



**SELLWIN
TRADERS
LIMITED**

Annual
Report 2015

SELLWIN TRADERS LIMITED

SELLWIN TRADERS LIMITED

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SELLWIN TRADERS LIMITED

SELLWIN TRADERS LIMITED

:: BOARD OF DIRECTORS ::

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 _____ 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

SELLWIN TRADERS LIMITED

SELLWIN TRADERS LIMITED

:: 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, 2015**.

1. Financial Results :

Rs. In Lacs

	CURRENT YEAR	PREVIOUS YEAR
Sales and Other Income	18.25	4.37
Profit before depreciation, taxation & Exceptional Items	8.10	1.32
Less: Depreciation	0.26	0.04
Less : Current Tax	0.40	0.24
Less : Mat Credit	(0.16)	(0.24)
Less : Mat Credit for earlier year	0.00	(0.03)
Less: Deferred Tax	(0.03)	0.03
Less : Exceptional Items	5.72	0.00
Profit after taxation	1.90	1.28
Add: Balance brought forward from previous year	(6.00)	(7.28)
Surplus available for appropriation	(4.12)	(6.00)
Appropriations		
Transitional Provision for Depreciation	(0.01)	0.00
Balance carried to Balance sheet	(4.12)	(6.00)

2. Future Performance:

In the year under review, the Company has made Net Profit after tax of Rs. 1,89,520/- 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. Share Capital :

The paid-up equity capital as on March 31, 2015 was Rs. 82,00,000/-. The Company has not issued shares with differential voting rights nor granted stock options no sweat equity.

5. Auditor :

Statutory Audit:

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

M/s. **Maroti & Associates**, Chartered Accountants, (Firm Registration Number 322770E) be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for term of consecutive two years till conclusion of the 2nd next Annual General Meeting after this Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) during the term of their appointment. They have confirmed their eligibility and willingness for appointment as Statutory Auditors for the aforesaid period, as per Section 141 of the Companies Act, 2013. The Board of Directors recommends their appointment to the shareholders.

Secretarial Audit:

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

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s. P. Doleswar Rao, Company Secretaries in practice (C.P. No. 14385) to undertake the Secretarial Audit of the Company. The Secretarial Audit report for the financial year ended 31st March, 2015 is annexed herewith as "Annexure A" to this report. The observation of Secretarial Auditor are clarified as under :

- We endeavored to appoint Chief Financial Officer and in due course would appoint eligible candidate.
- The company has adopted new Articles of Association in conformity with the Companies Act, 2013 and would file e-form MGT-14 in due course.
- The Company has appointed Internal Auditor pursuant to Section 138 of the Companies Act, 2013 and would file e-form MGT-14 in due course.

6. Directors:

Mr. Kailash Chandra Sharma (DIN: 00081202) who retires by rotation and being eligible, offers themselves for re-appointment.

7. Compliance under Clause 49 :

Corporate Governance And Management Discussion & Analysis Report:

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

8. Acceptance of Deposit :

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

9. Loans, Guarantee or Investments :

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

10. Internal Control System :

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

11. Board of Directors performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Stakeholders Relation, Appointment & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

12. Remunerations Policy :

The Board has, on the recommendation of the Appointment & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

13. Board & Committee Meetings :

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 11 (Eleven) meeting of the Board of directors was held and the details of which are given in the Corporate Governance Report annexed hereto. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

14. Related Party Transactions :

All related party transactions that were entered into during the financial year were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large.

15. Directors' Responsibility Statement :

Pursuant to the requirement of clause c of sub-section 1 and sub section 5 of section 134 of the Companies Act, 2013 ('the Act') and corresponding to the section 217 (2AA) of the Companies Act, 1956 and based on the representations received from the operating management, the Directors hereby confirm that:

SELLWIN TRADERS LIMITED

- 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.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

16. Subsidiary Companies :

The Company does not have any subsidiary, hence the compliance of provisions of section 212 of the Companies Act, 1956 are not applicable.

17. Code of Conduct :

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been posted on the Company's website. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

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

18. Vigil Mechanism :

The Company has a vigil mechanism to deal with issuance of fraud and mismanagement, if any. In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

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

19. Prevention of Insider Trading :

The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

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20. Extract of Annual Return :

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

21. Particulars of Employees :

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. If any member is interested in inspecting the same, such member may write to the company secretary in advance in terms of Section 136 of the Act. 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 Act.

23. Listing at BSE Ltd.:

Your directors are pleased to inform you that entire equity share of your company had been listed on BSE Ltd at the end of the last quarter of the Financial Year 2014-15 providing ready marketability of securities on a continuous basis adding prestige and importance to the company. This will increase your company's credential. This is a step towards our ambition to build a more diversified product profile targeting disparate risk appetites. 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.

24. 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

25. 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 : 25th day of May, 2015

Kailash Chandra Sharma

Director

(DIN :: 00081202)

Navin Chandra Sharma

Managing Director

(DIN :: 00081104)

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

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

To
The Members
M/s. Sellwin Traders Ltd.
157, Rabindra Sarani
1st Floor, Kolkata – 700007.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Sellwin Traders Limited (CIN: L51909WB1980PLC033018)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **M/s. Sellwin Traders Limited** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on **31st March, 2015 ('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. Sellwin Traders Limited** ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act,1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines,1999 and Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 notified on 28th October, 2014 (**Not applicable to the Company during the Audit Period**);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the Audit Period**);

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- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the Audit Period**);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the Company during the Audit Period**);
- (vi) Other laws applicable to the company as per the representation made by the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified hence not applicable to the Company during the audit period).
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

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

1. The Company has not appointed Chief Financial Officer (CFO) as required under Section 203 of the Companies Act, 2013.
2. The Company has appointed Internal Auditor pursuant to Section 138 of the Companies Act, 2013. Hence required to file e-form MGT-14 pursuant to Section 179(3)(k) read with rule 8(5) of Companies (Meetings of Board and its Powers) Rules, 2014.

