

Annual Report

2013
2014



**SELLWIN
TRADERS
LIMITED**

SELLWIN TRADERS LIMITED

Shri Navin Chandra Sharma _____ Managing Director
Shri Kailash Chandra Sharma _____ Non-Executive Director
Smt. Nirmala Devi Sharma _____ Non-Executive Director
Shri Kamal Kishor Mundhra _____ Non-Executive Independent Director
Shri Mahendra Gulgulia _____ Non-Executive Independent Director
Shri Anand Kumar Jain (w.e.f. 28.04.2014) _____ Non-Executive Independent Director
Shri Debashis Roy (up to 28.04.2014) _____ Non-Executive Independent Director

:: AUDITORS ::

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

:: BANKERS ::

HDFC Bank Ltd.

:: REGISTERED OFFICE ::

157, Rabindra Sarani, 1st Floor,
Kolkata – 700 007 (W.B.) India
Tel.: +91 33 3262 2007
E-mail : selltl_1980@yahoo.co.in; info@sellwinindia.com
Website : www.sellwinindia.com CIN : L51909WB1980PLC033018

:: REGISTRARS AND SHARE TRANSFER AGENTS ::

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

:: COMPANY SECRETARY & COMPLIANCE OFFICER ::

Mr. Prakash Chandra Panda
E-mail : info@sellwinindia.com

:: NOTICE TO THE MEMBERS ::

NOTICE is hereby given that the **Annual General Meeting** of the Members of **M/s. Sellwin Traders Limited** will be held at **“The Community Hall”** at **10, Debendra Ghosh Road, Bhawanipur, Kolkata-700 025, W.B.,** on **Thursday, 11th Day of September, 2014** at **2.30 P.M.** to transact the following business:

Ordinary

1. To receive, consider and adopt the Director’s Report and Audited Profit & Loss Account for the year ended **31st March, 2014** and the Balance Sheet as at that date and the Auditors’ Report thereon.
2. To appoint Director in place of **Mrs. Nirmala Devi Sharma** (DIN 00081298) who retires by rotation and being eligible offers themselves for re-appointment.
3. To appoint Auditors and fix their remuneration and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution:
“RESOLVED THAT M/s. Maroti & Associates., Chartered Accountants, be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors.”

Special Business:

4. Appointment of Mr. Navin Chandra Sharma (DIN 00081104), Director of the company as Managing Director of the Company and to consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:
“RESOLVED THAT pursuant to the provisions of Sections 196, 197,198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval & consent of the Company be and is hereby accorded to the appointment of Mr. Navin Chandra Sharma as the Managing Director (Key Managerial Personal) of the Company for a period of five years with effect from 28th April, 2014 up to 27th April 2019 upon the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter, vary and finalise the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Navin Chandra Sharma, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

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

- 5. To appoint **Mr. Anand Kumar Jain** (DIN 06867391) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Anand Kumar Jain (DIN 06867391) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th April, 2014, pursuant to the provisions of Sections 161(1) the Companies Act, 2013 [corresponding to Section 260 of the Companies Act, 1956] and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years with effect from 11th September, 2014 up to 31st August, 2017.”

- 6. To appoint **Mr. Kamal Kishor Mundhra** (DIN 00044442) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kamal Kishor Mundhra (DIN 00044442), Non-Executive Director of the Company has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years with effect from 11th September, 2014 up to 31ST August, 2017.”

- 7. To appoint **Mr. Mahendra Gulgulia** (DIN 02035024) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies

(Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mahendra Gulgulia (DIN 02035024), Non-Executive Director of the Company has submitted a declaration that he meets the criteria for Independent Director pursuant to section 149(6) of the Act, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years with effect from 11th September, 2014 up to 31ST August, 2017.”

8. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:
157, Rabindra Sarani, 1st Floor,
Kolkata-700 007 (W.B.)
Dated: 2nd day of August, 2014
CIN : L51909WB1980PLC033018

By Order of the Board

Prakash Chandra Panda
Company Secretary

Notes : 

1. A Member entitled to attend and vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote, instead of himself/herself. A proxy need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder.
2. The instrument of proxy in order (duly completed & signed) to be effective must reach at the Registered Office of the Company not less than 48 hours before the commencement of meeting.

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3. Proxies submitted on behalf of the Companies, Societies etc., must be supported by an appropriate resolution/authority authorizing their representative to attend and vote at the Annual General Meeting.
4. A proxy shall not vote except on a poll. A proxy form is appended with the admission slip.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. Member seeking any clarification on account of the company or requested to send their query in writing to the company at registered office addressing to CFO or through e-mail at **info@sellwinindia.com**. The query must reach to the company either by mail or e-mail at least seven working days before the date of AGM (excluding the date of AGM).
7. The Register of Members and Share Transfer Books of the Company will remain closed from 5th September, 2014 to 11th September, 2014 (both days inclusive)
8. As a measure of economy, copies of the Annual Report will not be distributed at the Meeting Members are, therefore, requested to bring the copies of Annual Report.
9. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository.
10. Members are requested to send all their communications pertaining to shares & notify change in their address/mandate/bank details to The Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd. to facilitate better servicing.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to The Registrar & Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd., for their doing the needful.
12. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
13. In furtherance of the Green Initiative and Section 101 of the Companies Act, 2013 read with Rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014 and Rule 11 of the Companies (Accounts) Rules, 2014, the Company urges the Members to register their email address with the Company and / or its Registrar and Share Transfer Agent, M/s. Niche Technologies Pvt. Ltd, for receiving the Annual Report and Accounts, Notices etc. in electronic mode. The Form for such registration is being attached with the Annual Report. In future all the Annual Report and Accounts, Notices and other communications

etc. will be sent in electronic mode to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same. Positive consent letter is attached to the Notice being sent to the Members for giving consent to receive documents in electronic mode.

14. In future electronic copy of the Notice of General Meetings of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form will be sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member requests for a physical copy of the same.
15. Members are advised that it is mandatory to furnish copy of PAN Card both side signed as self-attested in the following cases:
 - i) Transferees' PAN Cards for transfer of shares,
 - ii) Legal heirs' PAN Cards for transmission of shares,
 - iii) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder and
 - iv) Joint holders' PAN Cards for transposition of shares.

Members may also note that the Notice of the Annual General Meeting and the Annual Report 2013-2014 will also be available on the Company's website www.sellwinindia.com for being downloaded. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days till the date of the meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: info@sellwinindia.com.

