



SELLWIN TRADERS LTD



Annual Report

2019-20



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:: BOARD OF DIRECTORS ::

| | |
|---|---------------------------------|
| Mr. Navin Chandra Sharma | Managing Director & CEO |
| Mrs. Nirmala Devi Sharma | Non-Executive Director |
| Mrs. Priyanka Singh (appointed w.e.f. 15.06.2020) | Additional Independent Director |
| Mrs. Shiwaginee Jaiswal (appointed w.e.f. 15.06.2020) | Additional Independent Director |
| Mrs. Vaishali Kumari Shaw (appointed w.e.f. 01.08.2020) | Additional Independent Director |
| Mr. Kamal Kishor Mundhra (upto 15.06.2020) | Independent Director |
| Mr. Mahendra Gulgulia (upto 15.06.2020) | Independent Director |
| Mr. Kishan Lal Bhansali (upto 31.07.2020) | Independent Director |

:: AUDITORS ::

M/s. R. K. Kankaria & Co

Chartered Accountants

33 , Brabourne Road, 3rd Floor, Kolkata-700001

Tel.: +91 33 2242 5812; E-mail: rajesh@rkkco.in

:: BANKERS ::

HDFC Bank Ltd.

:: REGISTERED OFFICE ::

26/1/1A, Strand Road, 2nd Floor

Kolkata-700001,

Tel.: +91 33 2231 3974, E-mail: selltl_1980@yahoo.co.in; info@sellwinindia.com

Website: www.sellwinindia.com

CIN: L51909WB1980PLC033018

:: 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 ::

Mr. Pankaj Jaiswal (resigned w.e.f. 20.03.2020)

Mr. Lakshman Prasad Shaw (appointed w.e.f. 01.06.2020)

E-mail: info@sellwinindia.com

:: CHIEF FINANCIAL OFFICER ::

Mr. Sourav Pandey (appointed w.e.f. 14.06.2019)

Audit Committee :

| | | |
|----------|---|---|
| Chairman | : | Kishanlal Bhansali (upto 31.07.2020) |
| Chairman | : | Vaishali Kumar Shaw (w.e.f. 01.08.2020) |
| Member | : | Navin Chandra Sharma |
| Member | : | Mahendra Gulgulia (upto 15.06.2020) |
| Member | : | Shiwaginee Jaiswal (w.e.f. 15.06.2020) |

Stakeholders' Relationship Committee

| | | |
|----------|---|---|
| Chairman | : | Mahendra Gulgulia (upto 15.06.2020) |
| Chairman | : | Shiwaginee Jaiswal (w.e.f. 15.06.2020) |
| Member | : | Kamal Kishor Mundhra (upto 15.06.2020) |
| Member | : | Priyanka Singh (w.e.f. 15.06.2020) |
| Member | : | Kishanlal Bhansali (upto 31.07.2020) |
| Member | : | Vaishali Kumar Shaw (w.e.f. 01.08.2020) |

Nomination & Remuneration Committee

| | | |
|----------|---|---|
| Chairman | : | Kamal Kishor Mundhra (upto 15.06.2020) |
| Chairman | : | Priyanka Singh (w.e.f. 15.06.2020) |
| Member | : | Mahendra Gulgulia (upto 15.06.2020) |
| Member | : | Shiwaginee Jaiswal (w.e.f. 15.06.2020) |
| Member | : | Kishanlal Bhansali (upto 31.07.2020) |
| Member | : | Vaishali Kumar Shaw (w.e.f. 01.08.2020) |

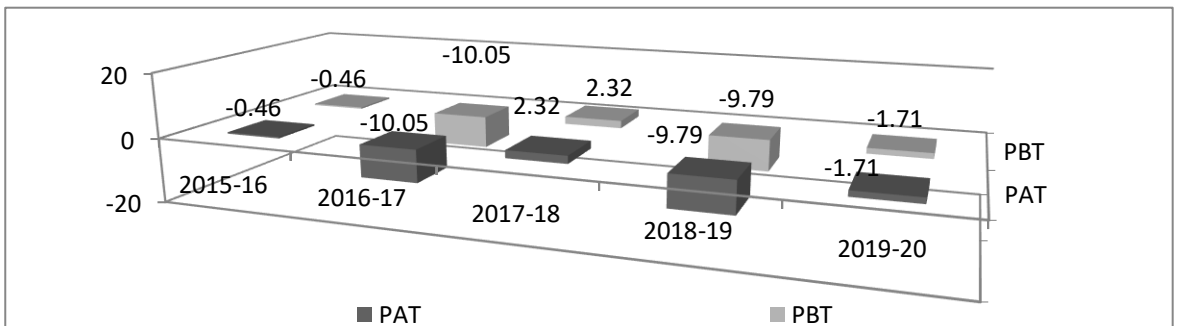
:: BOARD'S REPORT ::

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, 2020**.

1. Financial Results :

(Rs. In Lakhs)

| | AS AT 31.03.2020 | AS AT 31.03.2019 |
|--|---------------------|---------------------|
| Sales and Other Income | 10.07 | 0.00 |
| Profit before depreciation, taxation & Exceptional Items | (1.71) | (9.79) |
| Less: Depreciation | 0.00 | 0.00 |
| Less : Current Tax | 0.00 | 0.00 |
| Less : Mat Credit | 0.00 | 0.00 |
| Less : Mat Credit for earlier year | 0.00 | 0.00 |
| Less: Deferred Tax | (0.005) | (0.004) |
| Less : Exceptional Items | 0.00 | 0.00 |
| Profit after taxation | (1.71) | (9.79) |
| Add: Balance brought forward from previous year | (22.11) | (14.64) |
| Surplus available for appropriation | (1.71) | (12.32) |
| 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 | (23.82) | (22.11) |



Graph showing Profit Before Tax (PBT) and Profit After Tax (PAT) for last five years.

2. Financial Position :

During the year under review, the Company has made a Loss of Rs. (1.71) lakh during the year and Loss of Rs. (9.78) 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 :

Your Directors regret their inability to recommend any Dividend to equity shareholders for the year 2019-2020.

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

Since there was no unpaid/unclaimed Dividend declared and paid in previous year, the provisions of Section 125 of the Companies Act, 2013 is not applicable to the Company.

5. Share Capital :

The paid-up equity capital as on March 31, 2020 was Rs. 820 lakhs. The Company has not issued shares with differential voting rights nor granted stock options no sweat equity.

6. 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.

7. Transfer to reserves :

No amount was transferred to the General Reserve during the period 1st April, 2019 to 31st March, 2020.

8. 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.

9. Corporate Social Responsibility :

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

10. 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.

11. 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.

12. 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. R. K. Kankaria & Co. Chartered Accountants, (Firm Registration No. 321093E), who are the Statutory Auditors of the Company, will hold office up to the Annual General Meeting of the Company in the year 2024.

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 Mrs. Pooja Bansal, Practicing Company Secretary (Membership No. A50458 and C.P. No.: 18524) to undertake the Secretarial Audit of the Company for the financial year 2019-20. The Secretarial Audit report for the financial year ended 31st March, 2020 is annexed herewith as “Annexure A” to this report. The Secretarial Audit Report does not contain any qualification, reservation and adverse remark.

13. Directors and Key Managerial Personnel's :

Director Mrs. Nirmala Devi Sharma (DIN: 00081298) retire by rotation and, being eligible, offer herself for re-appointment.

Pursuant to the provisions of section 203 of the Act, Mr. Sourav Pandey has been appointed as Chief Financial Officer of the company w.e.f. 14th June, 2019.

Mrs. Sneh Gupta, Company Secretary cum Compliance Officer has resigned from the company w.e.f. 24th May, 2019 and in place of which Mr. Pankaj Jaiswal has been appointed as Company Secretary cum Compliance Officer of the Company w.e.f. 14th June, 2019. Further, Mr. Pankaj Jaiswal, Company Secretary cum Compliance Officer has also resigned from the company w.e.f. 20th March, 2020.

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 accordance with the provisions of Section 203 of the Companies Act, 2013, the following were the Whole time Key Managerial Personnel (KMPs) of your company as on March 31, 2020:

1. Mr. Navin Chandra Sharma- Managing Director cum CEO
2. Mr. Sourav Pandey- Chief Financial Officer

14. Corporate Governance And Management Discussion & Analysis Report :

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, the Report on Corporate Governance together with Auditors view and management discussion & analysis report regarding compliance of the SEBI code of Corporate Governance is annexed herewith.

15. 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.

16. 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

17. 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.

18. 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.

19. 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.

20. 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 7 (Seven) Audit Committee Meetings, 7 (Seven) Nomination & Remuneration Committee Meetings and 4 (Four) Stakeholders' Relationship Committee Meetings were held and the details of which are given in the Corporate Governance Report annexed hereto. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

21. 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>).

22. 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, 2020 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.

23. Preservation of documents :

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

24. Listing with Stock Exchange :

The Company confirms that it has not defaulted in paying the Annual Listing Fees for the financial year 2019-20 to the Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

25. 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.

26. 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.

27. 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.

28. 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.

29. 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 behaviour 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.

30. 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.

31. 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).

32. 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.

33. Extract of Annual Return :

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure - B".

34. 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.

35. 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 |

36. 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 behaviour is prohibited both by law and by the Sellwin Traders Ltd.

37. Acknowledgements :

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

For and on behalf of the Board

Place : Kolkata

Date : 29th day of June, 2020

Navin Chandra Sharma
Managing Director & CEO
(DIN :: 00081104)

Nirmala Devi Sharma
Director
(DIN :: 00081298)

:: SECRETARIAL AUDIT REPORT ::

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

To,
The Members
SELLWIN TRADERS LTD
CIN: L51909WB1980PLC033018
26/1/1A, Strand Road, 2nd Floor,
Kolkata-700001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sellwin Traders Ltd** (hereinafter referred as '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 my 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 31 March 2020 ('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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2020, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
 - (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **No events / actions occurred during the Audit Period in pursuance of this regulation;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 – **No events / actions occurred during the Audit Period in pursuance of this regulation;** and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015; and
- (vi) Other specifically applicable laws to the Company.

I report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with all the laws applicable specifically to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I 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 including Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors for the Board Meetings, including Committees thereof, along with agenda and detailed notes on agenda 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 by the directors.

- All decisions at Board Meetings and Committee Meetings are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that the compliance by the Company of applicable financial laws such as direct and indirect tax laws and maintenance of financial records and books of accounts have not been reviewed in this audit since the same have been subject to review by the statutory financial auditors, tax auditors and other designated professionals.

I further report that as per the explanations given to me and the representation made by the Management and relied upon by me, 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.

I further report that during the audit period, there was no other event/action having major bearing on the Company's affairs.

Pooja Bansal
Practicing Company Secretary
ACS No.: 50458
CP No.: 18524
UDIN: A050458B000396311

Date : June 29, 2020
Place : Kolkata

‘ANNEXURE A’

To,
The Members
SELLWIN TRADERS LTD
CIN: L51909WB1980PLC033018
26/1/1A, Strand Road, 2nd Floor,
Kolkata-700001

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
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.

