2)</b>	<b>509</b>	<b>1141300</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>509</b>	<b>1141300</b>
	<b>TOTAL (A)+(B)</b>	<b>514</b>	<b>1190500</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>		
1	Promoter and Promoter Group		
2	Public		
	<b>Sub-Total (C )</b>	<b>0</b>	<b>0</b>
	<b>GRAND TOTAL (A)+(B)+(c)15</b>	<b>1190500</b>	

### VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

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

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

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

#### Principles

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

**For Swagtam Trading & Services Ltd.**

Place : New Delhi  
Date : 11.08.2020

**Lalita Mittal**  
WTD & CFO  
DIN: 06928783

**Sumit Gupta**  
Director  
DIN: 06911742

## SWAGTAM TRADING & SERVICES LIMITED

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### B. Bhushan & CO.

Company Secretaries

1195, Gali Babu Ram,  
Sita Ram Bazar, Delhi – 110006

### CERTIFICATE ON COMPLIANCE WITH CORPORATE GOVERNANCE

To

The Members

Swagtam Trading and Services Limited

We have examined the compliance of conditions of Corporate Governance by **Swagtam Trading and Services Limited** for the year ended on 31st March, 2020, as prescribed in Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "SEBI (LODR) Regulations, 2015") (erstwhile Clause 49 of the Listing Agreement).

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

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

Regulation 6(1) of SEBI (LODR) Regulations, 2015, which requires that a listed entity shall appoint a qualified company secretary as the compliance officer, and on 10<sup>th</sup> August, 2018, Ms Preetika Mishra, has been appointed on the post of company secretary.

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

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

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

**Bharat Bhushan**  
**(Proprietor)**

**M. No.: A31951 COP : 14469**

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

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

- a. I have reviewed financial statements, cash flow statement and the Directors' Report for the year ended 31<sup>st</sup> March 2020 and that to the best of my knowledge and belief :
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the company which are fraudulent, illegal or volatile of the company's code of conduct or ethics policy.
- c. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the Auditors and the Audit committee
  - i. there are no significant changes in internal control during the year;
  - ii. that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. that there are no instances of significant fraud of which they have become aware and the involvement, if any, of the management or an employee having a significant role in the company's internal control system.

**Place: New Delhi**  
**Date: 11.08.2020**

**By Order of the Board of Directors**  
**Swagtam Trading & Services Limited**  
**LALITA MITTAL**  
**WTD & CFO (DIN: 06928783)**  
**F-22, House No. 148, Sector – 3,**  
**Rohini, Delhi – 110085**

**GHOSH KHANNA & CO.**  
Chartered Accountants

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

**INDEPENDENT AUDITORS' REPORT**

**TO**

**THE MEMBERS OF  
SWAGTAM TRADING & SERVICES LIMITED  
CIN: L51909DL1984PLC289131**

**Report on the IND AS financial statements**

We have audited the accompanying IND-AS financial statements of **SWAGTAM TRADING & SERVICES LIMITED, [CIN: L51909DL1984PLC289131]** ("the Company"), which comprise of the Balance Sheet as at March 31, 2020, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies, notes and other explanatory information.

**Management's Responsibility for the IND-AS financial statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone IND-AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and change in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

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

**Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone IND-AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

**Opinion**

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

## SWAGTAM TRADING & SERVICES LIMITED

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- a) in the case of the Balance Sheet, of the state of affairs of the company as at 31.03.2020;
- b) in the case of the Statement of Profit and Loss Account, of the Profit(Loss) of the company for the year ended on that date.
- c) in the case of the Cash Flow Statements, of the cash flows for the year ended on that date

### Report on Other Legal and Regulatory Requirements

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

We Report that :-

- i) In respect of Company's Fixed Assets.
  - a) The company is maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) Fixed assets were physically verified by the management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification and properly dealt with in the Books of Account.
  - c) All the Assets were purchased by the company in its own name and there is no immovable property held by the company.
- ii) The company is primarily engaged in the business of real estate, commission, consultancy, service providers, agents, brokers, etc., and does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company. In case of shares, verification was carried on at reasonable intervals and no discrepancies were noticed.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms, or other parties covered in the register maintained under section 189.
- iv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, made investments, provide guarantees or securities under section 185 & 186 of the Companies Act, 2013,.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted Fixed Deposits and nothing is outstanding and there is no contravention, therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi) The provision of clause (3) (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014.
- vii) According to the information and explanations given to us, in respect of statutory dues:
  - a. The Company has been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, goods and services tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
  - b. There were no undisputed amounts payable in respect of income tax, goods and services tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they become payable.
- viii) In our opinion and according to the information and explanations given to us, the Company has not accepted nor defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders and nothing is outstanding.
- ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money through IPO / FPO (including debt instruments) and term loans during the year and nothing is outstanding.
- x) In our opinion and according to the information and explanations given to us, no fraud by Company or any fraud on the company by its Officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, Managerial Remuneration has been paid or provided in accordance with requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.
- xii) Company is not Nidhi company, then the provisions of clause (3) (xii) of the Order are not applicable to the company.