I further report that

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

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

All majority decisions at Board Meetings and Committee Meetings as represented by the management, were carried out unanimously as recorded in the minutes of the meetings of Board of Directors or Committees of the Board as the case may be.

I further report that as represented by the Company and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Audit Period, the Company has not incurred any specific event/action that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

I further report that

- The equity shares of the Company has got listed in Bombay Stock Exchange (BSE) on 08.01.2015.

Date : 25.05.2015
Place : Kolkata

Name : CS P. Doleswar Rao
Mem. No. : A38387
C. P. No. : 14385

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

Annexure 'I' to the Secretarial Audit Report :

To
The Members
M/s. Sellwin Traders Ltd.
157, Rabindra Sarani
1st Floor, Kolkata – 700007.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Kolkata
Date: 25.05.2015

Name : CS P. Doleswar Rao
Mem No. : A38387
C. P. No. : 14385

SELLWIN TRADERS LIMITED

ANNEXURE B TO THE BOARDS REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2015

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L51909WB1980PLC033018
ii) Registration Date : 29.09.1980
iii) Name of the Company : SELLWIN TRADERS LIMITED
iv) Category/Sub-Category of the Company : Company Limited by Shares
v) Address of the Registered office and contact details:

Registered Office:

157, Rabindra Sarani, 1st Floor,

Kolkata - 700007 (West Bengal)

- vi) Whether listed company : YES

- vii) Name, Address and Contact details of Registrar and Transfer Agent :

Niche Technologies Pvt. Ltd.

D-511, Bagree Market,

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

Kolkata - 700 001

Tel.: 033 2235 7272 / 7271

Fax : 033 2215 6823

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Other business processes management services	99831179	45.21%
2.	Sale of Time	99836200	54.79%

SELLWIN TRADERS LIMITED

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

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

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
INDIAN									
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	0	31750	31750	0.387	0	31750	31750	0.387	0%
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0%
BODIES CORPORATE	1574800	556000	2130800	25.985	2130800	31750	2130800	25.985	0%
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (A)(1)	1574800	587750	2162550	26.373	2130800	31750	2162550	26.373	0%
FOREIGN									
NRIs - Individuals	0	0	0	0	0	0	0	0	0%
Other - Individuals	0	0	0	0	0	0	0	0	0%
BODIES CORPORATE	0	0	0	0	0	0	0	0	0%
INSTITUTIONS	0	0	0	0	0	0	0	0	0%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0%
SUB-TOTAL(A)(2)	0	0	0	0	0	0	0	0	0%
TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP (A)= (A)(1)+(A)(2)	1574800	587750	2162550	26.373	2130800	31750	2162550	26.373	0%

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PUBLIC SHAREHOLDING									
INSTITUTIONS									
MUTUAL FUNDS	0	0	0	0	0	0	0	0	0%
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0%
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0%
VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0%
INSURANCE COMPANIES	0	0	0	0	0	0	0	0	0%
FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0	0	0	0	0	0%
FOREIGN VENTURE CAPITAL INVESTORS	0	0	0	0	0	0	0	0	0%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (B)(1)	0	0	0	0	0	0	0	0	0%
NON-INSTITUTIONS									
BODIES CORPORATE	4505670	1354800	5860470	71.469	4505670	1354800	5860470	71.469	0%
INDIVIDUALS - I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 1 LAKH.	10000	153280	163280	1.991	10000	153280	163280	1.991	0%
II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.1 LAKH.	0	13700	13700	0.167	0	13700	13700	0.167	%
ANY OTHER (SPECIFY) Clearing Mem / Clearing Cor	0	0	0	0	0	0	0	0	0%
NRI's	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (B)(2)	4515670	1521780	6037450	73.627	4515670	1521780	6037450	73.627	0%
TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)	4515670	1521780	6037450	73.627	4515670	1521780	6037450	73.627	0%
TOTAL (A)+(B)	6090470	2109530	8200000	100	6646470	1553530	8200000	100	0%
SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED	0	0	0	0	0	0	0	0	0%
GRAND TOTAL (A)+(B)+(C)	6090470	2109530	8200000	100	6646470	1553530	8200000	100	0%

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(ii) SHAREHOLDING OF PROMOTERS

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged/ encumbered to total shares	
1	Kashyap Commdeal Pvt. Ltd.	934000	11.390	0	934000	11.390	0	0%
2	Meghshree Credit Pvt.Ltd.	1196800	14.595	0	1196800	14.595	0	0%
3	Kailash Chandra Sharma	10250	0.125	0	10250	0.125	0	0%
4	Naveen Sharma	12500	0.152	0	12500	0.152	0	0%
5	Navin Chandra Sharma	3000	0.037	0	3000	0.037	0	0%
6	Nirmala Devi Sharma	6000	0.073	0	6000	0.073	0	0%
Total		2162550	26.373	0	2162550	26.373	0	0%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1.	Kashyap Commdeal Pvt. Ltd.				
	At the beginning of the year	934000	11.390	934000	11.390
	Increase / (Decrease) in Promoters Share holding during the year.	0	0	0	0
	At the End of the year	934000	11.390	934000	11.390
2.	Meghshree Credit Pvt.Ltd.				
	At the beginning of the year	1196800	14.595	1196800	14.595
	Increase / (Decrease) in Promoters Share holding during the year.	0	0	0	0
	At the End of the year	1196800	14.595	1196800	14.595
3.	Kailash Chandra Sharma				
	At the beginning of the year	10250	0.125	10250	0.125
	Increase / (Decrease) in Promoters Share holding during the year.	0	0	0	0
	At the End of the year	10250	0.125	10250	0.125

