

## SWAGTAM TRADING & SERVICES LIMITED

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<b>34th ANNUAL GENERAL MEETING</b>	
Date	26.09.2019
Day	THURSDAY
Time	02:00 P.M.
Place	R-489, GF-A, NEW RAJINDER NAGAR NEW DELHI - 110060

## SWAGTAM TRADING & SERVICES LIMITED

### CORPORATE INFORMATION

BOARD OF DIRECTORS		
Ms. Lalita Mittal	DIN: 06928783	Whole Time Director & CFO
Mr. Deepak Sharma	DIN: 00293945	Director (Resigned w.e.f. 01.01.2018)
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

STATUTORY AUDITORS M/s GHOSH KHANNA & CO. Chartered Accountants, FRN – 003366N Mr. Deepti Manchanda, Partner Membership No.: 517699 Address: L-2A, Hauz Khas Enclave, New Delhi – 110016 Tel: 011-2696 2981, Email Id: <a href="mailto:cadeepti@gkctax.com">cadeepti@gkctax.com</a> Website: <a href="http://www.gkcindia.com">www.gkcindia.com</a>	CIN	L51909DL1984PLC289131
	Date of incorporation	19727 dated 31.12.1984
	Date of commencement	19727 dated 05.02.1985
	PAN	AAACS8477Q
	TAN	DELS56140A
	GST	07AAACS8477Q1ZG
	ISIN	INE150R01019

SECRETARIAL AUDITORS	INTERNAL AUDITORS
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: <a href="mailto:b.bhushanandcompany@gmail.com">b.bhushanandcompany@gmail.com</a>	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: <a href="mailto:hmkd90@gmail.com">hmkd90@gmail.com</a>

LISTING:
1. Bombay Stock Exchange Ltd. - BSE
2. Calcutta Stock Exchange Ltd. - CSE
3. Delhi Stock Exchange Ltd - DSE (DSE stands de – recognized)

BANKERS	REGISTRAR
1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060	Alankit Assignments Limited R.O: 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960

**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> : <a href="mailto:swagtam1984@gmail.com">swagtam1984@gmail.com</a> <b>Website</b> : <a href="http://www.swagtam.com">www.swagtam.com</a>
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### IMPORTANT COMMUNICATION TO THE MEMBERS

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

**NOTICE OF ANNUAL GENERAL MEETING**

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

NOTICE IS HEREBY GIVEN THAT 34th ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON THURSDAY, 26th DAY OF SEPTEMBER, 2019 AT 02.00 P.M. AT "R-489, GF- A, NEW RAJINDER NAGAR, NEW DELHI – 110060"

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

**ORDINARY BUSINESS**

**ITEM NO. – 1:** To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019 and the Profit and Loss Account & 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:** To ratify the appointment of M/s GHOSH KHANNA & CO., Chartered Accountants, FRN 003366N, as Statutory Auditors of the Company, at such remuneration as may be decided, for F.Y. 2019-20.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 or Rules framed thereunder, as amended from time to time, the members of the company do hereby re-appoint M/s GHOSH KHANNA & CO., Chartered Accountants, New Delhi, bearing FRN 003366N, at such remuneration as may be mutually agreed upon, between the Board of Directors and the Statutory Auditors of the Company till the next AGM.

RESOLVED THAT the Board of Directors of the Company (including its Audit Committee) be and hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**SPECIAL BUSINESS**

**ITEM NO. – 4: TO RE-APPOINT Ms. LALITA MITTAL, AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER**

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

**"RESOLVED THAT** pursuant to Section 196, 197 read with Schedule V and provisions of Articles of Association of the Company and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) Ms. Lalita Mittal (DIN 06928783) who was appointed by the Board as an Additional Director pursuant to the provisions of section 161 w.e.f. 19.07.2014 and further was appointed as Whole Time Director and Chief Financial Officer w.e.f. 08.08.2014 and who retires by rotation & being eligible offers herself for re-appointment and be & is hereby appointed as Whole Time Director (WTD) and Chief Financial Officer (CFO) of the Company, on the same terms & conditions, for another period of 5 (five) consecutive years from the date of this 34<sup>th</sup> Annual General Meeting and She shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Sumit Gupta (DIN: 06911742), Director of the Company, be and is hereby authorised to sign and file the requisite forms, submissions and returns with the concerned Registrar of Companies and Stock Exchange(s), & Others, etc. and to do all such acts, deeds and things as he may consider necessary to achieve the aforesaid purposes and to take such steps as may be deem fit or desirable to give effect to the aforesaid resolution and to do the needful"

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### ITEM NO. – 5: TO RE-APPOINT MR. RAJ KUMAR GUPTA, AS INDEPENDENT DIRECTOR

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:  
“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and Clauses of the Listing Agreement, Mr. Raj Kumar Gupta (DIN: 00074532), who was appointed as Non-Executive & Independent Director, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company w.e.f., 30.04.2014 and who holds office up to the date of this Annual General Meeting has submitted a declaration that he meets the criteria for independent director as provided in section 149, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive & Independent Director of the Company for another period of 5 (five) consecutive years from the date of this 34<sup>th</sup> Annual General Meeting and he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Sumit Gupta (DIN: 06911742), Director of the Company, be and is hereby authorised to sign and file the requisite forms, submissions and returns with the concerned Registrar of Companies and Stock Exchange(s), & Others, etc. and to do all such acts, deeds and things as he may consider necessary to achieve the aforesaid purposes and to take such steps as may be deemed fit or desirable to give effect to the aforesaid resolution and to do the needful”

### ITEM NO. – 6: TO RE-APPOINT MR. RAMAN MITTAL, AS INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and Clause 49 of the Listing Agreement, Mr. Raman Mittal (DIN: 06877244) who was appointed as Non-Executive & Independent Director, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company, w.e.f. 02.06.2014 and who holds office up to the date of this Annual General Meeting has submitted a declaration that he meets the criteria for independent director as provided in section 149, and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive & Independent Director of the Company for a period of 5 (five) consecutive years from the date of this 34<sup>th</sup> Annual General Meeting and he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** Mr. Sumit Gupta (DIN: 06911742), Director of the Company, be and is hereby authorised to sign and file the requisite forms, submissions and returns with the concerned Registrar of Companies and Stock Exchange(s), & Others, etc. and to do all such acts, deeds and things as he may consider necessary to achieve the aforesaid purposes and to take such steps as may be deemed fit or desirable to give effect to the aforesaid resolution and to do the needful”

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

**Date : 08.08.2019**

**Place : New Delhi**

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

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### EXPLANATORY STATEMENT

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

#### **ITEM NO. – 4: RE-APPOINTMENT OF MS. LALITA MITTAL, AS WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER**

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

#### **Brief Resume of Appointee Executive Director**

Ms. Lalita Mittal (DIN: 06928783) holds Masters Degree in English & Sanskrit from University of Punjab and she has over 40 years of experience in the fields of administration, education, etc. Ms. Lalita Mittal does not hold any share in this Company. At present she holds the Directorship in the following Companies:-

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

#### **Terms of appointment**

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

#### **Term & Termination**

Re-Appointment of Ms. Lalita Mittal as the Whole Time Director & Chief Financial Officer shall be effective for a period of 5(five) years from the date of Agreement and shall be subject to the approval of shareholders in the general meeting.