## SWAGTAM TRADING & SERVICES LIMITED

- xiii) In our opinion and according to the information and explanations given to us, all related parties transactions, if any, wherever applicable, have been disclosed in IND-AS financial statements.
- xiv) In our opinion and according to the information and explanations given to us, the Company has not made preferential issue / private placement of shares or debentures during reporting period.
- xv) According to the information and explanations given to us, the Company has not entered into any non – cash transactions with directors or persons connected with him, during the reporting period.
- xvi) The company is not required to be registered u/s 45-IA of Reserve Bank of India Act, 1934.

2. As required by section 143(3) of the Act, we Report that:

- a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid IND-AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;
- e) On the basis of written representations received from the Directors as on 31st March, 2020 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31.03.2020 from being appointed as a director in terms of section 164(2) of the Act;
- f) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to separate report in **Annexure 'I'**
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors), Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. Company does not have any major pending litigation which would impact its financial position;
  - ii. Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.

**For GHOSH KHANNA AND CO.**  
Chartered Accountants  
Firm Registration No. 003366N

Place: New Delhi  
Date : 26.06.2020

**Deepthi Manchanda**  
Partner  
Membership No. 517699

### **TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE IND-AS FINANCIAL STATEMENTS OF SWAGTAM TRADING AND SERVICES LIMITED [CIN: L51909DL1984PLC289131]**

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

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

We have audited the internal financial controls over financial reporting of **SWAGTAM TRADING AND SERVICES LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone IND-AS financial statements of the Company for the year ended on that date.

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

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

#### **AUDITORS' RESPONSIBILITY**

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

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

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

A company's internal financial control over financial reporting includes those policies and procedures that

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

## SWAGTAM TRADING & SERVICES LIMITED

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

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

### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: New Delhi  
Date : 26.06.2020

**For GHOSH KHANNA AND CO.**  
Chartered Accountants  
Firm Registration No. 003366N

**Deepthi Manchanda**  
Partner  
Membership No. 517699

# SWAGTAM TRADING & SERVICES LIMITED

## SWAGTAM TRADING & SERVICES LIMITED CIN: L51909DL1984PLC289131

### BALANCE SHEET as at 31.03.2020

(Amount in Rs.)

Particulars	Notes	31 March 2020 INR	31 March 2019 INR
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	24,248	30,285
Financial assets	4		
(i) Investment	4 (i)	143,616	143,616
(ii) Other financial assets	4 (iii)	500,000	500,000
Deferred tax assets (net)	5	8,722	7,362
Other non-current assets	6	40,682,118	36,182,118
<b>Total non-current assets</b>		<b>41,358,704</b>	<b>36,863,381</b>
<b>Current assets</b>			
Financial assets	4		
(i) Cash and cash equivalents	4 (ii)	144,781	5,688,843
(ii) Other financial assets	4 (iii)	-	-
Current tax assets	7	116,412	70,045
Other current assets	8	724,740	78,837
<b>Total current assets</b>		<b>985,933</b>	<b>5,837,725</b>
<b>TOTAL ASSETS</b>		<b>42,344,638</b>	<b>42,701,106</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	9	11,905,000	11,905,000
<b>Other equity</b>			
Reserves and Surplus	10	30,292,597	30,288,156
<b>Total equity</b>		<b>42,197,597</b>	<b>42,193,156</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Other current liabilities	11	97,040	457,950
Short Term Provisions	12	50,000	50,000
<b>Total current liabilities</b>		<b>147,040</b>	<b>507,950</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>42,344,637</b>	<b>42,701,106</b>

The accompanying Notes form an integral part of the financial statements

As per our Report of even date attached

For and on behalf of  
**Ghosh Khanna & Co.**  
Chartered Accountants  
Firm's Registration No.: 003366N

**Deepti Manchanda**  
Partner  
Membership No. 517699

Place : New Delhi  
Date : 26.06.2020

For and on behalf of the Board of Directors  
**Swagtam Trading & Services Limited**

**Lalita Mittal**  
W.T.D & CFO  
DIN: 06928783

**Sumit Gupta**  
Director  
DIN: 06911742

**PREETIKA MISHRA (ACS-32490)**  
Company Secretary cum Compliance Officer

**SWAGTAM TRADING & SERVICES LIMITED**

**SWAGTAM TRADING & SERVICES LIMITED**

CIN: L51909DL1984PLC289131

**Statement of Profit & Loss for the year ended 31.03.2020**

(Amount in Rs.)

Particulars	Notes	Year ended 31 March 2020	Year ended 31 March 2019
Revenue from operations	13	900,000	1,051,300
Other Receipts / Income	13 (a)	373,664	1,502,203
<b>Total income</b>		<b>1,273,664</b>	<b>2,553,503</b>
<b>Expenses</b>			
Purchase of Jewelleries	-	-	
Administrative & other expenses	14	587,267	1,566,067
Employee benefit expense	15	668,114	648,825
Finance costs	16	389	309
Depreciation and amortization expense	17	21,037	42,193
Deferred Revenue Expenditure w/off	-	153,610	
<b>Total expenses</b>		<b>1,276,807</b>	<b>2,411,004</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>(3,143)</b>	<b>142,499</b>
Exceptional items			
<b>Profit/(loss) before tax</b>		<b>(3,143)</b>	<b>142,499</b>
Income Tax expense:			
Current Tax		1,200	52,050
Deferred Tax	18	(1,360)	(5,299)
Total tax expense		<b>(160)</b>	<b>46,751</b>
<b>Profit/(loss) for the period</b>		<b>(2,983)</b>	<b>95,748</b>
<b>Prior Period Expenses</b>		<b>7,500</b>	<b>-</b>
<b>Profit/(loss) for the period</b>		<b>(10,483)</b>	<b>95,748</b>
<b>Other comprehensive income</b>			
<i>Items that may be reclassified to Profit or Loss</i>		-	-
Changes in fair value of FVOCI debt instruments		-	-
<i>Items that will be not be reclassified to Profit or Loss</i>			
Remeasurement of post - employment benefit obligations			
Income tax relating to these items			
<b>Other comprehensive income for the year, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year</b>		<b>(10,483)</b>	<b>95,748</b>
<b>Earnings per equity share for profit from operations</b>			
Basic earnings per share	21	(0.01)	0.08
Diluted earnings per share	21	(0.01)	0.08