Pooja Bansal
Practicing Company Secretary
ACS No.: 50458
CP No.: 18524

UDIN: A050458B000396311

Date : June 29, 2020
Place : Kolkata

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members

SELLWIN TRADERS LTD

CIN: L51909WB1980PLC033018

26/1/1A, Strand Road, 2nd Floor,

Kolkata-700001

I have examined the relevant registers, records, forms, returns and the disclosures received from the Directors of SELLWIN TRADERS LTD, having CIN L51909WB1980PLC033018, and registered office at 26/1/1A, Strand Road, 2nd Floor, Kolkata - 700001 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020, have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

| Sr. No. | Name of Director | DIN | Date of appointment in Company |
|----------------|--------------------------|------------|---------------------------------------|
| 1. | Mr. Navin Chandra Sharma | 00081104 | 04/08/2001 |
| 2. | Mrs. Nirmala Devi Sharma | 00081298 | 04/08/2001 |
| 3. | Mr. Kamal Kishor Mundhra | 00084442 | 30/12/2005 |
| 4. | Mr. Kishanlal Bhansali | 01344410 | 30/01/2017 |
| 5. | Mr. Mahendra Gulgulia | 02035024 | 30/12/2005 |

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Pooja Bansal

Practicing Company Secretary

ACS No.: 50458

CP No.: 18524

UDIN: A050458B000397013

Date : June 29, 2020

Place: Kolkata

ANNEXURE - B TO THE BOARDS REPORT**FORM NO. MGT-9****EXTRACT OF ANNUAL RETURN****as on the financial year ended on 31st March, 2020**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L51909WB1980PLC033018
- ii) Registration Date : 29.09.1980
- iii) Name of the Company : SELLWIN TRADERS LIMITED
- iv) Category/Sub-Category of the Company : Company Limited by Shares
- v) Address of the Registered office and contact details : Registered Office:
26/1/1A, Strand Road, 2nd Floor
Kolkata-700001
- vi) Whether listed company : YES
- vii) Name, Address and Contact details of Registrar and Transfer Agent :
Niche Technologies Pvt. Ltd.
3A Auckland Place, 7th Floor
Room No. 7A & 7B, Kolkata-700017
Tel.: 033 2280 6616 / 17 / 18
Fax : 033 2280 6619

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the Product/ service | % to total turnover of the company |
|---------|--|----------------------------------|------------------------------------|
| 1. | NIL | NIL | NIL |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

| Sl. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|---|---------------------------------|---------|--------------------------------|------------------|--------------------|
| The company has not any subsidiary company. | | | | | |
| | | | | | |

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) CATEGORY-WISE SHARE HOLDING :

| Category of Shareholders | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | % Change during the year |
|---|---|----------|---------|-------------------|---|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. PROMOTERS | | | | | | | | | |
| INDIAN | | | | | | | | | |
| INDIVIDUALS/ HINDU UNDIVIDED FAMILY | 31750 | 0 | 31750 | 0.387 | 31750 | 0 | 31750 | 0.387 | 0.000 |
| CENTRAL GOVERNMENT/ STATE GOVERNMENT(S) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| BODIES CORPORATE | 2130800 | 0 | 2130800 | 25.985 | 2130800 | 0 | 2130800 | 25.985 | 0.000 |
| FINANCIAL INSTITUTIONS/ BANKS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| ANY OTHER (SPECIFY) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| SUB-TOTAL (A)(1) | 2162550 | 0 | 2162550 | 26.373 | 2162550 | 0 | 2162550 | 26.373 | 0.000 |
| FOREIGN | | | | | | | | | |
| NRIs - Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| Other – Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| BODIES CORPORATE | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| INSTITUTIONS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| ANY OTHER (SPECIFY) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| SUB-TOTAL(A)(2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP (A)= (A)(1)+(A)(2) | 2162550 | 0 | 2162550 | 26.373 | 2162550 | 0 | 2162550 | 26.373 | 0.000 |
| PUBLIC SHAREHOLDING | | | | | | | | | |
| INSTITUTIONS | | | | | | | | | |
| MUTUAL FUNDS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| FINANCIAL INSTITUTIONS/ BANKS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| CENTRAL GOVERNMENT/ STATE GOVERNMENT(S) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| VENTURE CAPITAL FUNDS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| INSURANCE COMPANIES | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |

| | | | | | | | | | |
|--|---------|------|---------|---------|---------|------|---------|---------|-------|
| FOREIGN INSTITUTIONAL INVESTORS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| FOREIGN VENTURE CAPITAL INVESTORS | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| ANY OTHER (SPECIFY) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| SUB-TOTAL (B)(1) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| NON-INSTITUTIONS | | | | | | | | | |
| BODIES CORPORATE | 5953570 | 0 | 5953570 | 72.605 | 5953570 | 0 | 5953570 | 72.605 | 0.000 |
| INDIVIDUALS - I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 1 LAKH. | 12262 | 8800 | 21062 | 0.257 | 12262 | 8800 | 21062 | 0.257 | 0.000 |
| II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.1 LAKH. | 62818 | 0 | 62818 | 0.766 | 62818 | 0 | 62818 | 0.766 | 0.000 |
| ANY OTHER (SPECIFY) Clearing Mem / Clearing Cor | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| NRI's | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| SUB-TOTAL (B)(2) | 6028650 | 8800 | 6037450 | 73.627 | 6028650 | 8800 | 6037450 | 73.627 | 0.000 |
| TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2) | 6028650 | 8800 | 6037450 | 73.627 | 6028650 | 8800 | 6037450 | 73.627 | 0.000 |
| TOTAL (A)+(B) | 8191200 | 8800 | 8200000 | 100.000 | 8191200 | 8800 | 8200000 | 100.000 | 0.000 |
| SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0% |
| GRAND TOTAL (A)+(B)+(C) | 8191200 | 8800 | 8200000 | 100.000 | 8191200 | 8800 | 8200000 | 100.000 | 0.000 |

(ii) SHAREHOLDING OF PROMOTERS:

| Sl. No. | Shareholder's Name | Shareholding at the beginning of the year | | | Share holding at the end of the year | | | Shares of % change in share holding during the year |
|--------------|---------------------------|---|------------------------------|--|--------------------------------------|------------------------------|--|---|
| | | No. of Shares | % of total Shares of company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of company | % of Shares Pledged / encumbered to total shares | |
| 1 | Kashyap Commdeal P.Ltd. | 934000 | 11.390 | 0.000 | 934000 | 11.390 | 0.000 | 0.000 |
| 2 | Meghshree Credit Pvt.Ltd. | 1196800 | 14.595 | 0.000 | 1196800 | 14.595 | 0.000 | 0.000 |
| 3 | Navin Chandra Sharma | 15500 | 0.189 | 0.000 | 15500 | 0.189 | 0.000 | 0.000 |
| 4 | Nirmala Devi Sharma | 16250 | 0.198 | 0.000 | 16250 | 0.198 | 0.000 | 0.000 |
| Total | | 2162550 | 26.373 | 0.000 | 2162550 | 26.373 | 0.000 | 0.000 |

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

| Sl. No. | Particulars | Shareholding at the beginning of the year | | Cumulative Shareholding during the year | |
|---------|---|---|--------------------------|---|--------------------------|
| | | No. of shares | % of total No. of shares | No. of shares | % of total No. of shares |
| 1. | Kashyap Commdeal Pvt. Ltd. At the beginning of the year | 934000 | 11.390 | | |
| | Increase / (Decrease) in Promoters Share holding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 934000 | 11.390 |
| 2. | Meghshree Credit Pvt. Ltd. At the beginning of the year | 1196800 | 14.595 | | |
| | Increase / (Decrease) in Promoters Share holding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 1196800 | 14.595 |
| 3. | Navin Chandra Sharma At the beginning of the year | 15500 | 0.189 | | |
| | Increase / (Decrease) in Promoters Share holding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 15500 | 0.189 |
| 4. | Nirmala Devi Sharma At the beginning of the year | 16250 | 0.198 | | |
| | Increase / (Decrease) in Promoters Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 16250 | 0.198 |

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

| Sl. No. | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|---------|---|---|--------------------------|-------------------------------------|--------------------------|
| | | No. of shares | % of total No. of shares | No. of shares | % of total No. of shares |
| 1 | ALLIED TREXIM PVT. LTD. At the beginning of the year | 800000 | 9.756 | | |
| | Increase / (Decrease) in Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the end of the year | | | 800000 | 9.756 |
| 2 | BAJORIA DISTRIBUTORS PVT. LTD. At the beginning of the year | 1770000 | 21.585 | | |
| | Increase / (Decrease) in Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the end of the year | | | 1770000 | 21.585 |
| 3. | DIANA COMMDEAL PVT. LTD. At the beginning of the year | 318200 | 3.880 | | |
| | Increase / (Decrease) in Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the end of the year | | | 318200 | 3.880 |
| 4. | MOONCLUB MERCHANTS PVT. LTD. At the beginning of the year | 224000 | 2.732 | | |
| | Increase / (Decrease) in Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the end of the year | | | 224000 | 2.732 |
| 5. | MOONVIEW TREXIM PVT. LTD. At the beginning of the year | 789470 | 9.628 | | |
| | Increase / (Decrease) in Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the end of the year | | | 789470 | 9.628 |

| | | | | | |
|-----|---|------------------------------|-------|--------|-------|
| 6. | ODYSEE VANLIYA PVT. LTD. At the beginning of the year | 309600 | 3.776 | | |
| | Increase / (Decrease) in Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the end of the year | | | 309600 | 3.776 |
| 7. | PLENTY NIRYAT PVT. LTD. At the beginning of the year | 400000 | 4.878 | | |
| | Increase / (Decrease) in Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the end of the year | | | 400000 | 4.878 |
| 8. | RESPONCE INVESTMENTS LTD. At the beginning of the year | 364000 | 4.439 | | |
| | Increase / Decrease in Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the end of the year | | | 364000 | 4.439 |
| 9. | SUPERIOR COMMODEAL PVT. LTD. At the beginning of the year | 0 | 0.000 | | |
| | Increase / Decrease in Shareholding during the year: 20/03/2020 Transfer | 403200 | 4.917 | 403200 | 4.917 |
| | At the end of the year | | | 403200 | 4.917 |
| 10. | SUTLAJ SALES PVT. LTD. At the beginning of the year | 402000 | 4.902 | | |
| | Increase / Decrease in Shareholding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the end of the year | | | 402000 | 4.902 |