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4.	Naveen Sharma At the beginning of the year	12500	0.152	12500	0.152
	Increase / (Decrease) in Promoters Share holding during the year.	0	0	0	0
	At the End of the year	12500	0.152	12500	0.152
5.	Navin Chandra Sharma At the beginning of the year	3000	0.037	3000	0.037
	Increase / (Decrease) in Promoters Share holding during the year.	0	0	0	0
	At the End of the year	3000	0.037	3000	0.037
6.	Nirmala Devi Sharma At the beginning of the year	6000	0.073	6000	0.073
	Increase / (Decrease) in Promoters Share holding during the year.	0	0	0	0
	At the End of the year	6000	0.073	6000	0.073

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS
(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	BAJORIA DISTRIBUTORS PVT.LTD.	1770000	21.585	1770000	21.585
2	ALLIED TREXIM PVT. LTD.	800000	9.756	800000	9.756
3	LINGRAJ MARKETING PVT.LTD	789470	9.628	789470	9.628
4	RESPONCE INVESTMENTS LTD.	364000	4.439	364000	4.439
5	JAGMAG COMMERCIAL & CREDIT CO.P. LTD.	264000	3.220	264000	3.220
6	CAROL SYNTEX PVT.LTD.	224000	2.732	224000	2.732
7	MOONCLUB MERCHANTS PVT.LTD.	224000	2.732	224000	2.732
8	ORIENTAL COMMOTRADE PVT. LTD.	200000	2.439	200000	2.439
9	TRINCAS AGENCY & CREDIT PVT.LTD.	176000	2.146	176000	2.146
10	PRIYANKA TREXIM & COMMERCE PVT. LTD.	138000	1.683	138000	1.683

SELLWIN TRADERS LIMITED

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
1	NAVIN CHANDRA SHARMA Managing Director At the beginning of the year	3000	0.037	0	0
	Increase / (Decrease) in Promoters Share holding during the year:	0	0.000	0	0.000
	At the End of the year	3000	0.037	0	0.000
2	KAILASH CHANDRA SHARMA Non-Executive Independent Director At the beginning of the year	10250	0.125	0	0
	Increase / (Decrease) in Promoters Share holding during the year:	0	0	0	0
	At the End of the year	10250	0.125	0	0
3	NIRMALA DEVI SHARMA Non-Executive Independent Director At the beginning of the year	6000	0.073	0	0
	Increase / (Decrease) in Promoters Share holding during the year:	0	0	0	0
	At the End of the year	6000	0.073	0	0
4	KAMAL KISHORE MUNDHRA Non-Executive Independent Director At the beginning of the year	0	0	0	0
	Increase / (Decrease) in Promoters Share holding during the year:	0	0	0	0
	At the End of the year	0	0	0	0
5	MAHENDRA GULGULIA Non-Executive Independent Director At the beginning of the year	0	0	0	0
	Increase / (Decrease) in Promoters Share holding during the year:	0	0	0	0
	At the End of the year	0	0	0	0
6	ANAND KUMAR JAIN Non-Executive Independent Director At the beginning of the year	0	0	0	0
	Increase / (Decrease) in Promoters Share holding during the year:	0	0	0	0
	At the End of the year	0	0	0	0

SELLWIN TRADERS LIMITED

V. INDEBTEDNESS (Rs. In Lakhs)

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

	Secured Loans excluding deposits	Unsecured Loans *	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year.				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year.				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change Indebtedness	0	(0)	0	0
At the end of the financial year.				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
		Navin Chandra Sharma Managing Director	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	111000	111000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify	0	0
5	Others, please specify	0	0
	Total (A)	111000	111000

SELLWIN TRADERS LIMITED

B. REMUNERATION TO OTHER DIRECTORS:

(Amount in Rs.)

Sl. No.	Directors	Particulars of Remuneration			Total Amount
		Fee for attending Board / Board Committee Meetings	Commission	Others, Please Specify	
1	Independent Directors : Kamal Kishor Mundhra Mahendra Gulgulia Anand Kumar Jain	00 00 00	00 00 00	00 00 00	00 00 00
	Total Amount (1)	00	0	0	00
2	Other Non-Executive Directors Kailash Chandra Sharma Nirmala Devi Sharma	00 00	0	0	00 00
	Total Amount (2)	00	0	0	00
	Total (B) = (1+2)	00	0	0	00

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

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Prakash Chandra Panda, Company Secretary	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	83250	83250
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify	0	0
5	Others, please specify	0	0
	Total (C)	83250	83250

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

SELLWIN TRADERS LIMITED

:: **ANNEXURE - TO THE DIRECTORS' REPORT**::

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 Requirements:

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:

Name of the Director	Designation	Category of Directorship	No of other Directorship in other Companies		Membership of Board committees of other Companies
			Public	Private	
Mr. Navin Chandra Sharma	Managing Director	Executive & Promoter	--	18	--
Mr. Kailash Chandra Sharma	Director	Non-Executive & Promoter	--	15	--
Mrs. Nirmala Devi Sharma	Director	Non-Executive & Promoter	--	--	--
Mr. Kamal Kishor Mundhra	Director	Non-Executive Independent	--	18	--
Mr. Mahendra Kumar Gulgulia	Director	Non-Executive Independent	--	11	--
Mr. Anand Kumar Jain	Additional Director	Non-Executive Independent	--	--	--

b) Appointment/Reappointment of Directors

Mr. Kailash Chandra Sharma who retires by rotation at this Annual General Meeting and is eligible, offers himself for re-appointment. Approval of members is being sought for re-appointment of Mr. Kailash Chandra Sharma as Director of the company subsequent upon her retire by rotation.

