

Annual Report

2012 - 2013

Sellwin Traders Limited



DIRECTORS :

Shri Navin Chandra Sharma
Shri Kailash Chandra Sharma
Smt. Nirmla Devi Sharma
Shri Kamal Kishor Mundhra
Shri Mahendra Kumar Gulgulia
Shri Debashis Roy

AUDITORS :

M/s. Maroti & Associates
Chartered Accountants
9/12, Lal Bazar Street, Block-‘E’, 3RD
Floor, Room No.2, Kolkata - 700 001
Tel.: +91 33 2231 9392 / 9391
Fax: +91 33 2243 8371
E-mail : mkmaroti@gmail.com

BANKERS :

Axis Bank Ltd.

REGISTERED OFFICE :

157, Rabindra Sarani, 1st Floor,
Kolkata – 700 007 , (W.B.) India
Tel.: +91 33 3262 2007
E-mail: selltl_1980@yahoo.co.in

**REGISTRARS AND SHARE
TRANSFER AGENTS:**

Niche Technologies Pvt. Ltd.
D-511, Bagree Market, 71, B.R.B.B. Road,
5th Floor, Kolkata - 700 001
Tel.: +91 33 2235 7270 / 7271
Fax: +91 33 2215 6823
E-mail: nichetechpl@ nichetechpl.com

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NOTICE

TO THE SHAREHOLDERS

NOTICE is hereby given that the **Annual General Meeting** of the Members of **M/s. SELLWIN TRADERS LIMITED** will be held at its Registered Office at **157, Rabindra Sarani, 1st Floor Kolkata - 700 007, on Monday, 26th Day of August, 2013 at 2.00 P.M.** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Director's Report and Audited Profit & Loss Account for the year ended **31st March, 2013** and the Balance Sheet as at that date and the Auditors' Report thereon.
2. To appoint Directors in place of **Mr. Kailash Chandra Sharma and Mr. Debashis Roy** who retires by rotation and being eligible offers themselves for re-appointment.
3. To appoint Auditors and to fix their remuneration.

Registered Office:
157, Rabindra Sarani,
1st Floor,
Kolkata-700007 (W.B.)
Dated: 22nd day of July, 2013

By order of the Board
Navin Chandra Sharma
Director

Notes:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the meeting
 2. Members/Proxies are requested to fill in the enclosed attendance slip and deposit the same at the entrance of the Meeting Hall.
 3. The Register of Members and Share Transfer Books of the Company will remain closed from **19.08.2013 to 26.08.2013 (both days inclusive)** for the purpose of **Annual General Meeting**.
 4. As measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of Annual Report at the Meeting.
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DIRECTORS' REPORT

To
The Members,
Your Directors have pleasure in presenting the **Annual Report** of the Company together with Audited Accounts for the year ended on **31st March, 2013**.

1 FINANCIAL RESULTS :

(Fig. in RS)

	CURRENT YEAR	PREVIOUS YEAR
PROFIT/(LOSS) BEFORE TAXATION	13,528	(36,101)
Current Tax	2,578	—————
PROFIT AFTER TAX	10,950	(36,101)
Brought forward from earlier years	(7,38,477)	(7,02,376)
Balance Carried To Balance Sheet	(7,27,527)	(7,38,477)

2. FUTURE PERFORMANCE:

In the year under review, the Company has made Profit of **Rs. 13,528/-**. Your Directors are identifying prospective areas and will make appropriate investments that will maximise the revenue of the company in the current Financial Year.

3. DIVIDEND:

In view of Inadequate Profit, Your Directors do not recommend any dividend for the year.

4. AUDITORS:

The retiring Auditors **Maroti & Associates, Chartered Accountants**, Kolkata hold office till the conclusion of the Annual General Meeting and is eligible for reappointment.

5. DIRECTORS:

Mr. Kailash Chandra Sharma and Mr. Debashis Roy retires by rotation and being eligible, offers themselves for re-appointment.

6. PERSONNEL:

Your Directors place on record the sense of appreciation for the valuable contribution made by the staff members of the company and hope that their continued support will help in achieving the goals of the Company. No employee of the company is in receipt of remuneration in excess of limit prescribed under section 217(2A) of the Companies Act, 1956.

Sellwin Traders Limited

7. STATUTORY INFORMATION:

Particulars required to be furnished by the companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988:

- | | | |
|-------------------------------------|---|-----|
| 1. CONSERVATION OF ENERGY | : | Nil |
| 2. TECHNOLOGY ABSORPTION & ADOPTION | : | Nil |
| 3. FOREIGN EXCHANGE EARNING & OUTGO | : | Nil |

8. RESPONSIBILITY STATEMENT:

- i. In preparation of the annual accounts, the applicable Accounting Standards have been followed.
- ii. The Directors have selected such accounting policies and have applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year.
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The Directors have prepared the annual accounts on going concern basis.