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

| Sl. No. | Particulars | Shareholding at the beginning of the year | | Cumulative Share holding during the year | |
|---------|--|---|--------------------------|--|--------------------------|
| | | No. of shares | % of total No. of shares | No. of shares | % of total No. of shares |
| 1 | NAVIN CHANDRA SHARMA Managing Director At the beginning of the year | 15500 | 0.189 | | |
| | Increase / (Decrease) in Promoters Share holding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 15500 | 0.189 |
| 2 | NIRMALA DEVI SHARMA Non-Executive Director At the beginning of the year | 16250 | 0.198 | | |
| | Increase / (Decrease) in Promoters Share holding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 16250 | 0.198 |
| 3 | KAMAL KISHOR MUNDHRA (resigned on 15.06.2020) Non-Executive Independent Director At the beginning of the year | 0 | 0.000 | | |
| | Increase / (Decrease) in Promoters Share holding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 0 | 0.000 |
| 4 | MAHENDRA GULGULIA (resigned on 15.06.2020) Non-Executive Independent Director At the beginning of the year | 0 | 0.000 | | |
| | Increase / (Decrease) in Promoters Share holding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 0 | 0.000 |

| | | | | | |
|----------|---|------------------------------|-------|---|-------|
| 5 | KISHAN LAL BHANSALI (resigned on 31.07.2020) Non-Executive Independent Director At the beginning of the year | 0 | 0.000 | | |
| | Increase / (Decrease) in Promoters Share holding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 0 | 0.000 |
| 6 | SOURAV PANDEY (w.e.f. 14.06.2020) Company Secretary At the beginning of the year | 0 | 0.000 | | |
| | Increase/(Decrease) in Promoters Share holding during the year: | [NO CHANGES DURING THE YEAR] | | | |
| | At the End of the year | | | 0 | 0.000 |

V. INDEBTEDNESS (Rs.)

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|-------------------------------------|------------------|----------|-----------------------|
| Indebtedness at the beginning of the financial year. | | | | |
| i) Principal Amount | 0 | 3,00,000 | 0 | 3,00,000 |
| ii) Interest due but not paid | 0 | 3,025 | 0 | 3,025 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 0 | 0 | 0 |
| Change in Indebtedness during the financial year. | | | | |
| Addition | 0 | 19,00,000 | 0 | 19,00,000 |
| Reduction | 0 | 0 | 0 | 0 |
| At the end of the financial year. | | | | |
| i) Principal Amount | 0 | 22,00,000 | 0 | 22,00,000 |
| ii) Interest due but not paid | 0 | 71,663 | 0 | 71,663 |
| iii) Interest accrued but not due | 0 | 0 | 0 | 0 |
| Total (i+ii+iii) | 0 | 22,71,663 | 0 | 22,71,663 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (Amount in Rs.)

| Sl. No. | Particulars of Remuneration | Name of MD / WTD / Manager | Total Amount |
|---------|---|--|-----------------|
| | | Navin Chandra Sharma Managing Director & CEO | |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 1,20,000 | 1,20,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0 | 0 |
| 2 | Stock Option | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 |
| 4 | Commission - as % of profit - others, specify | 0 | 0 |
| 5 | Others | 0 | 0 |
| | Total (A) | 1,20,000 | 1,20,000 |

B. REMUNERATION TO OTHER DIRECTORS:

(Amount in Rs.)

| Sl. No. | Directors | Particulars of Remuneration | | | Total Amount |
|---------|---|--|----------------|------------------------|----------------|
| | | Fee for attending Board / Board Committee Meetings | Commission | Others, Please Specify | |
| 1 | Independent Directors : Kamal Kishor Mundhra (resigned on 15.06.2020) Mahendra Gulgulia (resigned on 15.06.2020) Kishan Lal Bhansali (resigned on 31.07.2020) | 00 00 00 | 00 00 00 | 00 00 00 | 00 00 00 |
| | Total Amount (1) | 00 | 00 | 00 | 00 |
| 2 | Other Non-Executive Directors Nirmala Devi Sharma | 00 | 00 | 00 | 00 |
| | Total Amount (2) | 00 | 00 | 00 | 00 |
| | Total (B) = (1+2) | 00 | 00 | 00 | 00 |

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD(Amount in Rs.)

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel | | Total Amount |
|---------|---|--|---|--------------|
| | | Sneh Gupta (resigned on 24.05.2019), Company Secretary | Pankaj Jaiswal, (resigned on 20.03.2020), Company Secretary | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 30,000 | 2,00,000 | 2,30,000 |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | 0 | 0 | 0 |
| 2 | Stock Option | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 |
| 4 | Commission - as % of profit - others, specify | 0 | 0 | 0 |
| 5 | Others, please specify | 0 | 0 | 0 |
| | Total (C) | 30,000 | 2,00,000 | 2,30,000 |

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Against the Company, Directors and other Officers in Default under the Companies Act, 2013: None

:: ANNEXURE - TO THE DIRECTORS' REPORT ::

CORPORATE GOVERNANCE REPORT

In compliance of the provisions of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") a detailed Report on Corporate Governance is set out below.

A) Mandatory Requirements :

1) Company's Philosophy on Corporate Governance :

The Company is committed to good Corporate Governance. The Company fully realizes the rights of its shareholders to information on the performance of the Company and considers itself a trustee of its shareholders. The Company is of the view that Good Corporate Governance is an optimum mix of regulatory compliances as well as voluntary disclosures and practices.

The Company is focused on attaining the highest levels of transparency, fairness, accountability and integrity in its dealings with all the constituents of its business i.e. the stakeholders. Towards this end, substantial disclosures on the Board of Directors and its Committees, financial and stock performance has been made in this Annual Report.

2) Board of Directors :

a) Composition:

The Board comprises of executive and non-executive Directors of whom three are independent directors. The composition of the Board and other details relating to Directors as on 31.03.2020 are given below:

| Name of the Director | Designation | Category of Directorship | No of other Directorship in other Companies | | Membership of Board committees of other Companies |
|-----------------------------|-------------------|---------------------------|---|---------|---|
| | | | Public | Private | |
| Mr. Navin Chandra Sharma | Managing Director | Executive & Promoter | -- | 12 | -- |
| Mrs. Nirmala Devi Sharma | Director | Non-Executive & Promoter | -- | -- | -- |
| Mr. Kamal Kishor Mundhra | Director | Non-Executive Independent | -- | 14 | -- |
| Mr. Mahendra Kumar Gulgulia | Director | Non-Executive Independent | -- | 12 | -- |
| Mr. Kishan Lal Bhansali | Director | Non-Executive Independent | 1 | 1 | -- |

b) Appointment/Reappointment of Directors

Mrs. Nirmala Devi Sharma (DIN: 00081298) who retires by rotation at this Annual General Meeting and is eligible, offers herself for re-appointment. Approval of members is being sought for re-appointment of Mrs. Nirmala Devi Sharma as Director of the company subsequent upon her retire by rotation.

Appointment of Mrs. Priyanka Singh (DIN: 08752330), Mrs. Shiwaginee Jaiswal (DIN: 08763022) and Ms. Vaishali Kumari Shaw (DIN: 08804508) who was appointed as an Additional Director by the Board of Directors under Section 161 of the Companies Act, 2013) as an Independent Director.

c) Board Meeting Procedure:

The meetings of the Board of Directors are being held at regular intervals of not more than four months at the Company’s Registered Office at Kolkata and are generally scheduled well in advance and the provisions under this Act and those under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are followed in this regard. The Board meets at least once in a quarter to review quarterly performance and financial results. Meetings are governed by a structured agenda. The Board members, in consultation with the Chairman, may bring up any matter for the consideration of the Board. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

The agenda of the meeting is prepared and circulated to the directors in advance. The Members of the Board have access to all information pertaining to the Company and are free to recommend inclusion of any matter in the agenda for the discussions. Senior Executives/Directors of the Group Company are invited to attend the Board meeting for discussion and providing inputs and their views, as and when required. During the financial year ending 31.03.2020, **11 (Eleven) meeting of the Board of Directors were held on: 05.04.2019, 23.05.2019, 14.06.2019, 27.06.2019, 30.07.2019, 14.08.2019, 02.09.2019, 29.10.2019, 02.12.2019, 13.02.2020 and 20.03.2020** were held.

At the Board meetings of the Company the directors are being provided information stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board has a formal schedule of matters reserved for its consideration, which includes reviewing performance. The Company has designated the required information system for the purpose.

d) Code of Conduct










The Board has laid down a Code of Conduct for all directors and senior management of the company. All directors and senior management personnel have affirmed compliance with the code for the year 2019-20.

e) Attendance of Directors:

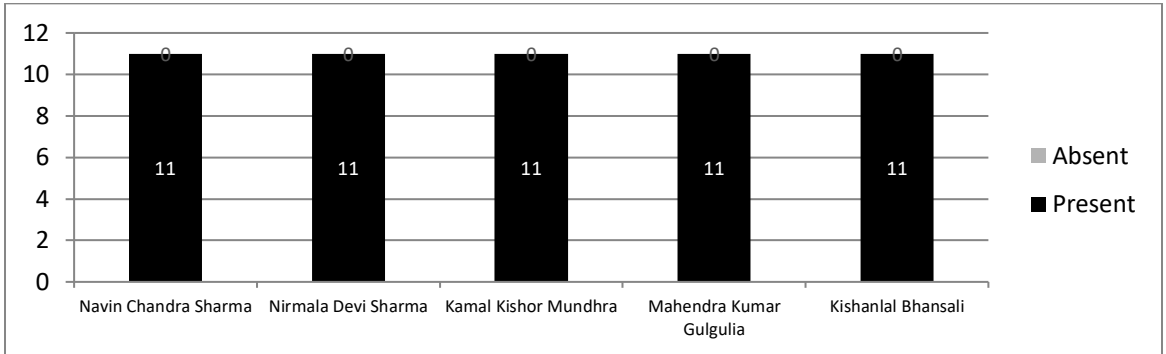
The attendance record of Directors at Board Meeting and at the last Annual General Meeting during the financial year 2019-20 is as follows:

| Name of the Director | Attendance at the Annual General Meeting held on 31 st August, 2019 | Attendance at the Board Meetings held during the year Total Meetings Attended | As on 31.03.2020 | | | |
|--------------------------|--|--|--|---------|--|---|
| | | | No of other Directorship held in other companies | | Chairmanship of Board committees of other Companies* | Membership of Board committees of other Companies |
| | | | Public | Private | | |
| Mr. Navin Chandra Sharma | Yes | 11 | -- | 12 | -- | -- |
| Mrs.Nirmala Devi Sharma | Yes | 11 | -- | -- | -- | -- |
| Mr. Kamal Kishor Mundhra | Yes | 11 | -- | 14 | -- | -- |
| Mr. Mahendra Gulgulia | Yes | 11 | -- | 12 | -- | -- |
| Mr. Kishanlal Bhansali | Yes | 11 | 1 | 1 | -- | -- |

| Name of the Director | Attendance details in Board Meeting | | | | | | | | | | | % of Attendance |
|----------------------|-------------------------------------|---|---|---|---|---|---|---|---|----|----|-----------------|
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | |
| Navin Chandra Sharma | | | | | | | | | | | | 100% |
| Nirmala Devi Sharma | | | | | | | | | | | | 75% |

| | | | | | | | | | | | | | | | | |
|-------------------------|---|---|---|---|---|---|---|---|---|---|---|--|---|---|---|------|
| Kamal Kishor Mundhra |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 100% |
| Mahendra Kumar Gulgulia |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 100% |
| Kishanlal Bhansali |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 100% |

 : Present  : Absent
























3) Audit Committee :


The Composition procedure, role/function of the Audit Committee complies with the requirements of the Listing Regulations. During the year under review 7 (Seven) meetings of the Audit Committee were held on 23.05.2019, 14.06.2019, 30.07.2019, 14.08.2019, 29.10.2019, 02.12.2019 and 13.02.2020. The brief terms of reference of the Audit Committee includes the following :


1. Overseeing the Company's financial report process and disclosure of its financial information.
2. Review of quarterly and annual financial results before submission to the Board.
3. Disclosure with Statutory and Internal auditors about the nature and scope of audit and their observations.
4. Investigate any matter referred to by the Board.