17. Process and manner for members opting for E-voting.

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
- II. Similarly, members opting to vote physically can do the same by remaining present at the meeting and should exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.
- III. The instructions for e-voting are as under:
 - (i) The e-voting period begins on the "Friday" 05.09.2014 from 9.30 A.M. and ends on the "Sunday" 07.09.2014 till 6.00 P.M. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

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(Record Date) of 08-August-2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (iv) Now, select the “Sellwin Traders Limited” from the drop down menu and click on “SUBMIT”
- (v) Now Enter your User ID
- (vi) For CDSL: 16 digits beneficiary ID,
- (vii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (viii) Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (xi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by “0” (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc.</p> <p>Example:</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.

- (xii) After entering these details appropriately, click on “SUBMIT” tab.
- (xiii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xiv) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant “**Sellwin Traders Limited**” on which you choose to vote.
- (xvi) On the voting page, you will see “**Resolution Description**” and against the same the option “**YES/NO**” for voting. Select the option **YES or NO** as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xvii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xviii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xxi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xxii) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxiii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date (Record Date) of 08-August-2014**.
19. M/s. Pramod Agarwal & Co., A Practicing Company Secretary, C.P. Membership No. 4193 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
20. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
21. The Results shall be declared on or after the Annual General Meeting (AGM) of the Company. This Notice as well as the Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting (AGM) of the Company on 11th September, 2014 and communicated to the Stock Exchange(s).
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**:: EXPLANATORY STATEMENT PURSUANT TO SECTION
102 OF THE COMPANIES ACT, 2013::**

PURSUANT TO SECTION 102 OF THE COMPANIES Act, 2013 ('The ACT'), the following explanatory statements sets out all material facts relating to the business mentioned under items No. 4 to 7 of the accompanying notice dated 2nd August, 2014.

To Resolution No. 4.

Mr. Navin Chandra Sharma is the Promoter, Executive Chairman and Director of the Company. Mr. Sharma is a prominent strategist having more than two decades of vast experience in Accounts and finance.

His directorships and/or memberships in other companies/committees are provided in Corporate Governance Report, which forms part of the Annual Report.

The Board of Directors and the Nomination Committee at their meeting held on 28th April, 2014 approved his appointment as Managing Director and also the terms and conditions of his appointment and remuneration of Rs. 10,000/- Per month as recommended by the remuneration committee, subject to the approval of the Central Government and Members.

Mr. Navin Chandra Sharma was appointed as an Managing Director by your Board for a period of five years with effect from 28th April, 2014. The main terms and conditions of appointment of Mr. Navin Chandra Sharma (hereinafter referred to as "MD") is given below:

A. Tenure of Appointment:

The appointment of the MD is for a period of 5 years with effect from 28th April, 2014.

B. Remuneration:

The MD shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

(i) Remuneration:

- (a) Basic salary Rs. 10,000 per month, with authority to the Board or a Committee thereof to fix his basic salary
- (b) Commission and/or incentive remuneration based on performance criteria to be laid down by the Board; and
- (c) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

(ii) Minimum Remuneration:

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Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the MD, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, benefits, perquisites, allowances and incentive remuneration as specified above. The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit prescribed from time to time under Section 197 and under Section 198 and all other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act or any statutory modifications or re-enactment thereof for the time being in force or otherwise as may be permissible by law.

C. Terms & Conditions

Apart from the aforesaid remuneration, he will be entitled to reimbursement of all expenses incurred in connection with the business of the Company. The appointee shall not be entitled to any sitting fees for Board / Committee meetings. The above remuneration will be payable as the minimum remuneration even in the case of loss or inadequacy of profits in any financial year during the term of his appointment and will be subjected to the provisions of Schedule V of the Companies Act, 2013 and the remuneration shall not exceeding Rs 10,000/- per month (as above). The appointee shall not be entitled to any sitting fees for Board / Committee meetings.

At present the said perquisites, allowances, leave salary and gratuity are nil but eligible for modifications subject to the approval of remuneration and audit committee. Payment of remuneration is approved by a resolution passed by the Remuneration Committee at its meeting held on 28th April, 2014.

The terms and conditions of the said appointment and/or agreement are subject to the provisions of Section 197 and section 198 of the Companies Act, 2013 and may be altered and varied from time to time by the Board as it may in its discretion deem fit within the maximum amount of remuneration payable in accordance with the applicable rules and regulations.

D. Termination of Service:

The Service may be terminated by either party giving the other one months' notice subject to the applicability & compliance of relevant provisions of the Companies Act 2013 and Rules & Regulation made in its respect. Mr. Navin Chandra Sharma shall perform such duties and exercise such powers as are entrusted to him by the Board. The above may be treated as an abstract of the terms between the Company and Mr. Navin Chandra Sharma under Section 190 of the Companies Act, 2013.

Disclosure of Interest in the resolution

Mr. Navin Chandra Sharma and Mr. Kailash Chandra Sharma and Mrs. Nirmala Devi Sharma are relative in terms of section 2 (77) of The Companies Act, 2013 and also Promoter & Director in the company. Hence, they are concerned or interested in the proposed resolution and none of the other Directors/ Key Managerial Personnel of the Company/ their relatives

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are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No 4.

To Resolution No. 5.

Mr. Anand Kumar Jain was appointed by the Board as an Additional Director of the Company w.e.f. 28th April, 2014 Under Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956) and accordingly holds office of a director up to this Annual General Meeting and in terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Anand Kumar Jain being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for three consecutive years for a term up to 31st day of August, 2017. A notice has been received from a member proposing Mr. Anand Kumar Jain as a candidate for the office of Director of the Company. Mr. Jain does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

In the opinion of the Board, Mr. Anand Kumar Jain fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anand Kumar Jain as an Independent Director.

Except Mr. Anand Kumar Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

A copy of the draft letter for appointment of Mr. Anand Kumar Jain as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anand Kumar Jain, as an Independent Director, for the approval by the shareholders of the Company. The Board recommends passing of this Ordinary Resolution.

Disclosure of Interest in the resolution

Mr. Anand Kumar Jain is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No 5.

To Resolution No. 6.

Mr. Kamal Kishor Mundhra has been Independent Director of the Company and has held the positions as such for around 8 (eight) years.

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As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and thereafter the matter was placed before the Nomination & Remuneration Committee, which commends & approved his appointment as Independent Director.

Mr. Kamal Kishor Mundhra is not disqualified from being appointed as Director in terms of Section 164 of the Act and he has given his consent to act as Director. The Company has also received declarations from Mr. Kamal Kishor Mundhra that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Kamal Kishor Mundhra is independent of the management and fulfills the conditions for appointment as Independent Director as specified in the Act, the Listing Agreement and the Rules made there under. Further, it is proposed to appoint Mr. Kamal Kishor Mundhra as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for three consecutive years for a term up to 31ST day of August, 2017.