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 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 31.03.2015, 11 (Eleven) meeting of the Board of Directors were held on: 10.04.2014, 28.04.2014, 26.05.2014, 02.08.2014, 13.08.2014, 11.11.2014, 20.12.2014, 13.01.2015, 22.01.2015 and 24.03.2015 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 2014-15.

e) Attendance of Directors :

The attendance Record of Directors at Board Meeting and at the last Annual General Meeting during the financial year 2014-15 is as follows:

Name of the Director	Attendance at the Annual General Meeting held on 11th September, 2014	Attendance at the Board Meetings held during the year	As on 31.03.2015				
			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	--	15	--	--	
Mrs. Nirmala Devi Sharma	Yes	11	--	--	--	--	
Mr. Kamal Kishor Mundhra	Yes	11	--	18	--	--	
Mr. Mahendra Kumar Gulgulia	Yes	11	--	11	--	--	
Mr. Anand Kumar Jain	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. Mahendra Gulgulia	Chairman	4
Mr. Kamal Kishor Mundhra	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. Mahendra Gulgulia	Chairman	Non-Executive & Independent	5
Mr. Kamal Kishor Mundhra	Member	Non-Executive & Independent	5
Mr. Anand Kumar Jain	Member	Non-Executive & Independent	5

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 3 (Three) meeting of each committee were held.

SELLWIN TRADERS LIMITED

Members	Designation	Category	Numbers of Meetings Attended
Mr. Kamal Kishor Mundhra	Chairman	Non Executive & Independent	3
Mr. Mahendra Gulgulia	Member	Non- Executive & Independent	3
Mr. Anand Kumar Jain	Member	Non- Executive & Independent	3

Details of remuneration paid to the Managing Director

Name	Salary	Total amount paid as on 31.03.2015	Period of Service Contract
Mr. Navin Chandra Sharma	Rs. 10,000/-	Rs. 1,10,000/-	5 (Five) years From 28.04.2014

Compliance Officer:

Mr. Prakash chandra Panda, Company Secretary, is the Compliance Officer for complying with the requirements of the Listing Agreement with the Stock Exchanges in India and abroad.

6) General Body Meetings:

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

Financial Year	Date	Time	Venue
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
2013-2014	11.09.2014, Thursday	2.30 PM	"Community Hall", at 10, Debendra Ghosh Road, Ground Floor, Kolkata - 700 025

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

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

Date of AGM	Matter of Passing Special Resolution
11 th September, 2014	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

(c) Whether any special resolution passed last year through postal ballot and details of voting pattern? During the Financial Year 2014-15 Special Resolution were not passed through Postal Ballot and the special Resolution passed at the last Annual General Meeting of the company were not put through Postal Ballot.

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

7) compliance Certificate:

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

8) Shareholders Right :

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

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

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

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

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

9) 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 Business Standard / 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.

SELLWIN TRADERS LIMITED

10) General Shareholder Information:

(a) ANNUAL GENERAL MEETING :

AGM Date, Time and Venue	Friday, the 25th day of September, 2015 at 3.00 P.M. at "Conference Hall" at 11, Clive Row, 5th Floor, Kolkata-700001
Financial Calendar	1st April, 2015 To 31st March, 2016
Date of Book Closure	19th September, 2015 to 25th September, 2015
Listing on Stock Exchanges	BSE Limited and The Calcutta Stock Exchange Limited
Demat ISIN No.for CDSL and NSDL	INE195F01019
Listing Fee	Paid to the exchanges for the year 2015-2016
Custodial Fees	Paid to the NSDL & CDSL for the year 2014-2015
Registrar and 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

(b) LISTING OF SECURITIES:

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

Sr. No	Name and Address of the Stock Exchanges	Scrip code
1.	BSE Limited (Formerly: Bombay Stock Exchange Limited) PhirozeJeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Web: http://www.bseindia.com	538875
2.	The Calcutta Stock Exchange Limited.	10029469

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

The Market High & Low during the year are no available since the share have not been started to trade in the market. However, the company had obtained Trading approval from BSE Limited.

(d) PERMANENT ACCOUNT NUMBER

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

(e) SHARE TRANSFER SYSTEM

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

SELLWIN TRADERS LIMITED

(f) 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).

11) Disclosures:

During the financial year ended **March 31, 2015** 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.

12) Distribution of Shareholding :

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2015:

Slab	No. of Shareholders		No. of Ordinary Shares	
	Total	% of Shareholders	Total	% of Shareholders
001-5000	522	94.0541	143880	1.7546
5001-10000	6	1.0811	37800	0.4610
10001-20000	3	0.5405	36450	0.4445
20001-30000	6	0.0000	0	0.0000
30001-40000	0	0.5405	120000	1.4634
40001-50000	1	0.1802	48000	0.5854
50001-100000	5	0.9009	385600	4.7024
100001 and above	15	2.7027	7428270	90.5887
Total	555	100.0000	8,200,000	100.0000

CATEGORY OF SHAREHOLDERS AS ON 31ST MARCH, 2015:

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

Place: Kolkata
Date : 25.05.2015

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

:: MANAGEMENT DISCUSSION AND ANALYSIS REPORT::

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

Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India.

