

TWENTY NINTH ANNUAL REPORT 2013-2014
OF
SWORD-EDGE COMMERCIALS LIMITED
(Formerly known as ROTAM COMMERCIALS LIMITED)

BOARD OF DIRECTOR

SAYAMAN ANTONY FERNANDES	- DIRECTOR
SARJERAO CHAVAN	- DIRECTOR
SANTOSH GANGADHAR MOHITE	- DIRECTOR

AUDITOR

M/S. Y. D. & CO.
Chartered Accountants
LUDHIANA

SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED

B-302, Sony Apartment, Opp. St. Judge's High School,
Off Andheri-Kurla Road, Jarimari, Sakinaka,
Mumbai-400072 Maharashtra, INDIA
Ph No: +91-22-2852 0461 / 2852 0462
Fax No: +91-22-2851 1809
E mail: service@satellitecorporate.com

REGISTERED OFFICE

SH114, ROLEX SHPG CENTRE, B 825 829 B GORE MARG STN RD,
GOREGAON WEST, MUMBAI-400062,
MAHARASHTRA, INDIA

INDEX

Contents	Page No.
Notice of Annual General Meeting	01
Report of the Directors	02
Corporate Governance Report	05
Auditors' Report	10
Balance Sheet	14
Profit and Loss Account	15
Cash Flow Statement	16
Notes forming part of the financial statements	17

N O T I C E

NOTICE is hereby given that the **TWENTY NINTH ANNUAL GENERAL MEETING** of the Members of **SWORD-EDGE COMMERCIALS LIMITED (Formerly known as ROTAM COMMERCIALS LIMITED)** will be held at the Registered Office of the Company at SH114, ROLEX SHPG CENTRE, B 825 829 B GORE MARG STN RD, GOREGAON WEST, MUMBAI-400062, Maharashtra, India on **Saturday, 27th day of September, 2014 at 10:00 A. M.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Balance Sheet as at **31st March, 2014** and the Profit & Loss Account for the year ended on that date and the reports of the Directors' and the Auditors' thereon.
2. To appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), the retiring auditors, M/s. Y. D & Co., Chartered Accountants (Firm Registration No. 018846N), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on remuneration to be fixed by the Board of Directors."

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT Mr. SAYAMAN ANTONY FERNANDES (DIN 06542516), who was appointed as an Additional Director of the Company on 05.06.2014 under Section 149, 152 & 161 of the Companies Act, 2013 to the extent applicable holds office up to the date of this Annual General Meeting but being eligible, offers himself for re-appointment and in respect of whom the company has received Notice in writing from member proposing his candidature for office of Director, be and hereby appointed as director of the Company and whose office liable to retire by rotation"

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), MR. SARJERAO CHAVAN (DIN: 06695239) who was appointed on 19.06.2014 as an Additional Director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a period of five years from the conclusion 29th Annual General Meeting to the conclusion of 34th Annual General Meeting."

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), MR. SANTOSH GANGADHAR MOHITE (DIN: 06838529) who was appointed on 05.06.2014 as an Additional Director of the Company and holds office up to the date of this Annual General Meeting under section 161(1) of the Companies Act, 2013 be and is hereby appointed as an Independent Director of the Company for a period of five years from the conclusion 29th Annual General Meeting to the conclusion of 34th Annual General Meeting."

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board
For, SWORD-EDGE COMMERCIALS LIMITED**

**PLACE: MUMBAI
DATE: 28.08.2014**

**(SAYAMAN FERNANDES)
CHAIRMAN**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
5. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to provide member's facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM) and the business may be transacted through e-Voting Services provided by CENTRAL DEPOSITORY SERVICES LIMITED (CDSL).

Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physical and e-voting, then votes cast through e-voting shall be only be taken into consideration and treated valid whereas votes cast physically at the meeting shall be treated as invalid.

6. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, in respect of special business of the Notice is annexed hereto.
8. The Company's Register of Members and Transfer Books will remain closed from 20.09.2014 to 27.09.2014 (both days inclusive) for the purpose of Annual General Meeting and Cut-off date for the purpose of E-voting is August 29, 2014. The voting period for the electronic voting will be started from 9.00 AM. On September 25, 2014 to 6.00 P.M. September 26, 2014 after this period the event will be no longer available for casting votes by "E-Voting" mechanism.

9. M/s. SATELLITE CORPORATE SERVICES PRIVATE LIMITED at B-302, Sony Apartment, Opp. St. Judge's High School, Off Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai-400072 are Registrars and Share Transfer Agents for Company's shares in Demat and Physical Form. Members holding shares in physical form are requested to advise any change of address mandates immediately to the Company / Registrar and Transfer Agent.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Transfer Agent.

VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of section 108 of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014 the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set out in Notice of Annual General Meeting. The Company has engaged the services of CENTRAL DEPOSITORY SERVICES LIMITED (CDSL) to provide e-voting facility

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.

- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant **SWORD-EDGE COMMERCIALS LIMITED** on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on 25.09.2014, 09:00 A.M and ends on 26.09.2014, 6:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 29.08.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

The Company has appointed CA Shankar Prasad Bhagat, Practicing Chartered Accountant as the Scrutinizer for purpose of E voting to count the votes casted in favor or against the resolution proposed for all the items of the Notice as mentioned in the Notice and to comply with the provisions of Section 108 of the Companies Act, 2013.

