



# SELLWIN TRADERS LIMITED

**Registered. Office :**

City Centre 19, Synagogue Street, Old Wing,

3rd Floor, Room No. 326, Kolkata-700 001

Tele. No. +91 33 2262 8489 ; CIN : L51909WB1980PLC033018

Website : [www.sellwinindia.com](http://www.sellwinindia.com) ; E-mail : [selltl\\_1980@yahoo.co.in](mailto:selltl_1980@yahoo.co.in)

Date: 24.09.2018

To,  
BSE Limited,  
Department of Corporate Filings,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

Ref: Sellwin Traders Limited, Scrip Code: 538875

Sub: Submission of Annual Report for the Financial Year 2017-18 in compliance with Regulation 34(1) of SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

This has reference to captioned subject, we are submitting herewith **Annual Report** for Financial Year 2017-18 in PDF format in compliance with Regulation 34(1) of SEBI (LODR) Regulations, 2015.

Kindly take the same on record. Please acknowledge the receipt of the same.

Thanking you,

Yours Faithfully,  
For Sellwin Traders Limited

*N. Sharma*

Navin Chandra Sharma  
Managing Director  
DIN : 00081104



Encl.: As above



**SELLWIN TRADERS LTD**



**Annual Report**

**2017-18**



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**:: BOARD OF DIRECTORS ::**

Mr. Navin Chandra Sharma  
Mrs. Nirmala Devi Sharma  
Mr. Kamal Kishor Mundhra  
Mr. Mahendra Gulgulia  
Mr. Kishan Lal Bhansali

Managing Director & CEO  
Non-Executive Director  
Independent Director  
Independent Director  
Independent Director

**:: AUDITORS ::**

**M/s. Maroti & Associates**

Chartered Accountants

9/12, Lalbazar 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 ::**

City Centre, 19, Synagogue Street, 3rd Floor, Old Wing,

Kolkata – 700 001 (W.B.) India

Tel.: +91 33 2262 8489, 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 ::**

**Mrs. Sneh Gupta**

E-mail: info@sellwinindia.com

Note: Mr. Kailash Chandra Sharma (DIN: 00081202), who was Director of the company has expired on 7th December, 2017.

**Audit Committee :**

Chairman : Kishanlal Bhansali  
Member : Navin Chandra Sharma  
Member : Mahendra Gulgulia

**Stakeholders' Relationship Committee**

Chairman : Mahendra Gulgulia  
Member : Kamal Kishor Mundhra  
Member : Kishanlal Bhansali

**Nomination & Remuneration Committee**

Chairman : Kamal Kishor Mundhra  
Member : Mahendra Gulgulia  
Member : Kishanlal Bhansali

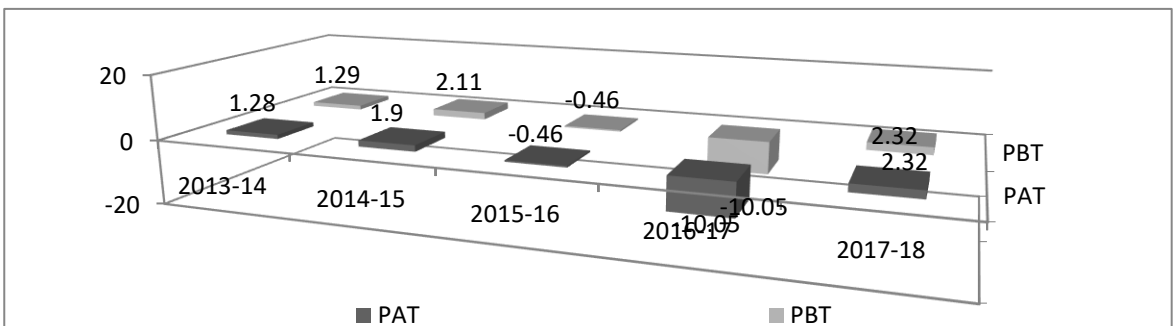
**:: BOARD'S REPORT ::**

To  
The Members,  
Your Directors have pleasure in presenting the **Annual Report** of the Company together with Audited Accounts for the year ended on **31st March, 2018**.

**1. Financial Results :**

(Rs. In Lakhs)

	AS AT 31.03.2018	AS AT 31.03.2017
Sales and Other Income	15.00	0.06
Profit before depreciation, taxation & Exceptional Items	2.32	(10.02)
Less: Depreciation	0.00	0.03
Less : Current Tax	0.44	0.00
Less : Mat Credit	(0.44)	0.00
Less : Mat Credit for earlier year	0.00	0.00
Less: Deferred Tax	0.00	0.00
Less : Exceptional Items	0.00	0.00
Profit after taxation	2.32	(10.05)
Add: Balance brought forward from previous year	(14.64)	(4.59)
Surplus available for appropriation	2.32	0.00
Appropriations	0.00	0.00
Transitional Provision for Depreciation	0.00	0.00
Prior period Income Tax adjusted	0.00	(0.00)
Balance carried to Balance sheet	(12.32)	(14.64)



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

**2. Financial Position :**

During the year under review, the Company has made Profit of Rs. 2.32 lakh during the year and loss of Rs. (10.05) lakh in the preceding year. 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 :**

Your Directors regret their inability to recommend any Dividend to equity shareholders for the year 2017-2018.

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

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

**5. Share Capital :**

The paid-up equity capital as on March 31, 2018 was Rs. 820 lakhs. The Company has not issued shares with differential voting rights nor granted stock options no sweat equity.

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

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

**7. Transfer to reserves :**

No amount was transferred to the General Reserve during the period 1st April, 2017 to 31st March, 2018.

**8. Disclosure under sexual harassment of women at workplace :**

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

**9. Corporate Social Responsibility :**

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

**10. Business Responsibility Report :**

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

**11. Risk Management :**

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

**12. Auditor :**

**Statutory Audit :**

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

M/s. Maroti & Associates, Chartered Accountants (Firm Registration Number: 322770E), who are the Statutory Auditors of the Company, will hold office up to the Annual General Meeting of the Company in the year 2019.

**Secretarial Audit :**

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

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Aditya Kumar Daga, Company Secretary in practice (C.P. No.: 14266) to undertake the Secretarial Audit of the Company for the financial year 2017-18. The Secretarial Audit report for the financial year ended 31st March, 2018 is annexed herewith as "Annexure A" to this report. The observation of Secretarial Auditor are clarified as under :

- a) The Company has not appointed Chief Financial Officer (CFO) as required under Section 203 of the Companies Act, 2013.
- b) The Company has applied to The Calcutta Stock Exchange Ltd. (CSE) for voluntary delisting of equity shares and the same has been delisted from Calcutta Stock Exchange Ltd. (CSE) with effect from 23.02.2018 vide their notice dated 22.02.2018 is under review.

