

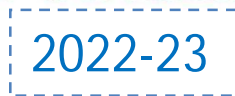


SELLWIN TRADERS LTD



Annual Report

2022-23



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:: BOARD OF DIRECTORS ::

Mr. Rajendra Sabavat Dakana Naik(appointed w.e.f. 25.07.2023)	Managing Director
Mr. Kalpesh Navnitlal Shah(appointed w.e.f.14.11.2022)	Independent Director
Mr. Sunil Motiram Jagtap	Independent Director
Ms. Chandani Prafulbhai Kansara	Independent Director
Mr. Pruthvikumar Vinodbhai Prajapati (appointed w.e.f. 22.10.2022)	Non-Executive Director
Mr. Monil Navinchandra Vora (appointed w.e.f. 13.02.2023)	Non-Executive Director
Mr. Rushil Hareshbhai Modi (resigned w.e.f 01.04.2023)	Managing Director
Mr. Satish Mohanrao Dhage (resigned w.e.f. 22.10.2022)	Non-Executive Director

:: AUDITORS ::

M/s. Rajesh J. Shah & Associates

Chartered Accountants

B-110-111, Gopal Palace, Near Shiromani Complex,
Opp. Ocean Park, Nehrunagar, Satellite Road, Ahmedabad-380015
Tel.: 079 26760537; E-mail: rjshah_ca@yahoo.com

:: BANKERS ::

IDFC First Bank
South Indian Bank

:: REGISTERED OFFICE ::

126/B Old China Bazar Street Kolkata
Kolkata WB 700001,
Tel.: +91 33 2231 3974, E-mail: selltl_1980@yahoo.co.in
Website: www.sellwinindia.com
CIN: L51909WB1980PLC033018

:: CORPORATE OFFICE ::

302, Priviera, Naherunagar Circle
Near Bank of Baroda, Ahmedabad - 380015
Tel.: 9714787932, E-mail: selltl_1980@yahoo.co.in

:: REGISTRARS AND SHARE TRANSFER AGENTS ::

Niche Technologies Pvt. Ltd.
3A, Auckland Place,
7th Floor, Room No. 7A & 7B, Kolkata 700 017
Tel.: +91 33 2280 6616 / 17 / 18
Fax: +91 33 2280 6619
E-mail: nichetechpl@nichetechpl.com

:: COMPANY SECRETARY & COMPLIANCE OFFICER ::

Ms. Pratiti Bharatbhai Patel (appointed w.e.f. 16.06.2022)

E-mail: selltl_1980@yahoo.co.in

:: CHIEF FINANCIAL OFFICER ::

Mr. Mitesh Patel (appointed w.e.f. 11.07.2022)

Audit Committee :

Chairman	:	Sunil Motiram Jagtap
Member	:	Chandani Prafulbhai Kansara
Member	:	Satish Mohanrao Dhage(up to 22.10.2022)
Member	:	Pruthvikumar Vinodbhai Prajapati (w.e.f. 22.10.2022)

Stakeholders' Relationship Committee

Chairman	:	Satish Mohanrao Dhage(up to 22.10.2022)
Chairman	:	Pruthvikumar Vinodbhai Prajapati (w.e.f. 22.10.2022)
Member	:	Sunil Motiram Jagtap
Member	:	Chandani Prafulbhai Kansara

Nomination & Remuneration Committee

Chairman	:	Sunil Motiram Jagtap
Member	:	Chandani Prafulbhai Kansara
Member	:	Satish Mohanrao Dhage(up to 22.10.2022)
Member	:	Pruthvikumar Vinodbhai Prajapati (w.e.f. 22.10.2022)

"NOTICE TO THE SHAREHOLDERS"

Notice is hereby given that the 43rd **Annual General Meeting** of the Members of **M/s.Sellwin Traders Limited** will be held through video conferencing on **Friday, 29th September, 2023 at 12:00 P.M.** to transact the following business:

ORDINARY BUSINESS:

- 1. To consider, approve and adopt the Audited Financial Statement for the year ended March 31, 2023 and the Report of the Board of Directors and Auditors thereon.**
- 2. To appoint M/s. J. Singh & Associates (FRN: 110266W), Chartered Accountants as Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Forty Eighth Annual General Meeting and to fix their remuneration:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and Guidelines issued by the Insurance Regulatory and Development Authority of India (IRDAI) for appointment of statutory auditors, M/s. J. Singh & Associates (FRN: 110266W), Chartered Accountants, who have confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years from the conclusion of the forty third Annual General Meeting (AGM) of the Company till the conclusion of the forty eighth Annual General Meeting, to examine and audit the accounts of the Company and the divisions, on such remuneration as may be approved by the Audit Committee and / or Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.”

RESOLVED FURTHER THAT the Board of Directors or Audit Committee thereof, be and are hereby severally authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors.

SPECIAL BUSINESS:

- 3. Appointment of Mr. Rajendra Sabavat Dakana Naik (Din: 09340513), Director of the company as Managing Director of the Company and to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval & consent of the Company be and is hereby

accorded to the appointment of Mr. Rajendra Sabavat Dakana Naik (Din: 09340513) as the Managing Director (Key Managerial Personal) of the Company for a period of five years with effect from 25th July, 2023 up to 25th July, 2028 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary and finalize the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Rajendra Sabavat Dakana Naik (Din: 09340513), subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of loss, absence or inadequacy of profits of the Company in any financial year during the term of the office of the appointee, the remuneration as mentioned in the Explanatory Statement shall be paid to him as minimum remuneration.”

“RESOLVED FURTHER THAT that the Board or a Committee thereof be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

- 4. To appoint Mr. Pruthvi Vinodbhai Prajapati (DIN: 09389324) as a Non-Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution**

“RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Pruthvi Vinodbhai Prajapati (DIN: 09389324) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.

“RESOLVED FURTHER THAT any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

- 5. To appoint Mr. Kalpesh Navnitlal Shah (DIN: 02727578) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution**

“RESOLVED that Mr. Kalpesh Navnitlal Shah (DIN: 02727578), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 14th November, 2022 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and for whom the Company has received a valid nomination from a member

proposing his as director of the Company in terms of the provisions of Section 160 of the Act and who is eligible for appointment be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Mr. Mr. KalpeshNavnitlal Shah (DIN: 02727578), who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five years with effect from the date of this Meeting”.

6. To appoint Mr. Monil Navinchandra Vora (DIN: 09627136) as a Non-Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013 and Rules framed there under, including any enactment, re-enactment or modifications thereof, Mr. Monil Navinchandra Vora (DIN: 09627136) whose term of office as an additional director expires at the conclusion of this Annual General Meeting be and is hereby appointed as the Director of the Company.

“**RESOLVED FURTHER THAT** any Director of the Company and/or any authorized representative of the Company be and is hereby severally authorized to do all such acts, things and deeds as may be deemed necessary for giving effect to the above stated resolution.”

**By Order of the Board
For Sellwin Traders Limited**

**Sd/-
Rajendra Sabavat DakanaNaik
Managing Director
DIN: 09340513**

**Dated: 1st September, 2023
Place: Ahmedabad**

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular no. 20/2020 dated 5th May, 2020 read with circular nos. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April, 2020 respectively (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. MCA had vide circular No 10/2022 dated 28.12.2022 & General Circular No 11/2022 dated 28.12.2022 MCA has extended the Time period for holding of AGM or passing of Ordinary/ Special

Resolution through "Video Conferencing" till 30th September 2023. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. Pursuant to MCA Circular no. 14/2020 dated 8th April 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint Authorized Representatives by uploading a duly certified copy of the board resolution authorizing their representatives to attend the AGM through VC / OAVM and participate thereat and cast their votes through e-voting.
3. The Explanatory Statement pursuant to Section 102(1) and (2) of the Act in respect of Item no. 3, 4, 5 & 6 is annexed hereto.
4. Pursuant to the provisions 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 (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Board of Directors of the Company has appointed Mr. Suhas Bhattbhatt, Practicing Company Secretary, (Membership No. 11975), as Scrutinizer to scrutinize the Voting process in a fair and transparent manner.
6. The Scrutinizer shall submit a consolidated Scrutinizer's Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting. The result declared along with the consolidated Scrutinizer's Report shall be simultaneously placed on the Company's website www.sellwinindia.com and on the website of CDSL and communicated to the BSE Limited.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to section 91 of the Act, read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members

and Share Transfer Books of the Company will remain closed from **September 23, 2023 to September 29, 2023** (both days inclusive) for the purpose of 43rd AGM.

10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and all the relevant documents pertaining to the resolutions proposed vide this notice of Annual General Meeting will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to selltl_1980@yahoo.co.in.
11. In compliance with the MCA Circulars and SEBI Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company / DPs. Members may note that the Notice of 43rd AGM and the Annual Report of the Company for the year ended 31st March, 2023 have been uploaded on the Company's website www.sellwinindia.com and may be accessed by the members and will also be available on the website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
12. SEBI vide its circular dated 8th June, 2018 amended Regulation 40 of the Listing Regulations pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form. Members holding the shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.