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

#### **Duties & Powers**

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

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

#### **Remuneration**

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

- A. SALARY:** Rs. 25,000/- per month with an annual increment as may be decided by the Board and will be merit-based and take into account the Company's performance as well.
- B. Benefits, Perquisites, Allowances:** In addition to the basic salary, she shall be entitled to following benefits and perquisites:
- Telecommunication facilities including broadband, internet and mobile.
  - Hospitalisation and major medical expenses.
  - shall be entitled to leave in accordance with the Rules of the Company.

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- Reimbursement of actual out of pocket expenses.

### **Variation**

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

### **Confidentiality**

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

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

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

### **Non - Competition**

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

### **Code of Conduct of the Company**

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

### **Summary termination of employment**

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

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

### **Resignation from Directorship**

Upon the termination by whatever means of her employment:

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

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

### **Agreement co-terminus with directorship**

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

**Notices**

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

**Disclosure of Interest of Board Members**

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

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

**I. General Information**

- |  |   |
|--|---|
| 1. Nature of Industry  | Real Estate, Consulting, Agents, Distributors, Commission, Trading, Brokers, Project Management, etc. |
| 2. Date or expected date of commencement of production   | It is a trading concern, which has already commenced its business since incorporation                 |
| 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus | Not Applicable  |
| 4. Foreign investments or collaborations   | N.A.  |

**II. Information about the appointee**

- |  |  |
|--|--|
| 1. Background details  | Ms. Lalita Mittal holds Masters Degree in English & Sanskrit from University of Punjab and she has over 40 years of experience in the fields of administration, education, etc.  |
| 2. Past remuneration   | Appointed in Board meeting held on 19/07/2014.   |
| 3. Recognition or awards   | NIL  |
| 4. Job profile and his suitability   | Subject to the supervision and control of the Board, Ms. Lalita Mittal be entrusted with powers of management which are in connection with and in the best interests of the business   |
| 5. Remuneration proposed   | As mentioned in the notice, the remuneration payable has been approved by the Board of Directors. The proposed remuneration is Rs. 25,000/- per month and perquisites as mentioned in the notice.  |
| 6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin) | Commensurate with the size and the operations of the Company the profile of the appointee, the responsibilities shouldered on her and the industry bench marks, the remuneration proposed to be paid is reasonable to that of the similar other companies. |
| 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.  | No pecuniary relationship with the Company or with the managerial personnel  |

**III. Other Information**

- |                                   |  |
|-----------------------------------|--|
| 1. Reasons for inadequate profits | Inadequacy of year-wise profits is due to cut throat competition, increasing costs, high regulatory frameworks, higher inflation, loss in trading of shares and bad debts. |
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|----|---|---|
| 2. | Steps taken or proposed to be taken for improvement               | The Company is trying to increase its operations.   |
| 3. | Expected increase in productivity and profits in measurable terms | There are signs of revival in economic activity which should lead to improvement prospects during the coming years. |

### Disclosure of Interest of Board Members

None of the Directors except Ms. Lalita Mittal is interested in the proposed resolution.

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

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

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

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

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

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

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

#### Brief Resume of Appointee Director

Mr. Raj Kumar Gupta holds Bachelor Degree from University of Delhi and he has over 35 years of experience in the fields of finance, accounts, liaisons, stock markets, etc.

At present he holds the Directorship in the following Companies

S. No.	Name of the Company	Category of Directorship	Shareholding
1.	Shreeaadya Merchandise Private Limited	Director	10
2.	Decorous Investment & Trading Co. Ltd.	W.T.D. & C.F.O.	NIL

### Disclosure of Interest of Board Members

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

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

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

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

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

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

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



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

### Brief Resume of Appointee Director

Mr. Raman Mittal holds M.B.A. Degree and he has over 15 years of experience in the fields of Retail FMCG, accounting, real estate, etc.

At present he holds the Directorship in the following Companies

S. No.	Name of the Company	Category - Directorship	Shareholding
1.	P R Holdings Limited	Independent Director	NIL
2.	Swagtam Trading And Services Limited	Independent Director	NIL

### Disclosure of Interest of Board Members

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

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

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

**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 : 08.08.2019  
Place : New Delhi**

### NOTES:

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to attend and to vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument of proxy in order to be effective must be received at the company's Registered Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM.
2. Corporate Members intending to send their authorized Representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorizing the Representatives to attend and vote on their behalf at the AGM.
3. Members are requested to bring their attendance slips duly filled-in and signed as per the specimen signature recorded with the company for attending the meeting alongwith Annual Report.
4. In case of several joint-holders attending the meeting, only such joint-holder who is higher in the order of names, will be entitled to vote at the meeting.
5. Register of Members & Share Transfer Books will remain closed from **20.09.2019 to 26.09.2019** (both days inclusive)
6. Queries proposed to be raised at the AGM may be sent to the Company at its Registered Office atleast 7 days prior to the date of AGM to enable the Management to compile the relevant information and to reply the same.
7. Copies of the MOA and AOA and the Documents referred to in the Notice, etc., shall be open for inspection at the Registered Office on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
8. Members who hold shares in de-materialized form are requested to bring their Client ID and DP ID Numbers for easier identification of their attendance at the meeting.
9. Brief profile of the Director seeking appointment / re-appointment, as mandated under Regulation 36 of the SEBI (LODR) Regulations, 2015, forms part of the Notice.
10. Share transfer documents & all correspondence relating thereto, should be addressed to the RTA or to Company.
11. SEBI has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit/update PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN details to RTA or to the Company.

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12. Members are requested to :
  - i. Quote their Folio number (s) / Client ID / DP ID in all correspondence.
  - ii. Please notify change(s), if any, in your contact details, PAN, Registered Address along with Pin Code, Contact Number(s), and e-mail ID, etc, to the RTA or to Company.
13. Electronic copy of the Annual Report is being sent to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same and for Members who have not registered their email, physical copies of the Annual Report is being sent.
14. Electronic copy of the Notice of the AGM of the Company inter-alia indicating the process and manner of E-voting alongwith Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their Email address, physical copies of the Notice of the AGM of the Company inter alia indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the AGM and the Annual Report for 2018-19 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, the shareholders may also send requests to the Company's email id: [swagtam1984@gmail.com](mailto:swagtam1984@gmail.com).
15. Members, who have not registered their E-mail address so far, are requested to register their E-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.
16. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the AGM/ EGM/ Audited Annual Accounts / Report of the Auditors / Report of the Directors, etc, in electronic form to the E-mail address provided by the shareholders.
17. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained 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 AGM.
18. Detailed procedure for "Remote E-voting" is annexed which forms part of this Notice.