The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

ANNEXURE TO NOTICE
EXPLANATORY STATEMENT AS REQUIRED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The Explanatory Statement sets out all the material facts relating to the Special Business mentioned under are accompanying this notice:

Item No. 3

The Board of Directors at their meeting held on 05.06.2014 co-opted Mr. SAYAMAN ANTONY FERNANDES in the Board as Additional Director as per section 160 and other applicable provision of the Company Act, 2013 his tenures of office expires at the ensuing Annual General Meeting. Mr. SAYAMAN ANTONY FERNANDES having rich experience in the field of Finance and Marketing. Considering the same Board recommends to keep him on the board.

The Board recommends the resolution for the approval of shareholders.

No other Director/Key Managerial personnel not any relative of the Directors or the Key Managerial personnel of the Company other than Mr. SAYAMAN ANTONY FERNANDES is interested or concerned in the resolution.

Item No. 4

Mr. SARJERAO CHAVAN (DIN: 06695239) was appointed as an Additional Director of the Company with effect from 19.06.2014 pursuant to the provisions of Section 160 of the Companies Act, 2013 read Articles of Association of the Company. Mr. SARJERAO CHAVAN holds office upto the date of ensuing Annual General Meeting of the Company. It is proposed to appoint Mr. SARJERAO CHAVAN as Independent Director of the Company for a period of five years from the conclusion 29th Annual General Meeting to the conclusion of 34th Annual General Meeting.

The Board recommends the resolution for the approval of shareholders.

No other Director/Key Managerial personnel not any relative of the Directors or the Key Managerial personnel of the Company other than Mr. SARJERAO CHAVAN is interested or concerned in the resolution.

Item No. 5

Mr. SANTOSH GANGADHAR MOHITE (DIN: 06838529) was appointed as an Additional Director of the Company with effect from 05.06.2014 pursuant to the provisions of Section 160 of the Companies Act, 2013 read Articles of Association of the Company. Mr. SANTOSH GANGADHAR MOHITE holds office upto the date of ensuing Annual General Meeting of the Company. It is proposed to appoint Mr. SANTOSH GANGADHAR MOHITE as Independent Director of the Company for a period of five years from the conclusion 29th Annual General Meeting to the conclusion of 34th Annual General Meeting.

The Board recommends the resolution for the approval of shareholders.

No other Director/Key Managerial personnel not any relative of the Directors or the Key Managerial personnel of the Company other than Mr. SANTOSH GANGADHAR MOHITE is interested or concerned in the resolution.

Item No.6

The Articles of Association ("AOA") of the Company as presently in force was amended from time to time since incorporation of the Company. With the coming into force of the Companies Act, 2013 ("the Act") several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' (Articles of Association meant for a Company limited by shares) of the Act.

The Board recommends the resolution for the approval of shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, in the Special Resolution set out at Item No. 6 of the Notice.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors here by present the Twenty Ninth Annual Report on business and operations of the Company together with the Audited statements of Accounts for the financial year ended on 31st March 2014.

REVIEW OF OPERATIONS:

During the year under review due to sluggish market condition and financial crisis company faces huge set back. So company unable to generate any revenue from the operation the Company but due to some fixed cost company suffer net loss of Rs. 173005 for the year ended 31st March, 2014.

The management has taken measures as part of its continuous improvements to strengthen operations and viability.

DIVIDEND:

In view of present situation, your Directors have not declared any dividend during the year under review.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

BOARD OF DIRECTORS:

Mr. Sayaman Antony Fernandes was appointed as an Additional Director of the Company on 05.06.2014 be and hereby appointed as director of the Company and whose office liable to retire by rotation. Mr. SARJERAO CHAVAN and Mr. SANTOSH GANGADHAR MOHITE were appointed on 19.06.2014 and 05.06.2014 as an Additional Director of the Company and appointed as an Independent Director of the Company for a period of five years from the conclusion 29th AGM to the conclusion of 34th AGM. Mr. CHANDRA MOHAN DEVDAS RAO and Mr. KAMALA CHANDRA MOHAN RAO were appointed as Additional Director as on 23.04.2014 and resigned from the board as on 05.06.2014.

Mr. MAHENDRA GANATRA, Mr. NILESHKUMAR KAVA and Mr. MR. VIPUL TRIVEDI were resigned as a Director of the Company with effect from 23.04.2014, 19.06.2014 and 01.07.2014.

AUDITORS AND AUDITORS' REPORT:

M/s. Y. D. & Co., Chartered Accountants, Ludhiana, Statutory Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The observations made by the Auditors' in their Auditors' Report and the Notes on Accounts referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis forms part of the Annual Report to the shareholders and it includes discussion on matters as required under the provisions of Clause 49 of the listing agreement forming part of this report is annexed herewith.

CORPORATE GOVERNANCE REPORT:

A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in Clause 49 of the Listing Agreement, forming part of this report is annexed herewith.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company has not carried out any manufacturing activities. The foreign exchange earning on account of the operation of the Company during the year was Rs. Nil.

LISTING:

The Company Listed with BSE Limited, Mumbai

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Banks, Government Authorities, Customers, and Shareholders during the year. Your directors also wish to take on record their deep sense of appreciation for the committed services of the employees at all levels, which has made our Company successful in the business.