The Composition of the Audit Committee:

| Members | Designation | Category | Numbers of Meetings Attended |
|--------------------------|-------------|-----------------------------|------------------------------|
| Mr. Kishan Lal Bhansali | Chairman | Non-Executive & Independent | 7 |
| Mr. Mahendra Gulgulia | Member | Non-Executive & Independent | 7 |
| Mr. Navin Chandra Sharma | Member | Managing Director | 7 |

| Name of the Director | Attendance details in Audit Committee | | | | | | | % of Attendance |
|--------------------------|---|---|---|---|---|---|---|-----------------|
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | |
| Mr. Kishan Lal Bhansali |  |  |  |  |  |  |  | 100.00% |
| Mr. Mahendra Gulgulia |  |  |  |  |  |  |  | 100.00% |
| Mr. Navin Chandra Sharma |  |  |  |  |  |  |  | 100.00% |

 : Present

 : Absent

4) Shareholders'/Investors' Grievances Committee :

The Shareholders/Investors Grievance Committee is to look into the specific Complaints received from the Shareholders of the Company. During the year under review 4 (Four) meetings of the Shareholders/ Investors Grievance Committee were held on 27.06.2019, 13.09.2019, 10.12.2019 and 14.03.2020. The Composition of the said Committee is as follows:

| Members | Designation | Category | Numbers of Meetings Attended |
|--------------------------|-------------|-----------------------------|------------------------------|
| Mr. Mahendra Gulgulia | Chairman | Non-Executive & Independent | 4 |
| Mr. Kamal Kishor Mundhra | Member | Non-Executive & Independent | 4 |
| Mr. Kishan Lal Bhansali | Member | Non-Executive & Independent | 4 |

Investor Relations

The Registrars and Share Transfer Agent of the company is M/s. Niche Technologies Pvt. Ltd. to carry out the transfer of shares and redress investors' complaints received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. During the year, no complaint had been received by Company & also at SEBI SCORES.






















Compliance Officer


Mrs. Sneha Gupta, Company Secretary, was the Compliance Officer for complying with the requirements of the Listing Regulations with the Stock Exchanges in India and abroad till 24th May, 2019. Thereafter, Mr. Pankaj Jaiswal acts as Compliance Officer of the Company w.e.f. 14th day of June, 2019 till 20th day of March, 2020


5) Nomination & Remuneration Committee :

The remuneration committee has been constituted by the Board of Directors to review and /or recommend the appointment & remuneration of Directors of the Company in accordance with the guidelines laid out by the statute and the Listing Regulations with the stock exchange. During the year under review 7 (seven) meeting of each committee were held on 23.05.2019, 14.06.2019, 30.07.2019, 14.08.2019, 29.10.2019, 02.12.2019 and 13.02.2020.

| Members | Designation | Category | Numbers of Meetings Attended |
|-----------------------------|-------------|------------------------------|------------------------------|
| Mr. Kamal Kishor Mundhra | Chairman | Non Executive & Independent | 7 |
| Mr. Mahendra Kumar Gulgulia | Member | Non- Executive & Independent | 7 |
| Mr. Kishan Lal Bhansali | Member | Non- Executive & Independent | 7 |

| Name of the Director | Attendance details in Nomination & Remuneration Committee | | | | | | | % of Attendance |
|-----------------------------|---|---|---|---|---|---|---|-----------------|
| | 1 | 2 | 3 | 4 | 5 | 6 | 7 | |
| Mr. Kamal Kishor Mundhra |  |  |  |  |  |  |  | 100.00% |
| Mr. Mahendra Kumar Gulgulia |  |  |  |  |  |  |  | 100.00% |
| Mr. Kishan Lal Bhansali |  |  |  |  |  |  |  | 100.00% |

 : Present

 : Absent

Details of remuneration paid to the Managing Director

| Name | Salary | Total amount paid as on 31.03.2020 | Period of Service Contract |
|--------------------------|-------------|------------------------------------|--------------------------------|
| Mr. Navin Chandra Sharma | Rs.10,000/- | Rs. 1,20,000/- | 5 (Five) years From 29.04.2019 |

Remuneration Policy:

While considering and approving the remuneration, the Committee takes into account the following considerations:

- a) Financial position of the Company;
- b) Present trends;
- c) Qualification, experience and past performance of the appointee.

The Committee also takes into consideration and ensures the compliance of the provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Director and Whole time Directors and Company Secretary.

Performance evaluation criteria for independent directors:

Pursuant to the provisions of Companies Act, 2013 and SEBI Listing Regulations, the Board has carried out annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees. The Board has devised questionnaire to evaluate the performance of each of the Executive, Non-executive and Independent Directors. Such questions are prepared considering the business of the company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas like attendance at meetings, quality of contribution to Board deliberations, inputs regarding growth of Company and its performance, etc.

6) CSR Committee :

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

7) Independent Directors Meeting Meetings :

Schedule IV of the Companies Act, 2013 and the Rules under it mandate that the independent directors of the company hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management. It is recommended that all the independent directors of the company be present at such meetings. These meetings are expected to review the performance of the non-independent directors and the board as a whole, as well as the performance of the chairman of the Board, taking into account the views of the executive directors and non executive directors, assess the quality, quantity and timeliness of the flow of information between the Management and the Board that is necessary for it to effectively and reasonably perform its duties.

Even before the Companies Act, 2013 came into effect, our Board's policy required our independent directors to hold quarterly meetings attended exclusively by the independent directors. At such meetings, the independent directors discuss, among other matters, the performance of the company and risks faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements, human resource matters and performance of the executive members of the board, including the chairman. The meeting of the Independent Directors were held on 03.03.2020.

8) Declaration by Independent Directors :

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9) CEO & CFO Certification :

Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulation and the same is annexed and forms part of Annual Report.

10) General Body Meetings :

(a) (i) The details of Annual General Meetings held in the last three years are as under:-

| Financial Year | Date | Time | Venue of the Annual General Meeting |
|----------------|---------------------|----------|--|
| 2016-2017 | 12.09.2017,Tuesday | 1.00 P.M | 11, Clive Row, 5th Floor, Kolkata-700001 |
| 2017-2018 | 22.09.2018,Saturday | 1.00 P.M | 11, Clive Row, 5th Floor, Kolkata-700001 |
| 2018-2019 | 31.08.2019,Saturday | 1.00 P.M | 11, Clive Row, 5th Floor, Kolkata-700001 |

(ii) There were no Extra-Ordinary General Meeting held in the last three years :

(b) Whether any special resolutions passed in the previous 3 AGMs/EGMs :
Yes, details of which are given hereunder :-

| Date of AGM | Matter of Passing Special Resolution |
|----------------------|---|
| 12th September, 2017 | To re-appoint Mr. Kamal Kishor Mundhra (DIN: 00084442), Independent Director of the Company for a second term under the provisions of the Companies Act, 2013 |
| 12th September, 2017 | To re-appoint Mr. Mahendra Gulgulia (DIN:02035024), Independent Director of the Company for a second term under the provisions of the Companies Act, 2013 |

(c) Whether any special resolution passed last year through postal ballot and details of voting pattern?

During the Financial Year 2019-20, Special Resolution were not passed through Postal Ballot and the special Resolution passed at the last Annual General Meeting of the company were not put through Postal Ballot.

(d) Person who conducted the postal ballot exercise? - Not Applicable.

11) Compliance Certificate :

Compliance Certificate for Corporate Governance from Auditors of the Company is given as **Annexure-'III'** to this report.

12) Shareholders Right :

The Company is committed to facilitate the exercise of shareholders rights for voting on all crucial decisions, by making available voting through electronic means. The shareholders are given an opportunity at the general meetings to ask questions to the Board and the same are replied to by the Managing Director. Information regarding the general meeting is given to the shareholders in advance and no shareholder has any control disproportionate to their holdings. The Company has only one class of equity shares.

The shareholders have the right to appoint/re-appoint the Directors on the Board. The Company has a framework to avoid Insider trading and abusive self dealing. The Company has adopted the Code of Fair Disclosure Practices for Prevention of Insider Trading and the same has been put up on its website.

The Company respects the rights of its shareholders and provides effective redressed mechanism for violation of their rights, if any. All information is provided on the website of the Company on a timely and regular basis to enable the shareholders to participate in Corporate Governance process. The Company also encourages employee participation in the Corporate Governance process through a strong whistle blower mechanism and conducts regular trainings to ensure employees are aware of the options available to them.

The Company follows all disclosure requirements on all material matters and has a strong Board fully conversant with the requirements of law. The Board fulfils all the key functions as required by it and also does the needful to carry out its other responsibilities.

Company believes that Corporate Governance is a tool to generate long term wealth and create value for all its stakeholders be it shareholders, customers, creditors, employees etc.

13) Means of Communications :

The quarterly/half-yearly and annual financial results of the Company are sent to the Stock Exchanges where the shares of the Company are listed immediately after they have been taken on record by the Board. The

same are usually published in all India edition of Financial Express & Arthik Lipi in regional language in the State of West Bengal. The Company is also providing information relating to the material events from time to time to the investors and to the public at large by faxing the information to the Stock Exchanges as and when happened.

The Company regularly intimates its financial results, audited/limited reviewed, to the Stock Exchanges where the shares of the Company are listed, as soon as the same are taken on record /approved by the Board. These financial results are published in the all India edition of Financial Express, Arthik Lipi, Regional Newspapers in Bengali and English language respectively. These results are not distributed / sent individually to the shareholders.

The Company is also providing information relating to the material events from time to time to the investors and to the public at large by faxing the information to the Stock Exchanges as and when happened.

In terms of the requirements of Regulations 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, the un-audited financial results as well as audited financial results and Shareholding Pattern and Corporate Governance Compliance and all important information are electronically submitted, unless there are technical difficulties and are displayed on our website i.e. www.sellwinindia.com.