### **Voting Through Electronic means:**

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

The instruction of E-Voting is as under:

### **ⓐ In case of Members receiving an email from NSDL or Company:**

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 "e-voting" opens. Click on e-Voting: Active E-voting Cycles.
7. Select the Electronic Voting Event Number "EVEN" of Swagtam Trading & Services Ltd. **[11165]** 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 22.09.2019 (9:00 A.M.) till 25.09.2019 (5:00 P.M.). **Note: E-voting shall not be allowed beyond said time.**

## SWAGTAM TRADING & SERVICES LIMITED

8. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
  9. Upon confirmation, the message 'Vote cast successfully' will be displayed, thereafter you will not be allowed to modify vote.
  10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF / JPEG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [b.bhushanandcompany@gmail.com](mailto:b.bhushanandcompany@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- Ⓐ **In case of Members receiving physical copies of the Notice of the AGM by Post:**
1. User ID and initial password along with Electronic Voting Event Number "EVEN" of Swagtam Trading & Services Ltd. [111165] is provided/ stapled/ annexed in the Annual Report for the purpose of remote e-voting for AGM.
  2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

### GENERAL INSTRUCTIONS

1. The E- voting period begins at 09:00 A.M. on 22.09.2019 and ends at 5:00 P.M. on 25.09.2019. During this period Member's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 19.09.2019 may cast their vote electronically. Once the vote on a resolution is cast by member, the member shall not be allowed to change it subsequently.  
The E-voting module shall be displayed by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the Meeting and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll / show of hands.
3. Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. 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 the detailed procedure given above.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date i.e. 19th September, 2019.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date, i.e. 19.09.2019 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
7. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.
8. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or at designated email ids [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 scrutinising the votes casted at the meeting through poll / 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). The 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 : 08.08.2019  
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 34th Annual Report for the year ended 31.03.2019.

#### FINANCIAL RESULTS

(in Rupees)

Particulars	For the Year Ended 31.03.2018	For the Year Ended 31.03.2019
<b>Income from Operations :-</b>		
Commission from real estate,etc.	-	-
Income from consultancy business	6,00,000	10,51,300
Sale of Jewellery	-	-
Other Income	1,088,237	15,02,203
Total Income	1,688,237	25,53,503
Total Expenditure	1,418,166	24,11,004
Profit/(Loss) before Tax	270,072	1,42,499
Tax expense	103,749	46,751
Net Profit/(Loss)	166,323	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.25,53,503/-. Net Profit after Tax for the year under consideration is Rs. 95,748/- .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 2018-19, 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 31.03.2019 there has been no change in authorized, issued, subscribed and paid-up equity share Capital.

Authorised share capital as on 31.03.2019 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.
- Mr. Raj Kumar Gupta (DIN: 00074532) is Independent Directors w.e.f. 30.04.2014.

## SWAGTAM TRADING & SERVICES LIMITED

- Mr. Raman Mittal (DIN: 06877244) is Independent Director w.e.f. 02.06.2014.
- Mr. Deepak Sharma (DIN: 00293945) was appointed as Director w.e.f. 03.09.2008 (resigned w.e.f. 01.01.2018)
- Mr. Sumit Gupta (DIN: 06911742) was appointed as Director w.e.f. 29.01.2015.

Kindly refer Notice & Explanatory Statement for Special Business(es).

### 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.

### MEETING OF THE BOARD

4 (Four) 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)	26.05.2018	2)	10.08.2018
3)	05.11.2018	4)	08.02.2019

### 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 2018-19 in terms of Chapter V of the Companies Act, 2013; therefore, information in this regard is NIL.

### STATUTORY AUDITORS

To ratify the Appointment of M/s Ghosh Khanna & Co., Chartered Accountants, FRN - 003366N, as statutory auditors of the company, who were appointed as statutory auditors in the 29th AGM until the conclusion of the 33rd AGM on such remuneration as may be fixed by the Board, and who have confirmed their eligibility.

### 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 2018-19 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 2019-20. Secretarial Audit Report and Secretarial Compliance Report for the FY 2018-19 is annexed with Directors' Report. There are no qualifications or reservations or other adverse remarks by Secretarial Auditors in the Report for the FY 2018-19 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 2019- 20

## SWAGTAM TRADING & SERVICES LIMITED

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### **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 MSEI for & upto 31.03.2020.
- Annual Custodial Fee stands paid to NSDL & CDSL for FY 2019-20

### **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 2018– 19

- (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.

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 31.03.2019.

### 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 2017-18 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.

## SWAGTAM TRADING & SERVICES LIMITED

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### 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 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 31.03.2019, 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 31.03.2019 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.

	31.03.2019 (Amt.)	31.03.2018 (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 31.03.2019. 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. 2018-19 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 Annual General Meeting (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.

Audit Committee as on March 31, 2019 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

## 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.

The Nomination and Remuneration Committee as on March 31, 2019 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

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. Shareholders / Investors Grievance Committee as on March 31, 2019 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

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 : 08.08.2019  
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 2019

### I REGISTRATION AND OTHER DETAILS:

i) CIN	L51909DL1984PLC289131
ii) Registration Date	31st December, 1984
iii) Name of the Company	Swagtam Trading & Services Limited
iv) Category / Sub-Category of the Company	Public Company/ Limited by shares
v) Address of the Regd. Office	R-489, GF-A, Ground Floor, New Rajinder Nagar, New Delhi - 110060
vi) contact details	
a.) Website	www.swagtam.com
b.) Email i.d.	swagtam1984@gmail.com
c.) Phone No.	011 - 42475489
vii) Whether listed company	YES
	1) BSE Ltd.
	2) Calcutta Stock Exchange Ltd.
	3) Delhi Stock Exchange Ltd.
	(DSE stands de-recognised)
viii) Detail of RTA	
a.) Name	Alankit Assignments Limited
b.) Address	R. O. IE/13, Alankit Heights, Jhandewalan Extn., New Delhi – 55 C.O. : 205-208, Anarkali Complex, Jhandewalan Extn., New Delhi – 55
c.) Contact	011-42541234, 011-42541960 <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.		41.17%