The accompanying Notes form an integral part of the Financial Statements

As per our Report of even date attached

For and on behalf of  
**Ghosh Khanna & Co.**  
**Chartered Accountants**  
Firm's Registration No.: 003366N

**Deepti Manchanda**  
**Partner**  
Membership No. 517699

Place : New Delhi  
Date : 26.06.2020

For and on behalf of the Board of Directors  
**Swagtam Trading & Services Limited**

**Lalita Mittal**  
W.T.D & CFO  
DIN: 06928783

**Sumit Gupta**  
Director  
DIN: 06911742

**PREETIKA MISHRA (ACS-32490)**  
**Company Secretary cum Compliance Officer**

# SWAGTAM TRADING & SERVICES LIMITED

## SWAGTAM TRADING & SERVICES LIMITED

CIN: L51909DL1984PLC289131

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2020

(Amount in Rs.)

Statement of Cash Flows	Year ended 31 March 2020	Year ended 31 March 2019
<b>Cash flow from operating activities</b>		
Profit after income tax from Continuing operations	(10,483)	95,748
Discontinued operations		
<b>Profit before income tax including discontinued operations</b>	<b>(10,483)</b>	<b>95,748</b>
Adjustment for		
Depreciation and amortisation expenses	21,037	42,193
Interest Income	(373,664)	-
Gain on disposal of property, plant and equipment	-	-
Unrealized gain on fair valuation of current investments	-	-
Gain on sale of investments	-	-
<b>Changes in operating assets and liabilities, net of effects from purchase of controlled entities and sale of subsidiary:</b>	<b>(352,627)</b>	<b>42,193</b>
(Increase)/Decrease in current Tax assets	(31,442)	(15,670)
(Increase)/Decrease in other current assets	(645,903)	49,001
(Increase)/Decrease in other non-current assets	(4,501,360)	5,109,951
(Increase) in other financial assets	-	-
Increase/(Decrease) in provisions	-	11,700
Increase in other current liabilities	(360,910)	(42,050)
<b>Cash generated from operations</b>	<b>(5,539,615)</b>	<b>5,014,930</b>
<b>Net cash Inflow from Operating activities</b>	<b>(5,902,725)</b>	<b>5,152,871</b>
<b>Cash flow from investing activities</b>		
Payment for property, plant and equipment	(15,000)	-
Interest received	373,664	-
<b>Net cash outflow from investing activities</b>	<b>358,664</b>	<b>-</b>
<b>Cash flow from financing activities</b>		
Dividends paid with company's shareholders	-	-
<b>Net cash inflow (outflow) from financing activities</b>	<b>-</b>	<b>-</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>(5,544,062)</b>	<b>5,152,872</b>
Cash and cash equivalents at the beginning of the financial year	5,688,843	535,971
Effects of exchange rate changes on cash and cash equivalents		
<b>Cash and cash equivalents at the end of the financial year</b>	<b>144,781</b>	<b>5,688,843</b>
Cash and cash equivalents [note 5(iii)]	144,781	5,688,843
<b>Balance as per statement of cash flows</b>	<b>144,781</b>	<b>5,688,843</b>

The accompanying Notes form an integral part of the Financial Statements

As per our Report of even date attached

For and on behalf of  
**Ghosh Khanna & Co.**  
**Chartered Accountants**  
Firm's Registration No.: 003366N

**Deepti Manchanda**  
**Partner**  
Membership No. 517699  
Place : New Delhi  
Date : 26.06.2020

For and on behalf of the Board of Directors  
**Swagtam Trading & Services Limited**

**Lalita Mittal**  
W.T.D & CFO  
**DIN: 06928783**

**Sumit Gupta**  
Director  
**DIN: 06911742**

**PREETIKA MISHRA (ACS-32490)**  
**Company Secretary cum Compliance Officer**

## NOTES to the Ind AS financial statements for the year ended March 31, 2020

### 1. Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### (a) **Basis of preparation**

##### (i) **Compliance with Ind-AS**

The financial statements comply in all material aspects with Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31 March 2016 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

The Company has adopted all the Ind-AS standards and the adoption was carried out in accordance with Ind-AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

##### (ii) **Historical cost convention**

The financial statements have been prepared on a historical cost basis, except for the following:

- Non Current Investment that are measured at fair value;

#### (b) **Use of Estimates**

The preparation of financial statements in conformity with Ind AS requires the management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs, expenses and other comprehensive income that are reported and disclosed in the financial statements and accompanying notes. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Significant estimates and assumptions are used, but not limited to accounting for costs expected to be incurred to complete performance under IT service arrangements, allowance for uncollectible accounts receivables and unbilled revenue, accrual of warranty costs, income taxes, valuation of share-based compensation, future obligations under employee benefit plans, the useful lives of property, equipment and intangible assets, impairment of property, equipment, intangibles and goodwill, valuation allowances for deferred tax assets, and other contingencies and commitments. Changes in estimates are reflected in the financial statements in the period in which the changes are made. Actual results could differ from those estimates.