14) General Shareholder Information :

(a) ANNUAL GENERAL MEETING :

| | |
|-------------------------------------|---|
| AGM Date, Time and Venue | Wednesday, the 30 th day of September, 2020 at 12:15 P.M. 9, Royd Street, Esplanade, Taltala, Kolkata-700016 |
| Financial Calendar | 1st April, 2019 To 31st March, 2020 |
| Date of Book Closure | 24 th September, 2020 to 30 th September, 2020 (Inclusive both days) |
| Listing on Stock Exchanges | BSE Limited |
| Demat ISIN No. for CDSL and NSDL | INE195F01019 |
| Listing Fee | Paid to the exchanges for the year 2019-2020 |
| Custodial Fees | Paid to the NSDL & CDSL for the year 2019-2020 |
| Registrar and Share Transfer Agents | Niche Technologies Pvt. Ltd. 3A Auckland Place, 7th Floor, Room No. 7A & 7B Kolkata-700017 Tel.: +91 33 2280 6616 / 17 / 18 ; Fax: +91 2280 6619 E-mail: nichetechpl@nicetechpl.com |

(b) LISTING OF SECURITIES:

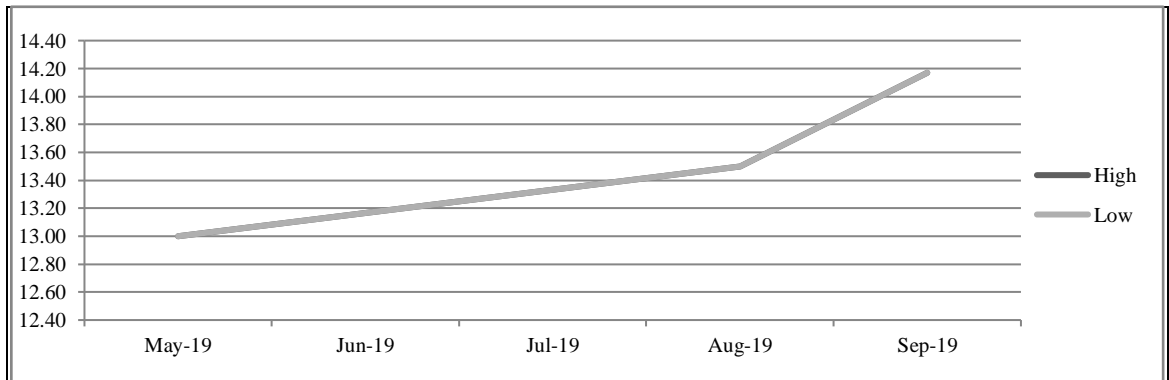
Your directors are pleased to inform you that entire equity share capital of the Company are Listed at BSE LTD. The Equity Shares of your Company are presently listed on BSE Limited. The details are given below:

| Sr. No | Name and Address of the Stock Exchanges | Scrip code |
|--------|---|------------|
| 1. | BSE Limited : Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 | 538875 |

(c) MARKET PRICE DATA: High-Low During each month in the last Financial Year (In Rs.)

The Market high-low during the months are given hereunder;

| Month | High | Low |
|-----------------|-------|-------|
| May, 2019 | 13.00 | 13.00 |
| August, 2019 | 13.50 | 13.50 |
| September, 2019 | 14.17 | 14.17 |

**(d) PERMANENT ACCOUNT NUMBER**

The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to the Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.

(e) SHARE TRANSFER SYSTEM

Shares received for transfer by the Company or its Registrar and Share Transfer Agent in physical mode are processed and all valid transfers are approved. The share certificate(s) is/are duly transferred and dispatched within a period of 21 days from the date of receipt. All Shares have been transferred and returned within the prescribed time limit, provided the documents were complete.

(f) SECRETARIAL AUDIT

Pursuant to Regulation 40 (9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, certificates have been issued, on a half-yearly basis, by a Company Secretary in practice, certifying due compliance of share transfer formalities by the Company.

A Company Secretary in practice carries out a quarterly Reconciliation of Share Capital Audit, to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) and the total issued and listed capital. The audit confirms that the total issued/ paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with NSDL and CDSL).

15) Disclosures :

During the financial year ended **March 31, 2020** there were no related party transactions with the Company's Directors or their relatives except for payment of Remuneration to Executive Director and KMPs. The Company has complied with all the statutory requirements comprised in the Listing Agreements/ Regulations/ Guidelines/ Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Stock Exchanges/ SEBI/ other Statutory Authorities.

16) Distribution of Shareholding :

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020:

| Slab | No. of Shareholders | | No. of Ordinary Shares | |
|------------------|---------------------|-------------------|------------------------|-------------------|
| | Total | % of Shareholders | Total | % of Shareholders |
| 001 - 500 | 357 | 93.4555 | 10692 | 0.1304 |
| 501 - 1000 | 5 | 1.3089 | 3470 | 0.0423 |
| 1001 - 5000 | 1 | 0.2618 | 1500 | 0.0183 |
| 5001 - 10000 | 1 | 0.2617 | 5400 | 0.0659 |
| 10001 - 50000 | 4 | 1.0471 | 94568 | 1.1533 |
| 50001 - 100000 | 2 | 0.5236 | 173100 | 2.1110 |
| 100001 and above | 12 | 3.1414 | 7911270 | 96.4788 |
| Total | 382 | 100.0000 | 8,200,000 | 100.0000 |

CATEGORY OF SHAREHOLDERS AS ON 31ST MARCH, 2020:

| Category | No. of Shares | % |
|----------------------------------|------------------|----------------|
| Public | 83880 | 1.03 |
| Domestic Bodies Corporate | 5953570 | 72.60 |
| Clearing Member & Clearing Corp. | 0 | 0.00 |
| Promoters & Associates | 21,62,550 | 26.37 |
| TOTAL | 8,200,000 | 100.000 |

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 7.11% in the financial year 2019-20 and 7.25% in 2018-19. The global economic turbulence that continued for past few years was expected to ease off by 2020 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 2017, 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 2018 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.

For and on behalf of board of directors

Place : Kolkata
Date : 29th Day of June, 2020

(Navin Chandra Sharma)
Managing Director & CEO
(DIN : 00081104)

:: Declaration by MD & CEO on compliance of Code of Conduct ::

To,
The Members of Sellwin Traders Limited

I, Navin Chandra Sharma (DIN: 00081104) , Managing Director & CEO of Sellwin Traders Ltd. do hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2020.

For and on behalf of board of directors

Place: Kolkata

(Navin Chandra Sharma)

Date : 29th Day of June, 2020

CEO & Managing Director (DIN : 00081104)

:: CFO and CEO Certification ::

I have reviewed financial statements and the Cash Flow statement for the year and that to the best of my knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading ;
- ii. These statements together present a true and fair view of the Company's affairs and comply with existing accounting standards, applicable laws and regulations.

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

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

I have indicated to the Auditors and the Audit Committee:

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

Place: Kolkata

(Navin Chandra Sharma)

(Sourav Pandey)

Date : 29th Day of June, 2020

**CEO & Managing Director
(DIN : 00081104)**

Chief Financial Officer

:: 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, 2020**, 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 R. K. KANKARIA & CO.
Chartered Accountants
Firm Reg. No. : 321093E

(R. K. KANKARIA)
(Partner)
M. No. : 082796
Place : Kolkata
Date : 29th Day of June, 2020

:: INDEPENDENT AUDITORS' 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, 2020, 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, 2020, 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. We have determined the matters described below to be the key audit matters to be communicated in our report.

| SN. | Key Audit Matter | Auditor's Response |
|-----|--|--|
| 1 | <p>Valuation of Investments</p> <p>Refer Note 3 and 15 of Accompanied Financial Statements</p> <p>The company is required to value its investments as per the requirements of Ind AS.</p> | <p>Our procedures included, but were not limited to the following:</p> <ul style="list-style-type: none"> • Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around accounting treatment of initial recognition of Investments and their subsequent measurement and disclosures. • Examination of whether management have made initial recognition of Investments and their subsequent measurement as per the requirements of Ind AS and presents true and fair view. • Examination of disclosures regarding Investments to verify whether they meet the requirements of Ind AS and present a true and fair view. |

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 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 A". 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.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For R. K. KANKARIA & CO.

Chartered Accountants
Firm Reg. No.: 321093E

(R. K. KANKARIA)
Partner
M. No.: 082796

Place: Kolkata
Date: 29-06-2020

UDIN: 20082796AAAAAR3090

Annexure - A to the Auditors' Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SELLWIN TRADERS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting 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, 2020 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, 2020, 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 R. K. KANKARIA & CO.

Chartered Accountants

Firm Reg. No.: 321093E

(R. K. KANKARIA)

Partner

M. No.: 082796

Place: Kolkata

Date: 29-06-2020

UDIN: 20082796AAAAAR3090

:: ANNEXURE B TO THE AUDITORS' REPORT ::

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SELLWIN TRADERS LIMITED of even date)

- i. In respect of the Company's fixed assets:
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b. The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us, the Company does not have immovable property. Thus, paragraph 3(i)(c) of the Order is not applicable to the Company.
- ii. The Company does not hold any inventory within the meaning of inventories, as defined in Ind AS -2. Hence, in our opinion, Paragraph 3(ii) of the order is not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the Register maintained under Section 189 of the Act, therefore, the provisions of paragraph 3(iii) (a), 3(iii) (b) and 3(iii) (c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable.
 - c. There were no undisputed amount of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2020.

- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For R. K. KANKARIA & CO.

Chartered Accountants

Firm Reg. No. : 321093E

(R. K. KANKARIA)

Partner

M. No. : 082796

Place: Kolkata

Date: 29-06-2020

UDIN: 20082796AAAAAR3090

SELLWIN TRADERS LIMITED

CIN :L51909WB1980PLC033018

Balance Sheet as at 31st March 2020

| Particulars | Note No. | As at 31.03.2020 | As at 31.03.2019 |
|--|----------|---------------------|---------------------|
| | | (Rs.) | (Rs.) |
| <u>ASSETS</u> | | | |
| <i>Non-current assets :</i> | | | |
| (a) Property, Plant and Equipment | 2 | 2,394 | 2,394 |
| (b) Financial Assets | | | |
| (i) Investments | 3(a) | 1,35,67,320 | 1,45,62,544 |
| (ii) Loans | 3(b) | 15,41,000 | 15,41,000 |
| (c) Deferred tax assets (net) | 4 | - | - |
| <i>Current assets :</i> | | | |
| (a) Financial Assets | | | |
| (i) Trade receivables | 3(c) | 11,50,000 | 11,50,000 |
| (ii) Cash and cash equivalents | 3(d) | 14,52,161 | 43,942 |
| (b) Other current assets | 5 | 3,37,920 | 2,37,920 |
| Total Assets :: | | 1,80,50,795 | 1,75,37,800 |
| <u>EQUITY AND LIABILITIES</u> | | | |
| <i>Equity :</i> | | | |
| (a) Equity Share capital | 6(a) | 8,20,00,000 | 8,20,00,000 |
| (b) Other Equity | 6(b) | (6,67,95,886) | (6,56,29,243) |
| <u>LIABILITIES</u> | | | |
| <i>Non Current liabilities :</i> | | | |
| (a) Loan | 6(c) | 22,71,663 | 3,03,025 |
| (b) Provisions | 6(d) | 44,267 | 44,267 |
| (c) Deferred tax liabilities (Net) | 4 | 1,097 | 595 |
| <i>Current liabilities :</i> | | | |
| (a) Other current liabilities | 7 | 5,29,654 | 8,19,156 |
| Total Equity and Liabilities :: | | 1,80,50,795 | 1,75,37,800 |

see accompanying notes to the financial statements

1-15

For and on behalf of the Board

In terms of our report of even date

FOR R.K.Kankaria & Co
Chartered Accountants

(R.K.Kankaria)