**For and on Behalf of the Board
For, SWORD-EDGE COMMERCIALS LIMITED**

**PLACE: MUMBAI
DATE: 28.08.2014**

**(SAYAMAN FERNANDES)
CHAIRMAN**

Annexure to Director's Report**MANAGEMENT DISCUSSION ANALYSIS REPORT****Outlook:**

The company is confident in spite of the possible recessionary conditions in the industry it will perform better in view of the strong fundamentals of the Indian companies and hope to improve its Turnover.

Internal Controls Systems and their adequacy:

The company has adequate internal control systems to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance of law and regulations. The internal control system is supported by the internal audit process. The Internal Auditor reviews and ensures that the audit observations are acted upon. The Audit Committee of the Board reviews the Internal Audit reports and the adequacy and effectiveness of internal controls.

Human Resources

The relationship with the employees continues to be cordial. The Company recognizes the importance and contribution of its employees for its growth and development and constantly endeavors to train nurture and groom its people. The Company puts emphasis on attracting and retaining the right talent. The company places emphasis on training and development of employees at all levels and has introduced methods and practices for Human Resource Development.

Cautionary Statement:

Statements in this Management Discussion and Analysis describing the company's objectives, projections, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied.

REPORT ON CORPORATE GOVERNANCE**1. THE CORPORATE GOVERNANCE PHILOSOPHY**

The Company firmly believes in effective Corporate Governance practices and follows all the applicable laws in true and letter spirit. Corporate Governance is an ethically driven process that constitutes the strong foundation on which successful commercial enterprises are built and enhance the organization wealth generating capacity. The Company also believes in fair, transparent and ethical governance practices. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

2. BOARD OF DIRECTORS

The Board of Directors is consisting of Three Directors. The Directors manages the day to day affairs of the Company. Non-executive and independent directors do not have any pecuniary relationship of transactions with the company during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year the Board met 5 (Five) times on 25.05.2013, 08.08.2013, 31.08.2013, 08.11.2013 and 12.02.2014. The maximum gap between two meetings was not more than 4 months.

Attendance record of Directors attending the Board meetings and Annual General Meeting

Name of the Director	Date of Appointment	Date of Resignation	No. of Board Meetings		Last AGM attendance
			Held	Attended	
VIPUL TRIVEDI	--	01.07.2014	5	5	Yes
MAHENDRA GANATRA	--	23.04.2014	5	5	Yes
NILESHKUMAR KAVA	--	19.06.2014	5	5	Yes
CHANDRA MOHAN DEVDAS RAO	23.04.2014	05.06.2014	--	--	No
KAMALA CHANDRA MOHAN RAO	23.04.2014	05.06.2014	--	--	No
SANTOSH GANGADHAR MOHITE	05.06.2014	--	--	--	No
SAYAMAN ANTONY FERNANDES	05.06.2014	--	--	--	No
SARJERAO CHAVAN	19.06.2014	--	--	--	No

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

3. AUDIT COMMITTEE

The Audit Committee of the Company presently comprises of three Directors being Mr. Sayaman Antony Fernandes, Mr. Sarjerao Chavan and Mr. Santosh Gangadhar Mohite. Presently Mr. Sarjerao Chavan is Chairman of the Committee. The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956, and Listing Agreement.

Role/ Functions of the Committee:

- Reviewing with management the annual financial statements before submission to the Board.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Review of policies relating to risk management – operational and financial.
- Reviewing with the management, external auditors and the adequacy of the internal control system.

Powers of the Committee:

- To investigate any activity within its terms of reference.
- To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- Compliance with accounting standards.
- To obtain outside legal or other professional advice, if necessary.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.
- Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings 2014

During the year the Audit Committee met 4 times on 25.05.2013, 08.08.2013, 08.11.2013 and 12.02.2014 attendance of the members as under:

Name	No. of Meeting attended	
	Held	Attended
VIPUL TRIVEDI	4	4
MAHENDRA GANATRA	4	4
NILESHKUMAR KAVA	4	4
SANTOSH GANGADHAR MOHITE	--	--
SAYAMAN ANTONY FERNANDES	--	--
SARJERAO CHAVAN	--	--

4. REMUNERATION COMMITTEE

As neither remuneration nor sitting fee paid to the director as no remuneration Committee has been set up.

5. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

This committee presently consists of three directors namely, Mr. Sayaman Antony Fernandes, Mr. Sarjerao Chavan and Mr. Santosh Gangadhar Mohite.

MR. SAYAMAN ANTONY FERNANDES is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company. MR. SAYAMAN ANTONY FERNANDES Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer. MR. SAYAMAN ANTONY FERNANDES has been appointed as the Compliance Officer of the Company by the Board of Directors. There is no pending, unsolved complaint of Shareholders of the Company and no pending Share Transfer.

6. GENERAL BODY MEETINGS: Location and time for last 3 years Annual General Meetings:

Financial Year	Location	Date	Particulars of the Special Resolution
2012-13	45/B, Mona Shopping Centre, Nr. Navrang Cinema, JP Road, Andheri (West), Mumbai-400053	30.09.2013	No Special Resolution was Passed
2011-12	45/B, Mona Shopping Centre, Nr. Navrang Cinema, JP Road, Andheri (West), Mumbai-400053	31.08.2012	Change of Name
2010-11	9/15, Dr. M. B. Velkar Street, Kolbhat Lane, Room No. 34, 1st Floor, Kalbhadevi Road, Mumbai-400002	30.06.2011	No Special Resolution was Passed
No special resolution was required to be carried out through postal ballot during the last year. No resolution is proposed by postal ballot at the ensuing Annual general meeting.			