#### (c) **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. Interest income is recognized using the effective interest method.

#### (d) **Income tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries (including branches) operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions, where appropriate, on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

## SWAGTAM TRADING & SERVICES LIMITED

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Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current tax, deferred tax & MAT credit are recognized in statement of profit or loss, except to the extent that it relates to items recognized in Other Comprehensive Income or directly in equity. In this case, the tax is also recognized in Other Comprehensive Income or directly in equity, respectively.

### (e) Leases

Leases under which the company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such as sets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight-line basis in net profit in the Statement of Profit and Loss over the lease term.

### (f) Impairment of Assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment annually or more frequently if events or changes in circumstances indicate that they might be impaired whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal or value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or a group of assets (cash-generating units). Non-financial assets, other than goodwill, that suffer impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

### (g) Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand, deposits held at call with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value

### (h) Trade receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment.

### (i) Investments and other financial assets

#### **Classification**

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortized cost

The classification depends on the group's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gain & losses will either be recorded in profit or loss or other comprehensive income.

### (j) Property, plant and equipment

All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.



## SWAGTAM TRADING & SERVICES LIMITED

### **Depreciation methods, estimated useful lives and residual value.**

Depreciation is provided on a pro-rata basis on the straight-line method over the estimated useful lives of the assets. The estimates of useful lives of the assets are as follows:

<b>Assets</b>	<b>Useful life</b>
Computers and peripherals	03years
Furniture & Fixtures	10 years
Office Equipment	05 years

The useful lives have been determined based on Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the asset.

The asset's residual values and useful life are reviewed & adjusted if appropriate, at the end of each reporting period.

The asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

### **(k) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid as per the agreed terms. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

### **(l) Provisions**

Provisions for legal claims, service warranties, volume discounts and returns are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimates of the expenditure incurred to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

### **(m) Employee benefits**

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

### **(n) Earnings per share**

#### *(i) Basic earnings per share*

Basic earnings per share is calculated by dividing:

- The profit attributable to owners of the Company
- By the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

#### *(ii) Diluted earnings per share*

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account.

- Theafter income tax effect of interest and other financing costs associated with dilutive potential equity shares and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### **(o) Business combinations**

In accordance with Ind-AS 101 provisions related to first time adoption, the Company has elected to apply Ind-AS accounting for business combinations prospectively from 01.04.2017. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward

## SWAGTAM TRADING & SERVICES LIMITED

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with minimal adjustment. The same first time adoption exemption is also used for associates.

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

### **(p) Fair value measurement**

The company measures financial instruments, such as investment in Equity share etc, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either -

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole-

- **Level 1** - Quoted (unadjusted) prices in active markets for identical assets or liabilities
- **Level 2** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- **Level 3** - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

At each reporting date, management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the company's accounting policies. For this analysis, management regularly reviews significant unobservable inputs applied in the valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

## SWAGTAM TRADING & SERVICES LIMITED

Notes to Financial Statements for the financial year ended March 31, 2020

### 2 STATEMENT OF CHANGES IN EQUITY

#### a. Equity Share Capital

Particulars	Number	INR
<b>As at 1 April 2018</b>	1,190,500	11,905,000
Changes in equity share capital	-	-
<b>As at 31 March 2019</b>	1,190,500	11,905,000
Changes in equity share capital	-	-
<b>As at 31 March 2020</b>	1,190,500	11,905,000

#### b. Other Equity

(Amount in Rs.)

Description	Reserves and Surplus		Total
	Share Premium	Retained Earnings	
<b>Balance at 1 April 2018</b>	23,575,000	6,617,408	30,192,408
Profit for the year	-	95,748	95,748
Other Comprehensive Income	-	-	-
<b>Total Comprehensive Income for the year</b>	-	95,748	95,748
Add: Excess provision reversed			
		-	-
<b>At 31 March 2019</b>	<b>23,575,000</b>	<b>6,713,156</b>	<b>30,288,156</b>

Description	Reserves and Surplus		Total
	Share Premium	Retained Earnings	
<b>Balance at April 1 2019</b>	23,575,000	6,713,156	30,288,156
Profit for the year	-	(10,483)	(10,483)
Other Comprehensive Income	-	-	-
<b>IND Impact of Current Year</b>		-	-
<b>Total Comprehensive Income for the year</b>	-	(10,483)	(10,483)
Add: Excess provision reversed	-	14,925	14,925
	-	14,925	14,925
<b>At 31 March 2020</b>	<b>23,575,000</b>	<b>6,717,598</b>	<b>30,292,598</b>

The accompanying Notes form an integral part of the Financial Statements

As per our Report of even date attached

For and on behalf of  
**Ghosh Khanna & Co.**  
**Chartered Accountants**  
 Firm's Registration No.: 003366N

**Deepti Manchanda**  
**Partner**  
 Membership No. 517699

Place : New Delhi  
 Date : 26.06.2020

For and on behalf of the Board of Directors  
**Swagtam Trading & Services Limited**

**Lalita Mittal**  
 W.T.D & CFO  
**DIN: 06928783**

**Sumit Gupta**  
 Director  
**DIN: 06911742**

**PREETIKA MISHRA (ACS-32490)**  
**Company Secretary cum Compliance Officer**

## SWAGTAM TRADING & SERVICES LIMITED

Notes to Financial Statements for the financial year ended March 31, 2020

### 3 Property, plant and equipment

(Amount in Rs.)