### 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

### M. SHARE HOLDING PATTERN AS AT 31.03.2019

#### (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	223950	18.81	202100	16.98	(1.83)
II	ii. Individual shareholders holding nominal share capital in excess of ` 1 lakhs	776600	65.23	788300	66.22	0.99
(c)	Qualified Foreign Investor					
(d)	Any Other (specify)	140750	11.82	1,50900	12.68	0.86
(d-I)						
(d-II)						
	<b>Sub-Total (B)(2)</b>	<b>11,41,300</b>	<b>95.86</b>	<b>11,41,300</b>	<b>95.86</b>	<b>0</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>11,41,300</b>	<b>95.86</b>	<b>11,41,300</b>	<b>95.86</b>	<b>0</b>
	<b>TOTAL (A)+(B)</b>	<b>11,90,500</b>	<b>100.00</b>	<b>11,90,500</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)+©11,90,500</b>	<b>100.00</b>	<b>11,90,500</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>
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>
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>
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>35400</b>	<b>2.97</b>	<b>35400</b>	<b>2.97</b>
	Addition during the year	<b>5100</b>	<b>0.43</b>	<b>5100</b>	<b>0.43</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>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 31.03.2019
	<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>20,000</b>	<b>2,40,000/-</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>	
	<b>Total (A)</b>	<b>20,000</b>	<b>2,40,000/-</b>
	Ceiling as per the Act		

## SWAGTAM TRADING & SERVICES LIMITED

### B. REMUNERATION TO OTHER DIRECTORS:

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

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

Sl. no	Particulars of Remuneration	per month	Upto 31.03.2019
1	Company Secretary-Mrs. Preetika Mishra, ACS 32490 w.e.f. 10.08.2018	20,000	1,54,000/-

### VI 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

**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 31.03.2019

*[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 1.04.2018 ended on 31.03.2019 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 2019 according to the provisions of:

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

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

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Bombay Stock Exchange, Delhi Stock Exchange and Calcutta Stock Exchange, the trading platform is not available with the Calcutta stock exchange and recognition of Delhi Stock Exchange was withdrawn by the SEBI on 19 November 2014.

## SWAGTAM TRADING & SERVICES LIMITED

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

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

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

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

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

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

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

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

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

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

For B.Bhushan & Company  
(Company Secretaries)

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

Date : 17-05-2019  
Place : New Delhi

## SWAGTAM TRADING & SERVICES LIMITED

### 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 31-03-2019

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 31.03.2019 (“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 thereunder; 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 NonConvertible 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:

- 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
_____	_____	_____	_____

## SWAGTAM TRADING & SERVICES LIMITED

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

Date : 17-05-2019  
Place : New Delhi

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

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Your Directors presents, Company's Management Discussion and Analysis Report for the year ended on 31.03.2019. 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 2020.

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

**OPPORTUNITIES**

- Real estate contributes about 5% 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 2008–2020.
- The Indian construction and real estate sector continues to be a favoured destination for global investors. Several large global investors, including a number of sovereign funds, have taken the first move by partnering with successful local investors and developers for investing in the Indian real estate market.
- 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**

- 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

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### 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.

In FY 2014–15, the Indian gems and jewellery sector contributed US\$ 34,746.90 million to India's FEE. The primary segments of the sector in India are gold jewellery and diamonds & gems. India is the world's largest consumer of gold, accounting for over 20 % 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 profitmargin.
- 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 : 08.08.2019  
Place : New Delhi**



**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 31.03.2019 namely:

<b>NAME</b>	<b>CATEGORY</b>
Ms. Lalita Mittal	Whole Time Director & CFO
Mr. Raman Mittal	Independent Director
Mr. RajKumar Gupta	Independent Director
Mr. Sumit Gupta	Director
Mr. Deepak Sharma	Director (Resigned w.e.f. 01.01.2018)

**BOARD MEETING**

During the financial year ended March 31, 2019, 4 (four) meetings of the Board of Directors were held as against the minimum requirement of 4 times. None of the two Board Meetings have a gap of more than 120 days. 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.	26.05.2018	3.	05.11.2018
2.	10.08.2018	4.	08.02.2019

**Attendance Record of Directors during the Financial Year 2018-19**

Sr. No.	Name of Director	No. of Meeting attending during 2017-18			No. of Other Directorship		No. of Out side Committee	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Attended					
2.	Ms. Lalita Mittal	4	4	Yes	1	0	NIL	3
3.	Mr. Raman Mital	4	4	Yes	1	0	1	2
4.	Mr. Raj Kumar Gupta	4	4	Yes	1	1	1	1
5.	Mr. Sumit Gupta	4	4	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

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### 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 2018-19.

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.

### DEMATERIALIZATION OF SHARES AND LIQUIDITY

94.84 % of the equity shares of the Company have been dematerialized as on 31.03.2018. 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 DIRECTORS 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 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 and Mr. Raman Mittal, Independent director.

Mr. Raman Mittal is heading the Audit Committee.

Audit Committee has been constituted by the Board of Directors in its Board meeting held on 08.08.2014, to inter-alia to look 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 Four times i.e. 26.05.2018, 10.08.2018, 05.11.2018 and 08.02.2019 during financial year 2018-19.

Sr. No.	Name of the Member	Meetings Held	Meetings Attended
1.	Mr. Raman Mittal	4	4
2.	Ms. Lalita Mittal	4	4
3.	Mr. Raj Kumar Gupta	4	4

## 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 in its meeting held on 08.08.2014 has constituted a Committee of Directors to be known as "Remuneration and Nomination Committee". The Role of the Remuneration and Nomination Committee and its constitution is given below.

#### **Role of 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 seniormanagement.

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

Nomination and Remuneration Committee consist of the following Directors:

- |    |                    |   |                         |
|----|--------------------|---|-------------------------|
| 1. | Mr. Raman Mittal   | : | Independent Director    |
| 2. | Mr. RajKumar 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 i.e. 26.05.2018, 10.08.2018, 05.11.2018 and 08.02.2019 during financial year 2018-19.

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

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

S. No.	Director	Remuneration (in Rs.) upto 31.03.2019
1.	Ms. Lalita Mittal	2,40,000/-

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

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

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

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 i.e. 26.05.2018, 10.08.2018, 05.11.2018 and 08.02.2019 during financial year 2018-19.