Location and time where Extraordinary General Meetings were held for last three years:

Financial Year	Location	Date	Time A.M./ P.M.	Particulars of the Special Resolution
2012-13	--	--	--	--
2011-12	9/15, Dr. M.B. Velkar Street, Kolbhat Lane, Room No. 34, 1st Floor, Kalbhadevi Road, Mumbai – 400 002	21.05.2011	01.00 P.M.	- Increased Authorized Capital - Alteration in MOA & AOA - Issue of Convertible Warrants on Preferential Basis
2010-11	--	--	--	--

The above resolution which was put to vote by show of hands was passed unanimously.

7. DISCLOSURES

- There are no materially significant related party transactions i.e. transactions of the Company of material natures, with its promoters, the directors or the managements, their subsidiaries or relatives etc., that may have potential conflict with interest of the Company at large.
- No penalties or strictures were imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markers, during the last three years.
- The Company has complied with various rules and regulations prescribed by the Stock Exchange and SEBI during the last three years. No penalties or strictures have been imposed by them on the Company.

8. MEANS OF COMMUNICATION

The Company has submitted its quarterly, half yearly and yearly financial results to the Stock Exchanges as well as website of the company immediately after its approval by the Board. The Company did not send the half yearly report to the Shareholders of the Company.

9. GENERAL SHAREHOLDERS INFORMATION

Financial Year	01.04.2013 to 31.03.2014	
Date and time of Annual General Meeting	27.09.2014 at 10 A.M.	
Venue of Annual General Meeting	SH114, ROLEX SHPG CENTRE, B 825 829 B GORE MARG STN RD, GOREGAON WEST, MUMBAI-400062	
Dates of Book Closure	20.09.2014 to 27.09.2014	
Listing on Stock Exchange	BSE Limited, Mumbai	
Stock Code and Scrip ID	512359 (BSE) and SWORDEDGE (BSE)	
Demat ISIN No.	INE093G01014	
Financial Calendar (tentative schedule)		
Unaudited Results for the quarter ending 30.06.2014	Before 15th August, 2014	
Unaudited Results for the quarter ending 30.09.2014	Before 15th November, 2014	
Unaudited Results for the quarter ending 31.12.2014	Before 15th February, 2015	
Unaudited Results for the quarter ending 31.03.2015; or	Before 15th May, 2015	
In case company take Audited Results for the Whole Financial Year.	Before 30th May, 2015	

10. CATEGORIES OF SHAREOWNERS AS ON 31.03.2014

Category	No. of Shares Held	Voting Strength (%)
Promoters	Nil	Nil
Individuals		
Share Capital up to Rs. 1 Lakh	2603948	23.98
Share Capital in excess of Rs. 1 Lakh	128605	1.18
Financial Intuitions/ Banks	Nil	Nil
Bodies Corporate	8079302	74.40
NRIs/ OCBs	1788	0.02
Directors Relatives	Nil	Nil
Others	46357	0.43
Total	10860000	100.00

11. DISTRIBUTION OF SHAREHOLDING AS ON 31.03.2014:

Share Balance	Holders	% of Total	Total Shares	% of Total
UPTO-5000	740	75.98	118633	1.09
5001-10000	76	7.80	61666	0.57
10001-20000	49	5.03	72798	0.67
20001-30000	25	2.57	62594	0.58
30001-40000	15	1.54	51935	0.48
40001-50000	7	0.72	32446	0.30
50001-100000	37	3.80	285481	2.63
100000 And Above	25	2.57	10174447	93.69
Total	974	100.00	10860000	100.00

12. STOCK MARKET DATA

The monthly movement of Equity Share prices on BSE during the year is summarized below:

Month	Highest (Rs)	Lowest (Rs)
Apr-13	16.79	10.00
May-13	20.90	16.00
June-13	No Trade	No Trade
Jul-13	18.00	12.40
Aug-13	13.10	13.00
Sep-13	15.10	13.70
Oct-13	16.50	13.05
Nov-13	17.30	12.80
Dec-13	14.76	12.00
Jan-14	17.65	13.16
Feb-14	15.50	12.11
Mar-14	19.05	15.55

13. REGISTRAR AND SHARE TRANSFER AGENT

M/s SATELLITE CORPORATE SERVICES PRIVATE LIMITED having its registered office at B-302, Sony Apartment, Opp. St. Judge's High School, Off Andheri-Kurla Road, Jarimari, Sakinaka, Mumbai-400072 Maharashtra, INDIA is the Registrar & Share Transfer Agent for processing the transfer of securities issued by the Company.

14. Share transfer system:

Transfer of Shares in Physical form are registered and dispatched within 3 weeks from the date of their receipts, subject to the documents being valid and complete in all respects. Transfer of shares are processed by the Share Transfer Agents and approved by the Share Transfer Committee called as "Investor / Shareholders Grievance Committee", which meets at frequent intervals. Share transfers are registered and returned within 15 days from the date of receipt, if the relevant documents are complete in all respect.