31 March 2019	Computer INR	Office Equipment INR	Furniture INR	Total INR
<b>Gross carrying amount</b>				
Opening gross carrying amount	126,805	67,500	-	194,305
Additions	-	-	-	-
Disposals	-	-	-	-
<b>Closing gross carrying amount</b>	<b>126,805</b>	<b>67,500</b>	<b>-</b>	<b>194,305</b>
<b>Accumulated depreciation</b>				
Opening accumulated depreciation	82,402	39,425	-	121,827
Depreciation charge during the year	29,368	12,825	-	42,193
Disposals	-	-	-	-
<b>Closing accumulated depreciation</b>	<b>111,770</b>	<b>52,250</b>	<b>-</b>	<b>164,020</b>
<b>Net carrying amount</b>	<b>15,035</b>	<b>15,250</b>	<b>-</b>	<b>30,285</b>

(Amount in Rs.)

31 March 2020	Computer INR	Office Equipment INR	Furniture INR	Total INR
<b>Gross carrying amount</b>				
Opening gross carrying amount	126,805	67,500	-	194,305
Additions	-	-	15,000	15,000
Disposals	-	-	-	-
<b>Closing gross carrying amount</b>	<b>126,805</b>	<b>67,500</b>	<b>15,000</b>	<b>209,305</b>
<b>Accumulated depreciation</b>				
Opening accumulated depreciation	111,770	52,250	-	164,020
Depreciation charge during the year	8,740	11,875	422	21,037
Disposals	-	-	-	-
<b>Closing accumulated depreciation</b>	<b>120,510</b>	<b>64,125</b>	<b>422</b>	<b>185,057</b>
<b>Net carrying amount</b>	<b>6,295</b>	<b>3,375</b>	<b>14,578</b>	<b>24,248</b>

## SWAGTAM TRADING & SERVICES LIMITED

### Notes to Financial Statements for the financial year ended March 31, 2020

#### 4. Financial Assets

##### 4 (i) Non - Current Investments

(Amount in Rs.)

	31 March 2020	31 March 2019
Investments in Equity shares - Quoted* [Decorous Investments & Trading Co. Ltd 9600 equity shares @10 each]	143,616	143,616
<b>Total cash and cash equivalents</b>	<b>143,616</b>	<b>143,616</b>

\* Investment value is based on Market price as last traded at BSE.

##### 4 (ii) Cash and cash equivalents

	31 March 2020	31 March 2019
Balances with Banks		
- in Fixed Deposit Accounts	0	5,500,000
- in Current Accounts	51,932	79,936
	<b>51,932</b>	<b>5,579,936</b>
Deposits with maturity less than three months	-	-
Cash on hand	92,849	108,907
Cheques, drafts in hand	-	-
	<b>92,849</b>	<b>108,907</b>
<b>Total cash and cash equivalents</b>	<b>144,781</b>	<b>5,688,843</b>

##### 4 (iii) Other Financial Assets

	31 March 2020		31 March 2019	
	Current Non- Current		Current Non- Current	
<i>(i) Derivatives</i>				
Foreign Exchange Forward Contracts	-	-	-	-
<i>(ii) Others</i>				
Security deposits				
-Considered Good	-	500,000	-	500,000
-Considered doubtful	-	-	-	-
	-	500,000	-	500,000
Less : Provision for doubtful security deposits	-	-	-	-
Net Security Deposits	-	500,000	-	500,000
<b>Total other financial assets</b>	<b>-</b>	<b>500,000</b>	<b>-</b>	<b>500,000</b>

##### 5 Deferred tax assets (Net)

	31 March 2020	31 March 2019
Deferred Tax Assets	8,722	7,362
	<b>8,722</b>	<b>7,362</b>

##### 6 Other non current assets

	31 March 2020	31 March 2019
Advance against purchase of property	25,500,000	21,000,000
<b>Loans &amp; Advances</b>		
-Considered Good	3,800,000	3,800,000
-Considered Doubtful	11,382,118	11,382,118
<b>Total other non-current assets</b>	<b>40,682,118</b>	<b>36,182,118</b>

## SWAGTAM TRADING & SERVICES LIMITED

Notes to Financial Statements for the financial year ended March 31, 2020

### 7 Current tax assets (Amount in Rs.)

	31 March 2020	31 March 2019
Advance Income Tax	117,612	112,385
Less: Provision for income tax	1,200	42,340
<b>Total current tax assets</b>	<b>116,412</b>	<b>70,045</b>

### 8 Other current assets (Amount in Rs.)

	31 March 2020	31 March 2019
Sundry Debtors	648,000	-
Interest Recoverable	76,740	78,837
<b>Total other current assets</b>	<b>724,740</b>	<b>78,837</b>