Industry Structure and Developments

The Indian economy was under stress and the rupee depreciates sharply. India registered an economic growth of 4.7% in the financial year 2013-14 and 7.5% in 2014-15. The global economic turbulence that continued for past few years was expected to ease off by 2015 with stable and motivated new Government. We also faced significant strains in our growth rate as the same was in the Industry. Containment of the fiscal and current account deficits in the coming months will provide a cushion to the Indian economy from further volatility. Inflation expectations have moderated.

Segment Wise Or Product Wise Performance

The global economic scenario has remained volatile and weak market sentiments continued in Fiscal 2014, 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 continues to implement its strategy to concentrate on its core business activity. Your Company believes that demand conditions in the real estate sector are exhibiting early signs of improvement, and signs of declining interest rates as well as renewed activity in the lending and public capital markets are expected to ease funding pressures. Hence, the Company is expecting to improve its performance and profitability in future.

SELLWIN TRADERS LIMITED

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 : 25th Day of May, 2015.

**(Navin Chandra Sharma)
Chairman & Managing Director**

SELLWIN TRADERS LIMITED

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

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, 2015.

For and on behalf of board of directors

Place: Kolkata
Date : 25.05.2015

(Navin Chandra Sharma)
CEO & 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.

For and on behalf of board of directors

Place: Kolkata
Date : 25.05.2015

(Navin Chandra Sharma)
CEO & Managing Director

SELLWIN TRADERS LIMITED

:: AUDITORS' CERTIFICATION ON CORPORATE GOVERNANCE ::

To,
The Members of
Sellwin Traders Limited

We have examined the compliance of conditions of Corporate Governance by Sellwin Traders Limited for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges in India.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the Corporate Governance. It is neither an Audit nor an opinion on the financial statement of the Company.

In our opinion and into the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate as stipulated in Clause 49 of the mentioned Listing Agreement.

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

**For MAROTI & ASSOCIATES
Chartered Accountants**

**FCA M.K.MAROTI
(Partner)
Membership No. 057073
Firm Registration No. 322770E**

**Place : Kolkata
Date : 25th Day of May, 2015**

SELLWIN TRADERS LIMITED

:: INDEPENDENT AUDITORS' REPORT ::

To the Members of

SELLWIN TRADERS LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **SELLWIN TRADERS LIMITED** (“the Company”), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

MANAGEMENT’S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR’S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

SELLWIN TRADERS LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the financial statements.

OPINION

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- (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.

EMPHASIS OF MATTERS

We draw attention to the following matters in the Notes to the financial statements:

- a) As certified by the management and relied upon by us in the matter that no lawsuits filed against the company.
- b) That the Company has accumulated losses however its net worth has not been eroded. The Company has not incurred a net cash loss during the current and previous year. However, the Company's current liabilities do not exceed its current assets as at the balance sheet date.

Our opinion is not modified in respect of these matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. *We have not reported on internal financial control system as the same has been deferred by Ministry of Corporate Affairs, Government of India Notification No. G.S.R. 722(E) dated 14th October, 2014.*

SELLWIN TRADERS LIMITED

2. As required by the Companies (Auditor's Report) Order, 2015 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the annexure a statement on the matters specified in paragraph 3 and 4 of the order.
3. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For MAROTI & ASSOCIATES
Chartered Accountants**

**FCA M.K.MAROTI
(Partner)**

Membership No. 057073

Firm Registration No. 322770E

Place : Kolkata

Date : 25th Day of May, 2015

Referred to in paragraph 2 under the 'Report on Other Legal and Regulatory Requirements' of my Report of even date on the Accounts for the year ended on **31.03.2015**.

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.
2. The company had No inventory during the year, accordingly this clause is not applicable to it.
3. The Company has not granted any secured/unsecured loans to parties covered in the Register maintained under section 189 of the Companies Act. Accordingly, this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business.
5. 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.
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 73 to 76 or any other relevant provisions of the companies Act and the rules framed there under, to the extent applicable have been complied with.
7. According to the information and explanations given to us, the company is not required for the maintenance of cost records which has been prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013. Hence this clause is not applicable to it.
8. a) According to the records examined by us, the company is regular in depositing undisputed statutory dues with appropriate authorities including Income Tax, Wealth Tax, Service Tax, Cess and any other statutory dues applicable for the year under audit.

As informed to us provisions relating to Provident Fund, Employees State Insurance, Sales Tax, Custom Duty, Value added Tax and Excise Duty are not applicable to it.

Further there were no outstanding dues at the year end for a period of more than Six Months from the date they became payable.

SELLWIN TRADERS LIMITED

- b) According to the information and explanations given to us, no disputed amount is pending before any forum of the above mentioned statutory dues.
- c) According to the information and explanations given to us, the company is not required to transfer any amount to the investor education and protection fund in accordance with the relevant provisions of Companies Act, and rules made thereunder.
9. The Company has accumulated loss at the end of the financial year which is not more than fifty percent of its net worth and it has not incurred any cash loss during the financial year and in the immediately preceding financial year.
10. 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 or debenture holders.
11. According to the information and explanations given to us by the management, the company has not given any guarantee for loans taken by others from bank or financial institutions.
12. The Company has not obtained any term loans. Accordingly this clause of the Order is not applicable.
13. Based upon audit procedures performed for the purposes of reporting the true and fair view of the financial statements and as per the information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported by the management during the year under audit.