15. Dematerialization of shares and liquidity

The Equity Shares of your company are traded in compulsory dematerialization form by all investors. The company has entered into agreements with both existing Depositories, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) enabling the investors to hold shares of the company in electronic form through the depository of their choice.

16. ADDRESS FOR CORRESPONDENCE:

SH114, ROLEX SHPG CENTRE, B 825 829 B, GORE MARG STN RD, GOREGAON (WEST), MUMBAI-400062

Investors Correspondence/ Complaints to be address to:

Mr. SAYAMAN FERNANDES - Director and Compliance Officer
E-mail: complianceswordedge@gmail.com

17. DECLARATION:**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT OF THE COMPANY**

In the above regards, I declare as follows:

1. The company does have a code of conduct approved by its board of directors, which would be posted on its website shortly.
2. All the members of the board of directors and all the members of the Senior Management of the Company have individually submitted statements of affirmation of compliance with the code of conduct as applicable to the financial year ended on March 31st 2014.

**For and on Behalf of the Board
For, SWORD-EDGE COMMERCIALS LIMITED**

**PLACE: MUMBAI
DATE: 28.08.2014**

**(SAYAMAN FERNANDES)
CHAIRMAN**

CERTIFICATION ON CORPORATE GOVERNANCE

**To the members of SWORD-EDGE COMMERCIALS LIMITED
(Formerly known as ROTAM COMMERCIALS LIMITED):**

We have examined the compliance of conditions of Corporate Governance by **SWORD-EDGE COMMERCIALS LIMITED (Formerly known as ROTAM COMMERCIALS LIMITED)** for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of condition 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 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 explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliances 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, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N**

**PLACE: LUDHIANA
DATE: 28.08.2014**

**CA RAKESH PURI
PARTNER
M. No.: 092728**

AUDITORS' REPORT TO THE MEMBERS OF SWORD-EDGE COMMERCIALS LIMITED (Formerly known as ROTAM COMMERCIALS LIMITED)**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **SWORD-EDGE COMMERCIALS LIMITED (Formerly known as ROTAM COMMERCIALS LIMITED)** (the Company), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 (the Act) read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 (the Order) issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by Section 227(3) of the Act, we report that:

- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.

e. On the basis of the written representations received from the directors as on March 31, 2014, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of Section 274(1)(g) of the Act.

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

PLACE: LUDHIANA
DATE: 22.05.2014

CA RAKESH PURI
PARTNER
M. No.: 092728

The Annexure referred to in paragraph 1 of the Our Report of even date to the members of SWORD-EDGE COMMERCIALS LIMITED (Formerly known as ROTAM COMMERCIALS LIMITED) on the accounts of the company for the year ended 31st March, 2014.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.

(b) In our opinion, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.

(c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification of stocks as compared to book records were not material and these have been properly dealt with the books of accounts.
3. (a) 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 any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.

(e) 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 taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.

b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company does not have an internal audit system commensurate with its size and the nature of its business.
8. The Central government has not prescribed any maintenance of cost records for the Company's product pursuant to Rules made under section 209 (1) (d) of the Companies Act, 1956.

9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2014 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The accumulated losses at the end of the financial year are not more than 50% of its net worth and it has incurred cash losses of Rs 156,125/- during the financial year under report however it has not incurred cash losses in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2014, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For, Y. D. & Co
CHARTERED ACCOUNTANTS
FRN: 018846N

PLACE: LUDHIANA
DATE: 22.05.2014

CA RAKESH PURI
PARTNER
M. No.: 092728

BALANCE SHEET AS AT 31ST MARCH 2014			
(Amount in Rupees)			
Particulars	Notes	March 31, 2014	March 31, 2013
I. EQUITY AND LIABILITIES			
<u>(1) Shareholder's Funds</u>			
(a) Share Capital	2	108600000	108600000
(b) Reserves and Surplus	3	121507862	121680867
<u>(2) Share Application money pending allotment</u>		00	00
<u>(3) Non-Current Liabilities</u>		00	00
<u>(4) Current Liabilities</u>			
(a) Short-Term Borrowings	4	584000	0
(b) Trade Payables	5	36966	36966
(c) Short-Term Provisions	6	795000	795000
Total Equity & Liabilities		231523828	231112833
II. ASSETS			
<u>(1) Non-Current Assets</u>			
<u>(a) Fixed Assets</u>			
(i) Gross Block	7	890220	890220
(ii) Depreciation		752918	736038
(iii) Net Block		137302	154182
(b) Other non-current assets	8	111514	111514
<u>(2) Current Assets</u>			
(a) Current investments	9	228908200	228908200
(b) Inventories	10	430480	430480
(c) Cash and cash equivalents	11	277154	623736
(d) Short-term loans and advances	12	1659178	884721
Total Assets		231523828	231112833
Notes to Accounts 1 to 31			
Schedules referred to above and notes attached there to form an integral part of Balance Sheet			
This is the Balance Sheet referred to in our Report of even date.			
For Y. D. & Co.		FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS			
Firm Reg. No. 018846 N			
 (CA RAKESH PURI)		VIPUL TRIVEDI	NILESHKUMAR KAVA
PARTNER		(DIRECTOR)	(DIRECTOR)
Membership No. 092728			
Place: Ludhiana		Place: Mumbai	
Date: 22.05.2014		Date: 22.05.2014	

PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2014				
(Amount in Rupees)				
Sr. No	Particulars	Notes	2013-14	2012-13
I	Revenue from operations		00	00
II	Other Income	13	00	58823
III	III. Total Revenue (I +II)		00	58823
IV	Expenses:			
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	14	00	00
	Employee Benefit Expense	15	20000	48000
	Depreciation and Amortization Expense	16	16880	19197
	Other Expenses	17	136125	178694
	Total Expenses (IV)		173005	245891
V	Profit before exceptional and extraordinary items and tax	(III - IV)	(173005)	(187068)
VI	Exceptional Items (Excess provision Added Back)		00	00
VII	Profit before extraordinary items and tax		(173005)	(187068)
VIII	Extraordinary Items		00	00
IX	Profit before tax (VII - VIII)		(173005)	(187068)
X	Tax expense:		00	00
XI	Profit(Loss) from the period from continuing operations	(IX-X)	(173005)	(187068)
XII	Profit/(Loss) from discontinuing operations		00	00
XIII	Tax expense of earlier period		00	00
XIV	Profit/(Loss) from Discontinuing operations	(XII - XIII)	00	00
XV	Profit/(Loss) for the period (XI + XIV)		(173005)	(187068)
XVI	Earning per equity share:			
	(1) Basic		(0.02)	(0.02)
	(2) Diluted		(0.02)	(0.02)
Notes to Accounts				
1 to 31				
Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement				
This is the Profit & Loss Statement referred to in our Report of even date.				
For Y. D. & Co.			FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS				
Firm Reg. No. 018846 N				
(CA RAKESH PURI)			VIPUL TRIVEDI	
PARTNER			(DIRECTOR)	
Membership No. 092728			NILESHKUMAR KAVA	
Place: Ludhiana			(DIRECTOR)	
Date: 22.05.2014			Place: Mumbai	
			Date: 22.05.2014	

<u>CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014</u>		
(Amount in Rupees)		
	2013-14	2012-13
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra Ordinary Items	(173005)	(187068)
Add: Depreciation	16880	19197
Less : Income/Expenses treated separately		
Dividend Income	00	00
Interest Income	(55823)	(55823)
Profit on sell of office	00	(8496768)
Operating Profit before Working Capital Changes	(211948)	(223694)
Tax paid	00	00
Adjustment For		
Inventories	00	00
Receivables	00	00
Current Liabilities	584000	(19163034)
Loans, Advances Tax/TDS	(774457)	248667769
Net Changes in working capital	(190457)	229504735
Net cash from Operating Activities (A)	(402405)	229281041
B CASH FLOWS FROM INVESTING ACTIVITIES :		
Sale of Fixed Assests	00	(228908200)
Interest Income	55823	55823
Dividend Income	00	00
Net cash flow from Investing Activities (B)	55823	(228852377)
C Cash Flow From Financing Activities	00	00
Net Increase/(Decrease) in Cash & Cash Equivalent(A+B+C)	(346582)	428664
Opening cash & cash equivalent	623736	195072
Closing cash & cash equivalent	277154	623736
Notes :		
1. The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 "Cash flow Statements" Issued by the ICAI.		
2. Previous Year's figures have been reclassified to confirm with current year's presentation, where applicable This is the Cash Flow Statement referred to in our report of even date.		
For Y. D. & Co.	FOR AND ON BEHALF OF THE BOARD	
CHARTERED ACCOUNTANTS		
Firm Reg. No. 018846 N		
(CA RAKESH PURI)	VIPUL TRIVEDI	NILESHKUMAR KAVA
PARTNER	(DIRECTOR)	(DIRECTOR)
Membership No. 092728		
Place: Ludhiana	Place: Mumbai	
Date: 22.05.2014	Date: 22.05.2014	

NOTE 1: SIGNIFICANT ACCOUNTING POLICIES

- (1) The Accounts are prepared on an accrual basis except otherwise stated and under the historical cost conventions, and are in line with the relevant laws as well as the guidelines prescribed by the Department of Company affairs and the Institute of Chartered Accountants of India.
- (A) **SYSTEM OF ACCOUNTING:** The Company has adopted the accrual basis of accounting in the Preparation of the books of accounts.
- (B) **REVENUE RECOGNITION:** All income is accounted for on accrual basis.
- (C) **EXPENSES:** It is Company's policy to account of expenses on accrual basis.
- (D) **TAXATION:** Provision for current tax is made in the accounts on the basis of estimated tax liability per the applicable provisions of the Income Tax Act, 1961. There is no timing difference. Hence, deferred tax liability/assets have not arisen during the year.
- (E) **INVENTORIES:** Inventories are valued at lower of cost and net realizable value. In determining cost FIFO method is used
- (F) **FIXED ASSETS & DEPRECIATION.:** Fixed Assets are stated at cost of acquisition less accumulated depreciation and is inclusive of freight, taxes, and incidental expenses relating to such acquisition. Depreciation on Fixed Assets is provided on WDV method at the rates prescribed in Income Tax act 1961.
- (G) **INVESTMENTS:** Investments are valued at cost.
- (H) **RETIREMENT BENEFITS:** Provision of Gratuity is not applicable to the company.
- (I) Basic and Diluted Earnings per share (EPS) computed in accordance with Accounting Standard (AS).20 "Earning Per Share"

