

SWAGTAM TRADING & SERVICES LTD

Registered office : Girish Chandra Bardalai Path, Bamunimaidam, Guwahati, Assam

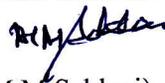
NOTICE TO SHAREHOLDERS

Notice is hereby given that the 27th Annual General Meeting of the Shareholders of the company will be held on Friday the 28th day of September, 2012 at 11.30 A.M. at the registered office of the company at Girish Chandra Bardalai Path, Bamunimaidam, Guwahati, Assam to transact the following business:

ORDINARY BUSINESS:

1. To receive consider and adopt the Audited Profit & Loss Account for the year ended on 31st March 2012 and the Balance Sheet as at that date and report of Directors & Auditors thereon.
2. To appoint Auditors to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.
3. To appoint a director in place of Mr. M M Saklani who retires by rotation and being eligible offers himself for reappointment.

By order of Board of Directors
For SWAGTAM TRADING & SERVICES LTD


(M M Saklani)
Director

Place: NEW DELHI
Date: 24.08.2012

NOTE:

- 1 A MEMBER ENTITLED TO ATTEND THE MEETING IS ENTITLED TO APPOINT A PROXY AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2 PROXIES SHOULD BE LODGED WITH THE COMPANY 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- 3 MEMBERS ARE REQUESTED TO NOTIFY ANY CHANGE IN ADDRESS.
- 4 REGISTER OF MEMBERS AND SHARE TRANSFER REGISTER OF THE COMPANY WILL REMAIN CLOSED FROM SEPTEMBER 20, 2012 TO SEPTEMBER 28, 2012 (BOTH DAYS INCLUSIVE).

SWAGTAM TRADING & SERVICES LTD

Registered office : Girish Chandra Bardalai Path, Bamunimaidam, Guwahati, Assam

DIRECTORS REPORT

To The Shareholders,

The Directors of your company have pleasure in presenting the 27th Annual Report and the audited statement of Accounts for the year ended 31st March 2012.

FINANCIAL RESULTS & OPERATIONS

The business of the company during the year under consideration resulted in profit of Rs. 4,02,095/- (Previous year profit of Rs 4,07,937/-

During the year under review, the company has taken various steps to improve business activities. Despite depressed market conditions, the performance of the Company during the year under review should be considered satisfactory.

DIVIDEND

Following the conservative approach, your Directors do not recommend any dividend for the said period.

DEPOSITS

The company has not accepted/invited any deposits from the public/shareholders u/s 58A of the companies Act 1956. However the company has accepted inter-corporate loans.

AUDITORS

The shareholders are requested to appoint Auditors of the company for the current year to hold office till the conclusion of the next Annual General Meeting, M/s Ghosh Khanna & Co, Chartered Accountants, the retiring auditors, being eligible to offer themselves for reappointment.

The observation made in the Auditors Report are self-explanatory and therefore, do not call for any further comments under section 217 of the companies Act, 1956.

PARTICULARS OF EMPLOYEES

There were no employees during the year in receipt of remuneration as per section 217(2A)(a) of the Companies act 1956 read with the Companies (Particulars Of Employees) Rules 1975.

CONSERVATION OF ENERGY TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE :

Energy Conservation	:N.A.
Technology Absorption	:N.A.
Foreign Exchange Earning out go	:NIL.

CORPORATE GOVERNANCE :

The SEBI has introduced a code of Corporate Governance for implementation by the listed companies through amendment in the listing agreement. As per the amendment, this code is required to be implemented having paid-up capital of Rs. 3 crores or more.

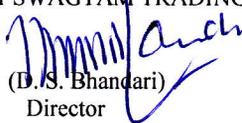
DIRECTORS' RESPONSIBILITY STATEMENT :

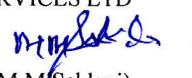
1. In the preparation of the Annual Accounts, the applicable accounting standards has been followed along with proper explanations relating to material departures.
2. The directors had selected such accounting policies and applied them consistently and judgments and estimates that are reasonable and 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 and of the profit or loss of the company for the period;
3. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
4. The directors had prepared the annual accounts on going concern basis.
5. The company has not accepted any public deposits during the year and hence no particular / information required u/s 5(1) of NBFC Public Deposits (RB) Directions, 1998 are required to be given.