## SWAGTAM TRADING & SERVICES LIMITED

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

### 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 2018-19 including for to:

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

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 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
AGM for the FY 2014-15	12 September 2015	<b>Registered Office</b> Girish Chandra Bardalai Path Bamunimaidan Guwahati, Assam- 781021	1. To appoint Mr. Sumit Gupta as Director

## SWAGTAM TRADING & SERVICES LIMITED

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### DISCLOSURES

- ① 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.
- ① 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.
- ① 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 : **Thursday, 26.09.2019 at 02:00 P.M.**
  - Venue : R- 489, GF-A, New Rajinder Nagar  
New Delhi – 110060.
- b) **Financial Year of the Company** : from April 1st to March 31st
- Tentative Schedule for Financial Year 2019-20**
- 1st Quarter ending June 30, 2019 : end of July, 2019
  - 2nd Quarter ending September 30, 2019 : end of October, 2019
  - 3rd Quarter ending December 31, 2019 : end of January, 2020
  - Annual Result for the year ended March 31, 2020 : end of May, 2020
- c) **Date of Book Closure/Record Date** : 20th to 26th September, 2019  
(both days inclusive)
- d) **Registered Office** : R- 489, GF-A, New Rajinder Nagar,  
New Delhi – 110060.
- e) **Dividend Payment Date** : N.A.
- f) **Listing of Equity Shares on Stock Exchanges** : BSE Ltd.  
Calcutta Stock Exchange Limited  
Delhi Stock Exchange Limited\*  
(\* DSE stands de-recognized)
- g) **Stock Code**
- BSE Ltd. : 539406
  - Calcutta Stock Exchange : 030006
  - Delhi Stock Exchange : 19280
- h) **Registrar & Share Transfer Agents** : Alankit Assignments Limited
- i) **Liquidity**
- Equity Shares of your Company are listed on BSE Ltd. & Trading is active at BSE, and Trading Platform is not available at DSE & CSE.

## SWAGTAM TRADING & SERVICES LIMITED

**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**

- ☐ For transfer of shares, Demat of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:

Mr. J. K. Singla (Sr. Manager)  
M/s Alankit Assignments Limited  
Address: 1-E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055  
Contact: 011-4254 1234, 4254 1960      Email id: [rta@alankit.com](mailto:rta@alankit.com)

- ☐ Mr. Sumit Gupta, Director, at the Registered Office of the Company.

**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.,  
1-E/13, Alankit House, Jhandewalan Extension, New Delhi-110055,  
Tel. No. +91-4254-1234, 4254-1960, Email id: [rta@alankit.com](mailto:rta@alankit.com).

**o) Shareholding Pattern**

The shareholding pattern as on 31st March, 2019:

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			
	<b>Sub Total(A)(2)</b>	<b>0</b>	<b>0</b>

## SWAGTAM TRADING & SERVICES LIMITED

	<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>
<b>B 2</b>	<b>Non-institutions</b>		
(b)	Individuals		
I	i. Individual shareholders holding nominal share capital up to Rs 2 lakh	481	202100
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	22	788300
(c)	Qualified Foreign Investor		
(d)	Any Other (specify)	7	150900
(d-I)			
(d-II)			
	<b>Sub-Total (B)(2)</b>	<b>510</b>	<b>1141300</b>
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>510</b>	<b>1141300</b>
	<b>TOTAL (A)+(B)</b>	<b>515</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)</b>	<b>515</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.

Place : New Delhi  
Date : 08-08-2019

**For Swagtam Trading & Services Ltd.**

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

**Sumit Gupta**  
Director  
DIN: 06911742

## SWAGTAM TRADING & SERVICES LIMITED

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### 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, 2018, 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 Except:-

Regulation 6(1) of SEBI (LODR) Regulations, 2015, which requires that a listed entity shall appoint a qualified company secretary as the compliance officer, but company secretary is not appointed till 09- August, 2018, and on 10- August 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)**

**Place: - New Delhi**  
**Date : - 08.08.2019**

**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- March 2019 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: 08.08.2019**

**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 LTD.**

**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, 2019, 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 INDAS 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 INDAS 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:

- a) in the case of the Balance Sheet, of the state of affairs of the company as at 31.03.2019;
- b) in the case of the Statement of Profit and Loss Account, of the Profit 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

## SWAGTAM TRADING & SERVICES LIMITED

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### Report on Other Legal and Regulatory Requirements

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

We Report that:

- i) In respect of Company's Fixed Assets.
  - a) The company is maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) Fixed assets were physically verified by the management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification and properly dealt with in the Books of Account.
  - c) All the Assets were purchased by the company in its own name.
- ii) The company is primarily engaged in the business of real estate, commission, bullion, commodities, etc., and does not hold any inventory. Therefore, the provisions of Clause 3(ii) of the said Order are not applicable to the Company. In case of shares, verification was carried on at reasonable intervals and no discrepancies were noticed.
- iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms, or other parties covered in the register maintained under section 189.
- iv) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, made investments, provide guarantees or securities under section 185 & 186 of the Companies Act, 2013,.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted Fixed Deposits and nothing is outstanding and there is no contravention, therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi) The provision of clause (3) (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014.
- vii) According to the information and explanations given to us, in respect of statutory dues:
  - a. The Company has been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, GST, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues applicable to it with the appropriate authorities.
  - b. There were no undisputed amounts payable in respect of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they become payable.
- viii) In our opinion and according to the information and explanations given to us, the Company has not accepted nor defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders and nothing is outstanding.
- ix) In our opinion and according to the information and explanations given to us, the Company has not raised any money through IPO / FPO (including debt instruments) and term loans during the year and nothing is outstanding.
- x) In our opinion and according to the information and explanations given to us, no fraud by Company or any fraud on the company by its Officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, Managerial Remuneration has been paid or provided in accordance with requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.
- xii) Company is not Nidhi company, then the provisions of clause (3) (xii) of the Order are not applicable to the company.
- xiii) In our opinion and according to the information and explanations given to us, all related parties transactions, if any, wherever applicable, have been disclosed in 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.

## SWAGTAM TRADING & SERVICES LIMITED

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- x) 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.
- x) 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, 2019 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2019 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 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**

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

**Place: New Delhi**  
**Date: 17.05.2019**

### **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, 2019 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 INDAS financial statements.

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

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

**OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

**Place: New Delhi  
Date: 17.05.2019**

# SWAGTAM TRADING & SERVICES LIMITED

## SWAGTAM TRADING & SERVICES LIMITED CIN: L51909DL1984PLC289131

### BALANCE SHEET as at 31.03.2019

(Amount in Rs.)

Particulars	Notes	31 March 2019 INR	31 March 2018 INR
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	30,285	72,478
Financial assets	4		
(i) Investment	4 (i)	1,43,616	1,43,616
(ii) Other financial assets	4 (iii)	5,00,000	5,00,000
Deferred tax assets (net)	5	7,362	2,063
Other non-current assets	6	360,14,118	4,10,14,118
<b>Total non-current assets</b>		<b>3,66,95,381</b>	<b>4,17,32,275</b>
<b>Current assets</b>			
Financial assets	4		
(i) Cash and cash equivalents	4 (ii)	56,88,843	5,35,972
(ii) Other financial assets	4 (iii)	-	-
Current tax assets	7	70,045	54,375
Other current assets	8	2,46,837	3,13,086
<b>Total current assets</b>		<b>60,05,725</b>	<b>9,03,433</b>
<b>TOTAL ASSETS</b>		<b>4,27,,01,106</b>	<b>4,26,35,708</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	9	1,19,05,000	1,19,05,000
<b>Other equity</b>			
Reserves and Surplus	10	3,02,88,156	30,12,408
<b>Total equity</b>		<b>4,21,93,156</b>	<b>4,20,97,408</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Other current liabilities	11	4,57,950	5,00,000
Short Term Provisions	12	50,000	38,300
<b>Total current liabilities</b>		<b>5,07,950</b>	<b>5,38,300</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>4,27,01,106</b>	<b>4,26,35,708</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 : 17.05.2019

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 31.03.2019**

(Amount in Rs.)