**For MAROTI & ASSOCIATES
Chartered Accountants**

**FCA M.K.MAROTI
(Partner)**

**Membership No. 057073
Firm Registration No. 322770E**

**Place : Kolkata
Date : 25th Day of May, 2015**

SELLWIN TRADERS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2015

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	8,20,00,000	8,20,00,000
(b) Reserves and Surplus	3	2,01,07,362	1,99,19,433
(2) Non Current Liabilities			
(a) Deferred Tax Liabilities (Net)	4	-	3,255
(3) Current Liabilities & Provisions			
(a) Other current liabilities	5	53,590	31,090
(b) Short Term Provisions	6	40,966	27,077
Total :		10,22,01,918	10,19,80,855
II.Assets			
(1) Non-current assets			
(a) Fixed Assets			
Tangible Assets	7	15,380	44,050
(b) Non-current investments	8	9,25,00,000	10,09,00,000
(c) Long term loans & advances	9	69,00,000	-
(d) Deferred Tax Assets (Net)	4	101	-
(2) Current assets			
(a) Cash and cash equivalents	10	18,12,444	9,96,128
(b) Other Current Assets	11	2,31,493	40,677
(c) Trade Receivables	12	7,42,500	-
Total :		10,22,01,918	10,19,80,855
SIGNIFICANT ACCOUNTING POLICIES	1	For and on behalf of the Board	
OTHER NOTES ON ACCOUNTS	18		
In terms of our report of even date		Navin Chandra Sharma	
For MAROTI & ASSOCIATES		DIN : 00081104	
(Chartered Accountants)		Managing Director	
Firm Reg. No : 322770E		Kailash Chandra Sharma	
FCA. M. K. Maroti		DIN : 00081202	
(Partner)		Director	
Membership No. : 057073		Prakash Chandra Panda	
Place : Kolkata		Company Secretary	
Date : 25th Day of May, 2015			

SELLWIN TRADERS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2015

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
I. OTHER INCOME	13	18,25,000	4,37,000
II. TOTAL REVENUE		18,25,000	4,37,000
III. EXPENSES			
Employee Benefit Expense	14	2,65,750	89,000
Other Expenses	15	7,49,377	2,15,601
Depreciation	16	26,369	3,830
		10,41,496	3,08,431
Profit Before Exceptional Items		7,83,504	1,28,569
Less : Exceptional Items		5,72,300	-
Profit Before Tax		2,11,204	1,28,569
Tax Expense			
Current Tax		40,245	24,499
Mat Credit		(15,916)	(24,499)
Mat Credit For earlier years		-	(2,578)
Deferred Tax		2,645	(3,255)
Profit / (Loss) For The Period		1,89,520	1,27,892
Earning Per Equity Share	17		
Basic		0.023	0.016
Diluted		0.023	0.016

SIGNIFICANT ACCOUNTING POLICIES
OTHER NOTES ON ACCOUNTS

1
18

For and on behalf of the Board

In terms of our report of even date
For MAROTI & ASSOCIATES
(Chartered Accountants)
Firm Reg. No : 322770E

Navin Chandra Sharma
DIN : 00081104
Managing Director

FCA. M. K. Maroti
(Partner)
Membership No. : 057073

Kailash Chandra Sharma
DIN : 00081202
Director

Place : Kolkata

Date : 25th Day of May, 2015

Prakash Chandra Panda
Company Secretary

SELLWIN TRADERS LIMITED

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, 2013 and applicable mandatory Accounting Standards as prescribed under section 133 of Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.

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 has been provided based on useful life assigned to each asset prescribed in accordance with Part - "C" of Schedule-II of the Companies Act, 2013.

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, 2015

	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
NOTE - 2		
<u>SHARE CAPITAL</u>		
<u>Authorised</u> 82,00,000 Equity Shares of Rs.10/- each	8,20,00,000	8,20,00,000
<u>Issued</u> 82,00,000 Equity Shares of Rs.10/- each	8,20,00,000	8,20,00,000
	8,20,00,000	8,20,00,000
<u>Issued, Subscribed & Paid up</u> 82,00,000 Equity Shares of Rs.10/-each fully paid up in cash	8,20,00,000	8,20,00,000
	8,20,00,000	8,20,00,000

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

	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Nos	Amount	Nos	Amount
Shares outstanding at the beginning of the year	82,00,000	8,20,00,000	82,00,000	8,20,00,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	82,00,000	8,20,00,000	82,00,000	8,20,00,000

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	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Nos	%	Nos	%
(EQUITY SHARES OF RS 10/ EACH FULLY PAID UP)				
BAJORIA DISTRIBUTORS PRIVATE LIMITED	17,70,000	21.59	17,70,000	21.59
MEGSHREE CREDIT PRIVATE LIMITED	11,96,800	14.60	11,96,800	14.60
LINGRAJ MARKETING PVT LTD	7,89,470	9.63	7,89,470	9.63
KASHYAP COMMDEAL PVT LTD	9,34,000	11.39	9,34,000	11.39
ALLIED TREXIM PVT LTD	8,00,000	9.76	8,00,000	9.76