9. CORPORATE GOVERNANCE:

As required under clause 49 of the listing agreement with the Stock Exchange, the Report on Corporate Governance together with Auditors view regarding compliance of the SEBI code of Corporate Governance is annexed herewith.

10. ACKNOWLEDGEMENTS:

The Board wishes to place on record their gratitude for the co-operation and assistance received from all those who contributed by some means or other for the performance of the company and expect the same in the future.

For and on behalf of the Board

Place : Kolkata

Date : 24th Day of May, 2013.

Kailash Chandra Sharma

Director

Navin Chandra Sharma

Director

ANNEXURE - TO THE DIRECTORS' REPORT CORPORATE GOVERNANCE REPORT
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The detailed Report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below.

A) MANDATORY REQUIREMENTS**1) COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and integrity. The Company has implemented mandatory requirements of the code of Governance as mentioned in clause 49 of the Listing Agreement.

2) BOARD OF DIRECTORS

a) The Board comprises of executive and non-executive Directors of whom three are independent directors.

The composition of the Board and other details relating to Directors are given below:

Name of the Director	Designation	Category of Directorship	No of Other Directorship	No of Other committee Membership
Mr. Navin Chandra Sharma	Director	Executive	19	—
Mr. Kailash Chandra Sharma	Director	Non Executive	17	—
Mrs. Nirmala Devi Sharma	Director	Non Executive	—	—
Mr. Kamal Kishor Mundhra	Director	Non-Executive Independent	18	—
Mr. Mahendra Kumar Gulgulia	Director	Non-Executive Independent	8	—
Mr. Debashis Roy	Director	Non-Executive Independent	—	—

b) Appointment/Reappointment of Directors

Mr. Kailash Chandra Sharma and Mr. Debashis Roy who retires by rotation during the ensuing Annual General Meeting and is eligible for reappointment.

3) AUDIT COMMITTEE

The Composition procedure, role/function of the Audit Committee comply with the requirements of the Listing Agreement. The brief terms of reference of the Audit Committee includes the following: Overseeing the Company's financial report process and disclosure of its financial information. Review of quarterly and annual financial results before submission to the Board.

Disclosure with Statutory and Internal auditors about the nature and scope of audit and their observations.

Investigate any matter referred to by the Board.

Sellwin Traders Limited

The Composition of the Audit Committee:

MEMBERS	CATEGORY
Mr. Navin Chandra Sharma	Executive
Mr. Mahendra Kumar Gulgulia	Non-Executive Independent
Mr. Kamal Kishor Mundhra	Non-Executive Independent

During the year under review 4 (four) meetings of the Audit Committee were held.

4) SHAREHOLDERS'/INVESTORS' GRIEVANCES COMMITTEE

The Shareholders/Investors Grievance Committee is to look into the specific Complaints received from the Shareholders of the Company. The Composition of the said Committee is as follows:

MEMBERS	CATEGORY
Mr. Navin Chandra Sharma	Executive
Mr. Mahendra Kumar Gulgulia	Non-Executive Independent
Mr. Kamal Kishor Mundhra	Non-Executive Independent

During the year under review 4 (four) meeting of the Shareholders/Investors Grievances Committee were held.

5) BOARD PROCEDURE

Composition:

At present the strength of the Board is 6 Directors. The Composition of the Board of Directors and their attendance at the Board Meeting and at the last Annual General Meeting is as follows:

Name of the Director	Nature of Directorship	No of Board Meetings Attendance	Attended at the Last AGM
Mr. Navin Chandra Sharma	Executive	7	YES
Mr. Kailash Chandra Sharma	Non-Executive	7	YES
Mrs.Nirmala Devi Sharma	Non-Executive	7	YES
Mr. Kamal Kishor Mundhra	Non-Executive Independent	4	YES
Mr. Mahendra Kumar Gulgulia	Non-Executive Independent	4	YES
Mr. Debashis Roy	Non-Executive Independent	4	YES

During the financial year ending 31.03.2013, 7(Seven) meeting of the Board of Directors were held on: 14.05.2012, 22.06.2012, 30.07.2012, 13.08.2012, 12.11.2012, 11.02.2013 & 22.03.2013 were held.