Particulars	Notes	Year ended 31 March 2019	Year ended 31 March 2018
Revenue from operations	13	1,051,300	600,000
Other Receipts / Income	13 (a)	1,502,203	1,088,237
<b>Total income</b>		<b>2,553,503</b>	<b>1,688,237</b>
<b>Expenses</b>			
Purchase of Jewelleries		-	-
Administrative & other expenses	14	1,566,067	657,183
Employee benefit expense	15	648,825	561,095
Finance costs	16	309	581
Depreciation and amortization expense	17	42,193	45,697
Deferred Revenue Expenditure w/off		153,610	153,610
<b>Total expenses</b>		<b>2,411,004</b>	<b>1,418,166</b>
<b>Profit/(loss) before exceptional items and tax</b>		<b>142,499</b>	<b>270,072</b>
Exceptional items			
<b>Profit/(loss) before tax</b>		<b>142,499</b>	<b>270,072</b>
Income Tax expense:			
Current Tax(including prior period tax of Rs. 9710/-)		52,050	42,630
Deferred Tax	18	(5,299)	61,119
Total tax expense		<b>46,751</b>	<b>166,323</b>
<b>Profit/(loss) for the period</b>		<b>95,748</b>	<b>166,323</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>95,748</b>	<b>166,323</b>
<b>Earnings per equity share for profit</b>			
<b>from operations</b>			
Basic earnings per share	21	0.08	0.14
Diluted earnings per share	21	0.08	0.14

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 : 17.05.2019

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 2019

(Amount in Rs.)

Statement of Cash Flows	Year ended 31 March 2019	Year ended 31 March 2018
<b>Cash flow from operating activities</b>		
Profit before income tax from Continuing operations	95,748	166,323
Discontinued operations		
<b>Profit before income tax including discontinued operations</b>	<b>95,748</b>	<b>166,323</b>
Adjustment for		
Depreciation and amortisation expenses	42,193	45,697
Interest Income	-	(4,455)
Gain on disposal of property, plant and equipment	-	-
Unrealized gain on fair valuation of current investments	-	(6,816)
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>42,193</b>	<b>34,426</b>
(Increase)/Decrease in current Tax assets	(15,670)	44,700
(Increase)/Decrease in other current assets	49,001	109,384
(Increase)/Decrease in other non-current assets	5,109,951	(6,854,131)
(Increase) in other financial assets	-	-
Increase/(Decrease) in provisions	11,700	(850)
Increase in other current liabilities	(42,050)	(97,500)
<b>Cash generated from operations</b>	<b>5,014,930</b>	<b>(6,798,397)</b>
Income taxes paid		
<b>Net cash inflow from operating activities</b>	<b>5,152,872</b>	<b>(6,597,649)</b>
<b>Cash flow from investing activities</b>		
Payment for property, plant and equipment	-	(27,600)
Interest received	-	4,455
<b>Net cash outflow from investing activities</b>	<b>-</b>	<b>(23,145)</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>5,152,872</b>	<b>(6,620,794)</b>
Cash and cash equivalents at the beginning of the financial year	535,971	7,156,765
Effects of exchange rate changes on cash and cash equivalents		
<b>Cash and cash equivalents at the end of the financial year</b>	<b>5,688,843</b>	<b>535,972</b>
Cash and cash equivalents [note 5(iii)]	5,688,843	535,971
<b>Balance as per statement of cash flows</b>	<b>5,688,843</b>	<b>535,971</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 : 17.05.2019

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 Financial Statements for the Financial Year ended March 31, 2019

### Note 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

##### ⌚ 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. Reconciliations and descriptions of the effect of the transition has been summarized in note 2.4.

##### ⌚ 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.

#### © 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 substantively enacted by the end of the

## SWAGTAM TRADING & SERVICES LIMITED

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reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

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, which ever is lower. Lease payments under operating leases are recognized as an expenses 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 an 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.

**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>Asset</b>	<b>Useful life</b>
Computers and peripherals	3 years
Office Equipment	5 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, and 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 adjusts the figures used in the determination of basic earnings per share to take into account.

- The after 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.

## SWAGTAM TRADING & SERVICES LIMITED

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### (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 1 April 2017. As such, Indian GAAP balances relating to business combinations entered into before that date, including goodwill, have been carried forward 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 recognised 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) Fairvalue 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 categorised 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 remeasured 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, 2019

### 2 STATEMENT OF CHANGES IN EQUITY

#### a. Equity Share Capital

Particulars	Number	INR
<b>As at 1 April 2017</b>	1,190,500	11,905,000
Changes in equity share capital	-	-
<b>As at 31 March 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

#### b. Other Equity

(Amount in Rs.)

Description	Reserves and Surplus		Total
	Share Premium	Retained Earnings	
<b>Balance at 1 April 2017</b>	23,575,000	6,363,523	29,938,523
Profit for the year	-	166,323	166,323
Other Comprehensive Income	-	-	-
<b>Total Comprehensive Income for the year</b>	-	166,323	166,323
Add: Excess provision reversed	-	87,562	87,562
		87,562	87,562
<b>At 31 March 2018</b>	<b>23,575,000</b>	<b>6,617,408</b>	<b>30,192,408</b>

Description	Reserves and Surplus		Total
	Share Premium	Retained Earnings	
<b>Balance at April 1 2018</b>	23,575,000	6,617,408	30,192,408
Profit for the year	-	95,748	95,748
Other Comprehensive Income	-	-	-
<b>IND Impact of Current Year</b>	-	-	-
<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>

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 : 17.05.2019

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, 2019

### 3 Property, plant and equipment

(Amount in Rs.)

31 March 2018	Computer INR	Office Equipment INR	Total INR
<b>Gross carrying amount</b>			
Deemed cost as at 01 April 2017	99,205	67,500	166,705
Additions	27,600	-	27,600
Disposals	-	-	-
<b>Closing gross carrying amount</b>	<b>126,805</b>	<b>67,500</b>	<b>194,305</b>
<b>Accumulated depreciation</b>			
At 1 April 2017	49,530	26,600	76,130
Depreciation charge during the year	32,872	12,825	45,697
Disposals	-	-	-
<b>Closing accumulated depreciation</b>	<b>82,402</b>	<b>39,425</b>	<b>121,827</b>
<b>Net carrying amount</b>	<b>44,403</b>	<b>28,075</b>	<b>72,478</b>

(Amount in Rs.)