Further SEBI vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, has mandated that listed companies shall issue the securities in dematerialized form only, in order to enhance ease of dealing in securities markets by investors, for transactions including Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition of shares.

Dematerialization would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduce the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their shares dematerialized at the earliest.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **26th September, 2023 at 09:00 A.M. and ends on 28th September, 2023 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **22nd September, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available

	<p>at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you</p>

login through their Depository Participants	can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for SELLWIN TRADERS LIMITED on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; selltl_1980@yahoo.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their

respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at selltl_1980@yahoo.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries **to meeting** mentioning their name, demat account number/folio number, email id, mobile number at selltl_1980@yahoo.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Registrar & Share Transfer Agent at nichetechpl@nichetechpl.com or to the Company at selltl_1980@yahoo.co.in.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

**By Order of the Board
For Sellwin Traders Limited**

**Sd/-
Rajendra Sabavat Dakana Naik
Managing Director
DIN: 09340513**

**Dated: 1st September, 2023
Place: Ahmedabad**

EXPLANATORY STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013

Statements with respect to items under Special Business covered in the Notice of Meeting are given below:

Resolution No. 3

The Board considered and approved appointment, under Section 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, of Mr. Rajendra Sabavat Dakana Naik (DIN: 09340513) in the meeting held on 25th July, 2023 with effect from 25th July, 2028 as a Managing Director for a period of 5 years, with effect from 25th July, 2023 till 25th July, 2028, subject to approval of the members.

The Company had received consent letter from Mr. Rajendra Sabavat Dakana Naik (DIN: 09340513) to act as a Managing Director of the Company. Other relevant details of Mr. Rajendra Sabavat Dakana Naik (DIN: 09340513) as prescribed under the Companies Act, 2013 are as under:

Sr. No.	Particulars	
1	Age	38 years
2	Profile Including Qualification & Experience	Mr. Rajendra Sabavat Dakana Naik has completed BE (Mechanical Engineering) from Visvesvaraya Technological University (VTU) in 2007, MBA in project Management and LLB. He has 15 years of National & International experience in driving Business Development, Sales & Marketing, Business Strategy & Planning, Project Management, Mergers & Acquisitions, Quality Assurance.
3	Date of first Appointment	25 th July, 2023
4	Shareholding in Company	NIL
5	Relationship with other Directors/ KMP	He is not related to any Director/KMP of the Company.
6	Other Directorship/partnership	Director in Banzara Exim International Private Limited
7	Member/Chairmanship of committees of other Boards.	NIL
8	Terms and conditions of Appointment	As per the draft Agreement entered into with Mr. Rajendra Sabavat Dakana Naik

The Board recommends the appointment of Mr. Rajendra Sabavat Dakana Naik Chairman and Managing Director, by the shareholders of the Company by passing the ordinary resolution

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way

concerned or interested, financially or otherwise, in the said Resolutions set out at item no. 3 except Mr. Rajendra Sabavat Dakana Naik being an appointee.

Resolution No. 4

Mr. Pruthvikumar Vinodbhai Prajapati was appointed as an Additional Director under section 161 of the Companies Act, 2013 with effect from 22nd October, 2022 who holds the office up to the date of forthcoming Annual General Meeting of the Company. However, in order to regularize his appointment as a Director the approvals of the members of the Company are sought. Other relevant details of Mr. Pruthvikumar Vinodbhai Prajapati (DIN: 09389324) as prescribed under the Companies Act, 2013 are as under:

Sr. No.	Particulars	
1	Age	30 years
2	Profile Including Qualification & Experience	Mr. Pruthvi Prajapati having highest qualification of 12th Science for Gujarat education board have conducted experimental research in improving soil quality and vegetation produce organically. Through various traditional and nontraditional techniques, he has been able to manage various farming projects to successfully improve the yield.
3	Date of first Appointment	22 nd October, 2022
4	Shareholding in Company	NIL
5	Relationship with other Directors/ KMP	He is not related to any Director/KMP of the Company.
6	Other Directorship/partnership	Director of Vishwa Finechem Private Limited
7	Member/Chairmanship of committees of other Boards.	NIL

The Board recommends this resolution for approval by the Members of the Company as an ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the said Resolutions set out at item no. 4 except Mr. Pruthvikumar Vinodbhai Prajapati being an appointee.

Resolution No. 5

The Board of Directors of the Company at its meeting held on 14th November, 2022 on the recommendation of Nomination and Remuneration Committee, appointed Mr. Kalpesh Navnitlal Shah (DIN: 02727578) as an Additional Director and also an Independent Director, not liable to retire by rotation, for a term of 5 (Five) years with effect from 14th November, 2022, subject to approval of the shareholders of the Company.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Kalpesh Navnitlal Shah (DIN: 02727578) shall hold office upto the date of this Annual General Meeting.

Declarations have been received from Mr. Kalpesh Navnitlal Shah (DIN: 02727578) that he meets the criteria of Independence prescribed under Section 149 of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of your Board, he fulfills the conditions specified in the Companies Act, 2013 and the Rules there under and Listing Regulations, making the eligible for his appointment as Independent Director and is independent of the management of the Company.

He has no relationship with any other directors of the Company.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the said Resolutions set out at item no. 5 except Mr. Kalpesh Navnitlal Shah (DIN: 02727578) being an appointee.

Sr. No.	Particulars	Mr. Kalpesh Navnitlal Shah (DIN: 02727578)
1	Age	45 years
2	Profile Including Qualification & Experience	Mr. Kalpesh Navnitlal Shah has completed Bachelor of Science in Chemistry, B.Ed. and Bachelor of Law.He has 4 years’ experience working as a Production Manager in M/s. Aan Pharma (P) Ltd. He has also 6 years’ experience working as a Tech. Director in M/s. Aurocare Lifescience (P) Ltd. He is currently working as a Director in M/s. Kesar Pharma Private Limited, Hapax Pharma Private Limited and Kesar Finechem Private Limited.
3	Date of first Appointment	14th November, 2022
4	Shareholding in Company	NIL
5	Relationship with other Directors/ KMP	He is not related to any Director/KMP of the Company.
6	Other Directorship/partnership	1. Kesar Finechem Private Limited 2. Hapax Pharma Private Limited 3. Kesar Pharma Private Limited
7	Member/Chairmanship of committees of other Boards.	NIL

Resolution No. 6

Mr. Monil Navinchandra Vora was appointed as an Additional Director under section 161 of the Companies Act, 2013 with effect from 13th February, 2023 who holds the office up to the date of forthcoming Annual

General Meeting of the Company. However, in order to regularize his appointment as a Director the approvals of the members of the Company are sought. Other relevant details of Mr. Monil Navinchandra Vora (DIN: 09627136) as prescribed under the Companies Act, 2013 are as under:

Sr. No.	Particulars	
1	Age	40 years
2	Profile Including Qualification & Experience	Mr. Monil Navinchandra Vora has completed Bachelor of Commerce and CA Intermediate. He has 20 years' experience in equity and commodity market. He is currently working as a Director in M/s. Mannibhadra Aggro Private Limited, M/s. Mannibhadra Investment Private Limited, M/s. Mannibhadra Finnstock Private Limited and M/s. Mannibhadra Commodity Private Limited.
3	Date of first Appointment	13 th February, 2023
4	Shareholding in Company	NIL
5	Relationship with other Directors/ KMP	He is not related to any Director/KMP of the Company.
6	Other Directorship/partnership	1. Mannibhadra Aggro Private Limited 2. Mannibhadra Investment Private Limited 3. Mannibhadra Finnstock Private Limited 4. Mannibhadra Commodity Private Limited
7	Member/Chairmanship of committees of other Boards.	NIL

The Board recommends this resolution for approval by the Members of the Company as an ordinary resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the said Resolutions set out at item no. 6 except Mr. Monil Navinchandra Vora being an appointee.

:: BOARD'S 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, 2023**.

1. Financial Results:

(Rs. In Lakhs)

	AS AT 31.03.2023	AS AT 31.03.2022
Sales and Other Income	3960.29	955.72
Profit before depreciation, taxation & Exceptional Items	2.15	31.08
Less: Depreciation	1.11	0.00
Less: Current Tax	0.27	0.21
Less: Mat Credit	0.00	0.00
Less: Mat Credit for earlier year	0.00	0.00
Less: Deferred Tax	-0.11	0.00
Less: Exceptional Items	0.00	0.00
Profit after taxation	0.88	30.87
Add: Balance brought forward from previous year	(13.68)	(44.55)
Surplus available for appropriation	0.88	30.87
Appropriations	0.00	0.00
Transitional Provision for Depreciation	0.00	0.00
Prior period Income Tax adjusted	0.00	0.00
Balance carried to Balance sheet	(12.80)	(13.68)

2. Financial Position:

During the year under review, the Company has made a profit of Rs. 0.88 lakh during the year and Loss of Rs. 30.87 lakh in the preceding year. Your Directors are identifying prospective areas and will make appropriate investments that will maximize the revenue of the company in the current Financial Year.

3. Dividend :

In order to conserve the reserve, your directors do not recommend any dividend for the financial year ended, 31st March, 2023.