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

SELLWIN TRADERS LIMITED

<u>Particulars</u>	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
NOTE - 3		
<u>RESERVES & SURPLUS</u>		
Capital Reserve		
Balance As per last Year	5,54,950	5,54,950
Add : Addition During the year	-	-
A	5,54,950	5,54,950
General Reserve		
Balance As per last Year (Created through amalgamation)	1,99,64,117	1,99,64,117
Add : Addition During the year	-	-
B	1,99,64,117	1,99,64,117
Profit and Loss Account		
Balance As Per last Account	(5,99,635)	(7,27,527)
Add : Addition During the year	1,89,520	1,27,892
Less : Depreciation Adjustments as per Companies Act 2013 (Net of Deferred Tax Assets of Rs. 711) [Refer Note No. 18(ix)]	(1,590)	-
C	(4,11,705)	(5,99,635)
TOTAL (A+B+C)	2,01,07,362	1,99,19,433
NOTE - 4		
<u>DEFERRED TAX LIABILITIES</u>		
Opening Balance	3,255	-
Add : Generated	-	3,255
Less : Reversed	2,645	-
Closing Balance	610	3,255
<u>DEFERRED TAX ASSETS</u>		
Opening Balance	-	-
Add : Generated	711	-
Less : Reversed	-	-
Closing Balance	711	-
Net Deferred Tax Assets/(liabilities)	101	(3,255)
NOTE - 5		
<u>OTHER CURRENT LIABILITIES</u>		
Liability for Expenses	53,590	31,090
	53,590	31,090
NOTE - 6		
Provisions		
Provision for Income Tax	40,966	27,077
	40,966	27,077

SELLWIN TRADERS LIMITED

Note -7

Fixed Assets:

Description	Gross Block				Depreciation			Net Block	
	As on 01.04.14	Addition	Deletion	As on 31.03.15	Upto 31.03.14	For the Year	Upto 31.03.15	As on 31.03.15	As on 31.03.14
Computer	47,880	-	-	47,880	3,830	28,670	32,500	15,380	44,050
Total	47,880	-	-	47,880	3,830	28,670 (*)	32,500	15,380	44,050
Previous Year	-	47,880	-	47,880	-	3,830	3,830	44,050	-

(* includes Rs. 2,301 adjusted with retained earnings (Refer Note No. 3)

	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
NOTE - 8		
<u>NON CURRENT INVESTMENTS</u>		
Investment in Equity Shares (Long Term, at cost, fully paid up)		
UN-QUOTED		
Rajesh Projects (India) P.Ltd.[865000 (P.Y.865000) shares of Rs.100/- each]	8,65,00,000	8,65,00,000
Ganga Ferroalloys Pvt Ltd. [24000 (P.Y. 24000) equity shares @ Rs 250/- each]	60,00,000	60,00,000
PKD Trading & Investment Co.P.Ltd [NIL (P.Y.21000 Equity Shares of Rs.400/- each]	-	84,00,000
	9,25,00,000	10,09,00,000
NOTE - 9		
<u>LONG-TERM LOANS & ADVANCES</u>		
(unsecured,considered good)		
Advance against capital asset	69,00,000	-
	69,00,000	-
NOTE - 10		
<u>CASH & CASH EQUIVALENTS</u>		
Cash in hand (As certified)	86,705	4,61,383
Balances with Scheduled Bank in Current Account	8,25,739	5,34,745
Cheques in hands	9,00,000	-
	18,12,444	9,96,128
NOTE - 11		
<u>OTHER CURRENT ASSETS</u>		
MAT Credit Entitlement	42,993	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
T.D.S For The Asst. Year 2015-16	1,82,500	-
	2,31,493	40,677
NOTE - 12		
<u>TRADE RECEIVABLES</u>		
(Unsecured, Considered good)		
Outstanding for a period less than Six Months	7,42,500	-
	7,42,500	-

SELLWIN TRADERS LIMITED

	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
NOTE - 13		
<u>OTHER INCOME</u>		
Service charges Received	-	3,80,000
Advising charges Received	-	57,000
Commission Received	8,25,000	-
Syndication fees	10,00,000	-
	18,25,000	4,37,000
NOTE - 14		
<u>EMPLOYEE BENEFIT EXPENSE</u>		
Salaries & Bonus	1,54,750	71,500
Directors Remuneration	1,11,000	17,500
	2,65,750	89,000
NOTE - 15		
<u>OTHER EXPENSES</u>		
Advertisement Expenses	26,912	14,200
Payment to auditors		
<i>As Audit Fees</i>	28,090	28,090
<i>For Certification & Other matters</i>	34,832	1,685
Certification Fees	5,000	5,000
Bank Charges	213	225
Computer Accounting Charges	13,500	13,500
Demat Expenses	1,039	674
Depository Expenses	33,708	33,708
E-Voting Processing Fees	9,311	-
Filling Fees	14,400	2,500
Internal Audit Fees	3,000	3,000
Legal and Professional Fees	3,18,400	32,500
Listing Fees	1,54,495	19,663
Meeting Expenses	7,663	-
Miscellaneous Expenses(int on tds included)	14,325	11,567
Postage & Stamps	14,623	7,064
Printing & Stationary	35,476	28,836
Rates & Taxes	4,400	4,400
Secretarial Audit fees	15,000	-
Transfer Agent Fees	8,989	8,989
Website Expenses	6,000	-
	7,49,377	2,15,601
NOTE - 16		
Depreciation	26,369	3,830
	26,369	3,830
NOTE - 17		
<u>EARNING PER EQUITY SHARE (EPS)</u>		
Profit After Tax (PAT)	(a) 1,89,520	1,27,892
Weighted average no. of shares outstanding	(b) 82,00,000	82,00,000
Basic & Diluted EPS (₹)	(a/b) 0.023	0.016
Face value of each share (₹)	10	10

SELLWIN TRADERS LIMITED

NOTE-18 OTHER NOTES ON ACCOUNTS:

- i** 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.
- ii** The Financial Statements and Notes on accounts has been prepared as per the Companies Act, 2013 with their Schedule as the same is effective from 1st April, 2014.
- iii** Trade receivables balances are subject to confirmation by the respective parties.
- iv Segment Report :**
The Company does not have any income from revenue from operation hence there are no separate reportable segments as per Accounting Standard 17.