### 9 Share Capital

#### Authorized equity share capital

	Number of shares	Amount
<b>As at April 01, 2018</b>	4,000,000	40,000,000
Increase during the year	-	-
<b>As at March 31, 2019</b>	4,000,000	40,000,000
Increase during the year	-	-
<b>As at March 31, 2020</b>	<b>4,000,000</b>	<b>40,000,000</b>

#### (i) Movements in equity share capital

	Number of shares	Amount
<b>As at April 01, 2018</b>	1,190,500	11,905,000
Increase during the year	-	-
<b>As at March 31, 2019</b>	1,190,500	11,905,000
Increase during the year	-	-
<b>As at March 31, 2020</b>	<b>1,190,500</b>	<b>11,905,000</b>

#### (ii) Terms and rights attached to equity shares

Equity Shares: The Company has one class of equity shares having a par value of Rs. 10/- per share. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

#### (iii) Details of shareholders holding more than 5% shares in the Company

Name of Shareholder Equity Shares	31 March 2020		31 March 2019	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Richa Gupta	60,000	5.04%	60,000	5.04%

## SWAGTAM TRADING & SERVICES LIMITED

### Notes to Financial Statements for the financial year ended March 31, 2020

#### 10 Reserves and Surplus (Amount in Rs.)

	31 March 2020	31 March 2019
Share Premium	23,575,000	23,575,000
Surplus in Statement of Profit and Loss	6,717,598	6,713,156
<b>Total reserve and surplus</b>	<b>30,292,598</b>	<b>30,288,156</b>
<b>Profit and loss account</b>	<b>31 March 2020</b>	<b>31 March 2019</b>
Opening balance	6,713,156	6,617,408
Balance transferred from Statement of Profit and Loss	(10,483)	95,748
Add: Excess Provision reversed	14,925	-
<b>Closing balance</b>	<b>6,717,598</b>	<b>6,713,156</b>

#### 11 Other current liabilities (Amount in Rs.)

	31 March 2020	31 March 2019
Advances from customers	-	-
TDS Payable	-	30,500
GST Payable	97,040	-
Others	-	427,450
<b>Total other current liabilities</b>	<b>97,040</b>	<b>457,950</b>

#### 12 Short Term provisions (Amount in Rs.)

	31 March 2020	31 March 2019
Provision for expenses	50,000	50,000
<b>Total other current liabilities</b>	<b>50,000</b>	<b>50,000</b>

#### 13 Revenue from operations (Amount in Rs.)

	31 March 2020	31 March 2019
Commission from Real Estate Business	-	-
Other Commission Income	-	901,300
Income from Business Consultancy	900,000	150,000
Sales of Jewellery	-	-
<b>TOTAL</b>	<b>900,000</b>	<b>1,051,300</b>

#### 13 (a) Other Receipts / Income (Amount in Rs.)

	31 March 2020	31 March 2019
Unrealized gain on fair valuation of current investments	-	-
Interest received	368,954	999,046
Interest received on Income Tax Refund	4,710	-
Balance written off	-	503,157
<b>TOTAL</b>	<b>373,664</b>	<b>1,502,203</b>

## SWAGTAM TRADING & SERVICES LIMITED

Notes to Financial Statements for the financial year ended March 31, 2020

### 14 Administrative & other expenses

(Amount in Rs.)

	31 March 2020	31 March 2019
Accounting charges	-	180,000
Advertisement Exp	13,680	11,040
Certification fee	9,200	8,500
Charges to CDSL	9,000	9,000
Charges to NSDL	10,620	12,409
Commission Expenses	-	700,000
Conveyance Exp	5,330	99,000
Courier & Postage Exp	5,416	4,626
Demat Charges	-	1,180
Annual Listing Fees - BSE	300,000	250,000
Filing Fee - ROC	6,600	6,000
Interest on Statutories Dues	2,506	50
Internal Audit Fee	10,000	10,000
Misc Exp	8,865	31,447
Office Exp	36,900	55,565
Pantry Exp	-	2,500
Printing and stationery	48,250	44,750
Professional charges	5,400	20,000
Rent	72,000	72,000
Secretarial Audit Fee	15,000	15,000
Telephone Exp	-	4,500
Website Charges	3,500	3,500
Auditor's remuneration		
Audit fee	25,000	25,000
Certification fee	-	-
<b>TOTAL</b>	<b>587,267</b>	<b>1,566,067</b>

### 15 Employee benefits expense

(Amount in Rs.)