31 March 2019	Computer INR	Office Equipment 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>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>164,020</b>
<b>Net carrying amount</b>	<b>15,035</b>	<b>15,250</b>	<b>30,285</b>



## SWAGTAM TRADING & SERVICES LIMITED

Notes to Financial Statements for the financial year ended March 31, 2019

(Amount in Rs.)

### 4. Financial Assets

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

	31 March 2019	31 March 2018
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.

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

	31 March 2019	31 March 2018
Balances with Banks		
- in Fixed Deposit Accounts	5,500,000	
- in Current Accounts	79,936	407,046
	<b>5,579,936</b>	<b>407,046</b>
Deposits with maturity less than three months	-	-
Cash on hand	108,907	120,437
Cheques, drafts in hand	-	8,488
	<b>108,907</b>	<b>128,925</b>
<b>Total cash and cash equivalents</b>	<b>5,688,843</b>	<b>535,971</b>

#### 4 (iii) Other Financial Assets

	31 March 2019		31 March 2018	
	Current Non- Current		Current Non- Current	
(i) Derivatives				
Foreign Exchange Forward Contracts	-	-	-	-
(ii) Others				
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>500,000</b>	-	<b>500,000</b>

#### 5 Deferred tax assets (Net)

	31 March 2019	31 March 2018
Deferred Tax Assets	7,362	2,063
	<b>7,362</b>	<b>2,063</b>

#### 6 Other non current assets

	31 March 2019	31 March 2018
Advance against purchase of property	21,000,000	21,000,000
<b>Loans &amp; Advances</b>		
-Considered Good	3,800,000	10,800,000
-Considered Doubtful	11,214,118	9,214,118
<b>Total other non-current assets</b>	<b>36,014,118</b>	<b>41,014,118</b>

## SWAGTAM TRADING & SERVICES LIMITED

Notes to Financial Statements for the financial year ended March 31, 2019

(Amount in Rs.)

### 7 Current taxassets

	31 March 2019	31 March 2018
Advance Income Tax	112,385	96,125
Less: Provision for income tax	42,340	41,750
Less: Tax expense for the year	0	0
	70,045	54,375
<b>Total current tax assets</b>	<b>70,045</b>	<b>54,375</b>

### 8 Other current assets

(Amount in Rs.)

	31 March 2019	31 March 2018
GST credit	-	44,226
Deferred Revenue Expenditure	-	153,610
Interest Recoverable	246,837	115,250
<b>Total other current assets</b>	<b>246,837</b>	<b>313,086</b>

### 9 Share Capital

#### Authorized equity share capital

	Number of shares	Amount
<b>As at April 01, 2017</b>	4,000,000	40,000,000
Increase during the year	-	-
<b>As at March 31, 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

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

	Number of shares	Amount
<b>As at April 01, 2017</b>	1,190,500	11,905,000
Increase during the year	-	-
<b>As at March 31, 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

#### (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 2019		31 March 2018	
	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, 2019

(Amount in Rs.)

### 10 Reserves and Surplus

	31 March 2019	31 March 2018
Share Premium	23,575,000	23,575,000
Surplus in Statement of Profit and Loss	6,713,156	6,617,408
<b>Total reserve and surplus</b>	<b>30,288,156</b>	<b>30,192,408</b>
<b>Profit and loss account</b>	<b>31 March 2019</b>	<b>31 March 2018</b>
Opening balance	6,617,408	6,363,523
Balance transferred from Statement of Profit and Loss	95,748	166,323
Add: Excess Provision reversed	-	87,562
<b>Closing balance</b>	<b>6,713,156</b>	<b>6,617,408</b>

### 11 Other current liabilities

(Amount in Rs.)

	31 March 2019	31 March 2018
Advances from customers	-	500,000
TDS Payable	30,500	-
Others	427,450	-
<b>Total other current liabilities</b>	<b>457,950</b>	<b>500,000</b>

### 12 Short Term provisions

(Amount in Rs.)

	31 March 2019	31 March 2018
Provision for expenses	50,000	38,300
<b>Total other current liabilities</b>	<b>50,000</b>	<b>38,300</b>

### 13 Revenue from operations

	31 March 2019	31 March 2018
Commission from Real Estate Business	-	-
Other Commission Income	901,300	-
Income from Business Consultancy	150,000	600,000
Sales of Jewellery	-	-
<b>TOTAL</b>	<b>1,051,300</b>	<b>600,000</b>

### 13 (a) Other Receipts / Income

	31 March 2019	31 March 2018
Unrealized gain on fair valuation of current investments	-	6,816
Interest received	999,046	1,076,966
Interest received on Income Tax Refund	-	4,455
Balance written off	503,157	-
<b>TOTAL</b>	<b>1,502,203</b>	<b>1,088,237</b>

## SWAGTAM TRADING & SERVICES LIMITED

Notes to Financial Statements for the financial year ended March 31, 2019

(Amount in Rs.)

### 14 Administrative & other expenses

	31 March 2019	31 March 2018
Accounting charges	180,000	-
Advertisement Exp	11,040	21,113
Certification fee	8,500	-
Charges to CDSL	9,000	10,350
Charges to NSDL	12,409	9,234
Commission Expenses	700,000	-
Conveyance Exp	99,000	56,800
Courier & Postage Exp	4,626	5,586
Demat Charges	1,180	2,973
Fees - BSE	250,000	251,250
Filing Fee - ROC	6,000	5,400
Interest on Statutories Due	50	-
Internal Audit Fee	10,000	11,500
Misc Exp	31,447	6,950
Office Exp	55,565	48,100
Pantry Exp	2,500	2,650
Printing and stationery	44,750	64,937
Professional charges	20,000	22,200
Rent	72,000	72,000
Secretarial Audit Fee	15,000	15,000
Telephone Exp	4,500	11,350
Travelling Exp	-	16,790
Website Charges	3,500	3,500
Auditor's remuneration		
Audit fee	25,000	11,800
Certification fee	-	7,700
<b>TOTAL</b>	<b>1,566,067</b>	<b>657,183</b>

### 15 Employee benefits expense

	31 March 2019	31 March 2018
Salary to Employees	648,825	561,095
<b>TOTAL</b>	<b>648,825</b>	<b>561,095</b>

### 16 Finance costs

	31 March 2019	31 March 2018
Bank and financial charges	309	581
<b>TOTAL</b>	<b>309</b>	<b>581</b>

### 17 Depreciation and amortization expense

	31 March 2019	31 March 2018
Depreciation of property, plant and equipment	42,193	45,697
<b>TOTAL</b>	<b>42,193</b>	<b>45,697</b>