The terms and conditions of appointment of Mr. Kamal Kishor Mundhra, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

The Company and Mr. Kamal Kishor Mundhra shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

Disclosure of Interest in the resolution

Mr. Kamal Kishor Mundhra is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No 6.

To Resolution No. 7.

Mr. Mahendra Gulgulia has been Non-Executive Independent Director of the Company and has held the positions as such for around 8 (eight) years. As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

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The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director and thereafter the matter was placed before the Nomination & Remuneration Committee, which commends & approved his appointment as Independent Director.

In the opinion of the Board, Mr. Mahendra Gulgulia is independent of the management and fulfills the conditions for appointment as Independent Director as specified in the Act, the Listing Agreement and the Rules made there under. Further, it is proposed to appoint Mr. Mahendra Gulgulia as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for three consecutive years for a term up to 31st day of August, 2017.

Mr. Mahendra Gulgulia is not disqualified from being appointed as Director in terms of Section 164 of the Act and he has given his consent to act as Director. The Company has also received declarations from Mr. Mahendra Gulgulia that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

The terms and conditions of appointment of Mr. Mahendra Gulgulia, pursuant to the provisions of Schedule IV of the Act, shall be open for inspection at the Registered Office of the Company by any Member during normal business hours on any working day of the Company.

The Company and Mr. Mahendra Gulgulia shall abide by the provisions specified in Schedule IV of the Act, and shall be governed and guided by the guidelines of professional conduct, role and functions, duties, manner of appointment, reappointment, resignation or removal, separate meetings and evaluation mechanism as provided therein.

Mr. Mahendra Gulgulia is interested and concerned in the Resolution mentioned at Item No.7 of the Notice. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at item No 7.

To Resolution No. 8.

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor

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Education and Protection Fund (Section 125) and valuation by Registered Valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- A. New provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;;
- B. the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- C. new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- D. existing articles have been streamlined and aligned with the Act;
- E. the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- F. provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders. The Board commends the Special Resolution set out at Item No.8 of the Notice for approval by the shareholders.

Disclosure of Interest in the

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 8 of the Notice.

Registered Office:
157, Rabindra Sarani, 1st Floor
Kolkata-700 007 (W.B.)
Dated: 2nd day of August, 2014
CIN : L51909WB1980PLC033018

By Order of the Board

Prakash Chandra Panda
Company Secretary

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:: DIRECTORS' REPORT ::

To
The Members,
Your Directors have pleasure in presenting the **Annual Report** of the Company together with Audited Accounts for the year ended on **31st March, 2014**.

1. Financial Results:

Rs. In Lacs

	CURRENT YEAR	PREVIOUS YEAR
Profit/(Loss) Before Taxation	1.46	0.14
Current Tax	(0.28)	(0.03)
Profit After Tax	1.45	0.11
Brought forward from earlier years	(7.28)	(7.38)
Balance Carried To Balance Sheet	(5.82)	(7.28)

2. Future Performance:

In the year under review, the Company has made Net Profit after tax of **Rs. 1,45,392/-** adjusted with accumulated loss carried forwarded from past years. Your Directors are identifying prospective areas and will make appropriate investments that will maximise the revenue of the company in the current Financial Year.

3. Dividend:

In view of the accumulated loss carried forwarded from past years and after adjustments for the current year's profit, the Board regrets its inability to recommend any dividend to equity shareholders for the year.

4. Auditors:

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

5. Directors:

The Board commends the passing of the Resolutions at Annual General Meeting Notice for the appointment of Mr. Navin Chandra Sharma as Managing Director of the company.

Mrs. Nirmala Devi Sharma who retires by rotation and being eligible, offers themselves for re-appointment.

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Mr. Debasis Roy resigned from the board of the company on 28 April, 2014. The board members expressed their gratitude for contribution made by Mr. Roy during his long association with the company.

Mr. Anand Kumar Jain was appointed as Additional Director on the board of the company to hold office up to this AGM and his candidature has been proposed to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act for a period of three (3) consecutive years from the conclusion of this AGM up to the conclusion of AGM for Financial Year ending 2016-17.

As per the provisions of Section 149 of the Act, which has come into force with effect from 1st April, 2014, an Independent Director is required to be appointed and shall hold office for a term up to maximum of five consecutive years on the Board of a company and shall not be liable to retire by rotation. In compliance with the provisions of Section 149 the company may place before the Members in General Meeting for their approval to appoint requisite Independent Directors.

6. Personnel: 

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

7. Statutory Information: 

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

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

8. Listing at BSE Ltd.: 

Your company had made an application for listing its equity share at BSE LTD. under direct listing norms of BSE for existing listed company. Our endeavour in this respect shall prove you a ready market on nationwide platform for trading in securities on a continuous basis adding prestige and importance to the company. The company can also raise additional funds from the public through the new issue market with a greater degree of assurance. The new funds sought to be raised break new ground for the Company and are steps towards our ambition to build a more global fund house.

9. Directors' Responsibility Statement in terms of Sec. 217(2AA) of the Companies Act, 1956:

To the best of our knowledge and belief and according to the confirmations and explanations obtained by them, your directors make the following statements in terms of Section 217(2AA) of the Companies Act, 1956:

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

10. Corporate Governance:

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

11. 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 : 26th day of May, 2014

Kailash Chandra Sharma

Director

Navin Chandra Sharma

Managing Director

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CORPORATE GOVERNANCE REPORT

The detailed Report on Corporate Governance as per the format prescribed by SEBI and incorporated in clause 49 of the Listing Agreement is set out below.

A) MANDATORY

1) Company's Philosophy on Code of 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 are given below:

<u>Name of the Director</u>	<u>Designation</u>	<u>Category of Directorship</u>	<u>No of other Directorship in other Companies</u>		<u>Membership of Board committees</u>
			<u>Public</u>	<u>Private</u>	<u>of other Companies</u>
Mr. Navin Chandra Sharma	Managing Director	Executive & Promoter	--	18	--
Mr. Kailash Chandra Sharma	Director	Non-Executive & Promoter	--	17	--
Mrs. Nirmala Devi Sharma	Director	Non-Executive & Promoter	--	--	--
Mr. Kamal Kishor Mundhra	Director	Non-Executive Independent	--	17	--
Mr. Mahendra Kumar Gulgulia	Director	Non-Executive Independent	--	1	--
Mr. Anand Kumar Jain	Additional Director	Non-Executive Independent	--	--	--

b) Appointment/Reappointment of Directors

The Board of Directors of the Company (the 'Board'), at its meeting held on April 28, 2014 has, subject to the approval of members, appointed Mr. Navin Chandra Sharma as Managing Director, for a period of 5 (five) years starting from 28th April, 2014 up to 27th April, 2019, at the remuneration recommended by the Nomination and Remuneration Committee (the 'NRC') of the Board and approved by the Board. Mr. Navin Chandra Sharma be & is hereby proposed to be appointed as Managing Director of the Company. The Board recommends his name for member's approval at this AGM.