**13. Directors and Key Managerial Personnel's :**

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

Approval of members is being sought for re-appointment of Mr. Navin Chandra Sharma (DIN: 00081104) as Managing Directors of the Company for the period of five years effective from April 29, 2019, to April 27, 2024 as set out in explanatory statement annexed to the notice convening this Meeting.

All Independent Directors have given their declaration that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and Listing Regulations.

The Board of Directors condoled the sudden and sad demise of Mr. Kailash Chandra Sharma (DIN: 00081202), Director of the company on 7th day of December, 2017."

In accordance with the provisions of Section 2013 of the Companies Act, 2013, the following were the Whole time Key Managerial Personnel (KMPs) of your company as on March 31, 2018:

1. Mr. Navin Chandra Sharma- Managing Director & CEO
2. Mrs. Sneha Gupta- Company Secretary

The brief resume/ details relating to Directors who are to be appointed/ re-appointed are furnished in the Notice of the ensuing AGM.

**14. Corporate Governance And Management Discussion & Analysis Report :**

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

**15. Acceptance of Deposit :**

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



**16. Loans, Guarantee or Investments :**

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

**17. Internal Control System and Their Adequacy :**

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

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

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

**19. Nomination & Remuneration Policy :**

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

**20. Board & Committee Meetings :**

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year 13 (Thirteen) meeting of the Board of directors 4 (Four) Audit Committee Meetings, 4 (Four) Nomination & Remuneration Committee Meetings and 3 (Three) Stakeholders' Relationship Committee Meetings were held and the details of which are given in the Corporate Governance Report annexed hereto. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**21. Related Party Transactions :**

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

**22. Directors' Responsibility Statement :**

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

- i) In the preparation of the annual accounts, for the financial year ended March 31, 2018 the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts ongoing concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**23. Preservation of documents :**

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

**24. Listing with Stock Exchange :**

The Company confirms that it has not defaulted in paying the Annual Listing Fees for the financial year 2017-18 to the Bombay Stock Exchange Limited (BSE) where the shares of the Company are listed.

Further, The Company has applied to The Calcutta Stock Exchange Ltd. (CSE) for voluntary delisting of equity shares and the same has been delisted from The Calcutta Stock Exchange Ltd. (CSE) with effect from 23.02.2018 vide their notice dated 22.02.2018.

**25. Significant and Material Orders :**

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

**26. Fraud Reporting :**

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

**27. Secretarial Standards of ICSI :**

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

**28. Subsidiary Companies :**

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

**29. Code of Conduct :**

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

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

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

**30. Vigil Mechanism :**

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

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

**31. Archival Policy :**

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

**32. Prevention of Insider Trading :**

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

**33. Extract of Annual Return :**

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

**34. Managerial Remuneration/Particulars of Employees :**

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

**35. Statutory Information:**

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

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

**36. Policy to Prevent Sexual Harassment at the Work Place :**

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

**37. Implementation of Indian Accounting Standards (IND) AS) :**

The Ministry of Corporate Affairs (MCA), Government of India has notified the Companies (Indian Accounting Standards) Rules, 2015 on 16 February 2015.

Further, a Press Release was issued by the MCA on January 18, 2016 outlining the roadmap for implementation of Indian Accounting Standards (IND AS) converged. Though the Company is required to adopt IND AS from the year 2017-18 onwards

**Reconciliation of total income for the year ended March 2017**

<b>Particulars</b>	<b>Year Ended as on 31.03.2017</b>
Total Comprehensive Income as per previous GAAP	(10,04,590)
Adjustments:	
Fair Valuation of Investments	-
Total Comprehensive Income as per Ind AS	<b>(10,04,590)</b>

**38. Acknowledgements :**

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

**For and on behalf of the Board**

**Place : Kolkata**

**Date : 29th day of May, 2018**

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

**Nirmala Devi Sharma**  
*Director*  
**(DIN :: 00081298)**

**:: SECRETARIAL AUDIT REPORT ::**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018

[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.  
City Centre, Old Wing,  
19, Synagogue Street,  
3rd Floor, Room No. 326  
Kolkata – 700001.

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 **31<sup>st</sup> March, 2018 (‘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 31<sup>st</sup> March, 2018 according to the provisions of:

1. The Companies Act, 2013(the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. 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;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) :-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable to the Company during the period under review;
  - (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 28<sup>th</sup> 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);**
  - (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;
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
6. I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof the Company has complied with the following laws applicable specifically to the Company:

- 1. Indian Contract Act, 1872.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent applicable to the Company during the period under review.

**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 are 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 are 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, are 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.

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 applied to The Calcutta Stock Exchange Ltd. (CSE) for voluntary delisting of equity shares and the same has been delisted from Calcutta Stock Exchange Ltd. (CSE) with effect from 23.02.2018 vide their notice dated 22.02.2018 is under review.

Aditya Kumar Daga  
Practising Company Secretaries

Signature:  
CS Aditya Kumar Daga  
( Proprietor )  
Mem No. : A37778  
C. P. No. : 14266

Place: Kolkata  
Date: 29.05.2018

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

**:: Annexure 'T' to the Secretarial Audit Report ::**

To  
The Members  
M/s. Sellwin Traders Ltd.  
City Centre, Old Wing,  
19, Synagogue Street,  
3rd Floor, Room No.326,  
Kolkata – 700001.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as 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. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, standards is the responsibility of management. My 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.

Aditya Kumar Daga  
Practising Company Secretaries

Signature:  
CS Aditya Kumar Daga  
( Proprietor )  
Mem No. : A37778  
C. P. No. : 14266

Place: Kolkata  
Date: 29.05.2018



**ANNEXURE - B TO THE BOARDS REPORT**

**FORM NO. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**as on the financial year ended on 31st March, 2018**

[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:  
19 Synagogue Street, 3rd Floor,  
Room No. 326, Old Wing  
Kolkata - 700001
- 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-700001(West Bengal) India  
Tel.: 033 2235 7270 / 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.	Management Consultancy Services	74140	100