Partner

Membership No. 082796

Firm Registration No. 321093E

Place : Kolkata

Date : 29th Day of June, 2020

UDIN: 20082796AAAAAR3090

Navin Chandra Sharma

Managing Director

cum CEO

DIN : 00081104

**Nirmala Devi
Sharma**

Director

DIN : 00081298

Lakshman Prasad Shaw

Company Secretary

ACS : 61054

SELLWIN TRADERS LIMITED

CIN :L51909WB1980PLC033018

Statement of Profit and Loss for the period ended 31st March, 2020

| | Particulars | Note No. | As at | As at |
|------|--|----------|--------------------|----------------------|
| | | | 31.03.2020 | 31.03.2019 |
| | | | (Rs.) | (Rs.) |
| I | Revenue From operations | 8 | 10,00,000 | - |
| II | Other Income | 9 | 6,880 | 90 |
| III | Total Income (I+II) | | 10,06,880 | 90 |
| IV | EXPENSES | | | |
| | Employee benefits expense | 10(a) | 4,16,000 | 3,66,000 |
| | Depreciation and amortization expenses | 10(b) | - | - |
| | Other expenses | 11 | 6,85,532 | 6,09,625 |
| | Finance costs | | 76,265 | 3,025 |
| | Total expenses (IV) | | 11,77,797 | 9,78,650 |
| V | Profit/(loss) before exceptional items and tax (I - IV) | | (1,70,917) | (9,78,560) |
| VI | Exceptional Items | | - | - |
| VII | Profit/ (loss) before exceptions items and tax (V - VI) | | (1,70,917) | (9,78,560) |
| VIII | Income Tax expense: | | | |
| | (1) Current tax | 12 | - | - |
| | (2) Mat Credit Entitlement | | - | - |
| | (2) Deferred tax | | (502) | (422) |
| IX | Profit (Loss) for the period from continuing operations (VII - VIII) | | (1,71,419) | (9,78,982) |
| 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) | | (1,71,419) | (9,78,982) |
| 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 | | (9,95,224) | (8,39,37,456) |
| | (ii) Income tax relating to items that will not be reclassified to profit or loss | | - | 2,18,23,739 |
| XV | Total Comprehensive Income for the period (XIII+XIV) Comprising Profit / (Loss) and Other comprehensive Income for the period) | | (11,66,643) | (6,30,92,699) |
| XVI | Earnings per equity share (for continuing operation): | 14 | | |
| | (1) Basic | | (0.021) | (0.119) |
| | (2) Diluted | | (0.021) | (0.119) |

Sellwin Traders Limited

| | Particulars | Note No. | As at | As at |
|-------|--|----------|------------|------------|
| | | | 31.03.2020 | 31.03.2019 |
| | | | (Rs.) | (Rs.) |
| XVII | Earnings per equity share (for discontinued operation): | | | |
| | (1) Basic | | - | - |
| | (2) Diluted | | - | - |
| XVIII | Earning per equity share (for discontinued & continuing operation) | | | |
| | (1)Basic | | (0.021) | (0.119) |
| | (2) Diluted | | (0.021) | (0.119) |

See accompanying notes to the financial statements

1-15 For and on behalf of the Board

In terms of our report of even date

FOR R.K.Kankaria & Co**Chartered Accountants****Navin Chandra Sharma****Nirmala Devi Sharma****(R.K.Kankaria)***Managing Director cum CEO**Director***Partner**

DIN : 00081104

DIN : 00081298

Membership No. 082796**Firm Registration No. 321093E****Lakshman Prasad Shaw***Company Secretary***Place : Kolkata**

ACS : 61054

Date : 29th Day of June, 2020**UDIN: 20082796AAAAAR3090**

**STATEMENT OF CHANGES IN EQUITY
SELLWIN TRADERS LIMITED
CIN :L51909WB1980PLC033018**

Statement of Changes in Equity for the period ended 31st March, 2020

6A. Equity Share Capital

| | |
|--|-------------|
| Balance at the beginning of the reporting period | 8,20,00,000 |
| Changes in equity share capital during the year | - |
| Balance at the end of the reporting period | 8,20,00,000 |

6B. Other Equity

| | Share application on money pending allotment | Equity component of compound financial instrument | Reserve and Surplus | | | | Total |
|---|--|---|---|--|--------------------------------------|------------------|---------------|
| | | | Capital Reserve/ Capital Redemption Reserve | Fair Valuation for Equity Instruments through Other Comprehensive Income | General Reserve/ Revaluation Reserve | Retained Earning | |
| Balance at the beginning of the reporting period | - | - | 5,54,950 | (8,39,37,456) | 1,99,64,117 | (22,10,854) | (6,56,29,243) |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - |
| Total comprehensive Income for the year | - | - | - | - | - | (1,71,419) | (1,71,419) |
| Dividends | - | - | - | - | - | - | - |
| Transfer to retained earnings | - | - | - | - | - | - | - |
| Fair Value Measurement | - | - | - | (9,95,224) | - | - | (9,95,224) |
| Balance at the end of the reporting period | - | - | 5,54,950 | (8,49,32,680) | 1,99,64,117 | (23,82,273) | (6,67,95,886) |

Statement of Changes in Equity for the period ended 31st March, 2019

Equity Share Capital

| | |
|--|-------------|
| Balance at the beginning of the reporting period | 8,20,00,000 |
| Changes in equity share capital during the year | - |
| Balance at the end of the reporting period | 8,20,00,000 |

Other Equity

| | Share application on money pending allotment | Equity component of compound financial instrument | Reserve and Surplus | | | | Total |
|---|--|---|--|--|----------------------|------------------|---------------|
| | | | Capital Reserve/ Capital Redemption Reserve | Fair Valuation for Equity Instruments through Other Comprehensive Income | Amalgamation Reserve | Retained Earning | |
| Balance at the beginning of the reporting period | - | - | 5,54,950 | - | 1,99,64,117 | (12,31,872) | 1,92,87,195 |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | - | - | - | - | - | - | - |
| Total comprehensive Income for the year | - | - | - | - | - | (9,78,982) | (9,78,982) |
| Dividends | - | - | - | - | - | - | - |
| Transfer to retained earnings | - | - | - | - | - | - | - |
| Fair Value Measurement | - | - | - | (8,39,37,456) | - | - | (8,39,37,456) |
| Balance at the end of the reporting period | - | - | 5,54,950 | (8,39,37,456) | 1,99,64,117 | (22,10,854) | (6,56,29,243) |

In terms of our report of even date

For and on behalf of the Board

FOR R.K.Kankaria & Co
Chartered Accountants

Navin Chandra Sharma
Managing Director cum CEO
DIN : 00081104

Nirmala Devi Sharma
Director
DIN : 00081298

(R.K.Kankaria)
Partner
Membership No. 082796
Firm Registration No. 321093E

Lakshman Prasad Shaw
Company Secretary
ACS : 61054

Place : Kolkata
Date : 29th Day of June, 2020
UDIN: 20082796AAAAAR3090

SELLWIN TRADERS LIMITED

CIN :L51909WB1980PLC033018

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2020

| | | As at 31.03.2020 | | As at 31.03.2019 | |
|-----------|--|-------------------------|------------------|-------------------------|---------------|
| A. | <u>Cash Flow From Operating Activities</u> | | | | |
| | Net Profit Before Tax and Extraordinary Items | | (1,70,917) | | (9,78,560) |
| | <u>Adjustment For:</u> | | | | |
| | Interest on IT Refund | - | | - | |
| | Depreciation | - | - | - | - |
| | Operating Profit before Working Capital Changes | | (1,70,917) | | (9,78,560) |
| | <u>Changes in Working Capital :</u> | | | | |
| | Decrease/(Increase) in Loans | - | | 35,000 | |
| | Decrease/(Increase) in Other Current Assets | (1,00,000) | | - | |
| | (Decrease)/Increase in Other Current Liabilities | (2,89,502) | | 4,50,846 | |
| | (Decrease)/Increase in Loan Liabilities | 19,68,638 | | 3,03,025 | |
| | Decrease/(Increase) in Trade Receivables | - | | 2,00,000 | |
| | | | 15,79,136 | | 9,88,871 |
| | Cash Generated From Operating Activities | | 14,08,219 | | 10,311 |
| | Less: Income Tax paid/(refund) | | - | | - |
| | Net Cash From Operating Activities | | 14,08,219 | | 10,311 |
| B. | <u>Cash Flow From Investing Activities</u> | | | | |
| | Increase/ (Decrease) of Investments | - | - | - | - |
| | | | - | | - |
| C. | <u>Cash Flow From Financing Activities</u> | | | | |
| | | - | - | - | - |
| | | | - | | - |
| | Net Increase/(Decrease) in Cash & Cash Equivalent | | 14,08,219 | | 10,311 |
| | Cash & Cash Equivalent At the Beginning of the Year | | 43,942 | | 33,631 |
| | Cash & Cash Equivalent at the End of the Year | | 14,52,161 | | 43,942 |

Note :

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.

2 **Cash & Cash Equivalents Comprise**

As as 31.03.2020

As at 31.03.2019

| | | |
|--|------------------|---------------|
| Cash in Hand | 1,71,247 | 1,957 |
| Balance With Schedule Banks in current Account | 12,80,914 | 41,985 |
| | 14,52,161 | 43,942 |

In terms of our report of even date

For and on behalf of the Board

FOR R.K.Kankaria & Co

Chartered Accountants

(R.K.Kankaria)

Partner

Membership No. 082796

Firm Registration No. 321093E

Place : Kolkata

Date : 29th Day of June, 2020

UDIN: 20082796AAAAAR3090

Navin Chandra Sharma

Managing Director cum CEO

DIN : 00081104

Nirmala Devi Sharma

Director

DIN : 00081298

Lakshman Prasad Shaw

Company Secretary

ACS : 61054

NOTE - 1 :: Significant Accounting Policies :**Note – 1****1. 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, stockiest, 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.

2. Significant Accounting Policies :**a. Statement of compliance**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 (the ‘Act’) and other relevant provisions of the Act.

b. Basis of preparation

The financial statements have been prepared under the historical cost convention, on the accrual basis of accounting, with the exception of certain financial assets and financial liabilities that are required to measured at fair values at the end of each reporting period. The accounting policies have been applied consistently over all the periods presented in these financial statements.

c. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

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.

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Investment in quoted and unquoted equity shares
- Financial instruments

d. Current /Non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

e. Use of estimates and critical accounting judgements

In preparation of the financial statements, the management makes judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

Significant judgments and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

f. Property, plant and equipment

Recognition and initial measurement

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses. The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the statement of profit and loss.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

g. Depreciation of property plant and equipment

Depreciation or amortisation is provided so as to write off, on a Written down value basis, the cost of property, plant and equipment and other intangible assets, including those held under finance leases to their residual value. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful economic lives as per the useful life prescribed in Schedule II to the Companies Act, 2013, or, as per technical assessment, or, in the case of leased assets, over the lease period, if shorter. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use.

In case of certain classes of PPE, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets.

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

h. Impairment of non-financial assets

At each balance sheet date, the Company reviews the carrying values of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit (CGU) to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or CGU) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

i. Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") on the basis of following:

- the entity's business model for managing the financial assets and

- the contractual cash flow characteristics of the financial asset.