4. Transfer of unclaimed dividend to Investor Education and Protection Fund :Share Capital :

The paid-up equity capital as on March 31, 2023 was Rs. 820 lakhs. The Company has not issued shares with differential voting rights nor granted stock options no sweat equity.

5. Material Changes and Commitment if any affecting the financial position of the Company occurred between the ends of the financial year to which this financial statements relate and the date of the report:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year and the date of this report.

6. Transfer to reserves :

No amount was transferred to the General Reserve during the period 1st April, 2022 to 31st March, 2023.

7. Disclosure under sexual harassment of women at workplace :

Your Company is committed to provide and promote safe, healthy and congenial atmosphere irrespective of gender, caste, creed or social class of the employees. No cases have been files under the Act as the Company is keeping the working environment healthy.

8. Corporate Social Responsibility :

The Provisions of section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility are not applicable to the company.

9. Business Responsibility Report :

The SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 mandates inclusion of Business Responsibility Report (BRR) as part of the Annual Report for top hundred listed entities based on market capitalization. We does not fall in the top hundred listed entities and hence not provided the BRR as part of our Annual Report.

10. Risk Management :

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. The Board members were informed about risk assessment and after which the Board formally adopted and implemented the necessary steps for monitoring the risk management plan for the company.

11. Auditor :

Statutory Audit:

The observation made in the Auditors' Report read together with relevant notes thereon are self explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

M/s. Rajesh J. Shah & Associates, Chartered Accountants, (Firm Registration No. 108407W), Statutory Auditors of the Company has carried out the statutory Audit and submitted its report for the financial year ended on 31st March, 2023. There is no qualification, disclaimer, reservation or adverse remark made by the Statutory Auditors in Auditors' Report.

The Company has proposed the appointment of M/s. J. Singh & Associates (FRN: 110266W), Chartered Accountant, Gujarat, as Statutory Auditor of the Company to fill the Casual Vacancy caused by the Resignation of M/s. RRS & Associates (FRN: 118336W). The Auditor if appointed shall hold office for the

period of 5 years from the conclusion of this Annual General Meeting. The Company has received a letter from the M/s. RRS & Associates Chartered Accountants to the effect that the approval of their appointment, if made at the forthcoming Annual General Meeting, would be in accordance with the limits prescribed under 141(3)(g) of the Act.

Secretarial Audit:

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a secretarial audit report.

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr.Suahs Bhattbhatt, Practicing Company Secretary (Membership No. A11975and C.P. No.:10427) to undertake the Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit report for the financial year ended 31st March, 2023 is annexed herewith as “Annexure A” to this report. The Secretarial Audit Report does not contain any qualification, reservation and adverse remark.

12. Directors and Key Managerial Personnel's:

Mr. Pruthvikumar Vinodbhai Prajapati (DIN: 09389324) has been appointed as a Director of the Company and Mr. Satish Mohanrao Dhage (DIN: 09451312) has been resigned from the position of Director of the Company w.e.f. 22nd October, 2022.

Mr. Kalpesh Navnitlal Shah (DIN: 02727578) has been appointed as an Independent director of the Company w.e.f. 14th November, 2022. Mr. Monil Navinchandra Shah (DIN: 09627136) has been appointed as a Director of the Company w.e.f. 12th February, 2023.

However, Mr. Rushil Hareshbhai Modi (DIN: 08339047) and Ms. Chandani Prafulbhai Kansara (DIN: 09670529) has been appointed as an Independent Director of the Company w.e.f. 14th July, 2022. Mr. Navin Chandra Sharma (DIN: 00081104), has been resigned from the position of Managing Director of the Company w.e.f. 14th July, 2022 and Ms. Priyanka Singh (DIN: 08752330) and Ms. Vaishali Kumar Shaw (DIN: 08804508) has been resigned from the position of Director of the Company w.e.f. 14th July, 2022.

Pursuant to the provisions of section 203 of the Act, Ms. Pratiti Patel has been appointed as Company Secretary cum Compliance Officer of the company w.e.f. 16th June, 2022 and Mr. Manish Bhoot has been resigned from the Company Secretary cum Compliance Officer of the Company w.e.f. 15th June, 2022.

However, Mr. Mitesh Patel has been appointed as Chief Financial Officer of the company w.e.f. 11th July, 2022 and Mr. Sourav Pandey has been resigned from the Chief Financial Officer of the Company w.e.f. 11th July, 2022.

Mr. Rushil Hareshbhai Modi has been resigned from the position of the Managing Director of the Company w.e.f. 1st April, 2023 and Mr. Rajendra Sabavat Dakana Naikhas been appointed as a Managing Director of the Company w.e.f. 25th July, 2023 after the closure of financial year

All Independent Directors have given their declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Listing Regulations. In the opinion of the Board, all the Independent Directors are well experienced business leaders. Their vast experience shall greatly benefit the Company. Further, they possess integrity and relevant proficiency which will bring tremendous value to the Board and to the Company.

13. Corporate Governance And Management Discussion & Analysis Report:

The Company is exempt under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, read with Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. Hence, Annual Report 2022-23 does not contain the Corporate Governance Report.

Further, as and when the company falls under the applicability to provide Corporate Governance Report, the company will comply with the same. Management discussion & analysis report regarding compliance of the SEBI code of Corporate Governance is annexed herewith.

14. Acceptance of Deposit :

Your Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended.

15. Loans, Guarantee or Investments :

The company has not given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013. The details of the investments made by company are given in the notes to the financial statements

16. Internal Control System and Their Adequacy :

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board and to maintain its objectivity and independence, the Audit Committee reports to the Chairman of the Audit Committee and & to the Board Chairman & Managing Director.

17. Annual Evaluation of Board Performance and Performance of its Committees and of Individual Directors :

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Stakeholders Relationship, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

18. Nomination & Remuneration Policy :

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

19. Board & Committee Meetings :

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 11 (Eleven) meeting of the Board of directors, 5 (Five) Audit Committee Meetings, 6 (Six) Nomination & Remuneration Committee Meetings and 4 (Four) Stakeholders' Relationship Committee Meetings were held in the Financial Year 2022-23. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Number of Board Meeting and Attendance:

The Company sends notice of meetings of the Board well in advance so as to allow the Directors to block their calendars. There were eleven meetings of the board viz. 30.05.2022, 03.06.2022, 15.06.2022, 11.07.2022, 14.07.2022, 29.07.2022, 01.09.2022, 22.10.2022, 14.11.2022, 18.11.2022 and 13.02.2023 held during the year, details which is required pursuant to Section 134(3)(b) of the Companies Act, 2013 are given as under:

Name of Director	No. of Board Meeting attended	Whether attended AGM
Rushil Hareshbhai Modi	6	Y
Kalpesh Navnitlal Shah	2	N
Pruthvikumar Vinodbhai Prajapati	3	N
Sunil Motiram Jagtap	11	N
Monil Navinchandra Vora	0	N
Chandani Prafulbhai Kansara	6	Y
Satish Mohanrao Dhage	7	Y
Navin Chandra Sharma	4	N
Priyanka Singh	4	N
Vaishali Kumari Shaw	4	N

Number of Audit Committee and Attendance:

Pursuant to provision of Section 177 of the Companies act 2013, during the year under review, five meetings were held on 30.05.2022, 14.07.2022, 29.07.2022, 14.11.2022 and 13.02.2023. The attendance record of the members at the meeting was as follows:

Name of Member	Designation	Attendance
Pruthvikumar Vinodbhai Prajapati	Member	2
Sunil Motiram Jagtap	Chairman	5
Chandani Prafulbhai Kansara	Member	3
Satish Mohanrao Dhage	Member	3
Navin Chandra Sharma	Member	2
Vaishali Kumari Shaw	Chairman	2

Number of Nomination and Remuneration Committee and Attendance:

Pursuant to provision of Section 178 (1) of the Companies act 2013, during the year under review, 6 meetings were held on 15.06.2022, 11.07.2022, 14.07.2022, 22.10.2022, 14.11.2022 and 13.02.2023. The attendance record of the members at the meeting was as follows:

Name of Member	Designation	Attendance
Pruthvikumar Vinodbhai Prajapati	Member	1
Sunil Motiram Jagtap	Chairman	6
Chandani Prafulbhai Kansara	Member	3
Satish Mohanrao Dhage	Member	4
Priyanka Singh	Chairman	3
Vaishali Kumari Shaw	Member	3

Number of Stakeholder Relationship Committee and Attendance:

Pursuant to provision of Section 178(5) of the Companies act 2013, during the year under review, four meetings were held on 30.05.2022, 14.07.2022, 14.11.2022 and 13.02.2023. The attendance record of the members at the meeting was as follows:

Name of Member	Designation	Attendance
Pruthvikumar Vinodbhai Prajapati	Chairman	2
Sunil Motiram Jagtap	Member	4
Chandani Prafulbhai Kansara	Member	2
Satish Mohanrao Dhage	Chairman	2
Priyanka Singh	Member	2
Vaishali Kumari Shaw	Member	2

20. Related Party Transactions :

All related party transactions that were entered into during the financial year were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. The policy is available on the website of the company (<http://www.sellwinindia.com/file/2016/may/PolicyofRelatedPartyTransaction.pdf>).