Responsibilities:

At the Board meetings of the Company the directors are being provided information stipulated in clause 49 of the Listing Agreement. The Board has a formal schedule of matters reserved for its consideration, which includes reviewing performance. The Company has designated the required information system for the purpose.

Board Meetings:

The meeting of the Board of Directors are being held at regular intervals of not more than four months at the Company's Registered office at Kolkata and are generally scheduled well in advance and the provisions under the Companies Act, 1956 and those under clause 49 of the Listing Agreement are followed in this regard. The Board meets at least once in a quarter to review quarterly performance and financial results. The agenda of the meeting is prepared and circulated to the directors in advance. The Members of the Board have access to all information pertaining to the Company and are free to recommend inclusion of any matter in the agenda for the discussions. Senior Executives / Directors of the Group Company are invited to attend the Board meeting for discussion and providing inputs and their views, as and when required.

6) GENERAL BODY MEETINGS

The previous three Annual General Meetings of the Company held on the dates, at time and venue given below:

Financial Year	Date	Time	Venue
2009-2010	02.08.2010, Monday	4.00 PM	19, K. C. Road, Kolkata-700002
2010-2011	06.09.2011, Tuesday	4.00 PM	19, K. C. Road, Kolkata-700002
2011-2012	24.08.2012, Friday	4.00 PM	157, Rabindra Sarani Kolkata-700007

All special resolutions moved at the last Annual General Meeting were passed by a show of hands unanimously by all the members present at the Meeting and no special resolution was put through postal ballot.

7) DISCLOSURES

During the financial year ended **March 31, 2013** there were no related party transactions with the Company's Directors or their relatives.

The Company has complied with all the statutory requirements comprised in the Listing Agreements/ Regulations/ Guidelines/ Rules of the Stock Exchanges/ SEBI/ other Statutory Authorities.

8) MEANS OF COMMUNICATIONS

The quarterly/half-yearly and annual financial results of the Company are sent to the Stock Exchanges where the shares of the Company are listed immediately after they have been taken on record by the Board. The same are usually published in Asian Age/Financial Express & Kalantar Newspapers. The Company is also providing information relating to the material events from time to the investors and to the public at large by faxing the information to the Stock Exchanges as and when happened.

9) GENERAL SHAREHOLDER INFORMATION**Annual General Meeting :**

Date : 26th Day of August, 2013

Day : Monday

Time : 2.00 P.M

Venue : 157, Rabindra Sarani, 1st Floor, Kolkata - 700 007

Sellwin Traders Limited

Date of Book Closure :

From : 19.08.2013 to 26.08.2013 (both days inclusive)

Listing of Securities:

The Calcutta Stock Exchange Ltd.

Code No.029277

Listing Fees:

The Company has paid listing fees for the financial year 2012-2013 to all the Stock Exchanges where the securities are listed.

Demat ISIN Number for NSDL and CDSL

ISIN number has been issued to Equity Shares by NSDL and CDSL is: INE195F01019

The Registrar & Share Transfer Agents

Niche Technologies Pvt. Ltd.

D-511, Bagri Market,

71, B.R.B.B. Road, 5th Floor

Kolkata-700001

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2013:

Slab	No. of Shareholders		No. of Ordinary Shares	
	Total	% of Shareholders	Total	% of Shareholders
001-500	160	60.6061	17,650	0.2152
501-1000	14	5.3030	12,950	0.1579
1001-5000	56	21.2121	1,32,180	1.6120
5001-10000	4	1.5152	22,600	0.2756
10001-50000	5	1.8939	1,42,750	1.7409
50001-100000	7	2.6515	5,39,600	6.5805
100001 and above	18	6.8182	73,32,270	89.4179
Total	264	100.0000	8,200,000	100.0000

Category of Shareholders as on 31st March, 2013 :

Category	No. of Shares	%
Public	1,53,280	1.869
Domestic Bodies Corporate	58,70,470	71.586
Clearing Member & Clearing Corpo.	—	—
Promoters & Associates	21,76,250	26.540
TOTAL	82,00,000	100.000

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The key areas of Management Discussion and Analysis are given below.

OVERVIEW

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India.