Sr. No.	Particulars	31.03.2014	31.03.2013
a.	Numerator: Profit / (Loss) after Tax	-1,73,005	-1,87,068
b.	Denominator: Weighted average number of Nos. Equity shares	10860000	10860000
c.	Numerator/Denominator :EPS (Basic & Diluted)	(0.02)	(0.02)

(J)	Payment to Auditor's	2013-2014	2012-2013
		(Rs.)	(Rs.)
	For Audit	10,000/-	10,000/-

Note : 2 Share Capital		Rs.	Rs.
Sr. No	Particulars	Current Year	Previous Year
1	AUTHORIZED CAPITAL 110,00,000 Equity Shares of Rs. 10/- each.	110000000	110000000
		110000000	110000000
2	ISSUED, SUBSCRIBED & PAID UP CAPITAL To the Subscribers of the Memorandum Paid up Share capital by allotment 960000 Equity Shares of Rs. 10/- each, Fully 2700000 Equity Share Allotted 7200000 Equity Warrant Allotted & Converted	9600000 27000000 72000000	9600000 27000000 72000000
	Total in `	108600000	108600000

Note : 3 Reserve & Surplus

Sr. No	Particulars	Rs.	
		Current Year	Previous Year
1	Share Premium	108900000	108900000
2	Surplus (Profit & Loss Account)	12607862	12780867
	Balance brought forward from previous year	12780867	12967935
	Less: Tax on Regular Assessment Paid	00	00
	Add: Profit for the period	-173005	-187068
	Total in `	121507862	121680867

Note : 4 Short Term Borrowings

1	Others	584000	00
	Total in `	584000	00

Note : 5 Trades Payable

	Sundry Creditors for Materiel/Supplies	00	00
	Sundry Creditors for Services	36966	36966
	Total in `	36966	36966

Note : 6 Short Term Provisions

1	Provision for Taxation A/Y 2010-11	795000	795000
	Total in `	795000	795000

Note : 8 Other Non Current Assets

	Trade Receivable (Unsecured considered good)	58514	58514
	Deposits	53000	53000
	Total in `	111514	111514

Note :9 Current Investment

1	Investment in Equity Shares	00	00
	Quoted		
	TURBOTECH ENGINEERING LIMITED	96000000	96000000
		96000000	96000000
	Unquoted		
	DEVINE IMPEX LIMITED	13320000	13320000
	INDURAM DEVELOPERS PRIVATE LIMITED	10432000	10432000
	PAN INFOSYSTEMS PRIVATE LIMITED	9156200	9156200
	PRATIK MINERALS PRIVATE LIMITED	40000000	40000000
	PARVATI MINERALS PRIVATE LIMITED	30000000	30000000
	SHANKHESHWAR METALS PRIVATE LIMITED	30000000	30000000
		132908200	132908200
	Total in `	228908200	228908200

Note : 10 Inventories

1	Stock-in-Trade	430480	430480
	Total in `	430480	430480

Note : 7 Fixed Asset

Sr. No	Particulars	Rate	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.3.2014	WDV as on 31.03.2013
I	<u>Tangible Assets</u>											
1	Furnitures & Fixtures	10.00%	414,456	00	00	414,456	298,500	11,596	00	310,096	104,360	115,956
2	Mobile	15.00%	50,438	00	00	50,438	31,928	2,777	00	34,705	15,733	18,510
3	Office Equipment	10.00%	68,255	00	00	68,255	57,298	1,096	00	58,394	9,861	10,957
4	Computer	60.00%	263,549	00	00	263,549	263,335	128	00	263,463	86	214
5	Air conditioner	15.00%	79,770	00	00	79,770	72,893	1,032	00	73,925	5,845	6,877
6	Refrigerator	15.00%	7,400	00	00	7,400	6,763	96	00	6,859	541	637
7	Water Purifier	15.00%	6,352	00	00	6,352	5,321	155	00	5,476	876	1,031
	SUB TOTAL (A)		890,220	00	00	890,220	736,038	16,880	00	752,918	137,302	154,182
	(Previous Year)		890,220	00	00	890,220	716,841	19,197	00	736,038	154,182	173,379

Note : 11 Cash & Cash Equivalent		Rs.	Rs.
Sr. No	Particulars	Current Year	Previous Year
1	Cash-in-Hand		
	Cash Balance	176292	10292
	Sub Total (A)	176292	10292
2	Bank Balance		
	City Bank	51233	606965
	HDFC Bank	49629	6479
	Sub Total (B)	100862	613444
	Total [A + B]	277154	623736

Note :12 Short Terms Loans and Advances			
1	Loan & Advances to corporate	774457	00
2	Others		
	Advance Recoverable in cash or in kind or for value to be considered good		
	Advance Income Tax/Refund Due	884721	884721
	Total in `	1659178	884721

Note : 13 Other Income			
1	Interest Income	00	55823
2	Miscellaneous Income	00	3000
	Total in `	0	58823

Note : 14 Change in Inventories			
1	Opening Stock		
	Shares	430480	430480
	Electrical Goods	00	00
2	Closing Stock		
	Shares	430480	430480
	Electrical Goods	00	00
	Total in `	00	00