21. Directors' Responsibility Statement :

The Financial Statement are prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). There are no material departures from the prescribed accounting standards in the adoption of these standards. In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, for the financial year ended March 31, 2023 the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The Directors have 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.
- iv) The Directors have prepared the annual accounts ongoing concern basis.
- v) 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.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

22. Preservation of documents :

All the documents as required under the Act, has been properly kept at the corporate office of the Company.

23. Listing with Stock Exchange :

The Company confirms that it has not defaulted in paying the Annual Listing Fees for the financial year 2022-23 to the Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

24. Significant and Material Orders:

There are no significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

25. Fraud Reporting:

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

26. Secretarial Standards of ICSI :

The Company is in compliance with the relevant provisions of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India and approved by the Central Government and other applicable Secretarial Standards from time to time.

27. Subsidiary Companies :

The Company does not have any subsidiary, hence the compliance of provisions of section 129(3) of the Companies Act, 2013 are not applicable.

28. Code of Conduct :

The Board of Directors has a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been posted on the Company's website.

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

The Code gives guidance through examples on the expected behavior from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management Personnel have confirmed compliance with the Code. All Management Staff were given appropriate training in this regard.

29. Vigil Mechanism :

In pursuant to the provisions of section 177 of the Companies Act, 2013 and SEBI Listing Regulations, the Company has a vigil mechanism to deal with issuance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The vigil mechanism ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The Chairman of Audit and Chairman of the Board looks into the complaints raised.

30. Archival Policy :

The policy deals with the retention and archival of corporate records of Sellwin Traders Limited. The policy is available on the website of the company(http://www.sellwinindia.com/file/2016/july/STL_Archival_Policy.pdf).

31. Prevention of Insider Trading :

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

32. Annual Return :

Pursuant to the provisions of Section 92(3) read with Section 134(3) (a) of the Companies Act, 2013, the Annual Returns on March 31, 2023 is available at the web link: www.sellwinindia.com

33. Managerial Remuneration/Particulars of Employees :

During the period under review, no employee of the Company drew remuneration in excess of the limits specified under the provisions of Section 197(12) of the Companies Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

34. Statutory Information:

Particulars required to be furnished by the Companies (Accounts) Rules, 2014:

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

35. Policy to Prevent Sexual Harassment at the Work Place:

The Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behavior is prohibited both by law and by the Sellwin Traders Ltd.

36. Details of Application made or Proceeding under Insolvency and Bankruptcy Code, 2016:

During the year under review, there were no applications made or proceedings pending in the name of the Company under the Insolvency and Bankruptcy Code, 2016

37. Details of Difference Between Valuation amount On one time Settlement and Valuation while Availing Loan From Banks and Financial Institutions.

During the year under review, there has been no one time Settlement of loans taken from Banks and Financial Institutions.

38. 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.

Sellwin Traders Limited

**By Order of the Board
For Sellwin Traders Limited**

Sd/-

Rajendra Sabavat Dakana Naik

Managing Director

DIN: 09340513

Dated: 1st September, 2023

Place: Ahmedabad

Annexure - "A"

:: SECRETARIAL AUDIT REPORT ::

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Sellwin Traders Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sellwin Traders Limited** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 ('Audit Period') 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, 2023 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; (Not applicable to the Company during the Audit period):
- (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, 2018; Not Applicable during the period under review.
 - (d) The Securities And Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; Not Applicable during the period under review.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Debt Securities) Regulations, 2021; Not Applicable during the period under review.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not Applicable during the Period under Review.
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; Not applicable to the Company during the Audit Period and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; Not applicable to the Company during the Audit Period.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with the BSE Ltd pursuant to SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation/s:

1. *The Company failed to maintain a Structured Digital Database as required by SEBI (PIT) Regulations, 2015*

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has not been any changes in the composition of the Board of Directors and Key Managerial Personnel during the period under review.

Generally adequate notice has 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.

Majority decision of the Board of Directors and its Committees is carried through and are captured and recorded as part of the minutes. There were no dissenting views.

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.

Place: Vadodara

Date: 04/09/2023

For S Bhattbhatt & Co.

Company Secretaries

Sd/-

Proprietor

ACS: 11975 CP: 10427

UDIN: A011975E000926922

Peer Review No.: 1660/2022

Note: This report is to be read with our letter of even date which is annexed as “Annexure A” and forms an integral part of this report.

“Annexure-A”

To,
The Members,
To
The Members
M/s. Sellwin Traders Ltd.
126/B Old China Bazar Street
Kolkata 700001

Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to **Sellwin Traders Limited** (the ‘Company’) is the responsibility of the management of the Company. Our examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. Our responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations where so required.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to me. We believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Place: Vadodara
Date: 04/09/2023

For S Bhattbhatt & Co.
Company Secretaries
Sd/-
Proprietor
ACS: 11975 CP: 10427
UDIN: A011975E000926922
Peer Review No.: 1660/2022

:: 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, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India.

Industry Structure and Developments

The Indian economy was under stress and the rupee depreciates sharply. India registered an economic growth of 7.2% in the financial year 2021-22 and 9.1% in 2021-22. The global economic turbulence that continued for past few years was expected to ease off by 2023 with stable and motivated new Government. We also faced significant strains in our growth rate as the same was in the Industry. Containment of the fiscal and current account deficits in the coming months will provide a cushion to the Indian economy from further volatility. Inflation expectations have moderated.

Segment Wise or Product Wise Performance

The global economic scenario has remained volatile and weak market sentiments continued in Fiscal 2018, 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 2019 reflects the on-going effect of the above economic and business factors. Your Company continues to implement its strategy to concentrate on its core business activity. 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.

**By Order of the Board
For Sellwin Traders Limited**

**Sd/-
Rajendra Sabavat Dakana Naik
Managing Director
DIN: 09340513**

**Dated: 1st September, 2023
Place: Ahmedabad**

:: AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE ::

To
The Members of
SELLWIN TRADERS LIMITED

We have examined the compliance of conditions of Corporate Governance by **Sellwin Traders Limited** for the year ended on **31st March, 2023**, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Corporate Governance. It is neither an Audit nor an opinion on the financial statement of the Company.

In our opinion and into 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 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 Rajesh J. Shah & Associates
Chartered Accountants
Firm Reg. No. : 108407W

(Jimit R. Shah)
(Partner)
M. No. : 163920
Place : Ahmedabad
Date : 30th May, 2023
UDIN:23163920BGUXZQ2561

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SELLWIN TRADERS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **SELLWIN TRADERS LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility Report, Corporate Governance and Shareholder’s Information, but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as

fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impacts its financial position in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

- a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- b. The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any person or entity, including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
- c. Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- d. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

FOR, RAJESH J. SHAH & ASSOCIATES

Chartered Accountants

Firm Reg. No.: 108407W

(JIMIT R. SHAH)

Partner

M. No.: 163920

Place: Ahmedabad

Date: 30-05-2023

UDIN: 23163920BGUXZQ2561

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in Para 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

I. In respect Paragraph 3(i) of the Order for Property, Plant and Equipment:

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (b) The Property, Plant and Equipment of the Company are physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification. In our opinion the periodicity of the physical verifications are reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us, the Company does not have immovable property. Accordingly, paragraph 3(i)(c) of the Order is not applicable on the Company.
- (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, paragraph 3(i)(d) of the Order is not applicable on the Company.
- (e) According to the information and explanations given to us, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, paragraph 3(i)(e) of the Order is not applicable to the Company.

II. In respect Paragraph 3(ii) of the Order for Inventories:

The Company does not hold any inventory within the meaning of inventories, as defined in Accounting Standard -2. So in our opinion, Paragraph 3(ii) of the order is not applicable to the Company.

III. In respect Paragraph 3(iii) of the Order:

- (a) During the year under consideration the Company has not has made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, paragraphs 3(iii)(a)(a), 3(iii)(a)(b), 3(iii)(a)(c), 3(iii)(a)(d), 3(iii)(a)(e) and 3(iii)(a)(f) of the Order are not applicable on the Company.
- (b) The Company has not provided any guarantee or security or loans or advances in the nature of loans or has not made any investment during the year under consideration.