SECRETARIAL COMPLIANCE AS REQUIRED U/S 383A

Secretarial compliance report is enclosed as required u/s 383A of the Companies Act, 1956.

By order of Board of Directors
For SWAGTAM TRADING & SERVICES LTD


(D.S. Bhandari)
Director


(M.M. Saklani)
Director

PLACE : NEW DELHI
DATED : 24.08.2012

AUDITORS REPORT TO THE SHAREHOLDERS OF SWAGTAM TRADING & SERVICES LTD.

1. We have audited the attached balance sheet of Swagtam Trading & Services Limited as at 31st March, 2012, and also the statement of profit and loss and the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, as amended by the Companies (Auditors' Report) (Amendment) Order, 2004 issued by the central government of India in terms of sub-section (4A) of section 227 of the companies Act, 1956, we enclose in the annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
4. Further to our comments in the annexure referred to above, we report that:
 - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - ii. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.;
 - iii. The Balance Sheet, statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.;
 - iv. In our opinion, the Balance Sheet, statement of Profit and Loss and Cash Flow Statement dealt with by this report, subject to Notes. no 1.5 of significant accounting policies regarding non provision of diminution in the value of investment, comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
 - v. On the basis of written representations received from the directors, as on 31st March 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2012 from being appointed as a director in terms of clause (g) of subsection (1) of section 274 of the Companies Act, 1956;
 - vi. In our opinion and to the best of our information and explanations given to us, subject to pt. No. 4 (iv) above and Note No. 2.18 of Notes to Account, regarding doubtful recovery of an advance of Rs. 91,43,718/- out of total advances of Rs.91,58,718/- and non recognition of interest income on entire advances, the said accounts give the information required by the Companies Act, 1956, 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 balance sheet, of the state of affairs of the company as at 31st March 2012;
 - b) in the case of 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.



For GHOSH KHANNA & CO.
Firm Registration No.-003366N
Chartered Accountants

Ashish Ghosh

(Ashish Ghosh)
Partner

Membership No.-081732

PLACE: NEW DELHI
DATED : 24.08.2012

ANNEXURE TO AUDITORS REPORT

SWAGTAM TRADING & SERVICES LTD

Referred to in paragraph 3 of our report of even date,

1. The company does not have any fixed assets.
2. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
3. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
4. The inventory consists of shares and we have verified the shares held by Company from the D Mat statement shown to us and found the same in agreement with the books of accounts. No discrepancy is found in examining the said D Mat statement.
5. On the basis of our examination of the record of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book record were not material.
6. The company has taken loans/advances, secured or unsecured from 3 companies amounting to Rs. 8.99 lacs covered in the register maintained under section 301 of the Companies Act, 1956.
7. The company has granted loans/advances, secured or unsecured to one company amounting to Rs. 0.15 Lacs covered in the register maintained under section 301 of the Companies Act, 1956
8. The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest. The parties have repaid the principal amount as stipulated and have been regular in the payment of interest.
9. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
10. In our opinion and according to the information and explanations given to us the transactions made in pursuance of contracts or arrangements entered in the registers maintained under Section 301 and exceeding the value of Five Lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
11. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public except the inter-corporate loans. The provisions of Sections 58A and 58AA of the Companies Act, 1956, and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public are not applicable to the company. No order has been passed by the National Company Law Tribunal.
12. The provisions relating to comment on internal audit system are not applicable to your company.
13. The Central Government has not prescribed the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any of the products of the company.
14. According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including income-tax, wealth-tax, cess and other statutory dues applicable to it and no such statutory dues were outstanding as at 31.03.2012 for a period of more than six months from the date they became payable.
15. According to the records of the company, there are no dues of sales tax, income tax, customs tax. Wealth tax, excise duty, cess, which have not been deposited on account of any dispute.