**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	
<b>A. PROMOTERS</b>									
<b>INDIAN</b>									
INDIVIDUALS/ HINDU UNDIVIDED FAMILY	31750	0	31750	0.387	31750	0	31750	0.387	0%
CENTRAL GOVERNMENT/ STATE GOVERNMENT(S)	0	0	0	0	0	0	0	0	0%
BODIES CORPORATE	2130800	0	2130800	25.985	2130800	0	2130800	25.985	0%
FINANCIAL INSTITUTIONS/ BANKS	0	0	0	0	0	0	0	0	0%
ANY OTHER ( SPECIFY )	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (A)(1)	2162550	0	2162550	26.373	2162550	0	2162550	26.373	0%
<b>FOREIGN</b>									
NRIs - Individuals	0	0	0	0	0	0	0	0	0%
Other – Individuals	0	0	0	0	0	0	0	0	0%
BODIES CORPORATE	0	0	0	0	0	0	0	0	0%
INSTITUTIONS	0	0	0	0	0	0	0	0	0%
ANY OTHER (SPECIFY)	0	0	0	0	0	0	0	0	0%
SUB-TOTAL(A)(2)	0	0	0	0	0	0	0	0	0%
TOTAL SHAREHOLDING OF PROMOTER AND PROMOTER GROUP (A)= (A)(1)+(A)(2)	2162550	0	2162550	26.373	2162550	0	2162550	26.373	0%
<b>PUBLIC SHAREHOLDING</b>									
<b>INSTITUTIONS</b>									
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%
<b>NON-INSTITUTIONS</b>									
BODIES CORPORATE	4505670	1447900	5953570	72.605	4505670	1447900	5953570	72.605	0%
INDIVIDUALS - I. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UP TO RS. 1 LAKH.	6857	14200	21057	0.257	6862	14200	21062	0.257	0%
II. INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.1 LAKH.	22638	40180	62818	0.766	22638	40180	62818	0.766	0%
ANY OTHER (SPECIFY) Clearing Mem / Clearing Cor	5	0	5	0	0	0	0	0	0%
NRI's	0	0	0	0	0	0	0	0	0%
SUB-TOTAL (B)(2)	4535170	1502280	6037450	73.627	4535170	1502280	6037450	73.627	0%
TOTAL PUBLIC SHAREHOLDING (B)=(B)(1)+(B)(2)	4535170	1502280	6037450	73.627	4535170	1502280	6037450	73.627	0%
TOTAL (A)+(B)	6697720	1502280	8200000	100.000	6697720	1502280	8200000	100.000	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)	6697720	1502280	8200000	100.000	6697720	1502280	8200000	100.000	0%

(ii) SHAREHOLDING OF PROMOTERS :

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			Shares of % change in share holding during the year
		No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of company	% of Shares Pledged / encumbered to total shares	
1	Kashyap Commdeal P.Ltd.	934000	11.390	0.000	934000	11.390	0.000	0.000
2	Meghshree Credit Pvt.Ltd.	1196800	14.595	0.000	1196800	14.595	0.000	0.000
3	Kailash Chandra Sharma*	10250	0.125	0.000	0	0	0.000	-0.125
4	Navin Chandra Sharma	15500	0.189	0.000	15500	0.189	0.000	0.000
5	Nirmala Devi Sharma	6000	0.073	0.000	16250	0.198	0.000	0.125
<b>Total</b>		<b>2162550</b>	<b>26.373</b>	<b>0.000</b>	<b>2162550</b>	<b>26.373</b>	<b>0.000</b>	<b>0.000</b>

(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.	<b>Kashyap Commdeal Pvt. Ltd.</b> At the beginning of the year	934000	11.390		
	Increase / (Decrease) in Promoters Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			934000	11.390
2.	<b>Meghshree Credit Pvt. Ltd.</b> At the beginning of the year	1196800	14.595		
	Increase / (Decrease) in Promoters Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year	1196800	14.595	1196800	14.595
3.	<b>Kailash Chandra Sharma*</b> At the beginning of the year	10250	0.125		
	Increase / (Decrease) in Promoters Share holding during the year. 31/03/2018 Transfer	(10250)	(0.125)	0	0.000
	At the End of the year			0	0.000
4.	<b>Navin Chandra Sharma</b> At the beginning of the year	15500	0.189		
	Increase / (Decrease) in Promoters Share holding during the year.	[NO CHANGES DURING THE YEAR]			
	At the End of the year			15500	0.189
5.	<b>Nirmala Devi Sharma</b> At the beginning of the year	6000	0.073		
	Increase / (Decrease) in Promoters Share holding during the year. 31/03/2018 Transfer	10250	0.125	16250	0.198
	At the End of the year			16250	0.198

\* Demise on 7th December, 2017.

(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	<b>BAJORIA DISTRIBUTORS PVT. LTD.</b> At the beginning of the year	1770000	21.585		
	Increase / (Decrease) in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			1770000	21.585
2	<b>ALLIED TREXIM PVT. LTD.</b> At the beginning of the year	800000	9.756		
	Increase / (Decrease) in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			800000	9.756

3	<b>MOONVIEW TREXIM PVT. LTD.</b> At the beginning of the year	789470	9.628		
	Increase / (Decrease) in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			789470	9.628
4	<b>BOSER MERCANTILES PVT. LTD.</b> At the beginning of the year	403200	4.917		
	Increase / (Decrease) in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			403200	4.917
5	<b>SUTLAJ SALES PVT. LTD.</b> At the beginning of the year	402000	4.902		
	Increase / Decrease in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			402000	4.902
6	<b>PLENTY NIRYAT PVT. LTD.</b> At the beginning of the year	400000	4.878		
	Increase / (Decrease) in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			400000	4.878
7	<b>RESPONCE INVESTMENTS LTD.</b> At the beginning of the year	364000	4.439		
	Increase / Decrease in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			364000	4.439
8	<b>DIANA COMMODEAL PVT. LTD.</b> At the beginning of the year	318200	3.880		
	Increase / (Decrease) in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			318200	3.880
9	<b>ODYSEE VANIJYA PVT. LTD.</b> At the beginning of the year	309600	3.776		
	Increase / (Decrease) in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			309600	3.776
10	<b>MOONCLUB MERCHANTS PVT. LTD.</b> At the beginning of the year	224000	2.732		
	Increase / (Decrease) in Shareholding during the year:	[NO CHANGES DURING THE YEAR]			
	At the end of the year			224000	2.732

(v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Share holding during the year	
		No. of shares	% of total No. of shares	No. of shares	% of total No. of shares
<b>1</b>	<b>NAVIN CHANDRA SHARMA</b> Managing Director At the beginning of the year	15500	0.189		
	Increase / (Decrease) in Promoters Share holding during the year:	[NO CHANGES DURING THE YEAR]			
	At the End of the year			15500	0.189
<b>2</b>	<b>KAILASH CHANDRA SHARMA *</b> Non-Executive Director At the beginning of the year	10250	0.125		
	Increase / (Decrease) in Promoters Share holding during the year: 31/03/2018 Transfer	-10250	-0.125	0	0.000
	At the End of the year			0	0.000
<b>3</b>	<b>NIRMALA DEVI SHARMA</b> Non-Executive Director At the beginning of the year	6000	0.073		
	Increase / (Decrease) in Promoters Share holding during the year: 31/03/2018 Transfer	10250	0.125	16250	0.198
	At the End of the year			16250	0.198
<b>4</b>	<b>KAMAL KISHOR MUNDHRA</b> Non-Executive Independent Director At the beginning of the year	0	0.000	10250	0.125
	Increase / (Decrease) in Promoters Share holding during the year:	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0.000
<b>5</b>	<b>MAHENDRA GULGULIA</b> Non-Executive Independent Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year:	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0.000
<b>6</b>	<b>KISHAN LAL BHANSALI</b> Non-Executive Independent Director At the beginning of the year	0	0.000		
	Increase / (Decrease) in Promoters Share holding during the year:	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0.000
<b>7</b>	<b>SNEH GUPTA</b> Company Secretary At the beginning of the year	0	0.000		
	Increase/(Decrease) in Promoters Share holding during the year:	[NO CHANGES DURING THE YEAR]			
	At the End of the year			0	0.000

\*Demise on 07th day of December, 2017

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
		<b>Navin Chandra Sharma</b> Managing Director & CEO	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,20,000	1,20,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify	0	0
5	Others	0	0
	Total (A)	1,20,000	1,20,000

**B. REMUNERATION TO OTHER DIRECTORS:**

(Amount in Rs.)