- (c) The Company has not provided any loans or advances in the nature of loans. Thus, paragraph 3(iii)(c), 3(iii)(d), 3(iii)(e) and 3(iii)(c) of the Order is not applicable to the Company.
- IV. The Company has inter corporate investments, within the limit prescribed under section 186 of the Act, but has not provided any loans, guarantees and securities during the year. Further provision of section 185 of the Act is not applicable to the Company during the year under review.
- V. The Company has not accepted any deposits from the public. Accordingly, paragraph 3(v) of the Order is not applicable on the Company.
- VI. The Central Government has not specified maintenance of cost records under section 148 (1) of the Act for any of the goods or services rendered by the Company. Accordingly, paragraph 3(vi) of the Order is not applicable on the Company.
- VII. In respect of Paragraph 3(vii) for statutory dues:
- (a) According to the records of the Company, undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been generally regularly deposited to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as on last day of the financial year concerned for a period of more than six months from the date they became payable.
- (b) There are no dues in respect of income-tax, sales-tax, service tax or duty of customs or duty of excise or value added tax or GST that have not been deposited with the appropriate authorities on account of any dispute.
- VIII. According to the information and explanations given to us, there are no such transactions which have not been recorded in the books of account and have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Kindly refer Note No. 26 of the Financial Statements.
- IX. In respect of Paragraph 3(ix):
- (a) According to the information and explanations given to us, the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender. Accordingly, the provision of paragraph 3(ix)(a) of the Order is not applicable on the Company.
- (b) According to the information and explanations given to us, the company has not been declared willful defaulter by any bank or financial institution or other lender. Accordingly, the provision of paragraph 3(ix)(b) of the Order is not applicable to the Company.
- (c) According to the information and explanations given to us, the company has not taken any term loan from any bank or financial institution or others. Accordingly, the provision of paragraph 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, no such instances have been noticed wherein funds raised on short term basis have been utilized for long term purposes.

- (e) According to the information and explanations given to us, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- (f) According to the information and explanations given to us, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies
- X. In respect of Paragraph 3(x):
- (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable on the Company.
- (b) The company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3(x)(b) of the Order is not applicable on the Company.
- XI. In respect of Paragraph 3(xi):
- (a) According to the information and explanations given to us, no fraud by the Company or any material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, no whistle-blower complaints have been received by the company during the year.
- XII. The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of The Order is not applicable on the Company.
- XIII. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with the provision of section 177 & 188 of the Act, where applicable and details of such transactions have been disclosed in the notes to financial statements as required by the applicable accounting standards.
- XIV. According to the information and explanations given to us, the company did not have an internal audit system for the period under audit as the same was not required considering the size and nature of business and the same was not mandatory in terms of Section 138 of the Companies Act, 2013.
- XV. According to the information and explanations given to us, the company has not entered into any non-cash transactions with its directors or persons connected with him, so the provisions of section 192 of the Act is not required to be complied with.
- XVI. In respect of Paragraph 3(xvi):
- (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) The Group has no CIC as part of the Group.
- XVII. The Company has not incurred cash losses in the financial year under review and in the immediately preceding financial year. Accordingly, paragraph 3(xvii) of the Order is not applicable on the Company.
- XVIII. There has been no resignation of the statutory auditor during the year. Accordingly, paragraph 3(xviii) of the Order is not applicable on the Company.
- XIX. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- XX. Section 135 of the Act related to Corporate Social Responsibility is not applicable on the company. Accordingly, paragraph 3(xx)(a) and 3(xx)(b) of the Order is not applicable on the Company.
- XXI. The Company does not have any subsidiary, associate or joint venture and hence not required to prepare a Consolidated Financial Statement. Accordingly, paragraph 3(xxi) of the Order is not applicable on the Company.

FOR, RAJESH J. SHAH & ASSOCIATES

Chartered Accountants
Firm Reg. No.: 108407W

(JIMIT R. SHAH)

Partner
M. No.: 163920

Place: Ahmedabad
Date: 30-05-2023

UDIN: 23163920BGUXZQ2561

ANNEXURE “B” TO THE 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 **SELLWIN TRADERS LIMITED** (“the Company”) as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 respective 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 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 internal financial controls system over financial reporting of the Company.

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 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 financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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, to the best of our information and according to the explanations given to us, 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, 2023, 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, RAJESH J. SHAH & ASSOCIATES

Chartered Accountants
Firm Reg. No.: 108407W

(JIMIT R. SHAH)
Partner
M. No.: 163920

Place: Ahmedabad
Date: 30-05-2023
UDIN: 23163920BGUXZQ2561

CIN :L51909WB1980PLC033018

Balance Sheet as at 31st March 2023

(Amount in Rs.Thousands, unless otherwise stated)

Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
		(Rs.)	(Rs.)
<u>ASSETS</u>			
<i>Non-current assets :</i>			
(a) Property, Plant and Equipment	2	345.68	2.39
(b) Financial Assets			
(i) Investments	3(a)	13,740.47	13,740.47
(ii) Loans	3(b)	8,643.50	-
(c) Deferred tax assets (net)	4	10.44	-
(d) Other Non-current assets	5	36.00	2.16
<i>Current assets :</i>			
(a) Financial Assets			
(i) Trade receivables	3(c)	2,15,596.25	95,562.60
(ii) Cash and cash equivalents	3(d)	883.08	214.84
Total Assets ::		2,39,255.41	1,09,522.46
<u>EQUITY AND LIABILITIES</u>			
<i>Equity :</i>			
(a) Equity Share capital	6(a)	82,000.00	82,000.00
(b) Other Equity	6(b)	69,580.00	(65,608.49)
<u>LIABILITIES</u>			
<i>Non Current liabilities :</i>			
(a) Loan	6(c)	-	2,197.21
(b) Provisions	6(d)	27.04	-
(c) Deferred tax liabilities (Net)	4	-	1.10
<i>Current liabilities :</i>			
(a) Trade Payable			

Total outstanding dues of creditors other than small enterprises and micro enterprises.	7(a)	83,937.84	89,630.75
(b) Other current liabilities	7(b)	3,710.54	1,301.89
Total Equity and Liabilities ::		2,39,255.41	1,09,522.46

See accompanying notes to the financial statements 1-22

In terms of our report of even date
FOR Rajesh J. Shah & Associates
Chartered Accountants

For and on behalf of the Board
SELLWIN TRADERS LIMITED

(Jimit R Shah)

Partner

Membership No. 163920

Firm Registration No. 108407W

Monil N vora

Director

DIN : 09627136

Pruthvikumar Prajapati

Director

DIN: 09389324

Place : Ahmedabad

Date : 30th day of May, 2023

UDIN : 23163920BGUXZQ2561

Pratiti Patel

Company Secretary

ACS : 63826

Mitesh Patel

Chief Financial Officer

SELLWIN TRADERS LIMITED

CIN :L51909WB1980PLC033018

Statement of Profit and Loss for the period ended 31st March, 2023

(Amount in Rs.Thousands, unless otherwise stated)

	Particulars	Note No.	As at 31.03.2023 (Rs.)	As at 31.03.2022 (Rs.)
I	Revenue From operations	8	3,96,028.90	95,562.60
II	Other Income	9	-	9.25
III	Total Income (I+II)		3,96,028.90	95,571.85
IV	EXPENSES			
	Purchase		3,93,231.57	89,630.75
	Employee benefits expense	10(a)	1,935.30	520.00
	Depreciation and amortization expenses	10(b)	111.33	-
	Other expenses	11	630.72	2,209.63
	Finance costs		15.98	103.73
	Total expenses (IV)		3,95,924.89	92,464.11
V	Profit/(loss) before exceptional items and tax (I-IV)		104.01	3,107.74
VI	Exceptional Items		-	-
VII	Profit/ (loss) before exceptions items and tax (V-VI)		104.01	3,107.74
VIII	Income Tax expense:	12		
	(1) Current tax		27.04	(21.05)
	(2) Mat Credit Entitlement		-	-
	(2) Deferred tax		11.52	
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		88.49	3,086.69
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expenses of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		88.49	3,086.69
XIV	Other Comprehensive Income			
	A. (i) Items that will be reclassified to profit or loss		-	-

	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	B. (i) Items that will not be reclassified to profit or loss		-	(92.32)
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
XV	Total Comprehensive Income for the period (XIII+XIV)Comprising Profit/ (Loss) and Other.comprehensive Income for the period)		88.49	2,994.38
XVI	Earnings per equity share (for continuing operation):	14		
	(1) Basic		0.01	0.38
	(2) Diluted		0.01	0.38
	Earnings per equity share (for discontinued operation):			
XVII	(1) Basic		-	-
	(2) Diluted		-	-
XVII	Earning per equity share (for discontinued & continuing operation)			
I	(1)Basic		0.01	0.38
	(2) Diluted		0.01	0.38
See accompanying notes to the financial statements		1-22		

In terms of our report of even date
FOR Rajesh J. Shah & Associates
Chartered Accountants

For and on behalf of the Board
SELLWIN TRADERS LIMITED

(Jimit R Shah)

Partner

Membership No. 163920

Firm Registration No. 108407W

Monil N vora

Director

DIN : 09627136

Pruthvikumar Prajapati

Director

DIN: 09389324

Pratiti Patel

Company Secretary

ACS : 63826

Mitesh Patel

Chief Financial Officer

Place : Ahmedabad

Date : 30th day of May, 2023

UDIN : 23163920BGUXZQ2561

STATEMENT OF CHANGES IN EQUITY

SELLWIN TRADERS LIMITED

CIN :L51909WB1980PLC033018

Statement of Changes in Equity for the period ended 31st March, 2022

(Amount in Rs.Thousands, unless otherwise stated)

6A. Equity Share Capital

Balance at the beginning of the reporting period	8,200.00
Changes in equity share capital during the year	-
Balance at the end of the reporting period	8,200.00