16. The accumulated losses of the company are more than fifty percent of its net worth. The company has not incurred cash loss during the financial year covered by our audit and the company has also not incurred cash losses immediately preceding financial year.
17. The Company has neither accepted any loans from financial institution / bank nor issued any debentures.
18. Based on our examination of documents and records, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
19. Based on our examination of the records and evaluation of the related internal controls, we are of the opinion that proper records have been maintained of the transactions and contracts and timely entries have been made in those records in respect of shares, securities, and other investments dealt in and traded by the company. We also report that the company has held the shares, securities, and other securities in its own name.
20. The company has not given any guarantee for loans taken by others from bank or financial institutions.
21. The company has not taken any term loan.
22. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the act.
23. During the period covered by our audit report, the company has not issued any debentures.
24. During the year the company has not raised any money from public issues.
25. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.
26. The Company has applied to Reserve Bank of India for registration vide application dated 28.6.1997 but the application was rejected by RBI vide letter DNBS.ND.No.5768/Rej (S-883)/1999-2000 dtd. 10.06.2000.
27. All other provisions of the Order are not applicable to the company.



For GHOSH KHANNA & CO.,
Firm Registration No.-003366N
Chartered Accountants

Ashish Ghosh
(Ashish Ghosh)
Partner

Membership No.-081732

PLACE : NEW DELHI
DATED : 24.08.2012

SWAGTAM TRADING & SERVICES LIMITED

Balance Sheet

Particulars	Note	In ₹	
		As at March 31, 2012	As at March 31, 2011
EQUITY AND LIABILITIES			
SHAREHOLDER'S FUNDS			
Share capital	2.1	2,475,000	2,475,000
Reserves and surplus	2.2	(241,662)	(643,757)
		2,233,338	1,831,243
NON-CURRENT LIABILITIES			
Long-term Borrowings	2.3	679,000	679,000
		679,000	679,000
CURRENT LIABILITIES			
Short-term Borrowings	2.4	8,738,755	8,867,755
Short-term Provision	2.5	43,490	53,284
		8,782,245	8,921,039
		11,694,583	11,431,282
ASSETS			
NON-CURRENT ASSETS			
Investment	2.6	2,355,930	2,355,930
Long-term loans and advances	2.7	9,158,718	9,037,961
		11,514,648	11,393,891
CURRENT ASSETS			
Inventories	2.8	13,685	15,044
Cash and cash equivalents	2.9	166,251	22,347
		179,935	37,391
		11,694,583	11,431,282
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS	1&2		

Note: The notes referred to above are an integral part of the Balance Sheet

As per our even report attached
For Ghosh Khanna & Co.
Chartered Accountants
 Firm's Registration No. 003366N

Afresh
Ashish Ghosh
 Partner
 Membership No. 081732



For Swagtam Trading & Services Ltd.

D.S. Bhandari
D.S. Bhandari
 Director
 DIN: 00294082

M.M. Saklani
M. M. Saklani
 Director
 DIN: 00086575

Place: Delhi
 Date : 24.08.2012

SWAGTAM TRADING & SERVICES LIMITED

Statement of Profit & Loss

Particulars	Note	In ₹	
		Year ended March 31 2012	Year ended March 31 2011
INCOME			
Other Income	2.10	440,576	440,576
		440,576	440,576
EXPENSES			
Changes in Inventories of Stock in Trade	2.11	1,359	(406)
Administrative & other expenses	2.12	35,082	31,346
Finance Costs	2.13	2,040	1,700
Total Expenses		38,481	32,640
PROFIT / (LOSS) BEFORE TAX		402,095	407,937
PROFIT / (LOSS) FOR THE PERIOD		402,095	407,937
EARNING PER SHARE (Equity share of par value of 10 each)			
Basic		1.62	1.65
Diluted		1.62	1.65
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS		1&2	

Note: The notes referred to above are an integral part of the statement of Profit and Loss

As per our even report attached
For Ghosh Khanna & Co.
Chartered Accountants
 Firm's Registration No. 003366N

Aghosh
Ashish Ghosh
 Partner
 Membership No. 081732



For Swagtam Trading & Services Ltd.