Sl. No.	Directors	Particulars of Remuneration			Total Amount
		Fee for attending Board / Board Committee Meetings	Commission	Others, Please Specify	
1	<b>Independent Directors :</b> Kamal Kishor Mundhra Mahendra Gulgulia Kishan Lal Bhansali	00 00 00	00 00 00	00 00 00	00 00 00
	Total Amount (1)	00	00	00	00
2	<b>Other Non-Executive Directors</b> Nirmala Devi Sharma Kailash Chandra Sharma (upto 7.12.2017)	00 00	00 00	00 00	00 00
	Total Amount (2)	00	00	00	00
	<b>Total (B) = (1+2)</b>	<b>00</b>	<b>00</b>	<b>00</b>	<b>00</b>

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

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Sneh Gupta, Company Secretary	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,80,000	1,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission - as % of profit - others, specify	0	0
5	Others, please specify	0	0
	Total (C )	1,80,000	1,80,000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

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



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

**CORPORATE GOVERNANCE REPORT**

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

**A ) Mandatory Requirements :**

**1) Company's Philosophy on Corporate Governance :**

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

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

**2) Board of Directors :**

**a) Composition:**

The Board comprises of executive and non-executive Directors of whom three are independent directors. The composition of the Board and other details relating to Directors 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	--	14	--
Mrs. Nirmala Devi Sharma	Director	Non-Executive & Promoter	--	--	--
Mr. Kamal Kishor Mundhra	Director	Non-Executive Independent	--	16	--
Mr. Mahendra Kumar Gulgulia	Director	Non-Executive Independent	--	10	--
Mr. Kishan Lal Bhansali	Director	Non-Executive Independent	1	1	--

**b) Appointment/Reappointment of Directors**

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

Pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013, approval of members is being sought for re-appointment of Mr. Navin Chandra Sharma (DIN : 00081104), as the Managing Director for a period of five years with effect from 29th April, 2019 upto 27th April, 2024.

**c) Board Meeting Procedure:**

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

The agenda of the meeting is prepared and circulated to the directors in advance. The Members of the Board have access to all information pertaining to the Company and are free to recommend inclusion of any matter in the agenda for the discussions. Senior Executives/Directors of the Group Company are invited to attend the Board meeting for discussion and providing inputs and their views, as and when required. During the financial year ending 31.03.2018, **13 (Thirteen) meeting of the Board of Directors were held on: 11.04.2017, 22.05.2017, 24.06.2017, 10.08.2017, 13.09.2017, 20.09.2017, 27.10.2017, 01.11.2017, 08.12.2017, 01.01.2018, 13.02.2018, 14.03.2018 and 28.03.2018** were held.

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

**d) Code of Conduct**

The Board has laid down a Code of Conduct for all directors and senior management of the company. All directors and senior management personnel have affirmed compliance with the code for the year 2017-18.

**e) Attendance of Directors :**

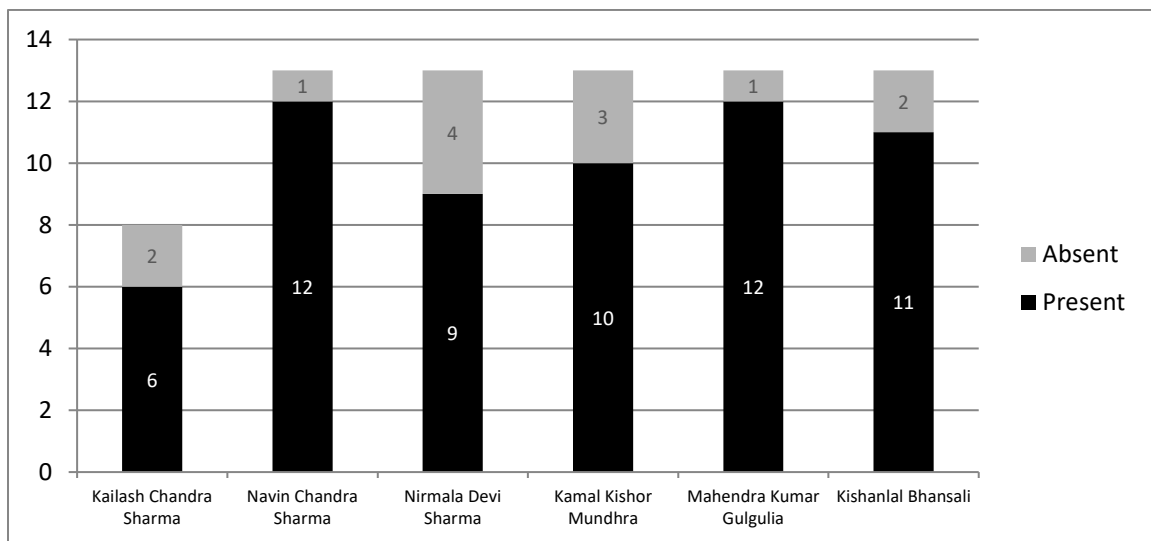
The attendance record of Directors at Board Meeting and at the last Annual General Meeting during the financial year 2017-18 is as follows:

Name of the Director	Attendance at the Annual General Meeting held on 12th September, 2017	Attendance at the Board Meetings held during the year Total Meetings Attended	As on 31.03.2018			
			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. Kailash Chandra Sharma*	Yes	6	--	13	--	--
Mr. Navin Chandra Sharma	Yes	12	--	14	--	--
Mrs. Nirmala Devi Sharma	Yes	9	--	--	--	--
Mr. Kamal Kishor Mundhra	No	10	--	16	--	--
Mr. Mahendra Gulgulia	Yes	12	--	10	--	--
Mr. Kishanlal Bhansali	Yes	11	1	1	--	--

Name of the Director	Attendance details in Board Meeting													% of Attendance
	1	2	3	4	5	6	7	8	9	10	11	12	13	
Kailash Chandra Sharma*									NA	NA	NA	NA	NA	75.00%
Navin Chandra Sharma														92.31%
Nirmala Devi Sharma														69.23%
Kamal Kishor Mundhra														76.92%
Mahendra Kumar Gulgulia														92.31%
Kishanlal Bhansali														84.62%

: Present

Absent :