6B. Other Equity

	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus				Fair Valuation for Equity Instrument through Other Comprehensive Income	Total
			Capital Reserve	Securities Premium Reserve	Amalgamation Reserve	Retained Earning		
Balance at the beginning of the reporting period	-	-	554.95	-	19,964.12	(1,368.02)	(84,759.53)	(65,608.49)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	1,60,000	-
Total comprehensive Income for the year	-	-	-	-	-	88.49	-	88.49
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-
Fair Value Measurement	-	-	-	-	-	-	-	-
Any other change	-	-	-	-	-	-	(24,900.01)	(24,900.01)
Balance at the end of the reporting period	-	-	554.95	-	19,964.12	(1,279.53)	50,340.46	69,580.00

Statement of Changes in Equity for the period ended 31st March 2022

(Amount in Rs.Thousands, unless otherwise stated)

6C Equity Share Capital

Balance at the beginning of the reporting period	8,200.00
Changes in equity share capital during the year	-
Balance at the end of the reporting period	8,200.00

6D.Other Equity

	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus				Fair Valuation for Equity Instrument through Other Comprehensive Income	Total
			Capital Reserve	Securities Premium Reserve	Amalgamation Reserve	Retained Earning		
Balance at the beginning of the reporting period	-	-	554.95	-	19,964.12	(4,454.00)	(84,667.22)	(59,694.15)
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	3,086.69	-	3,086.69
Dividends	-	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-	-
Fair Value Measurement							(92.32)	(92.32)
Any other change	-	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	554.95	-	19,964.12	7,540.69	(84,759.54)	(56,699.78)

UDIN:

In terms of our report of even date
FOR Rajesh J. Shah & Associates

Chartered Accountants

For and on behalf of the Board
SELLWIN TRADERS LIMITED

(Jimit R Shah)

Partner

Membership No. 163920

Firm Registration No. 108407W

Place : Ahmedabad

Date : 30th day of May, 2023

UDIN : 23163920BGUXZQ2561

Monil N vora

Director

DIN : 09627136

Pruthvikumar Prajapati

Director

DIN: 09389324

Pratiti Patel

Company Secretary

ACS : 63826

Mitesh Patel

Chief Financial Officer

SELLWIN TRADERS LIMITED

CIN :L51909WB1980PLC033018

Cash Flow Statement for the Year Ended 31st March, 2023

(Amount in Rs.Thousands, unless otherwise stated)

	<u>Particulars</u>	As at 31.03.2023		As at 31.03.2022	
A	<u>Cash Flow From Operating Activities</u>				
	Net Profit Before Tax and Extraordinary Items		104.01		3,107.74
	<u>Adjustment For:</u>				
	Interest on IT Refund	-		-	
	Provision for Doubtful Debt	-		-	
	Provision for Amount not recoverable	-		770.50	
	Depreciation	111.33	111.33	-	770.50
	Operating Profit Before Working Capital Changes		215.34		3,878.24
	<u>Changes in Working Capital :</u>				
	Decrease/(Increase) in Trade Payable	(5,692.92)		89,630.75	
	Decrease/(Increase) in Other Non-Current Assets	(33.84)		373.26	
	(Decrease)/Increase in Loans	(8,643.50)		-	
	(Decrease)/Increase in Other Current Liabilities	2,207.69		419.75	
	(Decrease)/Increase in Loan Liabilities	(2,197.21)		593.35	
	Decrease/(Increase) in Trade Receivables	(1,20,033.64)		(94,987.60)	
	Cash Generated From Operating Activities		(1,34,393.42)		(3,970.48)
	Less: Income Tax paid/(refund)		(1,34,178.08)		(92.24)
	Net Cash From Operating Activities		-		21.05
			(1,34,178.08)		(113.29)
B	<u>Cash Flow From Investing Activities</u>				
	Increase/ (Decrease) of Fixed Assets	(343)		-	
	Increase/ (Decrease) of Investments	-	(343)	-	-
			(343)		-
C	<u>Cash Flow From Financing Activities</u>				
	Other Equity	1,35,188.49		-	-
			1,35,188		-

Sellwin Traders Limited

Net Increase/(Decrease) in Cash & Cash Equivalent	667.13	(113.29)
Cash & Cash Equivalent At the Beginning of the Year	215.95	328.12
Cash & Cash Equivalent at the End of the Year	883.08	214.83

NOTES

1 Cash Flow Statement has been prepared under the indirect method as set out in Ind AS -7 "Statement of Cash flows" issued by the Institute of Chartered Accountants of India.

	As at 31.03.2023	As at 31.03.2022
2 Cash & Cash Equivalents Comprise:		
Cash on Hand	613.47	18.31
Balance With Schedule Banks in current Account	269.61	196.52
	883.08	214.84

In terms of our report of even date
FOR Rajesh J. Shah & Associates
Chartered Accountants

For and on behalf of the Board
SELLWIN TRADERS LIMITED

(Jimit R Shah)
Partner
Membership No. 163920
Firm Registration No. 108407W

Monil N vora
Director
DIN : 09627136

Pruthvikumar Prajapati
Director
DIN: 09389324

Place : Ahmedabad
Date : 30th day of May, 2023
UDIN : 23163920BGUXZQ2561

Pratiti Patel
Company Secretary
ACS : 63826

Mitesh Patel
Chief Financial Officer

Note 1 : Significant Accounting Policies.

SI. No. **COMPANY OVERVIEW**

Sellwin Traders Limited was incorporated under the provision of The Companies Act, 1956 as Public limited Company in the name of “Sellwin Traders Limited” vide Company Incorporation No. L51909WB1980PLC033018 dated 29th September, 1980 issued by ROC Kolkata at West Bengal. The company has subsequently obtained the Certificate for Commencement of Business on 14th October, 1980.

The company Sellwin Traders Limited (STL) was incorporated on 29th September, 1980 under the Companies Act, 1956 in the State of West Bengal with main object to carry on the business as traders, exporters, agents, representatives, dealers, producers, stockiests, importers or distributors of industrial, commercial, agricultural, scientific, household, domestic, farm and forest products, goods, plants, machineries, equipments, apparatus, gadgets, appliances, accessories, spare parts or other merchandise including tea, coffee, jute and jute goods, textiles, cotton, yarn, wool and woolen goods, handicrafts piece of arts, Jewellery, ornaments, steel, plastic, rubber, chemicals engineering goods, minerals, electronic, musical and sports goods, cloth, dresses, garments, transport vehicles, food products, live stocks, books reading and educative materials paper and paper products.

BASIS OF PREPARATION OF FINANCIAL STATEMENTS.

a) **Basis of preparation and compliance with Ind AS**

The Financial Statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013 including the rules notified under the relevant provision of the Companies Act 2013.

These financial statement have been prepared and presented under the historical cost convention, on the accrual basis of accounting except for certain financial assets and financial liabilities that are measured at fair values at the end of each reporting period.

b) **Segment Reporting.**

The Company does not have any income from different segment or any geographical segments, hence there are no separate reportable segments as per Ind AS.

c) **Foreign currency translation.**

The Company does not have any income in Foreign Currency, hence injunction in regard to foreign currency translation did not reportable as per Ind AS.

d) **Revenue Recognition.**

Revenue is recognised when it is probable that economic benefits associated with a transaction flows to the Comapany in the ordinary course of activities and the amount of revenue can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes, goods and service tax (GST) and amounts collected on behalf of third parties. Income & Expenditures are accounted for on accrual basis.

e) **Governments Grants.**

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income. Moreover, during the year the company did not received any grants from the Governments.

f) **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.

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.

g) **Impairment of Assets.**

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its receive after impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life.

h) **Cash and cash equivalents.**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, demand deposits with bank, 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, and bank overdrafts.

i) **Basis of measurement**

The Financial Statements have been prepared on a going concern basis using historical cost convention and on an accrual method of accounting, except for certain financial assets and liabilities, including derivative.

Fair value measurement

The Company measures financial instruments, such as, derivatives 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:

- i) In the principal market for the asset or liability, or
- ii) In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Fair value for measurement and /or disclosure purpose in these financial statements is determined on such a basis, except for share based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 17, and measurements that have some similarities to fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

j) **Property, Plant and Equipment.**

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

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of its property, plant and equipment recognised as at 1 April 2017 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value.

Depreciation is calculated using the W.D.V. method to allocate their cost, net of their residual values, over their estimated useful lives. Depreciation on fixed assets added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / disposal. In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

> Computer

0 – 3 Years

The useful lives have been determined based on technical evaluation done by the management's expert which are not higher than those specified by Schedule II to the Companies Act; 2013, in order to reflect the actual usage of the assets. The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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) **Functional and presentation currency**

These Ind AS Financial Statements are prepared in Indian Rupee which is the Company's functional currency.

All financial information presented in Rupees has been rounded to the nearest crores with two decimals.

l) **Standards issued but not yet effective:**

The amendments to standards that are issued, but not yet effective, up to date of issuance of the Company's financial statements are disclosed below.

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment'. The amendments are applicable to the Company from April 1, 2017.

Amendment to Ind AS 7:

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement. Ind AS-7 does not applicable for the company during the year.