v Related Party Disclosure :

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

ASSOCIATES - None
SUBSIDIARIES - None

KEY MANAGEMENT PERSONNEL (KMP)

- 1. Kailash Chandra Sharma - Director
- 2. Navin Chandra Sharma - Managing Director (Son of Kailash Chandra Sharma)
- 3. Nirmala Devi Sharma - Director (Wife of Kailash Chandra Sharma)
- 4. Prakash Chandra Panda - Company Secretary

ENTERPRISE IN WHICH KMP AND THEIR RELATIVES HAS SUBSTANTIAL INTEREST - None

RELATED PARTY TRANSACTION

Sl. No.	Nature of Transaction	Relation	31/03/2015 (Rs)	31/03/2014 (Rs)
	Directors Remuneration			
1	NAVIN CHANDRA SHARMA	Managing Director	Rs. 1,11,000/-	Rs. 17,500/-
	Salary			
1	PRAKASH CHANDRA PANDA	Company Secretary	Rs. 83,250/-	Nil

- vi Deferred Taxation :**
The company will recognise the deferred tax liabilities / assets on the timing differences for the period in which there is virtual certainty of future income by way of prudence in accordance with AS-22 " Accounting For Taxes On Income " issued by the Institute of Chartered Accountants of India.
- vii** The Company has Complied this information based on the current information in its possession. As at 31.03.2015, 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 31.03.2015 Rs. NIL (P.Y. Rs. NIL)
- viii** Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) Rs. 2,09,74,922/- (previous year Rs. NIL)
- ix** Effective from 1st April, 2014, the Company has charged depreciation based on the useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. It has recomputed the depreciation on various fixed assets in accordance with and in the manner prescribed with Part C of Schedule II of the Companies Act, 2013. The aggregate difference between the depreciation so computed as per the companies Act, 2013 till 31st March, 2014 and the depreciation charged in the accounts till 31st March, 2014 has been debited to the opening balance of profit & Loss Account.

Deferred Tax assets arising there on has been debited to or credited to against the opening balance of Profit & Loss Account.

SELLWIN TRADERS LIMITED

- x No provisions has been made for fall, if any, in the market value of quoted securities or break- up value of unquoted securities, held as Investments, diminution where, if any, is not permanent in nature.
- xi Provision for taxation on Income for the year has been made under section 115JB of the income tax act, being Minimum alternate tax higher than tax calculated on income under normal computation as per income tax act. Accordingly the statement of profit and loss has been credited minimum alternate tax credit receivable has been debited with similar amount.
- xii The management has assessed that there is no impairment of Fixed assets requiring provisions in the accounts. Accordingly, there is no debit to the Profit & Loss Account for the impairment of assets.
- xiii 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.
- xiv 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.
- | | | | |
|-----|---------------------------------|-----|-----|
| xv | Earning in foreign Currency | Nil | Nil |
| xvi | Expenditure in foreign Currency | Nil | Nil |
- xvii Previous Year figures have been regrouped, rearranged or recasted wherever considered necessary.

For and on behalf of the Board

Navin Chandra Sharma
DIN : 00081104
Managing Director

Kailash Chandra Sharma
DIN : 00081202
Director

Prakash Chandra Panda
Company Secretary

In terms of our report of even date
For MAROTI & ASSOCIATES
Chartered Accountants
Firm Reg. No. : 322770E

(FCA. M. K. Maroti)
(Partner)
Membership Number 057073

Place : Kolkata
Date : 25th Day of May, 2015

SELLWIN TRADERS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
1. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax		2,11,204		1,28,569
Add: Depreciation	26,369		3,830	
Sub Total -		2,37,573		1,32,399
Operating Profit before Working Capital Changes				
(Increase) / Decrease in Trade Receivable	(7,42,500)		73,500	
	(69,00,00)			
(Increase) / Decrease in Loans & Advances	0)		-	
Increase/ (Decrease) in Current Liabilities	22,500		11,236	
Adjustment for I. T. & Provisions	(1,74,900)	(77,94,900)	(7,600)	77,136
Sub Total -		(75,57,327)		2,09,535
Income Tax Paid		(26,357)		-
A. Net Cash from Operating Activities		(75,83,684)		2,09,535
2. CASH FLOW FROM INVESTING ACTIVITIES				
(Increase)/ Decrease in Investment	84,00,000		1,00,000	
Purchase of Fixed asset	-	84,00,000	(47,880)	52,120
B. Net Cash from Investing Activities		84,00,000		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		8,16,316		2,61,655
Cash/Cash Equivalents (Opening)		9,96,128		7,34,473
Cash/Cash Equivalents (Closing)		18,12,444		9,96,128

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:

	31-03-2015	31/03/2014
Cash on Hand	86,705	4,61,383
Balance With Schedule Banks in current Account	8,25,739	5,34,745
Cheques in hands	9,00,000	-
	18,12,444	9,96,128

For and on behalf of the Board

Navin Chandra Sharma
DIN : 00081104
Managing Director

Kailash Chandra Sharma
DIN : 00081202
Director

Prakash Chandra Panda
Company Secretary

In terms of our report of even date
For MAROTI & ASSOCIATES
(Chartered Accountants)
Firm Reg. No : 322770E

FCA. M. K. Maroti
(Partner)
Membership No. : 057073

Place : Kolkata
Date : 25th Day of May, 2015

SELLWIN TRADERS LIMITED

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

SELLWIN TRADERS LIMITED

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

FOR OFFICE USE ONLY

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

SELLWIN TRADERS LIMITED

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 LIMITED