\*Demise on 7th December, 2017













### 3) Audit Committee :

The Composition procedure, role/function of the Audit Committee complies with the requirements of the Listing Regulations. During the year under review 4 (FOUR) meetings of the Audit Committee were held on 22.05.2017, 10.08.2017, 27.10.2017, 13.02.2018. The brief terms of reference of the Audit Committee includes the following :

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

**The Composition of the Audit Committee:**

Members	Designation	Category	Numbers of Meetings Attended
Mr. Kishan Lal Bhansali	Chairman	Non-Executive & Independent	4
Mr. Mahendra Gulgulia	Member	Non-Executive & Independent	4
Mr. Navin Chandra Sharma	Member	Managing Director	4

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



: Present



: Absent

**4) Shareholders'/Investors' Grievances Committee :**

The Shareholders/Investors Grievance Committee is to look into the specific Complaints received from the Shareholders of the Company. During the year under review 3 (three) meetings of the Shareholders/ Investors Grievance Committee were held on 24.06.2017 , 08.12.2017 and 14.03.2018. The Composition of the said Committee is as follows:

Members	Designation	Category	Numbers of Meetings Attended
Mr. Mahendra Gulgulia	Chairman	Non-Executive & Independent	3
Mr. Kamal Kishor Mundhra	Member	Non-Executive & Independent	2
Mr. Kishan Lal Bhansali	Member	Non-Executive & Independent	2

**Investor Relations**

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

**Compliance Officer**

Mrs. Sneha Gupta, Company Secretary, is the Compliance Officer for complying with the requirements of the Listing Regulations with the Stock Exchanges in India and abroad.













Mrs. Sneha Gupta acted as a Compliance Officer.


Name, designation and address : Mrs. Sneha Gupta  
 Company Secretary  
 City Centre, 19, Synagogue Street,  
 Old Wing, 3rd Floor, Room No. 326, Kolkata-700001


**5) Nomination & Remuneration Committee :**

The remuneration committee has been constituted by the Board of Directors to review and /or recommend the appointment & remuneration of Directors of the Company in accordance with the guidelines laid out by the statute and the Listing Regulations with the stock exchange. During the year under review 4 (four) meeting of each committee were held on 22.05.2017, 10.08.2017, 27.10.2017 and 13.02.2018.

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

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

 : Present

 : Absent

**Details of remuneration paid to the Managing Director**

Name	Salary	Total amount paid as on 31.03.2018	Period of Service Contract
Mr. Navin Chandra Sharma	Rs.10,000/-	Rs. 1,20,000/-	5 (Five) years From 28.04.2014

**Remuneration Policy:**

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

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

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

**Performance evaluation criteria for independent directors:**

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

**6 ) CSR Committee :**

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

**7 ) Independent Directors Meeting Meetings :**

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

Even before the Companies Act, 2013 came into effect, our Board's policy required our independent directors to hold quarterly meetings attended exclusively by the independent directors. At such meetings, the independent directors discuss, among other matters, the performance of the company and risks faced by it, the flow of information to the Board, competition, strategy, leadership strengths and weaknesses, governance, compliance, Board movements, human resource matters and performance of the executive members of the board, including the chairman. The meeting of the Independent Directors were held on 09.03.2018.

**8) Declaration by Independent Directors :**

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

**9) CEO & CFO Certification :**

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

**10) General Body Meetings :**

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

Financial Year	Date	Time	Venue of the Annual General Meeting
2014-2015	25.09.2015, Friday	2.30 P.M.	11, Clive Row, 5th Floor, Kolkata-700001
2015-2016	23.08.2016, Tuesday	2.00 P.M.	11, Clive Row, 5th Floor, Kolkata-700001
2016-2017	12.09.2017, Tuesday	1.00 P.M.	11, Clive Row, 5th Floor, Kolkata-700001

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

(b) Whether any special resolutions passed in the previous 3 AGMs/EGMs :

Yes, details of which are given hereunder :-

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

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

During the Financial Year 2017-18, Special Resolution were not passed through Postal Ballot and the special Resolution passed at the last Annual General Meeting of the company were not put through Postal Ballot.

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

**11) Compliance Certificate :**

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

## **12) Shareholders Right :**

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

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

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

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

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

## **13) Means of Communications :**

The quarterly/half-yearly and annual financial results of the Company are sent to the Stock Exchanges where the shares of the Company are listed immediately after they have been taken on record by the Board. The same are usually published in all India edition of Financial Express & Arthik Lipi in regional language in the State of West Bengal. The Company is also providing information relating to the material events from time to the investors and to the public at large by faxing the information to the Stock Exchanges as and when happened.

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

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

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



**14) General Shareholder Information :**

**(a) ANNUAL GENERAL MEETING :**

AGM Date, Time and Venue	<b>Saturday, the 22nd day of September, 2018 at 01.00 P.M. at “Conference Hall” at 11, Clive Row, 5th Floor, Kolkata-700001</b>
Financial Calendar	<b>1st April, 2017 To 31st March, 2018</b>
Date of Book Closure	<b>17th September, 2018 to 22nd September, 2018 (Inclusive both days)</b>
Listing on Stock Exchanges	<b>BSE Limited</b>
Demat ISIN No. for CDSL and NSDL	<b>INE195F01019</b>
Listing Fee	<b>Paid to the exchanges for the year 2017-2018</b>
Custodial Fees	<b>Paid to the NSDL &amp; CDSL for the year 2017-2018</b>
Registrar and Share Transfer Agents	<b>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>

**(b) LISTING OF SECURITIES:**

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

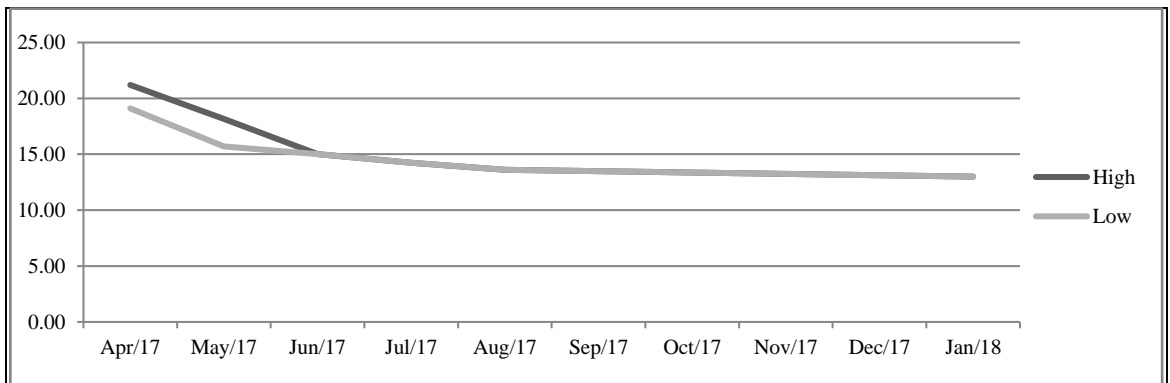
Sr. No	Name and Address of the Stock Exchanges	Scrip code
1.	<b>BSE Limited : : Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001</b>	<b>538875</b>