Amendment to Ind AS 102:

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards and awards that include a net settlement feature in respect of withholding taxes. It clarifies that the fair value of cash-settled awards is determined on a basis consistent with that used for equity-settled awards. Market-based performance conditions and non-vesting conditions are reflected in the 'fair values', but non-market performance conditions and service vesting conditions are reflected in the estimate of the number of awards expected to vest. Also, the amendment clarifies that if the terms and conditions of a cash-settled share-based payment transaction are modified with the result that it becomes an equity-settled share-based payment transaction, the transaction is accounted for as such from the date of the modification. Further, the amendment requires the award that include a net settlement feature in respect of withholding taxes to be treated as equity-settled in its entirety. The cash payment to the tax authority is treated as if it was part of an equity settlement.

m) **Borrowings.**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

n) **Borrowing Cost.**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

o) **Provisions.**

Provisions are measured at the present value of management's best estimate of the expenditure required 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 recognised as interest expense.

p) **Employee benefits.**

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other long-term employee benefit obligations

The company has complied the revised Indian Accounting standard - 19 "Employee Benefits" notified under the Companies (Accounting Standards) Rules, 2006. There is no present obligation of any post employment benefit including gratuity during the year. Therefore no actuarial gain or loss arose at the end of the year.

(iii) Bonus, Medical, gratuity & Other obligations.

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.

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.

Share-based compensation benefits are not provided to employees via the Value Ind AS Employee Option Plan and share-appreciation rights.

Termination benefits are payable when employment is terminated by the group before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The group recognises termination benefits at the earlier of the following dates:

- (a) when the group can no longer withdraw the offer of those benefits; and
- (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits.

In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

q) **Dividends.**

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

r) **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.

s) **Rounding of amounts.**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rs. 10/- as per the requirement of Schedule III, unless otherwise stated.

The Company will adopt these amendments from their applicability date.

SELLWIN TRADERS LIMITED

NOTE FORMING PART OF THE BALANCE SHEET & STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

Note -2

(Amount in Rs.Thousands, unless otherwise stated)

Property, Plant and Equipments

As at 31.03.2023

Description	Gross Block			Depreciation			Net Block		
	As at 01.04.20 22	Addition	Deletion	As at 31.03.202 3	Upto 31.03.2022	For the year	Upto 31.03.20 23	As at 31.03.20 23	As at 31.03. 2022
Tangible assets									
Computer	47.88	82.56	-	130.44	45.49	39.11	84.60	45.85	2.39
Furniture	-	372.08	-	372.08	-	72.22	72.22	299.86	-
Total	47.88	454.64	-	502.52	45.49	111.33	156.82	345.68	2.39

As at 31.03.2022

Description	Gross Block			Depreciation			Net Block		
	As at 01.04.20 21	Addition	Deletion	As at 31.03.202 2	Upto 31.03.2021	For the year	Upto 31.03.20 22	As at 31.03.20 22	As at 31.03. 2021
Tangible assets									
Computer	47.88	-	-	47.88	45.49	-	45.49	2.39	2.39
Total	47.88	-	-	47.88	45.49	-	45.49	2.39	2.39

1. Useful lives of assets have been determined as per companies' act 2013. No depreciation has been provided for the assets which are carried at or lower than its salvage value
2. The Company has asset only under the head Office Equipment under Property, Plant and Equipment and hence other Heads as given in Schedule III Division III of Companies Act, 2013 has not been shown under Property, Plant and Equipment.

Note 3 : Financial Assets

3(a) Investments - Non-Current

	31.03.2023	31.03.2022
Investment in Equity Instruments		
Financial Investment in Unquoted Equity Shares (Long Term, at FVIOCI, fully paid up)		
Rajesh Projects (India) Pvt Ltd [912300 (P.Y 912300)Shares of R.S 10/- each]**	9,123.00	9,123.00
Ganga Ferroalloys Pvt Ltd [24,000 (P.Y 24,000) Shares of R.S 10/- each]	4,617.47	4,617.47
Total (Equity Instruments)	13,740.47	13,740.47

3(b) Loan- Non-Current

	31.03.2023	31.03.2022
Other Loans		
Loan Receivables which have significant increase in credit risk	8,643.50	1,541.00
Less: Provision for Doubtful Loan#	-	(1,541.00)
Non-current Loan Receivables	8,643.50	-

3(c) Trade Receivables

	31.03.2023	31.03.2022
Trade Receivable considered good - Secured	2,15,596.24	95,562.60
Trade Receivables which has significant increase in Credit Risk	-	1,150.00
Less : Provision for Bad Debt#	-	1,150.00
Total Trade Receivables	2,15,596.24	95,562.60

Trade Receivables ageing schedule

As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - Considered Good	-	2,15,596	-	-	-	2,15,596.24
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-
Less: Provision for Bad Debt	-	-	-	-	-	-
Total Trade Receivables						2,15,596.24

As at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables - Considered Good	95,563	-	-	-	-	95,562.60
Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	1,150.00	1,150.00
Less: Provision for Bad Debt	-	-	-	-	(1,150.00)	(1,150.00)
Total Trade Receivables						95,562.60

3(d) Cash and Cash Equivalents

	31.03.2023	31.03.2022
Balance with banks	269.61	196.52
Cash on Hand	613.47	18.31
Total Cash and Cash Equivalents	883.08	214.84

Note 4 : Deferred Tax Assets / (Liabilities)

	31.03.2023	31.03.2022
<u>Deferred Tax Liabilities</u>		
Opening Balance	0.52	0.52
Add : Generated	-	-
Less : Reversed	0.52	-
Closing Balance	(0.00)	0.52
<u>Deferred Tax Asset</u>		
Opening Balance	(1.10)	(0.58)
Add : Generated		-
Less : Reversed	1.10	-
Closing Balance	-	(0.58)
Deferred tax Asset / (Liabilities) (Net)	0.00	(1.10)

Note 5 : Other Non-Current Assets

	31.03.2023	31.03.2022
Others	36.00	2.16
Total Other Current Assets	36.00	2.16

(Amount in Rs.Thousands, unless otherwise stated)

Note 6 : Equity Share Capital and Other Equity.

6(a) Equity Share Capital

Authorised equity share capital :

	31.03.2023	31.03.2022
82,00,000 Equity Shares of Rs 10 each	82,000.00	82,000.00
As at 31 March 2022	82,000.00	82,000.00

(i) Issued, Subscribed and Paid up:

	31.03.2023	31.03.2022
82,00,000 Equity Shares of Rs 10 each	82,000.00	82,000.00
As at 31 March 2022	82,000.00	82,000.00

Terms and 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.

(ii) Details of shareholders holding more than 5% shares in the company

Particulars	31.03.2023		31.03.2022	
	Number of Shares	% Holding	Number of Shares	% Holding
(EQ. SH. OF RS 10/- EACH FULLY PAID UP)				
MEGHSHREE CREDIT PRIVATE LIMITED	-	-	11,96,800	14.60
KASHYAP COMMDEAL PRIVATE LIMITED	-	-	9,34,000	11.39

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.

(iii) Details of Shareholding of Promoter

Particulars	31.03.2023			31.03.2022	
	% Change	Number of Shares	% Holding	Number of Shares	% Holding
Name of the Promoter					
NAVIN CHANDRA SHARMA	-	-	-	15,500	0.19
NIRMALA DEVI SHARMA	-	-	-	16,250	0.20
KASHYAP COMMDEAL PVT. LTD	-	-	-	9,34,000	11.39
MEGHSHREE CREDIT PRIVATE LIMITED	-	-	-	11,96,800	14.60

6(b) Reserves and Surplus

	31.03.2023	31.03.2022
Capital Reserve	554.95	554.95
Amalgamation Reserve	19,964.12	19,964.12
Retained Earnings	7,629.18	(1,368.02)
Fair Valuation of Equity Instrument through Other Comprehensive Income	(84,759.54)	(84,759.54)
Total Reserves and Surplus	(56,611.28)	(65,608.49)

(i) Capital Reserve

	31.03.2023	31.03.2022

Sellwin Traders Limited

Opening Balance	554.95	554.95
Add: Addition During the year	-	-
Closing Balance	554.95	554.95

(ii) Amalgamatio Reserve

	31.03.2023	31.03.2022
Opening Balance	19,964.12	19,964.12
Add: Addition During the year	-	-
Closing Balance	19,964.12	19,964.12

(iii) Retained Earnings

	31.03.2023	31.03.2022
Opening Balance	(1,368.02)	(4,454.71)
Net Profit / (Loss) for the period	88.49	3,086.69
Closing Balance	(1,279.53)	(1,368.02)

(iv) Fair Valuation of Equity Instrument through Other Comprehensive Income

(Amount in Rs.Thousands, unless otherwise stated)

	31.03.2023	31.03.2022
Opening Balance	(84,759.54)	(84,667.22)
Net Profit / (Loss) for the period	-	(92.32)
Closing Balance	(84,759.54)	(84,759.54)

NOTE - 6(c)

Financial liabilities - Non current : Borrowings

	31.03.2023	31.03.2022
Other loans		
Unsecured, considered good	-	2,197.21
Total Borrowings	-	2,197.21

NOTE - 6(d)

Provision- Non Currents

	31.03.2023	31.03.2022
Provision of Income Tax	27.04	-
Total Provision	27.04	-

7(a) Trade Payables

	31.03.2023	31.03.2022
Trade Payables (Unsecured, Considered Good)		
Due to Creditors other than micro and small enterprises	83,937.84	89,630.75
Total Trade Payables	83,937.84	89,630.75

Trade Payable ageing schedule

As at 31st March, 2023

Trade Payable (Unsecured, Considered Good)						
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 year s	2-3 years	More than 3 years	Total
Due to Creditors other than micro and small enterprises	-	83,937.84	-	-	-	83,937.84
Total Trade Payable						83,937.84

As at 31st March, 2022

Trade Payable (Unsecured, Considered Good)						
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 year s	2-3 years	More than 3 years	Total
Due to Creditors other than micro and small enterprises	89,630.75	-	-	-	-	89,630.75
Total Trade Payable						89,630.75

Note 7 (b): Other Current Liabilities.