Mrs. Nirmala Devi Sharma who retires by rotation during the ensuing Annual General Meeting and is eligible for reappointment. She shall be treated as Women Director pursuant to Rule 3 the Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Debasis Roy has resigned from the board of the company on 28 April, 2014 and the board members have expressed their gratitude for the contribution made by Mr. Roy during his long association with the company.

Mr. Anand Kumar Jain a person with dynamic personality having vast & significant experience in Finance & Taxation was appointed on 28th April 2014 as Additional Director u/s 161 of the Companies Act, 2013 and shall continue up to ensuing AGM. His candidature has been proposed to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act for a period of three (3) consecutive years from the conclusion of this AGM up to the conclusion of AGM for Financial Year ending 2016-17.

Mr. Navin Chandra Sharma , Mr. Kailash Chandra Sharma and Mrs. Nirmala Devi Sharma are relatives in terms of section 2(77) of the Act and may be deemed to be interested in the resolutions set out respectively at Item Nos. 2 and 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

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 the Companies Act, 1956 and those under clause 49 of the Listing Agreement are followed in this regard. The Board meets at least once in a quarter to review quarterly performance and financial results. 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

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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 31.03.2014, 11 (Eleven) meeting of the Board of Directors were held on: 20.05.2013, 24.05.2013, 27.06.2013, 22.07.2013, 13.08.2013, 26.08.2013, 12.11.2013, 12.02.2014, 14.02.2014, 15.03.2014 and 31.03.2014 were held. At the Board meetings of the Company the directors are being provided information stipulated in clause 49 of the Listing Agreement. The Board has a formal schedule of matters reserved for its consideration, which includes reviewing performance. The Company has designated the required information system for the purpose.

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 2013-14.

e) Attendance of Directors :

The attendance Record of Directors at Board Meeting and at the last Annual General Meeting during the financial year 2013-14 is as follows:

Name of the Director	Attendance at the Annual General Meeting held on 26 th August, 2013	Attendance at the Board Meetings held during the year	As on 31.03.2014				
			Total Meetings Attended	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	--	18	--	--	
Mr. Kailash Chandra Sharma	Yes	11	--	17	--	--	
Mrs. Nirmala Devi Sharma	Yes	11	--	--	--	--	
Mr. Kamal Kishor Mundhra	Yes	11	--	17	--	--	
Mr. Mahendra Kumar Gulgulia	Yes	11	--	1	--	--	
Shri Debashis Roy	Yes	11	--	--	--	--	

3) Audit

The Composition procedure, role/function of the Audit Committee complies with the requirements of the Listing Agreement. During the year under review 4 (four) meetings of the Audit Committee were held. 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. Kamal Kishor Mundhra	Chairman	4
Mr. Mahendra Gulgulia	Member	4
Mr. Navin Chandra Sharma	Member	4

4) Shareholders'/Investors' Grievances Committee:

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

Members	Designation	Category	Numbers of Meetings Attended
Mr. Kamal Kishor Mundhra	Chairman	Non Executive & Independent	4
Mr. Mahendra Gulgulia	Member	Non- Executive & Independent	4
Mr. Debashis Roy	Member	Non- Executive & Independent	4

Investor Relations

The Registrars and Share Transfer Agent of the company is M/s. Niche Technologies Pvt. Limited to carry out the transfer of shares and redress investors' complaints. During the year four meetings were held and no complaint had been received by Company & also at SEBI SCORES.

Compliance Officer:

Mr. Prakash Chandra Panda, Company Secretary is the Compliance Officer for complying with the requirements of the Listing Agreement with respective Stock Exchanges.

5) Remuneration & Nomination 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 agreement with the stock exchange. During the year under review 2 (Two) meeting of each committee were held.

Members	Designation	Category	Numbers Of Meetings Attended
Mr. Kamal Kishor Mundhra	Chairman	Non Executive & Independent	4
Mr. Mahendra Gulgulia	Member	Non- Executive & Independent	4
Mr. Debashis Roy	Member	Non- Executive & Independent	4

6) General Body Meetings:

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

Financial Year	Date	Time	Venue
2010-2011	06.09.2011, Tuesday	4.00 PM	19, K. C. Road Kolkata-700002
2011-2012	24.08.2012, Friday	4.00 PM	157, Rabindra Sarani Kolkata-700007
2012-2013	26.08.2013, Monday	2.00 PM	157, Rabindra Sarani Kolkata-700007

All resolutions moved at the last Annual General Meeting were passed by a show of hands unanimously by all the members present by persons and by proxy at the Meeting.

Since there were no special resolution moved at the last Annual General Meeting and none of the businesses are proposed to be transacted at the ensuing Annual General Meeting which requires passing of a special resolution through postal ballot. Hence no resolutions were put through postal ballot.

7) Disclosures:

During the financial year ended **March 31, 2014** there were no related party transactions with the Company's Directors or their relatives except for payment of Remuneration to Executive Director. The Company has complied with all the statutory requirements comprised in the Listing Agreements/ Regulations/ Guidelines/ Rules of the Stock Exchanges/ SEBI/ other Statutory Authorities.

8) Means of Communications:

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

Financial Express and Eco of India an English Daily & 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 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 English daily and News Bangla and Sagar, Regional Newspapers in Bengali and Marathi 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 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 Clause 52 of the Listing Agreement 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.

9) General Shareholder

Annual General Meeting :

Date	:	11 th Day of September, 2014
Day	:	Monday
Time	:	2.30 P.M
Venue	:	“Community Hall” 10, Debendra Ghosh Road, Bhawanipore, Kolkata-700 025

Date of Book Closure:

The date of Book Closure for the purpose of Annual General Meeting shall be from 5th day of September, 2014 to 11th day of September, 2014 (both days inclusive)

Listing of Securities:

At present the Equity Shares of your Company are listed on The Calcutta Stock Exchange Limited under scrip code 029277. Your directors are pleased to inform you that application for listing of its equity share at BSE LTD under direct listing norms of BSE had been made and our endeavourer to bring opportunity for shareholders to trade nationwide at the BSE platform.

Listing & Custodial Fees:

The Company has paid listing fees for the financial year 2013-2014 to all the Stock Exchanges where the securities are listed and the Custodial Fees for the year 2013-14 to National Securities Depository Limited and Central Depository Services (India) Limited.

Demat ISIN Number for NSDL and CDSL

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

The Registrar & Share Transfer Agents

Niche Technologies Pvt. Ltd.