INDUSTRY STRUCTURE & DEVELOPMENTS

The global economic environment in calendar year 2012 continued to remain uncertain with signs of concern and slow growth (1%-2%). Improving consumer confidence and structural policy decisions in the developed markets are providing the required momentum to kick-start the economy on to the path of recovery. In the emerging markets, strong consumer spending and upbeat investment sentiment continue to drive economic growth (5%-8%). In India, the loss of growth momentum that started in Fiscal 2012 extended further into Fiscal 2013. In Fiscal 2012, the Indian economy had registered a growth rate of 6.5%, down from 8.4% in Fiscal 2011. According to the RBI, the expected GDP growth rate for Fiscal 2013 is approximately 5%, lowest in the decade. This was mainly due to the protracted weakness in industrial activity aggravated by domestic supply bottlenecks, and slowdown in the services sector reflecting weak external demand.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

The global economic scenario has remained volatile and weak market sentiments continued in Fiscal 2013, worsened by the absence of major policy developments during the year. Most Indian markets experienced continued moderation of absorption.

OUTLOOK

As your Company continues to implement its strategies, its financial condition at the end of Fiscal 2013 reflects the on-going effect of the above economic and business factors. Your Company believes that demand conditions in the real estate sector are exhibiting early signs of improvement, and signs of declining interest rates as well as renewed activity in the lending and public capital markets are expected to ease funding pressures. Hence, the Company is expecting to improve its performance and profitability in future.

OPPORTUNITIES & THREATS

Your Company plans to focus on the new areas and segments. Your Company on its part is also well poised to seize new opportunities as they come.

RISKS & CONCERNS

Your Company has implemented robust risk management policies and guidelines that set out the risk appetite for your company and your Company's general risk management philosophy. Accordingly, your Company has established a framework and process to monitor the exposures to implement appropriate measures in a timely and effective manner.

INTERNAL CONTROL SYSTEM AND ADEQUACY

Internal control systems and procedures in the Company are commensurate with the size and the nature of Company's business and are regularly reviewed and updated by incorporating changes in regulatory provisions in order to safeguard the assets and to ensure reliability of financial reporting.

HUMAN RESOURCES

The human resources strategy enabled the Company to attract, integrate, develop and retain the best talent required for driving business growth. The sustained strategic focus to enhance employee capability, improve efficiency.

The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented.

FINANCIAL PERFORMANCE

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

For and on behalf of board of directors

Sd/-

(Navin Chandra Sharma)

Chairman

Place : Kolkata

Date : 24th Day of May, 2013.

CEO/CFO Certification

We have reviewed financial statements and the Cash Flow statement for the year and that to the best of our 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 comply with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee:

1. Significant changes in the internal control during the year;
2. Significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For and on behalf of board of directors

Sd/-

(Navin Chandra Sharma)

(CEO /CFO/MD)

Place: Kolkata

Date : 24TH Day of May, 2013

CERTIFICATE

To,

The Members of

M/s. SELLWIN TRADERS LTD.

157, Rabindra Sarani, Kolkata - 700 007

We have examined the Compliance of the Conditions of Corporate Governance by **M/s. Sellwin Traders Ltd.** for the year ended on **March 31, 2013** as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of 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 confirm that the Company has generally complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance note issued by the institute of Chartered Accountants of India, we have to state that based on the report given by the Registrar of Company to the investor's Grievance Committee, there was no Investors' Grievance matter remaining unattended for more than 30 days as on **31st March, 2013**, against the Company.

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

For MAROTI & ASSOCIATES
Chartered Accountants

(M.K.MAROTI)
Proprietor

M. No.057073

Firm Reg.No : 322770E

Place : **Kolkata**

Date : **24th Day of May,2013**

AUDITORS' REPORT

To the Members

SELLWIN TRADERS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **SELLWIN TRADERS LIMITED**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
 - (b) in the case of the statement of Profit and Loss, of the **PROFIT** for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.
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REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

We have audited the accompanying financial statements of **SELLWIN TRADERS LIMITED**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For MAROTI & ASSOCIATES
Chartered Accountants**

**(M.K.MAROTI)
Proprietor**

M. No.057073

Firm Reg.No : 322770E

Place : Kolkata

Date : 24th Day of May, 2013.

ANNEXURES TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our Report of even date on the Accounts for the year ended on **31.03.2013**.

