



SELLWIN TRADERS LIMITED

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Kolkata 700001.

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Date: 23rd January, 2025

**To,
Department of Corporate Services,
BSE Limited
Ground Floor, P.J. Tower,
Dalal Street, Fort,
Mumbai – 400 001**

Scrip Code: 538875

Scrip Symbol: SELLWIN

Subject: Media Release for MOU between Sellwin Traders Limited and Subhshri Overseas Ltd

Pursuant to terms of the Regulations 30 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, a media release issued by the Company with respect to captioned subject is attached for your information and record.

Kindly take the above on record and oblige

Thanking You,

**Yours Sincerely,
For Sellwin Traders Limited**

**Pratiti Patel
Company Secretary & Compliance Officer
Membership No.: A63826**



Media Release

Sellwin Traders Ltd enters into MOU with Rs. 250 crore Subhshri Group to form a strategic association

The collaboration aims to establish a Holding and Subsidiary structure via a share swap arrangement.

Kolkata, 22 January 2025: Kolkata based [Sellwin Traders Ltd](#) has entered into a Memorandum of Understanding (MOU) with a Mumbai based Rs. 250 crore group, Subhshri Overseas Ltd to form a strategic association. The collaboration aims to establish a Holding company (Sellwin Traders) - Subsidiary company (Subhshri Overseas Ltd) relationship via a share swap arrangement. This MOU is a non-binding agreement and does not create any legal obligations on either party, except for confidentiality and the commitment to good faith negotiations.

In the proposed arrangement, Sellwin Traders (Proposed Holding Company) shall acquire agreed % of shares in the subsidiary Company – Subhshri Overseas Ltd (not below the requirement as per the companies Act) in exchange for agreed % of shares in Sellwin Traders Ltd. The valuation and share swap ratio shall be determined by mutually agreed upon third-party valuation expert based on business prospects.

Founded in 1971 by Mr. Madan Sundesha, [Subhshri Overseas Ltd](#), part of the esteemed M S Group based in Mumbai is engaged in exports of products like Readymade Garments, textiles, Imitation Jewelry, food products with special focus on Fabrics, Men's wear, Kids Wear among others to Middle East, African and European Market. With an operating history of more than 5 decades the group has carved a niche for itself in the Export & Import Trade market across the Globe. Its company M S Fashions Wear Pvt Ltd is a Government of India recognized Star Export House and have also won the Award of Excellence for Highest Exports in Focus Countries for the Year 2015-2016 from Govt. of India. The average turnover of the Group is Rs, 250 crores.

Both companies shall ensure that all necessary legal and regulatory approvals in relation to the share exchange, including approval from shareholders, if required. Following the share exchange, the Holding Company will hold certain ownership in the Subsidiary Company, and the Subsidiary Company will be considered a subsidiary of the Holding Company under the applicable corporate laws.

Post-transaction, the Holding company will have the right to appoint at least one of directors to the board of the Subsidiary Company. The Subsidiary Company will have the right to appoint 2 Directors (one as regular director and one as independent director) of directors to the board of the Holding Company. The Holding Company shall not have operational control over the Subsidiary Company, and the Subsidiary Company shall continue its day-to-day operations independently unless otherwise agreed by both parties.

Both parties agree to maintain strict confidentiality concerning the terms of this MOU, any information exchanged during the due diligence process, and any other proprietary information obtained during the course of negotiations or collaboration. This MOU may be terminated by either party at any time prior to the execution of formal agreements without liability to the other party.

For the Nine months of FY25, Sellwin Traders has reported revenue from operations of Rs. 49.67 crore, 103% rise as compared to the revenue from operations of Rs. 24.43 crore in the corresponding period last year. Net profit for the nine months of FY25 rise almost 3 fold to Rs. 2.26 crore as compared to Net profit of Rs. 57 lakh in the corresponding period last year. For Q3FY25, Revenue reported 90% growth to Rs. 17.41 crore, Net Profit up 257% to Rs. 75.75 lakh