D-511, Bagri Market,

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

Kolkata-700001. (W.B.)

Tel.: +91 33 2235 7270 / 7271

Fax: +91 33 2215 6823

E-mail: nichetechpl@nichetechpl.com

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.

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.

Secretarial Audit

Pursuant to Clause 47 (c) of the Listing Agreement 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).

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2014:

Slab	No. of Shareholders		No. of Ordinary Shares	
	Total	% of Shareholders	Total	% of Shareholders
001-500	468	84.0215	21,262	0.2593
501-1000	11	1.9749	9,950	0.1213
1001-5000	46	8.0790	1,12,668	1.3740
5001-10000	6	1.0772	37,800	0.4610
10001-50000	70	1.2567	2,04,450	2.4933
50001-100000	5	0.8977	3,85,600	4.7024
100001 and above	15	2.6930	74,28,270	90.5887
Total	557	100.0000	8,200,000	100.0000

CATEGORY OF SHAREHOLDERS AS ON 31ST MARCH, 2014:

Category	No. of Shares	%
Public	1,76,980	2.158
Domestic Bodies Corporate	58,60,470	71.469
Clearing Member & Clearing Corp.	-----	-----
Promoters & Associates	21,62,550	26.373
TOTAL	8,200,000	100.000

Registered Office:
157, Rabindra Sarani, 1st Floor,
Kolkata-700007 (W.B.)
Dated: 28th day of July, 2014
CIN : L51909WB1980PLC033018

By Order of the Board

Navin Chandra Sharma
Managing Director

Declaration by the Managing Director & CEO on Compliance of The Company's Code of Conduct under Clause 49 of the Listing Agreement.

To,
 The Members of Sellwin Traders Limited

I, Navin Chandra Sharma, 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, 2014.

Navin Chandra Sharma
Managing Director & CEO

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:: MANAGEMENT DISCUSSION AND ANALYSIS REPORT::

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

Overview

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

Industry Structure and Developments

The global economic turbulence that continued for past few years was expected to ease off by 2014. The Indian economy was under stress and the rupee depreciates sharply. India registered an economic growth of 4.7% in the financial year 2013-14. Price pressure due to high inflation, fuel cost, a weakening rupee and rising input prices remained major concern for manufacturers.

We 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 and retail inflation stands at 8.31% in March 2014.

Segment Wise Or Product Wise Performance

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

Outlook

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

Opportunities & Threats

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

Risks & Concerns

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

Internal Control System and Adequacy

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

Human Resources

The human resources strategy enabled the Company to attract, integrate, develop and retain the best talent required for driving business growth. The sustained strategic focus to enhance employee capability, improve efficiency. The Company continues to give priority to its human assets. The Company provides a fair and equitable work environment to all its employees. The Company is continuously working to create and nurture an atmosphere which is highly motivated and result oriented.

Financial Performance

The financial performance of the Company for the year under review is discussed in detail in the Directors Report. For and on behalf of board of directors

Place : Kolkata

Date : 26th Day of May, 2014.

(Navin Chandra Sharma)
Chairman & Managing Director

:: CEO/CFO CERTIFICATION ::

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

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

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

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

We have indicated to the Auditors and the Audit Committee:

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

Place: Kolkata

Date : 26.05.2014

**For and on behalf of board of directors
(Navin Chandra Sharma)
CEO & Managing Director**

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To,
The Members of
M/s. SELLWIN TRADERS LTD.
157, Rabindra Sarani, Kolkata - 700 007

We have examined the Compliance of the Conditions of Corporate Governance by **M/s. Sellwin Traders Ltd.** for the year ended on **March 31, 2014** as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we confirm that the Company has generally complied with the conditions of Corporate Governance as stipulated in clause 49 of the above-mentioned Listing Agreement.

As required by the Guidance note issued by the institute of Chartered Accountants of India, we have to state that based on the report given by the Registrar of Company to the investor's Grievance Committee, there was no Investors' Grievance matter remaining unattended for more than 30 days as on **31st March, 2014**, against the Company.

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

For MAROTI & ASSOCIATES
Chartered Accountants
(M. K. MAROTI)
Proprietor
M. No.057073
Firm Reg. No : 322770E

Place : **Kolkata**
Date : **26th Day of May, 2014**

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AUDITORS' REPORT

To the Members
SELLWIN TRADERS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **SELLWIN TRADERS LIMITED**, which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so

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required and give a true and fair view in conformity with the accounting principles generally accepted in India

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(b) in the case of the statement of Profit and Loss, of the **PROFIT** for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For MAROTI & ASSOCIATES
Chartered Accountants
M.K.MAROTI
(Proprietor)
(M. No.057073)
(Firm Reg. No: 322770E)

Place : **Kolkata**
Date : **26th Day of May, 2014**

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ANNEXURES TO THE AUDITORS' REPORT

Referred to in paragraph 3 of our Report of even date on the Accounts for the year ended on **31.03.2014**.

1. **a)** The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets
b) All the fixed assets have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of its business. As informed, no material discrepancies were noticed on such verification.
c) There was No disposal of fixed assets during the year
2. The Company had No Inventories during the year hence clause 4(II) (a) (b) and (c) are not applicable to it.
3. **a)** The Company has not granted unsecured loans to parties covered in the Register maintained under Sec 301 of the Companies Act. Hence, clause 4(III) (b) (c) and (d) are not applicable.
b) The Company has not taken unsecured Loan from Party covered in the Register maintained under Sec 301 of the Act Hence clause 4(III) (f) and (g) are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. Further on the basis of our examinations and according to the information and explanations given to us we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control systems.
5. **a)** In our opinion and according to the information and explanations given to us we are of the opinion that the transactions in which Directors are interested as contemplated under Sec 299 of the Companies Act , 1956 and which required to be so entered in the register maintained under SEC 301 of the said Act , have been so entered
b) In our opinion and according to the information and explanations given to us the Company has not entered into any transaction made in pursuance of contracts or arrangements entered in the Register maintained under Sec 301 of the Companies Act 1956 exceeding Rs 5,00,000 / or more in respect of any party . Accordingly Paragraph (V) (b) of the order is not applicable.