1. The Company had No fixed assets during the year. Hence Clause 4(I) (a) (b) and (c) are not applicable
 2. The Company had No Inventories during the year hence clause 4(II) (a) (b) and (c) are not applicable to it.
 3. a) The Company has not granted unsecured loans to parties covered in the Register maintained under Sec 301 of the Companies Act. Hence clause 4(III) (b) (c) and (d) are not applicable .
b) The Company has not taken unsecured Loan from Party covered in the Register maintained under Sec 301 of the Act Hence clause 4(III) (f) and (g) are not applicable.
 4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. Further on the basis of our examinations and according to the information and explanations given to us we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control systems.
 - 5) a) In our opinion and according to the information and explanations given to us we are of the opinion that the transactions in which Directors are interested as contemplated under Sec 299 of the Companies Act , 1956 and which required to be so entered in the register maintained under SEC 301 of the said Act , have been so entered
b) In our opinion and according to the information and explanations given to us the Company has not entered into any transaction made in pursuance of contracts or arrangements entered in the Register maintained under Sec 301 of the Companies Act 1956 exceeding Rs 5,00,000 / or more in respect of any party . Accordingly Paragraph (V) (b) of the order is not applicable.
 - 6) The Company has not accepted any deposits from the public. In our opinion and according to the information and explanations given to us the directives issued by the Reserve Bank of India and the provisions of sections 58A. 58AA or any other relevant provisions of the Act and the rules framed there under, to the extent applicable have been complied with.
 - 7) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
 - 8) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act,1956 in respect of services carried out by the Company.
 - 9) a) According to the records examined by us, the company is regular in depositing with appropriate authorities undisputed Income Tax Wealth Tax, Service Tax, Custom Duty, Excise Duty, Investor Education Protection Fund, Cess and other statutory dues applicable to it.
As informed to us provisions relating to Provident Fund, Employees State Insurance, Sales Tax, are not applicable to it.
b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax Wealth Tax, Service Tax, Custom Duty, Excise Duty, Investor Education Protection Fund, Cess and other statutory dues were outstanding at the year end for a period of more than Six Months from the date they became payable
-

As informed to us provisions relating to Provident Fund, Employees State Insurance, Sales Tax, are not applicable to it.

- 10) The Company has accumulated losses at the end of the Financial Year which is less than fifty percent of the net worth of the company. Further it has not incurred cash losses during the financial year ended on that date and in the immediately preceding financial year.
- 11) Based on our audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of dues to financial institutions or bank. There were no outstanding debentures during the year
- 12) According to the information and explanations given to us and based on the documents and records produced to us , the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities
- 13) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- 14) In respect of dealing / trading in shares in our opinion and according to the information and explanations given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein in. The shares have been held by the Company in its own name
- 15) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
- 16) The Company has not obtained any term loans. Accordingly clause 4(xvi) of the Order is not applicable.
- 17) According to the information and explanations given to us and on the basis of an overall examination of the balance sheet of the Company, we report that the Company has not utilized any funds raised on short term basis for long term investments.
- 18) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Accordingly, clause 4(xviii) of the order is not applicable.
- 19) The Company did not have any outstanding debentures during the year. Accordingly, clause 4(xix) of the order is not applicable.
- 20) The Company has not raised any money by public issues during the year. Accordingly, clause 4(xx) of the order is not applicable.
- 21) Based upon audit procedures performed for the purposes of reporting the true and fair view of the financial statements and as per the information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported by the management during the year under audit.

**For MAROTI & ASSOCIATES
Chartered Accountants**

(M.K.MAROTI)

Proprietor

M. No.057073

Firm Reg.No : 322770E

Place : Kolkata

Date : 24th Day of May, 2013.

BALANCE SHEET AS AT 31ST MARCH, 2013

		Note No.	2012 - 2013 ₹	2011 - 2012 ₹
I.	EQUITY AND LIABILITIES			
	(1) Shareholder's Funds			
	(a) Share Capital	2	82,000,000	82,000,000
	(b) Reserves and Surplus	3	19,791,540	19,780,590
	(2) Current Liabilities & Provisions			
	(a) Other current liabilities	4	19,854	7,865
	(b) Provisions	5	2,578	-
	Total		101,813,973	101,788,455
II.	Assets			
	(1) Non-current assets			
	(a) Non-current investments	6	101,000,000	101,000,000
	(2) Current assets			
	(a) Cash and cash equivalents	7	734,473	788,455
	(b) Other Current Assets	8	6,000	-
	(c) Trade Receivables	9	73,500	-
	Total		101,813,973	101,788,455

SIGNIFICANT ACCOUNTING POLICIES	1
OTHER NOTES ON ACCOUNTS	14

For and on behalf of the Board
Kailash Chandra Sharma **Navin Chandra Sharma**
Director **Director**

In terms of our report of even date
For MAROTI & ASSOCIATES
(Chartered Accountants)

M. K. Maroti
(Proprietor)

Place : Kolkata
Date : 24th Day of May, 2013.