**Voluntarily delisted from The Calcutta Stock Exchange Ltd. w.e.f. 23.02.2018.**

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

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

Month	High	Low
April, 2017	21.20	19.10
May, 2017	18.15	15.70
June, 2017	15.00	15.00
July, 2017	14.25	14.25
August, 2017	13.60	13.60
January, 2018	13.00	13.00



**(d) PERMANENT ACCOUNT NUMBER**

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

**(e) SHARE TRANSFER SYSTEM**

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

**(f) SECRETARIAL AUDIT**

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

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

**15) Disclosures :**

During the financial year ended **March 31, 2018** there were no related party transactions with the Company's Directors or their relatives except for payment of Remuneration to Executive Director and KMPs. The Company has complied with all the statutory requirements comprised in the Listing Agreements/ Regulations/ Guidelines/ Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Stock Exchanges/ SEBI/ other Statutory Authorities.

**16 ) Distribution of Shareholding :**

**DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>ST</sup> MARCH, 2018:**

Slab	No. of Shareholders		No. of Ordinary Shares	
	Total	% of Shareholders	Total	% of Shareholders
001 - 500	348	92.5532	11092	0.1353
501 - 1000	7	1.8617	5470	0.0667
1001 - 5000	3	0.7979	4500	0.0549
5001 - 10000	0	0.0000	0	0.0000
10001 - 50000	4	1.0638	94568	1.1533
50001 - 100000	2	0.5319	173100	2.1110
100001 and above	12	3.1915	7911270	96.4789
<b>Total</b>	<b>376</b>	<b>100.0000</b>	<b>8,200,000</b>	<b>100.0000</b>

**CATEGORY OF SHAREHOLDERS AS ON 31<sup>ST</sup> MARCH, 2018:**

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

**For and on behalf of board of directors**

**Place: Kolkata**  
**Date : 29th day of May, 2018**

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

**:: MANAGEMENT DISCUSSION AND ANALYSIS REPORT ::**

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

**Overview**

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

**Industry Structure and Developments**

The Indian economy was under stress and the rupee depreciates sharply. India registered an economic growth of 7.11% in the financial year 2016-17 and 7.25% in 2017-18. The global economic turbulence that continued for past few years was expected to ease off by 2018 with stable and motivated new Government. We also faced significant strains in our growth rate as the same was in the Industry. Containment of the fiscal and current account deficits in the coming months will provide a cushion to the Indian economy from further volatility. Inflation expectations have moderated.

**Segment Wise or Product Wise Performance**

The global economic scenario has remained volatile and weak market sentiments continued in Fiscal 2017, worsened by the absence of major policy developments during the year. Most Indian markets experienced continued moderation of absorption.

**Outlook**

As your Company continues to implement its strategies, its financial condition at the end of Fiscal 2018 reflects the on-going effect of the above economic and business factors. Your Company continues to implement its strategy to concentrate on its core business activity. Your Company believes that demand conditions in the real estate sector are exhibiting early signs of improvement, and signs of declining interest rates as well as renewed activity in the lending and public capital markets are expected to ease funding pressures. Hence, the Company is expecting to improve its performance and profitability in future.

**Opportunities & Threats**

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

**Risks & Concerns**

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

**Internal Control System and Adequacy**

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

**Human Resources**

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

**Financial Performance**

The financial performance of the Company for the year under review is discussed in detail in the Directors Report.

For and on behalf of board of directors

**Place : Kolkata**

**Date : 29th Day of May, 2018**

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

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

To,  
The Members of Sellwin Traders Limited

I, Navin Chandra Sharma (DIN: 00081104) , Managing Director & CEO of Sellwin Traders Ltd. do hereby declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the Code of Conduct, as applicable to them, for the year ended 31st March, 2018.

**For and on behalf of board of directors**

**Place: Kolkata**

**(Navin Chandra Sharma)**

**Date : 29th Day of May, 2018**

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

**:: CEO Certification ::**

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

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

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

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

I have indicated to the Auditors and the Audit Committee:

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

**For and on behalf of board of directors**

**Place: Kolkata**

**(Navin Chandra Sharma)**

**Date : 29th Day of May, 2018**

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

**:: 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 **31<sup>st</sup> March, 2018**, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

In our opinion and into the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**For MAROTI & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 322770E**

**Place : Kolkata  
Date : 29th Day of May, 2018**

**M.K.MAROTI  
(Partner)  
Membership No. 057073**

**:: 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 31<sup>st</sup> March 2018, the Statement of profit and loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind As) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, 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 misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in 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. 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 evidences we have obtained are 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, of the state of affairs of the Company as at 31<sup>st</sup> March 2018 and its Loss, the changes in equity and its cash flows for the year ended on that date.

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") 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, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. 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 including other comprehensive income, Statement of changes in equity and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
  - d. In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2018 taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting; and

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company does not have any pending litigations which would impact its financial position.
  - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
  - c. There were no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.

**For MAROTI & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 322770E**

**M.K.MAROTI  
(Partner)  
Membership No. 057073**

**Place : Kolkata  
Date : 29th Day of May, 2018**

**:: ANNEXURE A TO THE AUDITORS' REPORT ::**

**Annexure - A to the Auditors' Report**

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March 2018, we report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- C) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company. Accordingly, this clause is not applicable.

2. The Company had no inventories during the year, thus, paragraph 3(ii) of the Order is not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has not given any guarantee(s) or provided any security for loan taken by third party.
5. The Company has not accepted any deposits from the public during the year and does not have any unclaimed deposits as at 31<sup>st</sup> March, 2018. Accordingly, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the company for the year under audit. Accordingly, this clause is not applicable.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for any of the services rendered by the company. Accordingly, this clause is not applicable.
7. **a)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, Goods and Service Tax cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities as applicable for the year under audit.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, Goods and Service Tax cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2018 for a period of more than six months from the date they became payable.

**b)** According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2018 for a period of more than six months from the date of becoming payable.