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6. The Company has not accepted any deposits from the public. In our opinion and according to the information and explanations given to us the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Act and the rules framed there under, to the extent applicable have been complied with.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 in respect of services carried out by the Company
9. **a)** According to the records examined by us, the company is regular in depositing with appropriate authorities undisputed Income Tax Wealth Tax, Service Tax, Custom Duty, Excise Duty, Investor Education Protection Fund, Cess and other statutory dues applicable to it. As informed to us provisions relating to Provident Fund, Employees State Insurance, Sales Tax, are not applicable to it.
b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax Wealth Tax, Service Tax, Custom Duty, Excise Duty, Investor Education Protection Fund, Cess and other statutory dues were outstanding at the year end for a period of more than Six Months from the date they became payable
As informed to us provisions relating to Provident Fund, Employees State Insurance, Sales Tax, are not applicable to it.
10. The Company has accumulated losses at the end of the Financial Year which is less than fifty percent of the net worth of the company. Further it has not incurred cash losses during the financial year ended on that date and in the immediately preceding financial year.
11. Based on our audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of dues to financial institutions or bank. There were no outstanding debentures during the year.
12. According to the information and explanations given to us and based on the documents and records produced to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities

13. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In respect of dealing / trading in shares in our opinion and according to the information and explanations given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein in. The shares have been held by the Company in its own name.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
16. The Company has not obtained any term loans. Accordingly clause 4(xvi) of the Order is not applicable.
17. According to the information and explanations given to us and on the basis of an overall examination of the balance sheet of the Company, we report that the Company has not utilized any funds raised on short term basis for long term investments.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Accordingly, clause 4(xviii) of the order is not applicable.
19. The Company did not have any outstanding debentures during the year. Accordingly, clause 4(xix) of the order is not applicable.
20. The Company has not raised any money by public issues during the year. Accordingly, clause 4(xx) of the order is not applicable.
21. Based upon audit procedures performed for the purposes of reporting the true and fair view of the financial statements and as per the information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported by the management during the year under audit.

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For **MAROTI & ASSOCIATES**
Chartered Accountants
(M.K.MAROTI)
Proprietor
M. No. 057073
Firm Reg. No : 322770E

Place : **Kolkata**
Date : **26th Day of May, 2014**

SELLWIN TRADERS LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2014**

	Note No.	31st March, 2014	31st March, 2013
		Rs.	Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	82,000,000	82,000,000
(b) Reserves and Surplus	3	19,919,433	19,791,540
(2) Non Current Liabilities			
Deferred Tax Liabilities		3,255	-
(3) Current Liabilities & Provisions			
(a) Other current liabilities	4	31,090	19,855
(b) Short Term Provisions	5	27,077	2,578
Total		101,980,855	101,813,973
II.Assets			
(1) Fixed Assets			
(a) Tangible Assets	6	44,050	-
(2) Non-current assets			
(a) Non-current investments	7	100,900,000	101,000,000
(3) Current assets			
(a) Cash and cash equivalents	8	996,128	734,473
(b) Other Current Assets	9	40,677	6,000
(c) Trade Receivables	10	-	73,500
Total		101,980,855	101,813,973

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SIGNIFICANT ACCOUNTING POLICIES

1

In terms of our report of even date

OTHER NOTES ON ACCOUNTS

16

**For MAROTI & ASSOCIATES
(CHARTERED ACCOUNTANTS)**

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

**M. K. Maroti
(Proprietor)**

M. NO. : 057073

Firm Reg No : 322770E

**Prakash Chandra Panda
Company Secretary**

Place : Kolkata

Date : 26th Day of May, 2014.

SELLWIN TRADERS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2014

	Note No.	31st March, 2014	31st March, 2013
		Rs.	Rs.
I . REVENUE FROM OPERATIONS	11	437,000	300,000
II. TOTAL REVENUE		437,000	300,000
III. EXPENSES			
Employee Benefit Expense	12	89,000	71,500
Other Expenses	13	215,601	214,972
Depreciation	14	3,830	-
		308,431	286,472
Profit Before Tax		128,569	13,528
Tax Expense			
Current Tax		24,499	2,578
Mat Credit		(24,499)	-
Mat Credit For earlier years		(2,578)	-
Deferred Tax		(3,255)	-
Profit / (Loss) For The Period		127,892	10,950
Earning Per Equity Share	15		
Basic		0.016	0.001
Diluted		0.016	0.001

SIGNIFICANT ACCOUNTING POLICIES

1

In terms of our report of even date

OTHER NOTES ON ACCOUNTS

16

**For MAROTI & ASSOCIATES
(CHARTERED ACCOUNTANTS)**

For and on behalf of the Board

Kailash Chandra Sharma
Director

Navin Chandra Sharma
Managing Director

M. K. Maroti
(Proprietor)

M. NO. : 057073

Firm Reg. No. : 322770E

Prakash Chandra Panda
Company Secretary

Place : Kolkata

Date : 26th Day of May, 2014.

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NOTE 1

Significant Accounting Policies :

01. ACCOUNTING CONVENTIONS:

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

02. FIXED ASSETS:

Fixed assets are stated at cost less accumulated depreciation and impairment if any. Cost comprises the purchase price inclusive of duties, taxes, and incidental expenses upto the date, the asset is ready for its intended use..

03. DEPRECIATION:

Depreciation on Fixed Assets are provided on Written Down Value Method at the rates prescribed in the Schedule-XIV of the Companies Act, 1956.

Depreciation on fixed assets added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / disposal.

In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.

04. IMPAIRMENT OF FIXED ASSETS:

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

05. INVESTMENTS:

Investments that are readily realizable and intended to be held for not more than a year are classified as Current Investments. All other Investments are classified as Non-Current Investments. Current Investments are stated at lower of cost and market rate on an individual investment basis. Non-Current Investments are considered 'at cost' on individual investment basis, unless there is a decline other than temporary in the value, in which case adequate provision is made against such diminution in the value of investments.

06. RECOGNITION OF INCOME & EXPENDITURE:

Income & Expenditures are accounted for on accrual basis.

07. EARNING PER SHARE:

Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.

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

08. TAXES ON INCOME:

Current Tax is determined as the amount of tax payable in respect of taxable income for the year.

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

09. CONTINGENCIES:

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

10. PROVISIONING FOR DEFERRED TAXES:

The Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred Tax resulting from "timings difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

SELLWIN TRADERS LIMITED

**NOTE FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014**

	31st March, 2014	31st March, 2013
	₹	₹
NOTE - 2		
<u>SHARE CAPITAL</u>		
<u>Authorised</u>		
82,00,000 Equity Shares of Rs.10/- each	82,00,000	82,00,000
<u>Issued, Subscribed & Paid up</u>		
82,00,000 Equity Shares of Rs.10/- each fully paid up in cash	82,00,000	82,00,000
	82,00,000	82,00,000

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

	31st March, 2014		31st March, 2013	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	8,200,000	82,00,000	8,200,000	82,00,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	8,200,000	82,00,000	8,200,000	82,00,000

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

The Company has only one class of equity share having par value of Rs 10 /- per share. Each holder of Equity share is entitled to one vote per share
In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders

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

NAME OF THE SHAREHOLDER	31st March, 2014		31st March, 2013	
	Nos	%	Nos	%
(EQUITY SHARES OF RS 10/ EACH FULLY PAID UP)				
BAJORIA DISTRIBUTORS PRIVATE LIMITED	1,770,000	21.59	1,770,000	21.59
MEGSHREE CREDIT PRIVATE LIMITED	1,196,800	14.60	1,196,800	14.60
LINGRAJ MARKETING PVT LTD	789,470	9.63	789,470	9.63
KASHYAP COMMDEAL PVT LTD	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.