(M.NO : 057073)
Firm Reg No : 322770E

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED
ON 31ST MARCH, 2013**

		Note No	<u>2012- 2013</u>	<u>2011 - 2012</u>
			₹	₹
I .	REVENUE FROM OPERATIONS	10	300,000	215,000
II.	TOTAL REVENUE		300,000	215,000
III.	<u>EXPENSES</u>			
	Employee Benefit Expense	11	71,500	71,500
	Other Expenses	12	214,972	179,601
			286,472	251,101
	Profit Before Tax		13,528	(36,101)
	Tax Expense			
	Current Tax		2,578	-
	Deferred Tax		-	-
	Profit / (Loss) For The Period		10,950	(36,101)
	Earning Per Equity Share	13		
	Basic		0.001	(0.004)
	Diluted		0.001	(0.004)

SIGNIFICANT ACCOUNTING POLICIES	1
OTHER NOTES ON ACCOUNTS	14

For and on behalf of the Board
Kailash Chandra Sharma Navin Chandra Sharma
Director Director

In terms of our report of even date
For MAROTI & ASSOCIATES
(Chartered Accountants)

M. K. Maroti
(Proprietor)

(M.NO : 057073)

Firm Reg No : 322770E

Place : Kolkata
Date : 24th Day of May, 2013.

Note - 1 Significant Accounting Policies:

01. ACCOUNTING CONVENTIONS

The Financial Statements are prepared on Historical Cost Convention. Financial Statements are prepared in accordance with relevant presentational requirements of the Companies Act, 1956 and applicable mandatory Accounting Standards.

02. INVESTMENTS

Investments are long-term investments, hence valued at cost.

03. RECOGNITION OF INCOME & EXPENDITURE

Income & Expenditures are accounted for on accrual basis.

04. EARNING PER SHARE

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

05. TAXES ON INCOME

Current Tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred Tax is recognised, subject to consideration of prudence, in respect of deferred tax assets / liabilities on timing difference, being the difference between taxable income and accounting income that originated in one period and are capable of reversal in one or more subsequent periods.

06. CONTINGENCIES :

These are disclosed by way of notes on the Balance sheet. Provisions is made in the accounts in respect of those contingencies which are likely to materialize into liabilities after the year end, till the finalization of accounts and material effect on the position stated in the Balance Sheet.

NOTE- 14 OTHER NOTES ON ACCOUNTS

1. Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.
2. Sundry debtors are subject to confirmation by the respective parties
3. Segment Report :

The Company is engaged in the business of Investing Activities and there are no separate reportable segments as per Accounting Standard 17.

4. Related Party Disclosure :

As per accounting standard 18 the information for related parties is given below:

KEY MANAGEMENT PERSONNEL (KMP)

1. Kailash Chandra Sharma
2. Navin Chandra Sharma
3. Nirmala Devi Sharma

5. **Deferred Taxation :**

On the basis of prudent ground, no deferred tax Asset has been recognised during the year. Company has carry forward losses under Income Tax Laws but in the absence of virtual certainty of sufficient future taxable income, in the opinion of management, deferred tax assets has not been recognised by way of prudence in accordance with AS-22 " Accounting For Taxes On Income " issued by the Institute of Chartered Accountants of India.

6. The Company has Complied this information based on the current information in its possession As at 31.03.2013 , No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under the Micro,Small and Medium Enterprises Development Act , 2006. Amount due to Micro Small and Medium Enterprises as on 31.03.2013 RS NIL (PY ₹ NIL)

7. No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of gratuity act

8. No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year

9. Earning in foreign Currency Nil Nil

10. Expenditure in foreign Currency Nil Nil

11. Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.

For and on behalf of the Board

Kailash Chandra Sharma **Navin Chandra Sharma**
Director Director

In terms of our report of even date
For MAROTI & ASSOCIATES
(Chartered Accountants)

M. K. Maroti
(Proprietor)

(M.NO : 057073)

Place : Kolkata

Date : 24th Day of May, 2013.

Firm Reg No : 322770E

NOTE FORMING PART OF THE BALANCE SHEET AS AT & STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	2012 - 2013 ₹	2011 - 2012 ₹
NOTE - 2		
SHARE CAPITAL		
Authorised		
82,00,000 Equity Shares of Rs.10/- each	82,000,000	82,000,000
Issued, Subscribed & Paid up		
82,00,000 Equity Shares of Rs.10/- each fully paid up in cash	82,000,000	82,000,000
	82,000,000	82,000,000

A.

Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period

	2012 - 2013		2011 - 2012	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	8,200,000	82,000,000	8,200,000	82,000,000
Shares issued during the year	—	—	—	—
Shares outstanding at the end of the year	8,200,000	82,000,000	8,200,000	82,000,000

B.**TERMS/ RIGHTS ATTACHED TO EQUITY SHARES**

The Company has only one class of equity share having par value of Rs 10 /- per share . Each holder of Equity share is entitled to one vote per share

In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts . The Distribution will be in proportion to the number of equity share held by the shareholders

C.**Details of shareholders holding more than 5% shares of the Company**

NAME OF THE SHAREHOLDER (EQUITY SHARES OF RS 10/ EACH FULLY PAID UP)	2012 - 13		2011 - 2012	
	Nos	%	Nos	%
BAJORIA DISTRIBUTORS PRIVATE LIMITED	1,770,000	21.59	1,770,000	21.59
MEGSHREE CREDIT PRIVATE LIMITED	1,196,800	14.60	1,196,800	14.60
LINGRAJ MARKETING PRIVATE LIMITED	789,470	9.63	789,47	9.63
ALLIED TREXIM PVT LTD	800,000	9.76	—	—

As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represents legal ownership of shares

	2012- 2013 ₹	2011 - 2012 ₹
NOTE - 3		
RESERVES & SURPLUS		
Capital Reserve		
Balance As per last Year	554,950	554,950
Add : Addition During the year	—	—
A	554,950	554,950
General Reserve		
Balance As per last Year (Created through amalgamation)	19,964,117	19,964,117
Add : Addition During the year	—	—
B	19,964,117	19,964,117
Profit and Loss Account		
Balance As Per last Account	(738,477)	(702,376)
Add : Addition During the year	10,950	(36,101)
	(727,527)	(738,477)
Add : Excess Provision written Back	—	—
C	(727,527)	(738,477)
TOTAL (A+B+C)	19,791,540	19,780,590
NOTE - 4		
OTHER CURRENT LIABILITIES		
Liability for Expenses	19,854	7,865
	19,854	7,865
NOTE - 5		
Provisions		
Provision for Income Tax	2,578	—
	2,578	—
NOTE - 6		
NON CURRENT INVESTMENTS		
Investment in Equity Shares (Long Term, at cost, fully paid up)		
UN-QUOTED		
RAJESH PROJECTS (INDIA) PVT LTD.(8,65,000 shares of Rs. 10/- each)	86,500,000	86,500,000
GANGA FERRO ALLOYS PVT LTD.(58000 equity shares)	14,500,000	14,500,000
	101,000,000	101,000,000
NOTES -7		
CASH & CASH EQUIVALENTS :		
Cash in hand (As certified)	675,730	451,282
Balances with Scheduled Bank in Current Account	58,743	337,173
	734,473	788,455

Sellwin Traders Limited

	2012- 2013 ₹	2011 - 2012 ₹
NOTE - 8		
<u>OTHER CURRENT ASSETS</u>		
T.D.S For The Asst. Year 2013-14	6,000	—
	6,000	—
NOTE - 9		
<u>TRADE RECEIVABLES</u>		
(Unsecured , Considered good)		
Outstanding for a period less than Six Months	73,500	—
	73,500	—
NOTE - 10		
<u>REVENUE FROM OPERATIONS</u>		
Advising Charges Received	—	215,000
Service charges Received	300,000	—
	300,000	215,000
NOTE - 11		
<u>EMPLOYEE BENEFIT EXPENSE</u>		
Salaries & Bonus	71,500	71,500
	71,500	71,500
NOTE - 12		
<u>OTHER EXPENSES</u>		
Advertisement Expenses	22,959	14,854
Audit Fees	21,912	8,968
Certification Fees	5,000	5,000
Data Accounting charges	12,000	10,000
Demat Expenses	746	—
Depository Expenses	33,708	33,286
Filing Fees	3,500	3,500
Internal Audit Fees	3,000	—
Professional Expenses	37,501	41,000
Listing Fees	19,663	19,302
Miscellaneous Expenses	11,088	8,918
Postage & Stamps	6,580	3,698
Printing & Stationary	23,926	15,656
Rates & Taxes	4,400	6,300
Transfer Agent Fees	8,989	9,119
	214,972	179,601
NOTE - 13		
<u>EARNING PER EQUITY SHARE (EPS)</u>		
Profit After Tax (PAT) (a)	10,950	(36,101)
Weighted average no. of shares outstanding (b)	8,200,000	8,200,000
Basic & Diluted EPS (a/b)	0.001	(0.004)
Face value of each share	10	10