Amortised Cost

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Other Comprehensive Income

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Profit or Loss

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The Company has measured unquoted equity instruments at fair value through other comprehensive income.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities'.

Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 –

Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

j. Employee benefits

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 benefits obligations in the balance sheet.

Defined contribution plans

Payments to defined contribution plans are charged as an expense as they fall due. Payments made to state managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Company's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

k. Provisions, Contingent liabilities and Contingent assets

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

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 time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as interest expense.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising

from past events, the existence of which will be confirmed only by the occurrence or non -occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

l. Government grants

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with and the grants will be received. Grants related to assets are treated as deferred income and are recognized as other income in the Statement of Profit and Loss on a systematic and rational basis over the useful life of the asset. Grants related to income are recognized on a systematic basis over the periods necessary to match them with the related costs which they are intended to compensate and are deducted from the expense in the Statement of Profit and Loss. Moreover, during the year the did not received any grants from the Government.

m. Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable based on the taxable profit for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Company operates and generates taxable income.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except wherethe Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they are relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

n. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable net of discounts, taking into account contractually defined terms and excluding taxes or duties collected on behalf of the government.

Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, usually on delivery of the goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Interest income

Interest income is accrued on a time proportion basis, by reference to the principal outstanding and the effective interest rate applicable.

r. Foreign currency transactions

The financial statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements. 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.

s. Borrowing costs

Borrowings costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest costs.

t. Earnings per share

Basic earnings per share is computed by dividing the net profit for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic

earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

u. Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

v. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with the financial institutions, other short term, highly liquid investments with original maturities of three months or less (except the instruments which are pledged) that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

w. Trade and other payables

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within the credit period allowed. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. Long term trade payables are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

x. Segment reporting

The company does not have any income from revenue from operation and any geographical segments, Hence there are no separate reportable segments as per Ind AS.

SELLWIN TRADERS LIMITED

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2020**

Note -2

Property, Plant and Equipments

| Description | Gross Block | | | Depreciation | | | Net Block | | |
|------------------------|---------------------|----------|----------|---------------------|--------------------|-----------------|--------------------|---------------------|---------------------|
| | As at 01.04.2019 | Addition | Deletion | As at 31.03.2020 | Upto 31.03.2019 | For the year | Upto 31.03.2020 | As at 31.03.2020 | As at 31.03.2019 |
| Tangible Assets | | | | | | | | | |
| Computer | 47,880 | - | - | 47,880 | 45,486 | - | 45,486 | 2,394 | 2,394 |
| Total | 47,880 | - | - | 47,880 | 45,486 | - | 45,486 | 2,394 | 2,394 |
| Previous Year | 47,880 | - | - | 47,880 | 45,486 | - | 45,486 | 2,394 | - |

| Note 3 : Financial Assets | | |
|--|-----------------------|-----------------------|
| 3(a) Investments - Non-Current | | |
| | March 31, 2020 | March 31, 2019 |
| Investment in Quoted Equity Shares (Long Term, at FVIOCI, fully paid up) | | |
| Rajesh Projects (India) Pvt Ltd [912300 (P.Y 912300)Shares of Rs. 10/- each] | 91,23,000 | 1,06,83,033 |
| Ganga Ferroalloys Pvt Ltd [24,000 (P.Y 24,000) Shares of Rs. 10/- each] | 44,44,320 | 38,79,511 |
| Total (Equity Instruments) | 1,35,67,320 | 1,45,62,544 |
| 3(b) Loan- Non-Current | | |
| | March 31, 2020 | March 31, 2019 |
| (unsecured, considered good) | | |
| Advance to others | 15,41,000 | 15,41,000 |
| Total Loans | 15,41,000 | 15,41,000 |
| 3(c) Trade Receivables | | |
| | March 31, 2020 | March 31, 2019 |
| Trade Receivables (Unsecured, Considered Good) | | |
| - less than six months | - | - |
| - more than six months | 11,50,000 | 11,50,000 |
| Total Cash and Cash Equivalents | 11,50,000 | 11,50,000 |
| 3(d) Cash and Cash Equivalents | | |
| | March 31, 2020 | March 31, 2019 |
| Balance with banks | | |
| - in Current Account | 12,80,914 | 41,985 |
| Cash in Hand | 1,71,247 | 1,957 |
| Total Cash and Cash Equivalents | 14,52,161 | 43,942 |
| Note 4 : Deferred Tax Assets / (Liabilities) | | |
| | March 31, 2020 | March 31, 2019 |
| <u>Deferred Tax Liabilities</u> | | |
| Opening Balance | 516 | 516 |
| Add : Generated | - | - |
| Less : Reversed | - | - |
| Closing Balance | 516 | 516 |
| <u>Deferred Tax Asset</u> | | |
| Opening Balance | (79) | 343 |
| Add : Generated | - | - |
| Less : Reversed | (502) | (422) |
| Closing Balance | (581) | (79) |
| Deferred tax Asset / (Liabilities) (Net) | (1097) | (595) |

| Note 5 : Other Current Assets | | <i>(Amounts in Rupees, unless otherwise stated)</i> | | |
|--|-------------------------|---|-------------------------|------------------|
| | March 31, 2020 | March 31, 2019 | | |
| MAT Credit Entitlement | 87,260 | 87,260 | | |
| T.D.S Refund Receivable | 1,00,660 | 660 | | |
| T.D.S For The Asst. Year 2018-19 | 150,000 | 150,000 | | |
| Total Other Current Assets | 3,37,920 | 2,37,920 | | |
| Note 6 : Equity Share Capital and Other Equity. | | | | |
| 6(a) Equity Share Capital | | | | |
| <i>Authorised equity share capital</i> | | | | |
| | March 31, 2020 | March 31, 2019 | | |
| 82,00,000 Equity Shares of Rs 10 each | 8,20,00,000 | 8,20,00,000 | | |
| As at 31 March 2020 | 8,20,00,000 | 8,20,00,000 | | |
| <i>(i) Issued , Subscribed and Paidup :</i> | | | | |
| | March 31, 2020 | March 31, 2019 | | |
| 82,00,000 Equity Shares of Rs 10 each | 8,20,00,000 | 8,20,00,000 | | |
| As at 31 March 2020 | 8,20,00,000 | 8,20,00,000 | | |
| <i>Terms and rights attached to equity shares :</i> | | | | |
| 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. | | | | |
| <i>(ii) Details of shareholders holding more than 5% shares in the company</i> | | | | |
| | March 31, 2020 | | March 31, 2019 | |
| | Number of Shares | % Holding | Number of Shares | % Holding |
| (Eq. Sh. of Rs.10/- each fully Paid Up) | | | | |
| Bajoria Distributors Pvt. Ltd. | 1,770,000 | 21.59 | 1,770,000 | 21.59 |
| Meghshree Credit Pvt. Ltd. | 1,196,800 | 14.60 | 1,196,800 | 14.60 |
| Moonview Trexim Pvt. Ltd. | 789,470 | 9.63 | 789,470 | 9.63 |
| Kashyap Commdeal Pvt. Ltd. | 934,000 | 11.39 | 934,000 | 11.39 |
| Allied Trexim Pvt. Ltd. | 800,000 | 9.76 | 800,000 | 9.76 |
| As per the records of the Company, including its Register of Members and other declarations received from the shareholders regarding beneficial interest, the above shareholders represent legal ownership of shares. | | | | |

6(b) Reserves and Surplus

(Amounts in Rupees, unless otherwise stated)

| | March 31, 2020 | March 31, 2019 |
|---|-----------------------|-----------------------|
| Capital Reserve | 5,54,950 | 5,54,950 |
| Amalgamation Reserve | 1,99,64,117 | 1,99,64,117 |
| Retained Earnings | (23,82,273) | (22,10,854) |
| Fair Valuation of Equity Instruments through OCI | (8,49,32,680) | (8,39,37,456) |
| Total Reserves and Surplus | (6,67,95,886) | (6,56,29,243) |
| <i>(i) Capital Reserve</i> | | |
| | March 31, 2020 | March 31, 2019 |
| Opening Balance | 5,54,950 | 5,54,950 |
| Add : Addition During the year | - | - |
| Closing Balance | 5,54,950 | 5,54,950 |
| <i>(ii) Amalgamation Reserve</i> | | |
| | March 31, 2020 | March 31, 2019 |
| Opening Balance | 19,964,117 | 19,964,117 |
| Add : Addition During the year | - | - |
| Closing Balance | 1,99,64,117 | 1,99,64,117 |
| <i>(iii) Retained Earnings</i> | | |
| | March 31, 2020 | March 31, 2019 |
| Opening Balance | (22,10,854) | (12,31,872) |
| Net Profit / (Loss) for the period | (1,71,419) | (9,78,982) |
| Closing Balance | (23,82,273) | (22,10,854) |
| <i>(iv) Fair Valuation of Equity Instruments through other Comprehensive Income</i> | | |
| | March 31, 2020 | March 31, 2019 |
| Opening Balance | (8,39,37,456) | - |
| Add : Addition During the year | (9,95,224) | (8,39,37,456) |
| Closing Balance | (8,49,32,680) | (8,39,37,456) |
| Note -6(c) Financial Liabilities -Non Currents -Borrowings | | |
| | March 31, 2020 | March 31, 2019 |
| Loans | 22,00,000 | 3,00,000 |
| Interest on Loans | 71,663 | 3,025 |
| Closing Balance | 22,71,663 | 3,03,025 |
| Note -6(d) Provision -Non Currents | | |
| | March 31, 2020 | March 31, 2019 |
| Provision of Income Tax | 44,267 | 44,267 |
| Closing Balance | 44,267 | 44,267 |
| Note 7 : Other Current Liabilities. | | |
| | March 31, 2020 | March 31, 2019 |
| Liabilities for Expenses | 1,76,100 | 1,96,100 |
| Salary Payable | 2,81,350 | 2,74,460 |
| Director Remuneration Payable | - | 2,30,000 |
| Professional Tax Payable | 2,840 | 1,320 |
| TDS Payable | 59,534 | 2,068 |
| Other Payable | 9,480 | 1,15,208 |
| Total Other Current Liabilities | 5,29,654 | 8,19,156 |

| Note 8 : Revenue from Operation. . | | |
|---|-----------------------|-----------------------|
| <i>(Amounts in Rupees, unless otherwise stated)</i> | | |
| | March 31, 2020 | March 31, 2019 |
| Advising Charges | 10,00,000 | - |
| Total Revenue from Operation | 10,00,000 | - |
| Note 9 : Other Income. | | |
| | March 31, 2020 | March 31, 2019 |
| Liabilities for Expenses W/O | 6,880 | 90 |
| Total Other Income | 6,880 | 90 |

| Note 10 : Expenses. | | |
|--|-----------------------|-----------------------|
| 10(a) Employee Benefit Expenses | | |
| | March 31, 2020 | March 31, 2019 |
| Salary | 2,96,000 | 2,46,000 |
| Directors Remuneration | 1,20,000 | 1,20,000 |
| Total Employee Benefit Expenses | 4,66,000 | 3,66,000 |