D.S. Bhandari
D.S. Bhandari
 Director
 DIN: 00294082

M.M. Saklani
M. M. Saklani
 Director
 DIN: 00086575

Place: New Delhi
 Date : 24.08.2012

Notes on financial statements for the year ended March 31, 2012

Swagtam Trading and Services Limited ("the Company") was incorporated on December 31, 1984 to carry on the business wholesalers, indenting agents and manufacturers representative, to carry on business of importers, exporters and to carry on the business of traders, agents, suppliers of product and commodities and to carry on the business of general finance, trust and to finance industrial enterprises. Certificate of Commencement of Business was issued by ROC on February 5, 1985.

1. Significant Accounting Policies

1.1 Basis of preparation of financial statements

These financial statements are prepared on under the historical cost convention, in compliance in accordance with Generally Accepted Accounting Principles (GAAP) in India on accrual basis. GAAP Comprises accounting standards as specified in rule 3 of the Companies (Accounting Standards) Rules 2006, and the relevant provisions of the Companies Act, 1956 to the extent applicable. Accounting policies have been consistently applied.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

1.2 Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported amount of assets and liabilities and disclosure relating to contingent assets and liabilities as of the date of the financial statements. Accounting estimate could change from period to period and actual results could differ from those estimates.

1.3 Revenue recognition

Revenue is recognized on accrual basis. Dividend income is accounted for on receipt basis. Sale/purchase of securities is recognized on the basis of actual deliveries of securities. Profit/loss on sale of investments is arrived at considering average cost of investments.

1.4 Inventories

Securities, which are considered by the management as stock in trade, are valued at lower of cost or net realizable value. Transfer charges on securities purchased are added to the cost when paid. Cost of Stock is taken on Average cost method.

1.5 Investments

Securities, which are considered by management as investments, are valued at cost. Cost is determined on a weighted average basis. Transfer charges on securities purchased are added to the cost when paid. Earning from investments are accrued on declaration or receipt and the Tax deducted at Source thereon is treated as advance tax.

No provision has been made for diminution in the market value of investments amounting to Rs. 67,664/-.



Notes on financial statements for the year ended March 31, 2012

1.6 Employee benefits

There was no person employed during the year.

1.7 Foreign Currency Transactions

- a. Expenditure in Foreign Currency : NIL
- b. Income in Foreign Currency : NIL

1.8 Provisions and Contingencies

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

1.9 Taxes

There is no income tax liability under normal provisions or MAI calculation prescribed by the Income tax Act, 1961 and rules made thereunder as the company is having loss in current year and immediate previous year. Deferred Tax Assets/ Liabilities has not been recognized in the books of account, as there is not reasonably certain that there will be sufficient future Income to recover such deferred tax.

1.10 Cash and Cash Equivalents

Cash and cash equivalents comprise cash in hand and accounts with banks.



Notes on financial statements for the year ended March 31, 2012

2.1 ShareCapital

In ₹

Particulars	As at March 31	
	2,012	2,011
Authorised		
Equity shares 12,50,000 (Previous year 12,50,000) of par value Rs.10/- each	12,500,000	12,500,000
	12,500,000	12,500,000
Issued, Subscribed and Paid up		
Equity shares 2,47,500 (Previous year 2,47,500) of par value Rs.10/-each fully paid up	2,475,000	2,475,000
	2,475,000	2,475,000

Equity Shares

The equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders shall be eligible to receive any of the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of the number of shares outstanding

Particulars	As at March 31st 2012		As at March 31st 2011	
	No. of shares	Value	No. of shares	Value
EQUITY SHARES				
Shares outstanding at the beginning of the year	247,500	2,475,000	247,500	2,475,000
Total Shares outstanding at the end of the year	247,500	2,475,000	247,500	2,475,000

Shares in respect of each class in the company and shares held by shareholders holding more than 5% shares

Name of the company	Class of shares	% of holding	No. of shares As at March	
			2,012	2,011
EQUITY SHARES				
Aditya Estates (P) Ltd		14.75	36,500	36,500
P. R. Holdings Ltd.		8.85	21,900	21,900
Duncan Macneill Mines & Granites Ltd.		9.78	24,200	24,200
William Jacks & Co. (India) Ltd.		9.78	24,200	24,200
		43.15	106,800	106,800