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

1. CASH FLOW FROM OPERATING ACTIVITIES

	<u>31.03.2013</u>	<u>31.03.2012</u>
Net Profit/(Loss) before Tax (a)	13,528	(36,101)
Add: Preliminary Expenses W/O.	—	—
Sub Total - (b)	<u>13,528</u>	<u>(36,101)</u>
Operating Profit before Working Capital Changes		
(Increase) / Decrease in Current Assets (73,500)	56,180	56,180
Increase/ (Decrease) in Current Liabilities 11,989	4,865	4,865
Adjustment for I. T. & Provisions (6,000)	—	—
Sub Total - (c)	<u>(67,511)</u>	<u>61,045</u>
Net Cash from Operating Activities	<u>(53,983)</u>	<u>24,944</u>

2. CASH FLOW FROM INVESTING ACTIVITIES

(Increase)/ Decrease in Investment	—	500,000
Net Cash from Investing Activities	—	500,000

3. CASH FLOW FROM FINANCING ACTIVITIES

Loan Raised/(Repaid) during the year	—	—
Net Cash from Financing Activities	—	—
Net Increase in Cash/Cash Equivalent	(53,983)	524,943
Cash/Cash Equivalents (Opening)	<u>788,455</u>	<u>263,512</u>
Cash/Cash Equivalents (Closing)	<u>734,473</u>	<u>788,455</u>

NOTES

1 Cash Flow Statement has been prepared under the indirect method as set out in Accounting Standard 3 issued by the Institute of Chartered Accountants of India

2 Cash & Cash Equivalents Comprise:	<u>31/03/2013</u>	<u>31/03/2012</u>
Cash on Hand	675,730	451,282
Balnce With Schedule Banks in current Account	58,743	337,173
	<u>734,473</u>	<u>788,455</u>

For and on behalf of the Board

Kailash Chandra Sharma **Navin Chandra Sharma**
Director Director

In terms of our report of even date
For **MAROTI & ASSOCIATES**
(Chartered Accountants)

M. K. Maroti
(Proprietor)

(M.NO : 057073)

Firm Reg No : 322770E

Place : Kolkata

Date : 24th Day of May, 2013.

E-MAIL ADDRESS REGISTRATION FORM

(In term of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively Issued by Ministry of Corporate Affairs, Government of India)

(For shares held in physical form)

Niche Technologies Pvt. Ltd
D-511, Bagree Market,
71, B.R.B.B. Road, 5th Floor,
Kolkata - 700 001

I/We, Member(s) of **Sellwin Traders Limited**, hereby give my/our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) that the Ministry of Corporate Affairs may allow to be sent in electronic mode

I/We request you to note my/our e-mail address as mention below. If there is any change in the e-mail address, I/We will promptly communicate to you.

Folio No.	
Name of the first/sole Member	
E-mail address (to be registered)	

Place :

Date:

(Signature of first/sole Member)

SELLWIN TRADERS LIMITED

157, Rabindra Sarani, 1st Floor,
Kolkata-700 007, West Bengal

PROXY FORM

Member's Folio No. /DPID & CLID No. _____ No. of Shares _____

I/We _____ of _____

in the district of _____ being a member/members of the above named Company

hereby appoint _____ of _____

or failing him / her _____ of _____

as my / our proxy to attend and vote for me/us, on my/our behalf at the Annual General Meeting of the Company to be held on Monday, 26th Day of August, 2013 at 2.00 P.M. and any adjournment thereof.

Signed this _____ day of _____ 2013

Signature _____

Affix 1/-
Rupee
Revenue
Stamp

NOTE:

- 1) The Proxy form duly completed must reach at the Registered Office of the Company not less than 48 hours before the time of the meeting.
- 2) The form should be signed across the stamp as per the specimen signature registered with the Company.
- 3) A proxy need not be a Member of the Company.

SELLWIN TRADERS LIMITED

157, Rabindra Sarani, 1st Floor,
Kolkata-700 007, West Bengal

ATTENDANCE SLIP

Member's Folio No. /DPID & CLID No. _____ No. of Shares _____

Mr. / Ms. / M/s. : _____

(Member's/Proxy's Name in BLOCK LETTERS)

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General meeting of the Company at the Registered Office of the Company at 157, Rabindra Sarani, 1st Floor, Kolkata-700 007 on Monday, 26th Day of August, 2013 at 2.00 P.M

Member's/Proxy's Name in BLOCK Letters

Member's/Proxy's signature

- NOTE:** 1) Please fill in this attendance slip and hand it over at the ENTRANCE OF THE HALL.
2) Members/Proxy holders are requested to bring their copy of the Annual Report with them for the Meeting.

BOOK POST

If undelivered please return to
SELLWIN TRADERS LIMITED
157, Rabindra Sarani, Kolkata - 700 007
(West Bengal)