8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

- 11.** According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12.** In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- 13.** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14.** According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15.** According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16.** The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For MAROTI & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 322770E**

**M.K.MAROTI  
(Partner)  
Membership No. 057073**

**Place : Kolkata  
Date : 29th Day of May, 2018**

**:: ANNEXURE B TO THE AUDITORS' REPORT ::**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **SELLWIN TRADERS LIMITED** ("the Company") as of 31<sup>st</sup> March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For MAROTI & ASSOCIATES  
Chartered Accountants  
Firm Registration No. 322770E**

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

**Membership No. 057073**

**Place : Kolkata  
Date : 29th Day of May, 2018**

## SELLWIN TRADERS LIMITED

CIN :L51909WB1980PLC033018

### Balance Sheet as at 31st March 2018

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
		(Rs.)	(Rs.)	(Rs.)
<b><u>ASSETS</u></b>				
<i>Non-current assets :</i>				
(a) Property, Plant and Equipment	2	2,394	2,394	5,666
(b) Financial Assets				
(i) Investments	3(a)	9,85,00,000	9,85,00,000	9,25,00,000
(ii) Loans	3(b)	15,76,000	23,30,000	79,00,000
(c) Deferred tax assets (net)	4	-	211	195
<i>Current assets :</i>				
(a) Financial Assets				
(i) Trade receivables	3(c)	13,50,000	-	1,78,360
(ii) Cash and cash equivalents	3(d)	33,631	2,35,371	12,64,090
(b) Other current assets	5	2,37,920	43,653	2,67,373
<b>Total Assets ::</b>		<b>10,16,99,945</b>	<b>10,11,11,629</b>	<b>10,21,15,684</b>
<b><u>EQUITY AND LIABILITIES</u></b>				
<i>Equity :</i>				
(a) Equity Share capital	6(a)	8,20,00,000	8,20,00,000	8,20,00,000
(b) Other Equity	6(b)	1,92,87,195	1,90,55,269	2,00,59,859
<b><u>LIABILITIES</u></b>				
<i>Non Current liabilities :</i>				
(a) Provisions		44,267	-	-
(b) Deferred tax liabilities (Net)	4	173	-	-
<i>Current liabilities :</i>				
(a) Other current liabilities	7	3,68,310	56,360	55,825
<b>Total Equity and Liabilities ::</b>		<b>10,16,99,945</b>	<b>10,11,11,629</b>	<b>10,21,15,684</b>

see accompanying notes to the financial statements

1-16

*For and on behalf of the Board*

In terms of our report of even date  
**FOR MAROTI & ASSOCIATES**  
Chartered Accountants

**Navin Chandra Sharma**  
Managing Director  
cum CEO  
DIN : 00081104

**Nirmala Devi Sharma**  
Director  
DIN : 00081298

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

**Sneh Gupta**  
Company Secretary  
ACS : 27367

Place : Kolkata  
Date : 29th Day of May, 2018

**SELLWIN TRADERS LIMITED**

CIN :L51909WB1980PLC033018

**Statement of Profit and Loss for the period ended 31st March, 2018**

	Particulars	Note No.	As at	As at
			31.03.2018	31.03.2017
			(Rs.)	(Rs.)
I	Revenue From operations	8	15,00,000	-
II	Other Income	9	-	5,675
III	<b>Total Income (I+II)</b>		<b>15,00,000</b>	<b>5,675</b>
IV	<b>EXPENSES</b>			
	Employee benefits expense	10(a)	3,66,000	3,66,000
	Depreciation and amortization expenses	10(b)	-	3,272
	Other expenses	11	9,01,690	6,41,009
	Finance costs		-	-
	<b>Total expenses (IV)</b>		<b>12,67,690</b>	<b>10,10,281</b>
V	<b>Profit/(loss) before exceptional items and tax (I - IV)</b>		<b>2,32,310</b>	<b>(10,04,606)</b>
VI	Exceptional Items		-	-
VII	<b>Profit/ (loss) before exceptions items and tax (V - VI)</b>		<b>2,32,310</b>	<b>(10,04,606)</b>
VIII	<b>Income Tax expense:</b>			
	(1) Current tax	12	44,267	-
	(2) Mat Credit Entitlement		(44,267)	-
	(2) Deferred tax		(384)	16
IX	Profit (Loss) for the period from continuing operations (VII - VIII)		<b>2,31,926</b>	<b>(10,04,590)</b>
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expenses of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X - XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		<b>2,31,926</b>	<b>(10,04,590)</b>
XIV	Other Comprehensive Income			
	A.(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
	B.(i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
XV	Total Comprehensive Income for the period (XIII+XIV) Comprising Profit / ( Loss ) and Other comprehensive Income for the period )		<b>2,31,926</b>	<b>(10,04,590)</b>
XVI	Earnings per equity share (for continuing operation):	14		
	(1) Basic		0.028	(0.123)
	(2) Diluted		0.028	(0.123)



	Particulars	Note No.	As at	As at
			31.03.2018	31.03.2017
			(Rs.)	(Rs.)
XVII	Earnings per equity share (for discontinued operation):			
	(1) Basic		-	-
	(2) Diluted		-	-
XVIII	Earning per equity share (for discontinued & continuing operation)			
	(1)Basic		0.028	(0.123)
	(2) Diluted		0.028	(0.123)

See accompanying notes to the financial statements 1-16 For and on behalf of the Board

In terms of our report of even date

**FOR MAROTI & ASSOCIATES**

**Chartered Accountants**

( M. K. MAROTI )

**Partner**

**Membership No. 057073**

**Firm Registration No. 322770E**

**Place : Kolkata**

**Date : 29th Day of May, 2018**

**Navin Chandra Sharma**  
*Managing Director cum CEO*

DIN : 00081104

**Sneh Gupta**  
*Company Secretary*

ACS : 27367

**Nirmala Devi Sharma**  
*Director*

DIN : 00081298

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

**Statement of Changes in Equity for the period ended 31st March, 2018**

**6A. Equity Share Capital**

Balance at the beginning of the reporting period	8200000
Changes in equity share capital during the year	-
Balance at the end of the reporting period	8200000

**6B. Other Equity**

	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus				Total
			Capital Reserve/ Capital Redemption Reserve	Securities Premium Reserve	General Reserve/ Revaluation Reserve	Retained Earning	
Balance at the beginning of the reporting period	-	-	5,54,950	-	1,99,64,117	(14,63,798)	1,90,55,269
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	2,31,926	2,31,926
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Any other change	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	5,54,950	-	1,99,64,117	(12,31,872)	1,92,87,195

**Statement of Changes in Equity for the period ended 31st March, 2017**

**6C. Equity Share Capital**

Balance at the beginning of the reporting period	8200000
Changes in equity share capital during the year	-
Balance at the end of the reporting period	8200000

**6D. Other Equity**

	Share application on money pending allotment	Equity component of compound financial instrument	Reserve and Surplus				Total
			Capital Reserve/ Capital Redemption Reserve	Securities Premium Reserve	General Reserve/ Revaluation Reserve	Retained Earning	
Balance at the beginning of the reporting period	-	-	5,54,950	-	1,99,64,117	(4,59,208)	2,00,59,859
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	(10,04,590)	(10,04,590)
Dividends	-	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-	-
Any other change	-	-	-	-	-	-	-
Balance at the end of the reporting period	-	-	5,54,950	-	1,99,64,117	(14,63,798)	1,90,55,269