2.2 Reserve and surplus

Particulars	As at March 31, 2,012	As at March 31, 2,011
Profit & Loss Account		
Balance in Profit & Loss Account - Opening	(643,757)	(1,051,694)
Add : Profit during the year	402,095	407,937
Balance in Profit & Loss Account - Closing	(241,662)	(643,757)

2.3 Long Term Borrowings

Particulars	As at March 31, 2,012	As at March 31, 2,011
Unsecured		
Long-term Borrowing from intercompany	679,000	679,000
	679,000	679,000

2.4 Short-term Borrowing

Particulars	As at March 31, 2,012	As at March 31, 2,011
Short-term Borrowing from intercompany	8,738,755	8,867,755
	8,738,755	8,867,755

2.5 Short-term Provision

Particulars	As at March 31, 2,012	As at March 31, 2,011
Provision for expenses	43,490	53,284
	43,490	53,284

2.6 Investment

Particulars	Face Value	Quantity	As at March 31, 2,012	Quantity	As at March 31, 2,011
A) EQUITY SHARES(QUOTED)					
Assam Company Ltd.	10	2,202,880	2,191,866	2,202,880	2,191,866
B) EQUITY SHARES(UNQUOTED)					
Buckingham Industries Ltd.	10	24,000	72,000	24,000	72,000
Decorous Investment & Trading Co. Ltd.	10	9,600	29,264	9,600	29,264
First & Second e. Com Pvt. Ltd.	1	1,260,000	62,800	1,260,000	62,800
		3,496,480	2,355,930	3,496,480	2,355,930

Market Value of quoted investments Rs 1,53,98,131/- (Previous Year Rs. 3,76,69,248/-)



2.7 Long term loans and advances

In ₹

Particulars	As at March 31,	As at March 31,
	2,012	2,011
Unsecured considered good		
Short-term loans and advances to Intercompany	9,158,718	9,037,961
	9,158,718	9,037,961

There is no loan and advance due by directors or officers of the company or any of them either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a member.

2.8 Inventories

Particulars	Face Value	Quantity	As at March 31,	Quantity	As at March 31,
			2,012		2,011
Equity Shares (Quoted)					
JSW Ispat Steel Ltd.	10	140	1,763	140	3,122
Bells Controls Ltd.	10	7,948	11,922	7948	11,922
		8,088	13,685	7,948	15,044

Market Value of quoted Shares Rs.13685/- (Pr. Year Rs.15044/-)

2.9 Cash and Cash equivalents

Particulars	As at March 31,	As at March 31,
	2,012	2,011
Cash on hand	86,714	550
Balance with banks	79,537	21,798
	166,251	22,347



Notes on financial statements for the year ended March 31, 2012

2.10 Other Income		In ₹
Particulars	As at March 31, 2,012	As at March 31, 2,011
Dividend received	440,576	440,576
	440,576	440,576

2.11 Increase/Decrease in stock		As at March 31,	As at March 31,
Particulars	2,012	2,012	2,011
Opening Stock	15044		14638
Less: Closing Stock	13685		15044
(Increase) / Decrease in stock	1359		(406)

2.12 Administrative & other expenses		As at March 31,	As at March 31,
Particulars	2,012	2,012	2,011
Professional charges	8,120		6,020
Auditor's remuneration			
Audit fee	11,236		11,030
Communication	2,010		1,960
Printing and stationery	3,216		2,836
Filing Fee	5,500		4,500
Listing Fee	5,000		5000
	35,082		31,346

2.13 Finance costs		As at March 31,	As at March 31,
Particulars	2,012	2,012	2,011
Bank charges	2,040		1,700
	2,040		1,700