	31 March 2020	31 March 2019
Salary to Employees	668,114	648,825
<b>TOTAL</b>	<b>668,114</b>	<b>648,825</b>

### 16 Finance costs

	31 March 2020	31 March 2019
Bank and financial charges	389	309
<b>TOTAL</b>	<b>389</b>	<b>309</b>

### 17 Depreciation and amortization expense

	31 March 2020	31 March 2019
Depreciation of property, plant and equipment	21,037	42,193
<b>TOTAL</b>	<b>21,037</b>	<b>42,193</b>



## SWAGTAM TRADING & SERVICES LIMITED

Notes to Financial Statements for the financial year ended March 31, 2020

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CALCULATION OF DEFERRED TAX		APR 2019-MAR 2020		26.00%
PARTICULARS	AS PER B/S	AS PER INCOME TAX	DIFFERENCE	DEFERRED TAX LIAB
Opening Balance				7,362
Closing Balance				
Fixed Assets	24,248	57,795	33,547	8,722
Business Loss			-	-
<b>TOTAL</b>				<b>8,722</b>
Benefit / (Charge)				<b>1,360</b>

### 19 Fair value measurements

Financial instruments by category

(All amounts in Rs., unless otherwise stated)

	31 March 2020			31 March 2019		
	FVPL	FVTOCI	Amortized Cost	FVPL	FVTOCI	Amortized Cost
<b>Financial assets</b>						
Investments in Equity Share	-	-	-	-	-	-
Long term loans and advances	-	-	29,300,000	-	-	24,800,000
Cash & Cash Equivalents	-	-	144,781	-	-	5,688,843
Security Deposit	-	-	500,000	-	-	500,000
<b>Total Financial assets</b>	-	-	<b>29,944,781</b>	-	-	<b>30,988,843</b>
<b>Financial Liabilities</b>						
Trade and Other Payables	-	-	-	-	-	-
<b>Total Financial liabilities</b>	-	-	-	-	-	<b>477,450</b>

#### For Financial assets and Liabilities

##### i) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:

(a) recognized and measured at fair value and

(b) measured at amortized cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the three levels prescribed under the accounting standard.

## SWAGTAM TRADING & SERVICES LIMITED

### Notes to Financial Statements for the financial year ended March 31, 2020

An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements At 31 March 2020	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b> <i>Financial Investments at FVPL</i> Investments in Equity Shares <i>Financial Investments at FVOCI</i>		-	-	-	-
<b>Total financial assets</b>		-	-	-	-
Financial assets and liabilities measured at fair value - recurring fair value measurements At 31 March 2019	Notes	Level 1	Level 2	Level 3	Total
<b>Financial assets</b> <i>Financial Investments at FVPL</i> Investments in Equity Shares <i>Financial Investments at FVOCI</i>		-		-	
<b>Total financial assets</b>		-	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The Equity Shares are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

The company's policy is to recognize transfers into and transfers out of fair value hierarchy levels at the end of reporting period.

#### 20 Related party transactions

##### A Name of Key Management Personnel

	Name	Designation
1	Sh. Raj Kumar Gupta	Director
2	Sh. Raman Mittal	Director
3	Smt. Lalita Mittal	WTD & CFO
4	Sh. Sumit Gupta	Director
5	Smt. Preetika Mishra—ACS	Company Secretary

##### B List of other Companies in which key Managerial Personnel are interested

Name of Companies/Firms	Remarks
Decorous Investment and Trading Company Limited.	

##### - Details of transaction and balances with related parties:

Details of transaction with related parties — NIL

Nature of Transaction	Key Managerial Personnel	Total
Salary ( Note 2)	500,833 (240,000)	500,833 (240,000)
<b>Total</b>	<b>500,833</b> <b>(240,000)</b>	<b>500,833</b> <b>(240,000)</b>

## SWAGTAM TRADING & SERVICES LIMITED

### Notes to Financial Statements for the financial year ended March 31, 2020

Details of balances with related parties as at year end.

Nature of Transaction	Key Managerial Personnel	Total
Receivable	NIL (NIL)	NIL (NIL)
Payable	NIL (NIL)	NIL (NIL)

#### NOTE

- 1 Figure in parenthesis represents previous year's figure.
- 2 Includes transactions for the year mainly with;  
Ms. Lalita Mittal Rs.2,70,833 (Previous year Rs.2,40,000)  
Ms. Preetika Mishra Rs.2,30,000 (Previous year NIL)
- 3 Fair Market value of investment in Decorous Investment and Trading Co Ltd is INR 143616/- based on the last traded value and there is no transaction made during the year.

#### 21 Earnings per Share

(All amounts in ₹)

(a)	<i>Basic earnings per share</i>	<b>31 March 2020 INR</b>	<b>31 March 2019 INR</b>
	From continuing operations attributable to the equity holders of the company	-0.01	0.08
	From discontinued operation	-	-
	Total basic earnings per share attributable to the equity holders of the company	-0.01	0.08
(b)	<i>Diluted earnings per share</i>	<b>31 March 2020 INR</b>	<b>31 March 2019 INR</b>
	From continuing operations attributable to the equity holders of the company	-0.01	0.08
	From discontinued operation	-	-
	Total basic earnings per share attributable to the equity holders of the company	-0.01	0.08
(c)	<i>Reconciliations of earnings used in calculating earnings per share</i>	<b>31 March 2020 INR</b>	<b>31 March 2019 INR</b>
	<i>Basic earnings per share</i>		
	Profit attributable to the equity holders of the company used in calculating basic earnings per share:		
	From continuing operations	<b>(10,483)</b>	<b>95,748</b>
	From discontinuing operations	-	
	<i>Diluted earnings per share</i>		
	Profit from continuing operations attributable to the equity holders of the company:	(10,483)	95,748
	Add: interest savings on convertible bonds		-
	Used in calculating basic earnings per share	(10,483)	95,748
	Profit from discontinued operation		-
	Profit attributable to the equity holders of the company used in calculating diluted earnings per share	<b>(10,483)</b>	<b>95,748</b>