| 10(b) Depreciation and Amortisation Expenses | | |
|---|-----------------------|-----------------------|
| | March 31, 2020 | March 31, 2019 |
| Depreciation | - | - |
| Total Depreciation and Amortisation Expenses | - | - |

| Note 11 : Other Expenses | | |
|---|-----------------------|-----------------------|
| | March 31, 2020 | March 31, 2019 |
| Advertisement Expenses | 49,312 | 50,511 |
| Payment to auditors (<i>refer note 11(a) below</i>) | - | 29,500 |
| Certification Fees | 17,500 | 15,000 |
| Bank Charges | 354 | 6 |
| Demat Expenses | 194 | 1,000 |
| Depository Expenses | 64,900 | 66,069 |
| E-Voting Processing Fees | 7,080 | 8,260 |
| Filing Fees | 3,000 | 4,200 |
| Internal Audit Fees | 6,000 | 5,000 |
| Interest on TDS | 9,045 | 6,159 |
| Interest on Professional Tax | - | 87 |
| Legal and Professional Fees | 58,550 | 12,000 |
| Listing Fees | 3,54,000 | 2,95,000 |
| Meeting Expenses | 2,000 | 2,000 |
| Miscellaneous Expenses | - | 15,640 |
| Postage & Stamps | 13,100 | 19,848 |
| Printing & Stationary | 35,716 | 34,227 |
| General Expenses | 10,830 | - |
| Rates & Taxes | 2,500 | 2,500 |
| Scrutinizer Fee | 6,000 | - |
| Secretarial Audit fees | 15,000 | 15,000 |
| Transfer Agent Fees | 23,444 | 21,240 |
| Telephone Expenses | - | 399 |
| Website Expenses | 7,007 | 5,939 |
| Total Other Expenses | 6,85,532 | 6,09,625 |

| 11(a) : Details of Payment to Auditors | <i>(Amounts in Rupees, unless otherwise stated)</i> | |
|--|---|-----------------------|
| | March 31, 2020 | March 31, 2019 |
| Payment to Auditors | | |
| <i>As Auditors:</i> | | |
| Audit Fees | - | 29,500 |
| Tax Audit Fees | 11,800 | - |
| Total Payment to Auditors | 11,800 | 29,500 |
| Note 12 : Income Tax Expenses | | |
| | March 31, 2020 | March 31, 2019 |
| (a) Income Tax Expenses | | |
| <i>Current Tax</i> | | |
| Current tax on profit for the year | - | - |
| Adjustments for current tax of prior periods | - | - |
| Total Current Tax Expenses | - | - |
| <i>Deferred Tax</i> | | |
| Decrease (Increase) in deferred tax assets | - | - |
| (Decrease) Increase in deferred tax liabilities | (502) | (384) |
| Total deferred tax expenses (benefit) | (502) | (384) |
| Income Tax Expenses | (502) | (384) |
| Income tax expenses is attributable to : | | |
| Profit from continuing operations | (502) | (384) |
| Profit from discontinuing operations | - | - |
| | (502) | (384) |
| (b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate: | | |
| | March 31, 2020 | March 31, 2019 |
| Profit from continuing operations before income tax expense | (1,70,917) | (9,78,560) |
| Profit from discontinuing operation before income tax expense | - | - |
| | (1,70,917) | (9,78,560) |
| Tax at the Indian tax rate of 26.00% | 44,438 | 59,820 |
| Tax effect of: | | |
| Adjustments of carried forward business loss | - | (59,488) |
| Expenses allowed as per IT Act | - | (322) |
| Tax as per MAT | - | 44,627 |
| Additional Allowance of MAT Credit | - | (44,627) |
| Current Tax Provision (A) | - | - |
| Incremental Deferred Tax Liability/(Assets) on account of Property, Plant and Equipment | (502) | (384) |
| Deferred Tax Provision (B) | (502) | (384) |
| Tax Expenses recognised in Statement of Profit and Loss (A+B) | (502) | (384) |

Note 13 : Related party transactions.

13(a) : Subsidiaries

| | March 31, 2020 | March 31, 2019 |
|--------------|----------------|----------------|
| Associates | None | None |
| Subsidiaries | None | None |

13(b) : Key management personnel

| | |
|-------------------------|---------------------|
| 1. Navin Chandra Sharma | - Managing Director |
| 2. Nirmala Devi Sharma | - Director |
| 3. Sneha Gupta | - Company Secretary |
| 4. Pankaj Jaiswal | - Company Secretary |
| 5. Lakshman Prasad Shaw | - Company Secretary |

13(c) : Transaction with Related Parties

| | | | March 31, 2020 | March 31, 2019 |
|----------------------|------------------------|-------------------|----------------|----------------|
| Navin Chandra Sharma | Directors Remuneration | Managing Director | 1,20,000 | 1,20,000 |
| Sneha Gupta | Salary | Company Secretary | 30,000 | 1,80,000 |
| Pankaj Jaiswal | Salary | Company Secretary | 2,00,000 | - |

Note 14 : Earning Per Share.

| | March 31, 2020 | March 31, 2019 |
|--|----------------|----------------|
| Net Profit after tax as per Statement of Profit and Loss (A) | (1,71,419) | (9,78,982) |
| weighted Average number of equity shares outstanding (B) | 82,00,000 | 82,00,000 |
| Basic and Diluted Earnings per share (Rs.)(A/B) | (0.021) | (0.119) |
| Face value per equity share (Rs.) | 10 | 10 |

In terms of our report of even date

FOR R.K.Kankaria & Co

Chartered Accountants

(R.K.Kankaria)

Partner

Membership No. 082796

Firm Registration No. 321093E

Place : Kolkata

Date : 29th Day of June, 2020

UDIN: 20082796AAAAAR3090

For and on behalf of the Board

Navin Chandra Sharma
Managing Director cum CEO
DIN : 00081104

Nirmala Devi Sharma
Director
DIN : 00081298

Lakshman Prasad Shaw

Company Secretary

ACS : 61054

Note 15 : Fair value measurements

(Figures in Rs.)

Financial instruments by category

| Particulars | As at 31st March, 2020 | | | | As at 31st March, 2019 | | | |
|----------------------------------|------------------------|--|---------|-------------|------------------------|--|---------|-------------|
| | 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 |
| <u>Financial Assets</u> | | | | | | | | |
| At Amortised Cost | | | | | | | | |
| Trade Receivable | 11,50,000 | - | - | - | 11,50,000 | - | - | - |
| Cash and Cash Equivalents | 14,52,161 | - | - | - | 43,942 | - | - | - |
| Loans | 15,41,000 | - | - | - | 15,41,000 | - | - | - |
| At FVOCI | | | | | | | | |
| Investment in Equity (Unquoted)* | 1,35,67,320 | - | - | 1,35,67,320 | 1,45,62,544 | - | - | 1,45,62,544 |

* 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 closing NAV.

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.

FORM NO. SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies Share Capital and Debentures) Rules, 2014]

To,
Sellwin Traders Limited
26/1/1A, Strand Road, 2nd Floor
Kolkata-700001,

I am / We are _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my / our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

| Nature of Securities | Folio No. | No. of Securities | Certificate No. | Distinctive No. |
|----------------------|-----------|-------------------|-----------------|-----------------|
| | | | | |
| | | | | |

(2) PARTICULARS OF NOMINEE/S—

- (a) Name:
- (b) Date of Birth:
- (c) Father's/Mother's/Spouse's Name:
- (d) Occupation:
- (e) Nationality:
- (f) Address:
- (g) e-mail id:
- (h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR—

- (a) Date of birth:
- (b) Date of attaining majority:
- (c) Name of guardian:
- (d) Address of guardian:
Name:
Address:
Name of Security Holder(s)

Signature

Witness with name and address

- 1 Please read the instructions given below very carefully. If the form is not filed as per instructions, the same will be rejected.
- 2 The nomination can be made by individuals only. Non individuals including society, trust, body corporate, partnership firm, Karta of Hindu Undivided Family, holder of power of attorney cannot nominate.
- 3 If the Shares are held jointly all joint holders shall sign (as per the specimen registered with the Company) the nomination form.
- 4 A nomination must be witnessed by two witnesses. A nomination form not witnessed by two witnesses will be rejected.
- 5 A minor can be nominated and in that case the name and address of the Guardian shall be given by the holder.
- 6 The nominee shall not be a trust, society, body corporate, partnership firm, Karta of Hindu Undivided Family, or a power of attorney holder. A non-resident Indian can be a nominee on repatriable basis.
- 7 Transfer of Shares in favour of a nominee shall be a valid discharge by the Company against the legal heir(s).
- 8 Only one person can be nominated for a given folio.
- 9 Details of all holders in a folio need to be filed; else the nomination will be rejected.
- 10 The nomination will be registered only when it is complete in all respects including the signature of (a) all registered holders (as per specimen lodged with the Company) and (b) the nominee/guardian.
- 11 Whenever the Shares in the given folio are entirely transferred or dematerialised, then this nomination will stand rescinded.
- 12 The intimation regarding nomination/nomination form shall be filled in duplicate with the Registrars & Transfer Agents of the Company who will return one copy thereof to the Shareholders.
- 13 Upon receipt of a duly executed nomination form, the Registrars & Transfer Agent of the Company will register the form and allot a registration number. The registration number and folio no. should be quoted by the nominee in all future correspondence.
- 14 The Company will not entertain any claims other than those of a registered nominee.
- 15 The nomination can be varied or cancelled by executing fresh nomination form.
- 16 For shares held in dematerialised form nomination is required to be filled with the Depository Participant.

FOR OFFICE USE ONLY

| | |
|---------------------------------|--|
| Nomination Registration Number | |
| Date of Registration | |
| Checked By (Name and Signature) | |

E-MAIL ADDRESS REGISTRATION FORM

In continuation of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively Issued by Ministry of Corporate Affairs, Government of India and pursuant to Section 101 of the Companies Act, 2013 & Rule 18(3)(i) of the Companies(management & Administration) Rule, 2014 & Rule 11 Companies (Accounts) Rule, 2014.

(For shares held in physical form)

To
M/s. Niche Technologies Private Limited
3A Auckland Place, 7th Floor
Room No. 7A & 7B
Kolkata-700017

Sub :**E-mail ID registration & Service of documents through electronic mode.**

Dear Sir,

I / We, Member(s) of **M/s. Sellwin Traders Limited**, hereby give my / our consent to receive electronically Annual Report(s) of General Meeting(s) and other document(s) submit to you as under :

Kindly use my / our Email ID for serving the documents in electronic mode. I / We request you to note my/our e-mail address as mention below. If there will be any change in the e-mail address, I / We will promptly communicate to you.

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

Thanking you,
Yours faithfully

(Signature of first/sole Member)

Place :

Date:

Book Post



**if undelivered please return to
SELLWIN TRADERS LIMITED**

CIN : L51909WB1980PLC033018

Reg .Off : 26/1/1A , Strand Road , 2nd Floor , Kolkata -700 001

Phone: +91 33 2231 3974

E-mail: selltl_1980@yahoo.co.in, Website : www.sellwinindia.com