	31.03.2023	31.03.2022

Liabilities for Expenses	-	202.45
Salary Payable	1,017.21	1,039.34
Other Payable	2,691.00	34.30
Statutory Dues		
-Professional Tax Payable	2.33	3.08
-TDS Payable	-	22.72
Total Other Current Liabilities	3,710.54	1,301.89

Note 8 : Revenue from Operation.

	31.03.2023	31.03.2022
Sales	3,96,028.90	95,562.60
Advising Charges	-	-
Total Revenue from Operation	3,96,028.90	95,562.60

Note 9 : Other Income.

	31.03.2023	31.03.2022
Interest on IT Refund	-	9.25
Total Other Income	-	9.25

Note 10: Expenses.**10(a) Employee Benefit Expenses**

	31.03.2023	31.03.2022
Salary	1,635.30	400.00
Directors Remuneration	300.00	120.00
Total Employee Benefit Expenses	1,935.30	520.00

10(b) Depreciation and Amortisation Expenses

	31.03.2023	31.03.2022
Depreciation	111.33	-
Total Depreciation and Amortisation Expenses	111.33	-

Note 11 : Other Expenses

	31.03.2023	31.03.2022
Advertisement Expenses		36.76
Payment to auditors (<i>refer note 11(a) below</i>)		59.00
Certification Fees	14.99	12.50
Demat Expenses	-	2.39
Depository Expenses	53.10	53.10
E-Voting Processing Fees	-	12.98
Electricity Expense	11.16	-
Filing Fees	-	5.40
Fees for Monitoring of Foreign Investment	11.80	11.80
Internal Audit Fees	-	5.00
Interest on Professional Tax	0.12	0.07
Listing Fees	354.00	354.00
Sundry Balance written off	-	237.92
Miscellaneous Expenses	26.23	3.13
Postage & Stamps	3.10	11.52
Printing & Stationary	5.16	5.45
Provision for Bad Debt	-	575.00
Provision for Amount not Recovered	-	770.50
General Expenses	-	2.44
Rates & Taxes	-	2.50
Rent Expense	123.00	-
ROC Expense	6.70	-
Scrutnizer Fees	-	6.00
Secretarial Audit fees	-	15.00
Transfer Agent Fees	21.36	21.24
Website Expenses	-	5.94
Total Other Expenses	630.72	2,209.63
11(a) : Details of Payment to Auditors		
	31.03.2023	31.03.2022
Payment to Auditors		
<i>As Auditors:</i>		
Audit Fees	-	41.30

Tax Audit Fees	-	-
Other Legal & Professional Fees	-	17.70
Total Payment to Auditors	-	59.00

Note 12 : Income Tax Expenses

	31.03.2023	31.03.2022
(a) Income Tax Expenses		
<i>Current Tax</i>		
<i>Current tax on profit for the year</i>	27.04	(21.05)
<i>Adjustments for current tax of prior periods</i>	-	-
Total Current Tax Expenses	27.04	(21.05)
<i>Deferred Tax</i>		
<i>Decrease (Increase) in deferred tax assets</i>	-	-
<i>(Decrease) Increase in deferred tax liabilities</i>	11.52	-
Total deferred tax expenses (benefit)	11.52	-
Income Tax Expenses	38.56	(21.05)
Income tax expenses is attributable to:		
Profit from continuing operations	38.56	(21.05)
Profit from discontinuing operations	-	-
	38.56	(21.05)

(Amount in Rs.Thousands, unless otherwise stated)

(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:

	31.03.2023	31.03.2022
Profit from continuing operations before income tax expense	104.01	3,107.74
Profit from discontinuing operation before income tax expense	-	-
	104.01	3,107.74
Tax at the Indian tax rate of 26%	27.00	808.00
Tax effect of:		
Adjustment on account of loss	(27.00)	808.00
Adjustments of carried forward business loss	-	-

Expenses allowed as per IT Act	-	-
Tax as per MAT	-	-
Additional Allowance of MAT Credit	-	-
Current Tax Provision (A)	-	-
Incremental Deferred Tax Liability/(Assets) on account of Property, Plant and Equipment	11.52	(21.05)
Deferred Tax Provision (B)	11.52	(21.05)
Tax Expenses recognised in Statemnt of Profit and Loss (A+B)	11.52	(21.05)

Note 13 : Related party transactions.

13(a) : Subsidiaries

	31.03.2023	31.03.2022
Associates	None	None
Subsidiaries	None	None

13(b) : Key management personnel

1. Rushil H Modi - Managing Director (Resigned w.e.f. 31st March 2023)
2. Pratiti Patel - Company Secretary (Appointment w.e.f 16th June 2022)
3. Mitesh Patel - Chief Financial Officer (Appointment w.e.f 11th July 2022)

13(c) : Transaction with Related Parties

				31.03.2023	31.03.2022
Navin Chandra Sharma	Directors Remuneration		Managing Director	-	120.00
Kalpesh N Shah	Directors Remuneration		Director	300.00	
Manish Bhoot	Salary		Company Secretary	-	15.00
Lakshman Prasad Shaw	Salary		Company Secretary	-	385.00
Pratiti Patel	Salary		Company Secretary	297.00	-
Mitesh Patel	Salary		Chief Financial Officer	117.00	-

Note 14 : Earning Per Share.

	31.03.2023	31.03.2022
Net Profit after tax as per Statement of Profit and Loss (A)	88	3,087
weighted Average number of Equity shares outstanding (B)	82,00,000	82,00,000
Basic and Diluted Earnings per share (Rs)[A/B]	0.011	0.376
Face value per equity share (Rs)	10	10

Note 15: Fair value measurements

(Amount in Rs.Thousands, unless otherwise stated)

Financial instruments by category

Particulars	As at 31st March, 2023				As at 31st March, 2022			
	Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets								
-								
At Amortised Cost								
Trade Receivable	2,15,596.25	-	-	-	95,562.60	-	-	-
Cash and Cash Equivalants	883.08	-	-	-	214.84	-	-	-
Loans	8,643.50	-	-	-	-	-	-	-
At FVOCI								
Investment in Equity (Unquoted)*	13,740.47	-	-	13,740.47	13,740.47	-	-	13,740.47

* Excludes Financial Assets Measured at Cost (Refer Note 3(a))

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

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 maximise 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.

Note: 16

The following are analytical ratios for the year ended March 31, 2023 & March 31, 2022

Particulars	Numerator	Denominator	31.03. 2023	31.03. 2022	Variance %	Reason
Current Ratio	Current assets	Current Liabilities	2.47	1.05	134.49	The major variance is due to change in Trade Receivable which increased as result of increase in Current asset of the company and also increase the Trade payable of the company .
Debt Equity Ratio	Total Debt	Total Equity	-	0.13	-100.00	The variance is due to change in Loan which increased as result of increase in Debt of the company .
Debt Service Coverage Ratio	Net Operating Income	Total Debt Services	-	1.41	-100.00	The variance is due to change in Revenue from Operation which increased as result of increase in Reserve of the company .
Return on Equity	Net Earnings	Shareholder' s Equity	0.06%	18.83%	-99.69	The company's revenue have Increased during the Financial Year and on the other hand the expenses of the company have decreased thereby increasing the profits of the

Inventory Turnover Ratio	Net Sales	Average Inventories	NA	NA	NA	
Trade Receivables Turnover Ratio	Net Credit Sales	Average Trade Receivables	1	1	0.00	
Trade Payables Turnover Ratio	Net Credit Purchases	Average trade Payables	1	1	NA	
Net Capital Turnover Ratio	Total Sales	Shareholder's Equity	2.61	5.83	-55.19	There has been a significant increase in the revenue from operations of the company.
Net Profit Ratio	Net Profit	Revenue from Operations	0.00	0.03	-99.29	There has been a significant increase in the revenue from operations of the company.
Return on Capital Employed	Earning before interest on tax	Capital Employed	0.08%	19.59%	-99.60	There has been a significant increase in the revenue from operations of the company.
Return on Investment	Income generated from investments	Time weighted average investments	NA	NA	NA	