## SWAGTAM TRADING & SERVICES LIMITED

### Notes to Financial Statements for the financial year ended March 31, 2020

(d)		31 March 2020	31 March 2019
	<i>Weighted average number of shares used as the denominator</i>		
	Weighted average number of equity shares used as the denominator in calculating basic earnings per share	1,190,500	1,190,500
	Adjustments for calculation of diluted earnings per share:		
	Options	-	-
	Convertible bonds	-	-
	Stock Options		
	Weighted average number of equity shares and potential equity shares used as the denominator in calculating diluted earnings per share	<b>1,190,500</b>	<b>1,190,500</b>

(e) *Information concerning the classification of securities*  
*Stock Options*

The company does not have any outstanding dilutive potential equity shares. Consequently, the basic and dilutive EPS of the company remains the same.

#### 22 Due to micro and small enterprises

Based on information available with the Company, there is no vendor covered under the Micro, Small and Medium Enterprises Development Act, 2006.

#### 23 a Loans & Advances

An advance of Rs. 92,14,118/- paid to Worldlink Finance Limited whose recoverability is doubtful. No interest income has been recognized during the period 01.04.2019 to 31.03.2020 on the said advance.

An advance of Rs. 20,00,000/- paid to Prayag Polytech Private Limited whose recoverability is doubtful. Apart from that, interest of Rs. 1,68,000/- recoverable for previous years is also doubtful. No interest income has been recognized for the period 01.10.2019 to 31.03.2020 on the said advance.

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

In the opinion of the Board 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.

#### 23 b Segment Reporting

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

#### 23 c Quantitative details

The company is primarily engaged in the principal business of Real Estate, Consultancy, Commission, etc.

#### 24 Previous year's figures

Previous year figures have been reclassified to confirm the current year classification. Reclassification of previous year figures does not impact recognition and measurement principles followed for preparation of financial statements.

For and on behalf of  
**Ghosh Khanna & Co.**  
**Chartered Accountants**  
Firm's Registration No.: 003366N

**Deepti Manchanda**  
**Partner**  
Membership No. 517699

Place : New Delhi  
Date : 26.06.2020

For and on behalf of the Board of Directors  
**Swagtam Trading & Services Limited**

**Lalita Mittal**  
W.T.D & CFO  
**DIN: 06928783**

**Sumit Gupta**  
Director  
**DIN: 06911742**

**PREETIKA MISHRA (ACS-32490)**  
**Company Secretary cum Compliance Officer**

**SWAGTAM TRADING & SERVICES LIMITED**  
**Regd. Office: R-489, GF-A, New Rajinder Nagar, New Delhi – 110060**  
**Tel: 011-42475489 E-mail: [swagtam1984@gmail.com](mailto:swagtam1984@gmail.com) Website: [www.swagtam.com](http://www.swagtam.com)**  
**CIN: L51909DL1984PLC289131**

**35<sup>TH</sup> ANNUAL GENERAL MEETING**  
**FRIDAY, 25<sup>TH</sup> SEPTEMBER, 2020, AT 02:00 P.M.**  
**through VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM'),**

however, THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED  
OFFICE OF COMPANY AT 'R-489, GF-A, NEW RAJINDER NAGAR, NEW DELHI – 110060'

Name of the Shareholder:  
Ledger Folio No / DP ID & Client ID No.:  
Address:  
No. of Shares held:  
Email Id: Tel/Mobile No. :

Affix Revenue Stamp
---------------------------

S. No.	RESOLUTIONS as per Notice of AGM	OPTIONAL*	
		FOR	AGAINST
<b>Ordinary Business</b>			
1.	To receive, consider & adopt the Audited Balance Sheet and Statement of Profit & Loss as at 31.03.2020 and Cash Flow Statements, etc. for the year ended 31.03.2020 alongwith the Reports of Auditors & Directors thereon		
2.	To re-appoint Mr. Sumit Gupta (DIN: 00074483) as Director who retires by rotation & being eligible offers himself for re-appointment.		
3.	To appoint M/s. G. K. KEDIA & CO, Chartered Accountants, FRN – 013016N, as the Statutory Auditors, in place of M/s GHOSH KHANNA & CO, Chartered Accountants, (FRN – 003366N)		

Signature of Shareholder: ..... Signed this.....day of September, 2020

Notes:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office, not less than 48 hours before the commencement of the AGM.
2. For the Resolutions and Notes, please refer to NOTICE of 35<sup>TH</sup> AGM.
3. Please fill-in/complete all details required above before submission in order to be effective.

**ELECTRONIC VOTING PARTICULARS**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereafter, the Resolutions proposed at the 35<sup>th</sup> AGM will be transacted through remote E-Voting (facility to cast vote from a place other than the venue of the AGM)

EVEN (E-voting Event Number)	User ID	Password
<b>113363</b>		

*Please refer to various Notes & Instructions in NOTICE of AGM*

**REGISTRATION OF E-MAIL & CONTACT DETAILS & PAN, etc. FOR FUTURE COMMUNICATION**

Name of the Shareholder :  
PAN : AADHAR :  
Telephone No. : Mobile No. :  
Email ID:  
Registered Address:  
City: State: Pincode:  
Registered Folio No. / DP ID & Client ID No.:  
No. of Shares held:

Signature of the Shareholder