Note : 15 Employment Benefit Expenses			
1	Salaries, Bonus, PF & ESIC	20000	48000
2	Directors Remuneration	00	00
	Total in `	20000	48000

Note : 16 Depreciation & Amortised Cost			
1	Depreciation	16880	19197
2	Preliminary Expenses W/O	00	00
	Total in `	16880	19197

Note : 17 Other Administrative Expenses		Rs.	Rs.
Sr. No	Particulars	Current Year	Previous Year
1	Annual Custody Fees	40449	35954
2	Auditors Remuneration :	10000	10000
3	Commission Paid	00	00
4	Filing Fees	0	1000
5	Listing Fees	44944	73334
6	Misc. Exp	6732	0
7	Printing & Stationery Exp.	2000	2200
8	Profession Tax Paid - Company	0	0
9	Professional Fees	32000	11500
10	RTA Exp	0	44706
	Total in `	136125	178694

Note : 18 Expenditure in foreign currency: Nil

Note : 19 Income in Foreign Currency : Nil

Note : 20 Balance of Sundry Debtors, Creditors, Loans & Advances given and accepted as agreed by the management, is subject to confirmation.

Note : 21 Cash on hand is as certified by the Management of the Company.

Note : 22 We have verified the vouchers and documentary evidences wherever made available. Where no documentary evidences were available, we relied on the authentication, explanation, information given by the management.

Note : 23 Figures have been rounded off in the nearest rupee.

Note : 24 Previous year's figures have been regrouped or rearranged, wherever necessary to make them comparable with the current year.

Note : 25 RELATED PARTY DISCLOSURE
(Based On disclosure made by Directors under the Companies Act, 1956)
No related Party Transaction during the year.

Note : 26 Additional information (s) required vide schedule VI of the companies act 1956 is either nil or not applicable.

For Y. D. & Co.
CHARTERED ACCOUNTANTS
Firm Reg. No. 018846 N

FOR AND ON BEHALF OF THE BOARD

(CA RAKESH PURI)
PARTNER
Membership No. 092728
Place: Ludhiana
Date: 22.05.2014

VIPUL TRIVEDI
(DIRECTOR)
Place: Mumbai
Date: 22.05.2014

NILESHKUMAR KAVA
(DIRECTOR)

SWORD-EDGE COMMERCIALS LIMITED

(Formerly known as ROTAM COMMERCIALS LIMITED) CIN: L51900MH1985PLC036687

Reg. Office: SH114, ROLEX SHPG CENTRE, B 825 829 B GORE MARG STN RD, GOREGAON WEST, MUMBAI-400062

29TH ANNUAL GENERAL MEETING On 27.09.2014 at 10.00 A.m. at registered office of the company

DP. Id*		Name & address of the registered shareholder
Client Id*		
Regd. Folio No.		

* Applicable for shareholding in electronic form.

I/We certify that I/We am/are a registered shareholder / proxy for the registered shareholder of the Company. I/We hereby record my/our presence at the 29th Annual General Meeting of the Company

Signature of Member/s/ Proxy

NOTE: A member or his duly appointed Proxy willing to attend the meeting must fill-up this Admission Slip and hand over at the entrance.

✂-----Cut Here-----

PROXY FORM

Form No MGT-11

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

CIN	L51900MH1985PLC036687
Name of Company	SWORD-EDGE COMMERCIALS LIMITED (Formerly known as ROTAM COMMERCIALS LIMITED)
Reg. Office Address	SH114, ROLEX SHPG CENTRE, B 825 829 B GORE MARG STN RD, GOREGAON WEST, MUMBAI-400062
Name of the Member	
Registered Address	
E Mail Id	
Folio No./Client ID	

I/We, being the member (s) of SWORD-EDGE COMMERCIALS LIMITED (Formerly known as ROTAM COMMERCIALS LIMITED) hereby appoint

Name	
Address	
E mail Id	Signature

OR FAILING HIM

Name	
Address	
E mail Id	Signature

OR FAILING HIM

Name	
Address	
E mail Id	Signature

As my/ our Proxy to attend and vote for me/us on my/ our behalf at the 29th Annual General Meeting of the Company to be held on 27.09.2014 at 10:00 a.m. at registered office of the company and at any adjournment thereof and respect of such resolution mentioned below:

Resolution No.	Resolution	For	Against
01	Adaption of Financial Statement for the year ended 31.03.2014		
02	Appointment of Auditor and Fix their remuneration		
03	Appointment of Mr. SAYAMAN ANTONY FERNANDES as Director		
04	Appointment of Mr. SARJERAO CHAVAN as an Independent Director		
05	Appointment of Mr. SANTOSH GANGADHAR MOHITE as an Independent Director		
06	Adaption of new set of article of association (AOA)		

Signed on thisday of2014.

Affix
Revenue
Stamp

Signature of shareholder/ Signature of Proxy

NOTE: The Proxy need NOT be a Member. The Proxy Form must be deposited at the Registered Office not less than 48 hours before the scheduled time for holding the meeting.

BOOK-POST

To,

If undelivered, please return to:

SWORD-EDGE COMMERCIALS LIMITED (Formerly known as ROTAM COMMERCIALS LIMITED)

Reg. Office: SH114, ROLEX SHPG CENTRE, B 825 829 B GORE MARG STN RD, GOREGAON WEST, MUMBAI-400062