2.14 Related Party Disclosures

a) Name of the Related Parties :		
Key Management Personnel	:	1. Sh.M. M. Saklani - Director 2. Sh.D. S. Bhandari- Director 3. Sh. Deepak Sharma- Director
Enterprises over which Key Management Personnel / Shareholders/ Relatives have significant influence	:	1. Aditya Dekoramik. Ltd. 2. Dune Leasing & Finance Ltd. 3. P.R. Holdings Ltd. 4. Firstandsecond e.com (P) Ltd
b) Transactions with Related Parties		
Nature of Transaction	Key Management	Enterprises over which Key Management Personnel/Shareholders/ Relatives have significant
	-	
	-	
Loan/Advances received during the year	-	0.05 Lacs
Loan/Advances paid during the year	0.09 Lacs	-
Loan/Advances recovered during the year	-	-
Loans/Advances repaid during the year	-	-
Balance outstanding as at the yr. end-Debit	-	0.15 Lacs
Balance outstanding as at the yr. end-Credit	-	8.99 Lacs

2.15 Quantitative details

The company is primarily engaged in sales and purchase of share and securities. However there is no any transaction is made during the year. There is only opening inventories that are given in Note No 2.8 of balance sheet Note as required under paragraph 5(viii) (c) of general instructions for preparation of Statement of Profit and Loss as per revised Schedule VI to the Companies Act, 1956.

2.16 Earning per share

The following is the computation of earnings per share :

Net profit as per P&L A/C	Rs.	402,095
Weighted average number of shares outstanding	Rs.	247,500
Weighted average number of equity shares & potential equity share equivalents outstanding	Rs.	247,500
Nominal Value of share	Rs.	10
Basic earning per share		1.62
Diluted earning per share		1.62



2.17 Post Balance Sheet Events

Material events occurring after the Balance Sheet are taken into

2.18 Loans & Advances

An advance of Rs. 91,43,718/- (Previous Year Rs. 9022961/-) paid to Worldlink Finance Limited which is under litigation, recoverability of which is doubtful.

No interest income has been recognized during the period 1.4.2011 to 31.3.2012 on other advances amounting to Rs.91,58,748/-.

In the opinion of the Board all the Current Assets, Loans & Advances have a value on realization in ordinary course of business at least equal to the amount at which these are stated except stock of shares\debentures.

2.19 Previous year figures

The financial statements for the year ended March 31, 2011 had been prepared as per then applicable pre-revised Schedule VI to the Companies Act, 1956. Consequent to the notification of Revised Schedule VI under the Companies Act, 1956, the financial statements for the year ended March 31, 2012 are prepared as per Revised Schedule VI. Accordingly, the Previous year figures have also been reclassified to conform to this year's classification. the adoption of revised Schedule VI for the previous year does not impact recognition and measurement principles followed for the preparation of financial statements.

Note: The notes referred to above are an integral part of the Balance Sheet

As per our even report attached
For Ghosh Khanna & Co.

Chartered Accountants

Firm's Registration No. 003366N

Ashish Ghosh
Ashish Ghosh

Partner

Membership No. 081732



For Swagtam Trading & Services Ltd.

D.S. Bhandari
D.S. Bhandari

Director

DIN: 00294082

M.M. Saklani
M. M. Saklani

Director

DIN: 00086575

Place: Delhi

Date : 24.08.2012

RMG & ASSOCIATES

Company Secretaries

SECRETARIAL COMPLIANCE CERTIFICATE

CIN : L51909AS1984PLC007078

Nominal Capital : Rs. 1,25,00,000/-

To,
The Members
Swaglam Trading and Services Limited
Girish Chandra Bardalai Path,
Bamunimaidan, Guwahati,
Assam - 781020