	2013-14 ₹	2012-13 ₹
NOTE - 3		
<u>RESERVES & SURPLUS</u>		
Capital Reserve		
Balance As per last Year	554,950	554,950
Add : Addition During the year	-	-
A	554,950	554,950
General Reserve		
Balance As per last Year (Created through amalgamation)	19,964,117	19,964,117
Add : Addition During the year	-	-
B	19,964,117	19,964,117
Profit and Loss Account		
Balance As Per last Account	(727,527)	(738,477)
Add : Addition During the year	127,892	10,950
C	(599,635)	(727,527)
TOTAL (A+B+C)	19,919,433	19,791,540
NOTE - 4		
<u>OTHER CURRENT LIABILITIES</u>		
Liability for Expenses	31,090	19,855
	31,090	19,855
NOTE - 5		
<u>Provisions</u>		
Provision for Income Tax	27,077	2,578
	27,077	2,578
NOTE - 7		
<u>NON CURRENT INVESTMENTS</u>		
Investment in Eq. Shares (Long Term, at cost, fully paid up)		
UN-QUOTED		
Rajesh Projects (I) Pvt Ltd.(8,65,000 (P.Y. 865000) shares of Rs. 10/- each)	86,500,000	86,500,000
Ganga Ferro Alloys Pvt Ltd. (24000 (P.Y. 58000) shares @ Rs 250/- each)	6,000,000	14,500,000
PKD Trading & Investment Co. Pvt Ltd (21000 Eq. Shares of Rs 10/- each)	8,400,000	-
	100,900,000	101,000,000
NOTE - 8		
<u>CASH & CASH EQUIVALENTS :</u>		
Cash in hand (As certified)	461,383	675,730
Balances with Scheduled Bank in Current Account	534,745	58,743
	996,128	734,473
NOTE - 9		
<u>OTHER CURRENT ASSETS</u>		
MAT Credit Entitlement	27,077	-
T.D.S For The Asst. Year 2013-14	6,000	6,000
T.D.S For The Asst. Year 2014-15	7,600	-
	40,677	6,000

Note -6

Fixed Assets:

Description	Gross Block			Depreciation			Net Block		
	As on			As on	Upto	For the	Upto	As on	As on
	01.04 2013	Addition	Deletion	31.03 2014	31.03 2013	year	31.03 2014	31.03 2014	31.03 2013
Computer	-	47,880	-	47,880	-	3,830	3,830	44,050	-
Total	-	47,880	-	47,880	-	3,830	3,830	44,050	-
Previous Year	-	-	-	-	-	-	-	-	-

NOTE - 10**TRADE RECEIVABLES**

(Unsecured , Considered good)

Outstanding for a period less than Six Months

-

73,500

-

73,500

NOTE - 11

REVENUE FROM OPERATIONS

Service charges Received

380,000

300,000

Advising charges Received

57,000

-

437,000

300,000

NOTE - 12

EMPLOYEE BENEFIT EXPENSE

Salaries & Bonus

71,500

71,500

Directors Remuneration

17,500

-

89,000

71,500

NOTE - 13

OTHER EXPENSES

Advertisement Expenses

14,200

22,959

Payment to auditors

As Audit Fees

28,090

21,912

For Certification & Other matters

1,685

Certification Fees

5,000

5,000

Bank Charges

225

-

Computer Accounting Charges

13,500

-

Data Accounting charges

-

12,000

Demat Expenses

674

746

Depository Expenses

33,708

33,708

Filling Fees

2,500

3,500

Internal Audit Fees

3,000

3,000

Legal and Professional Fees

32,500

37,501

Listing Fees

19,663

19,663

Miscellaneous Expenses

11,567

11,088

Postage & Stamps

7,064

6,580

Printing & Stationary

28,836

23,926

Rates & Taxes

4,400

4,400

Transfer Agent Fees

8,989

8,989

215,601

214,972

NOTE - 14			
Depreciation		3,830	-
		3,830	-
NOTE - 15			
<u>EARNING PER EQUITY SHARE (EPS)</u>			
Profit After Tax (PAT)	(a)	127,892	10,950
Weighted average no. of shares outstanding	(b)	8,200,000	8,200,000
Basic & Diluted EPS (Rs.)	(a/b)	0.016	0.001
Face value of each share (Rs.)		10	10

NOTE-16 OTHER NOTES ON ACCOUNTS:

<p>1 Based on the information / documents available with the Company, no creditor is covered under Micro, Small and Medium Enterprise Development Act, 2006. As a result, no interest provision/payments have been made by the Company to such creditors, if any, and no disclosures thereof are made in these accounts.</p> <p>2 Sundry debtors are subject to confirmation by the respective parties.</p> <p>3 Segment Report : The Company is engaged in the business of Consultancy Activities and there are no separate reportable segments as per Accounting Standard 17.</p> <p>4 Related Party Disclosure : As per accounting standard 18 the information for related parties is given below:</p> <p>KEY MANAGEMENT PERSONNEL (KMP)</p> <p>1. Kailash Chandra Sharma 2. Navin Chandra Sharma 3. Nirmala Devi Sharma</p> <p>RELATIVES OF (K M P)</p> <p>RELATED PARTY TRANSACTION</p> <table border="1"> <thead> <tr> <th>Sl. No</th> <th>Nature Of Transaction</th> <th>Relation</th> <th>31/03/2014 (Rs)</th> <th>31/03/2013 (Rs)</th> </tr> </thead> <tbody> <tr> <td></td> <td>Directors Remuneration</td> <td></td> <td></td> <td></td> </tr> <tr> <td>1</td> <td>NAVIN CHANDRA SHARMA</td> <td>Managing Director</td> <td>Rs. 17,500/-</td> <td>-</td> </tr> </tbody> </table>					Sl. No	Nature Of Transaction	Relation	31/03/2014 (Rs)	31/03/2013 (Rs)		Directors Remuneration				1	NAVIN CHANDRA SHARMA	Managing Director	Rs. 17,500/-	-
Sl. No	Nature Of Transaction	Relation	31/03/2014 (Rs)	31/03/2013 (Rs)															
	Directors Remuneration																		
1	NAVIN CHANDRA SHARMA	Managing Director	Rs. 17,500/-	-															
<p>5 Deferred Taxation : On the basis of prudent ground, no deferred tax Asset has been recognised during the year. Company has carry forward losses under Income Tax Laws but in the absence of virtual certainty of sufficient future taxable income, in the opinion of management, deferred tax assets has not been recognised by way of prudence in accordance with AS-22 " Accounting For Taxes On Income " issued by the Institute of Chartered Accountants of India.</p> <p>6 The Company has Complied this information based on the current information in its possession. As at 31.03.2014, No supplier has intimated the Company about its status as a Micro or Small enterprise or its Registration with the appropriate authority under the Micro, Small and Medium Enterprises Development Act, 2006 amount due to Micro Small and Medium Enterprises as on 31.03.2014 RS NIL (PY RS NIL)</p>																			