## SWAGTAM TRADING & SERVICES LIMITED

### Notes to Financial Statements for the financial year ended March 31, 2019

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CALCULATION OF DEFERRED TAX		APR 2018-MAR 2019		26.00%
PARTICULARS	AS PER B/S	AS PER INCOME TAX	DIFFERENCE	DEFERRED TAX LIAB
Opening Balance				2,063
Closing Balance				
Fixed Assets	30,285	58,600	28,315	7,362
Business Loss			-	-
<b>TOTAL</b>				<b>7,362</b>
Benefit / (Charge)				<b>5,299</b>

### 19 Fair value measurements

Financial instruments by category

(All amounts in Rs., unless otherwise stated)

	31 March 2019			31 March 2018		
	FVPL	FVTOCI	Amortized Cost	FVPL	FVTOCI	Amortized Cost
<b>Financial assets</b>						
Investments in Equity Share	-	-	-	-	-	-
Long term loans and advances	-	-	24,800,000	-	-	-
Cash & Cash Equivalents	-	-	5,688,843	-	-	535,971
Security Deposit	-	-	500,000	-	-	500,000
<b>Total Financial assets</b>	-	-	<b>30,988,843</b>	-	-	<b>30,835,971</b>
<b>Financial Liabilities</b>						
Trade and Other Payables			477,450			38,300
<b>Total Financial liabilities</b>	-	-	<b>477,450</b>	-	-	<b>38,300</b>

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

#### (i) Fairvalue 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, 2019

An explanation of each level follows underneath the table.

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>		-	-	-	-
Financial assets and liabilities measured at fair value - recurring fair value measurements At 31 March 2018	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 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

#### - 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)	240,000 (240,000)	240,000 (240,000)
<b>Total</b>	<b>240,000</b> <b>(240,000)</b>	<b>240,000</b> <b>(240,000)</b>

## SWAGTAM TRADING & SERVICES LIMITED

### Notes to Financial Statements for the financial year ended March 31, 2019

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. 2,40,000/- (Previous year Rs.2,40,000/-)
- 3 Fair Market value of investment in Decorous Investment and trading co ltd is INR 1,43,616/- based on the last traded value and there is no transaction made during the year.

(All amounts in `)

#### 21 Earnings per Share

(a)	<i>Basic earnings per share</i>	<b>31 March 2019 INR</b>	<b>31 March 2018 INR</b>
	From continuing operations attributable to the equity holders of the company	0.08	0.14
	From discontinued operation	-	-
	Total basic earnings per share attributable to the equity holders of the company	0.08	0.14
(b)	<i>Diluted earnings per share</i>	<b>31 March 2019 INR</b>	<b>31 March 2018 INR</b>
	From continuing operations attributable to the equity holders of the company	0.08	0.14
	From discontinued operation	-	-
	Total basic earnings per share attributable to the equity holders of the company	<b>0.08</b>	<b>0.14</b>
(a)	<i>Reconciliations of earnings used in calculating earnings per share</i>	<b>31 March 2019 INR</b>	<b>31 March 2018 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>95,748</b>	<b>166,323</b>
	From discontinuing operations	-	
	<i>Diluted earnings per share</i>		
	Profit from continuing operations attributable to the equity holders of the company:	95,748	166,323
	Add: interest savings on convertible bonds		-
	Used in calculating basic earnings per share	95,748	166,323
	Profit from discontinued operation		-
	Profit attributable to the equity holders of the company used in calculating diluted earnings per share	<b>95,748</b>	<b>166,323</b>

## SWAGTAM TRADING & SERVICES LIMITED

### Notes to Financial Statements for the financial year ended March 31, 2019

(b)	Weighted average number of shares used as the denominator	31 March 2019	31 March 2018
	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>

(c) *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 01.04.2018 to 31.03.2019 on the said advance.

An advance of Rs. 20,00,000/- paid to Prayag Polytech Private Limited whose recoverability is doubtful. No interest income has been recognized for the period 01.10.2018 to 31.03.2019 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 : 17.05.2019

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

CIN : L51909DL1984PLC289131

## 34th ANNUAL GENERAL MEETING

THURSDAY, 26.09.2019, at 02:00 P.M.

at R-489, GF-A, New Rajinder Nagar, New Delhi – 110060

### PROXY FORM

FORM No. MGT-11

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

Name of the Shareholder :

Ledger Folio No./ DP ID & Client ID No.:

Address :

No. of Shares held :

I/We being a Member/ Shareholders of **Swagtam Trading and Services Limited**, hereby appoint

Mr./ Mrs.

failing him/ her Mr./ Mrs.

R/o

Email Id :

Tel/Mobile No. :

Affix  
Revenue  
Stamp

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf, if not already voted by me/us through remote e-voting, at the 34th Annual General Meeting of the Members of the Company, to be held on Thursday, 26.09.2019 at 02:00 P.M at R-489, GF-A, New Rajinder Nagar, New Delhi – 110060 and at any adjournment thereof in respect of such Resolutions as indicated below:-

S.No.	RESOLUTIONS	OPTIONAL*	
		FOR	AGAINST
<b>Ordinary Business</b>			
1.	To receive, consider & adopt the Audited Balance Sheet and Statement of Profit & Loss as at 31.03.2019 and Cash Flow Statements, etc. for the year ended 31.03.2019 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 re-appoint M/s. GHOSH KHANNA & Co, Chartered Accountants, FRN – 003366N, as the Statutory Auditors.		
<b>Special Business</b>			
4	To re-appoint Ms. Lalita Mittal (DIN: 06928783) as Whole Time Director & Chief Financial Officer		
5	To re-appoint Mr. Raj Kumar Gupta (DIN: 00074532) as Independent Director		
6	To re-appoint Mr. Raman Mittal (DIN: 06877244) as Independent Director		

Signed this ..... day of September 2019

Signature of Shareholder .....Signature of Proxy.....

#### Notes:

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



**SWAGTAM TRADING & SERVICES LIMITED**

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

**ATTENDANCE SLIP**

**34th ANNUAL GENERAL MEETING  
THURSDAY, 26.09.2019, at 02:00 P.M.  
at R-489, GF-A, New Rajinder Nagar, New Delhi – 110060**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.

Members are requested to bring the copy of Annual Report along with them to the Annual General Meeting.

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

Name of the Shareholder :

Ledger Folio No./ DP ID & Client ID No.:

Address :

No. of Shares held :

Name of the Proxy, if any :

I/ We hereby record my/ our presence at the AGM.

Place :

Dated :

Member's / Proxy's Signature

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**ELCTRONIC VOTING PARTICULARS**

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

EVEN (E-voting Event Number)	User ID	Password
<b>111165</b>		

Please refer to Note No 18 of NOTICE

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

Name of the Shareholder :

PAN & Aadhar No. :

Telephone No. :

Mobile No. :

Email ID :

Registered Folio No./ DP ID & Client ID No.:

Registered Address :

No. of Shares held :

Signature of the Shareholder

ROAD MAP