We have examined the registers, records, books and papers **Swaglam Trading and Services Limited** as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2012**. In our opinion and to the best of our information and according to the examination carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate in accordance with the provisions and the rules made there under to the best possible extent and entries therein have been recorded.
2. The Company has filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, on the dates specified in the aforesaid Annexure. However the Company has not filed any document with the Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made there under.
3. The Company, being a Public Limited Listed Company, comments are not required.
4. The Boards of Directors met **07 (Seven)** times on **25-04-2011; 22-07-2011; 03-09-2011; 12-09-2011; 24-10-2011; 22-01-2012 & 24-03-2012** in respect of which notices were given and the proceedings were recorded and signed including the circular resolutions passed in the Minutes Books maintained for the purpose.
5. The company has closed its Register of Members from **26-09-2011 to 01-10-2011 (both days inclusive)** during the financial year however no advertisement was issued as per the provisions of the Section 154 of the Act.
6. The Annual General Meeting for the financial year ended on **31st March, 2011** was held on **29-09-2011** after giving notice to the members of the Company and the resolution passed thereat ere duly recorded in Minutes Books maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. As per the information furnished to us, the Company has given loan / advance to the parties covered in the register maintained under Section 301 of the Companies Act, 1956 during the financial year.



9. As per the information furnished to us, the Company has complied, to the extent possible, with the provisions of Section 297 of the Act in respect of contracts specified in that Section.
10. The Company has made necessary entries in the register maintained under section 301(3) of the Act.
11. As per the information given to us, the Company has not obtained any approvals from the Board of Directors, Members or Central Government under the purview of Section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has/was:
 - (i) not allotted, transferred or transmitted any securities during the financial year.
 - (ii) not deposited any amount in a separate bank account as no dividend was declared during the financial year.
 - (iii) not required to post warrants to any member of the Company as no dividend was declared during the financial year.
 - (iv) not transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection fund as there was no transaction necessitating the applicability of the aforesaid conditions.
 - (v) Complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no other appointment of Director, additional Director, alternate Directors or Directors to fill casual vacancy during the year.
15. The Company has not appointed any Managing Director/ Whole Time Director / Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. As per the information given to us, the Company has not obtained any approvals of the Company Law Board, Regional Director, Company Law Board, Registrar of Companies and/or such other authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any securities during the financial year.
20. The Company has not bought back any shares during the financial year.



21. There was no redemption of preference shares during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the right to dividend, right shares, bonus shares pending registration of transfer of shares.
23. As per the information given to us, the Company has not invited any deposits falling within the purview of Section 58A of the Act during the financial year.
24. As per the information furnished to us, the amount borrowed by the Company from Directors, Members, Public, Financial Institution, Banks and other during the financial year ending **31st March, 2012** were within the borrowing limits of the Company.
25. As per the information furnished to us, the Company being an Investment Company, has invested in quoted and unquoted shares of other bodies corporate in compliance with the provisions of the Act and not required to maintain the register of investments under Section 372A.
26. The Company has not altered the provisions of the Memorandum with respect to Situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to Objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to Name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. As per the information given to us, there were no prosecution initiated against the Company and the Company received no show cause notice and also the fines and penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act. However penalty for late filing of returns and documents with the Registrar of Companies, Shillong have been imposed upon the Company during the financial year.
32. As per the information furnished to us, the Company has not received any money as security from its employees during the financial year.
33. As per the information furnished to us, the Company has not deducted any contribution towards Provident Fund during the financial year.

Place : New Delhi
Date : 24-08-2012

For RMG & Associates
Company Secretaries

Manjeet Kaur
Partner
C.P. No.: 5524

Annexure A

Registers as maintained by the Company:

- | | |
|--|-------------|
| 1. Register of Charges | u/s. 143 |
| 2. Register of Members | u/s. 150 |
| 3. Register of Contracts, Companies & Firms
in which Directors are interested | u/s. 301(3) |
| 4. Register of Directors, Managing Director, Manager | u/s. 303 |
| 5. Register of Director's Shareholdings | u/s. 307 |
| 6. Register of Share Transfer | |

Annexure B

Forms and Returns as filed by the Company with Registrar of Companies, Shillong during the financial year ended on **31-03-2012** :

Sl. No	Form / Return	Under Section / Rule	Date of Filing	Whether filed with in prescribed time	If delay in filing whether requisite additional fees paid or not
1.	Annual Return	Sec 159 & Schedule -V	28-12-2011	No	Yes
2.	Balance Sheet (XBRL)	Sec 220 & Schedule- VI	09-01-2012	No	Yes
3.	Secretarial Compliance Certificate	Section 383A	29-10-2011	Yes	N.A