- | | | | |
|-----------|--|------------|------------|
| 7 | No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of gratuity act | | |
| 8 | No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year | | |
| 9 | Earning in foreign Currency | Nil | Nil |
| 10 | Expenditure in foreign Currency | Nil | Nil |
| 11 | Previous Year figures have been regrouped, rearranged or re-casted wherever considered necessary. | | |

For and on behalf of the Board

In terms of our report of even date

Kailash Chandra Sharma
Director

Navin Chandra Sharma
Managing Director

For MAROTI & ASSOCIATES
(CHARTERED ACCOUNTANTS)

Prakash Chandra Panda
Company Secretary

M. K. Maroti
(Proprietor)

Place : Kolkata

M. NO. : 057073

Date : 26th Day of May, 2014.

Firm Reg. No. : 322770E

SELLWIN TRADERS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	31.03.2014		31.03.2013	
1. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax		128,569		13,528
Add: Depreciation	3,830		-	
Sub Total -		132,399		13,528
Operating Profit before Working Capital Changes				
(Increase) / Decrease in Trade Receivable	73,500		(73,500)	
Increase/ (Decrease) in Current Liabilities	11,236		11,989	
Adjustment for I. T. & Provisions	(7,600)		(6,000)	
Sub Total -		77,136		(67,511)
A. Net Cash from Operating Activities		209,535		(53,983)
2. CASH FLOW FROM INVESTING ACTIVITIES				
(Increase)/ Decrease in Investment	100,000		-	
Purchase of Fixed asset	(47,880)	52,120	-	-
B. Net Cash from Investing Activities		52,120		-
3. CASH FLOW FROM FINANCING ACTIVITIES				
Loan Raised/(Repaid) during the year	-		-	
C. Net Cash from Financing Activities		-		-
Net Increase in Cash/Cash Equivalent A+B+C		261,655		(53,983)
Cash/Cash Equivalents (Opening)		734,473		788,455
Cash/Cash Equivalents (Closing)		996,128		734,473

NOTES :

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

2 **Cash & Cash Equivalents Comprise:**

Cash on Hand

31/03/2014 **31/03/2013**

461,383 675,730

Balance With Schedule Banks in current Account

534,745 58,743

996,128 734,473

For and on behalf of the Board

In terms of our report of even date

For MAROTI & ASSOCIATES

(CHARTERED ACCOUNTANTS)

Kailash Chandra Sharma
Director

Navin Chandra Sharma
Managing Director

Prakash Chand Panda
Company Secretary

M. K. Maroti
(Proprietor)

M. No. 057073

FIRM REG NO : 322770E

Place : Kolkata

Date : 26th Day of May, 2014

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

157, Rabindra Sarani, 1st Floor,
Kolkata- 700 007.

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.

<u>FOR OFFICE USE ONLY</u>	
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 Technology Private Limited
D-511, Bagri Market,
71, B.R.B.Basu Road,
Kolkata - 700 001

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:

SELLWIN TRADERS LTD.

Regd. Off. : 157, Rabindra Sarani, 1st Floor, Kolkata – 700 007, (West Bengal)

Phone: (91-033) 3262 2007

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

CIN: L51909WB1980PLC033018

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID	
Name and Address of the Shareholder	

1. I hereby record my presence at the **ANNUAL GENERAL MEETING** of the Company being held on **11th September, 2014** at 2.30 P.M. at the “**Community Hall**” at **10, Debendra Ghosh Road, Bhawanipur, Kolkata-700 025**.

2. Signature of the Shareholder/Proxy Present

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3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

ELECTRONIC VOTING PARTICULARS

(E-Voting Sequence No.)	USER ID.	PASSWORD
140813023	Please refer note no 17 in the Notice of AGM	

PROXY FORM

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

CIN	: L51909WB1980PLC033018
Name of the Company	: SELLWIN TRADERS LIMITED
Registered office	: 157, RABINDRA SARANI, 1ST FLOOR, KOLKATA-700007
Name of the member(s)
Registered Address
Email ID
Folio No./ Client ID
DP ID
I / We, being the member(s) of Shares of the above named company, hereby appoint:	

Name
E-mail ID

Address
Signature..... or failing him;

Name
E-mail ID

Address.....
Signature..... or failing him;

Name
E-mail ID

Address
Signature..... or failing him;

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the Annual General Meeting of the company, to be held on Thursday, the 11th September, 2014 at 2.30 P.M. at the "Community Hall" at 10, Debendra Ghosh Road, Bhawanipore, Kolkata - 700 025 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	RESOLUTIONS	Optional*	
		For	Against
1.	Ordinary Resolution to consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors.		
2.	Ordinary Resolution for Re-appointment of Mrs. Nirmala Devi Sharma who retires by rotation.		
3.	Ordinary Resolution for appointment of M/s. Maroti & Associates, Chartered Accountants as Auditors and fixing their remuneration.		
4.	Ordinary Resolution for appointment of Mr. Navin Chandra Sharma as Managing Director.		
5.	Ordinary Resolution for appointment of Mr. Anand Kumar Jain as an Independent Director.		
6.	Ordinary Resolution for appointment of Mr. Kamal Kishor Mundhra as an Independent Director.		
7.	Ordinary Resolution for appointment of Mr. Mahendra Gulgulia as an Independent Director.		
8.	Special Resolution for adoption of New Article of Association as per new companies Act		

Signed this day of 2014
 Signature of Share holder :
 Signature of Proxy holder(s) :

**Affix
Revenue
Stamp**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- (2) For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
- (3) It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (4) Please complete all details including details of member(s) in above box before submission.

BOOK POST

If undelivered please return to:

Sellwin Traders Limited

Regd. Office: 157, Rabindra Sarani, 1st Floor,
Kolkata-700007