In terms of our report of even date

For and on behalf of the Board

**FOR MAROTI & ASSOCIATES**

**Navin Chandra Sharma**

**Nirmala Devi Sharma**

**Chartered Accountants**

*Managing Director cum  
CEO*

*Director*

DIN : 00081104

DIN : 00081298

**( M. K. MAROTI )**

**Partner**

**Membership No. 057073**

**Firm Registration No. 322770E**

**Sneh Gupta**

*Company Secretary*

ACS : 27367

**Place : Kolkata**

**Date : 29th Day of May, 2018**

**SELLWIN TRADERS LIMITED**

CIN :L51909WB1980PLC033018

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018**

		As at 31.03.2018		As at 31.03.2017	
<b>A.</b>	<b><u>Cash Flow From Operating Activities</u></b>				
	Net Profit Before Tax and Extraordinary Items		2,32,310		(10,04,606)
	<b><u>Adjustment For:</u></b>				
	Interest on IT Refund	-	-	-	-
	Depreciation	-	-	3,272	3,272
	Operating Profit before Working Capital Changes		2,32,310		(10,01,334)
	<b><u>Changes in Working Capital :</u></b>				
	Decrease/(Increase) in Loans	7,54,000		55,70,000	
	Decrease/(Increase) in Other Current Assets	(1,94,267)			
	(Decrease)/Increase in Other Current Liabilities	3,11,950		535	
	Decrease/(Increase) in Trade Receivables	(13,50,000)		1,78,360	
			(4,78,317)		57,48,895
	Cash Generated From Operating Activities		(2,46,007)		47,47,561
	Less: Income Tax paid/(refund)		(44,267)		(2,23,720)
	Net Cash From Operating Activities		<b>(2,01,740)</b>		<b>49,71,281</b>
<b>B.</b>	<b><u>Cash Flow From Investing Activities</u></b>				
	Increase/ (Decrease) of Investments	-	-	(60,00,000)	(60,00,000)
					<b>(60,00,000)</b>
<b>C.</b>	<b><u>Cash Flow From Financing Activities</u></b>				
	Net Increase/(Decrease) in Cash & Cash Equivalent		(2,01,740)		(10,28,719)
	Cash & Cash Equivalent At the Beginning of the Year		2,35,371		12,64,090
	<b>Cash &amp; Cash Equivalent at the End of the Year</b>		<b>33,631</b>		<b>2,35,371</b>

Note :

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

2	<b><u>Cash &amp; Cash Equivalents Comprise</u></b>	<b><u>As as 31.03.2018</u></b>	<b><u>As at 31.03.2017</u></b>
	Cash in Hand	9,433	1,30,514
	Balance With Schedule Banks in current Account	24,198	1,04,857
		<b>33,631</b>	<b>2,35,371</b>

In terms of our report of even date

For and on behalf of the Board

**FOR MAROTI & ASSOCIATES**  
Chartered Accountants

**Navin Chandra Sharma**  
Managing Director cum CEO  
DIN : 00081104

**Nirmala Devi Sharma**  
Director  
DIN : 00081298

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

**Sneh Gupta**  
Company Secretary  
ACS : 27367

Place : Kolkata  
Date : 29th Day of May, 2018

**NOTE - 1 :: Significant Accounting Policies :**SI.  
No.**COMPANY OVERVIEW**

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

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

**BASIS OF PREPARATION OF FINANCIAL STATEMENTS.**a) **Basis of preparation and compliance with Ind AS**

(i) For all periods upto and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with Generally Accepted Accounting Principles (GAAP) in India and complied with the accounting standards (Previous GAAP) as notified under Section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014, as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013.

In accordance with the notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (Ind AS) notified under Section 133 read with Rule 4A of Companies (Indian Accounting Standards) Rules, 2015, as amended, and the relevant provisions of the Companies Act, 2013 (collectively, “Ind ASs”) with effect from April 1, 2017 and the Company is required to prepare its financial statements in accordance with Ind ASs for the year ended March 31, 2018. These financial statements as and for the year ended March 31, 2018 (the “Ind AS Financial Statements”) are the first financial statements, the Company has prepared in accordance with Ind AS.

(ii) The Company had prepared a separate set of financial statements for the year ended March 31, 2017 and March 31, 2016 in accordance with the Accounting Standards referred to in section 133 of the Companies Act, 2013 (the “Audited Previous GAAP Financial Statements”), which were approved by the Board of Directors of the Company on May 22, 2017 and May 16, 2016 respectively. The management of the Company has compiled the Special Purpose Comparative Ind AS Financial Statements using the Audited Previous GAAP Financial Statements and made required Ind AS adjustments. The Audited Previous GAAP Financial Statements, and the Special purpose Comparative Ind AS Financial Statements, do not reflect the effects of events that occurred subsequent to the respective dates of approval of the Audited Previous GAAP Financial Statements.

(iii) The Company has followed the provisions of Ind AS 101-“First Time adoption of Indian Accounting Standards” (Ind AS 101), in preparing its opening Ind AS Balance Sheet as of the date of transition, i.e. April 1, 2016. In accordance with Ind AS 101, the Company has presented reconciliations of Shareholders’ equity under Previous GAAP and Ind ASs as at March 31, 2017, and April 1, 2016 and of the Profit/ (Loss) after Tax as per Previous GAAP and Total Comprehensive Income under Ind AS for the year ended March 31, 2017.

(iv) These financial statements were approved for issue by the Board of Directors on May 29, 2018.

b) **Segment Reporting.**

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

c) **Foreign currency translation.**

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

d) **Revenue Recognition.**

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

e) **Governments Grants.**

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

f) **Income Tax.**

The income tax expense or credit for the period is the tax payable on the current period’s taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

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

g) **Impairment of Assets.**

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

h) **Cash and cash equivalents.**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

i) **Basis of measurement**

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

**Fair value measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

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

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

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

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

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

**Transition to Ind AS**

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

**Depreciation methods, estimated useful lives and residual value.**

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

> Computer                                      0 - 3 Years

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

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

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

**k) Functional and presentation currency**

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

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

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

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

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

**Amendment to Ind AS 7:**

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

**Amendment to Ind AS 102:**

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



**m) Borrowings.**

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

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

**n) Borrowing Cost.**

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

**o) Provisions.**

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

**p) Employee benefits.**

*(i) Short-term obligations*

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

*(ii) Other long-term employee benefit obligations*

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

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

No Provision has been made on account of gratuity as none of the employees have put in completed years of Service as required by the payment of gratuity act.

No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.

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

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

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

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

q) **Dividends.**

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

r) **Earnings per share.**

*(i) Basic earnings per share*

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company.
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

*(ii) Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

s) **Rounding of amounts.**

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

The Company will adopt these amendments from their applicability date.

**SELLWIN TRADERS LIMITED**

**NOTE FORMING PART OF THE BALANCE SHEET AS AT  
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

**Note -2**

**Property, Plant and Equipments**

Description	Gross Block			Depreciation			Net Block		
	As at 01.04.2017	Addition	Deletion	As at 31.03.2018	Upto 31.03.2017	For the year	Upto 31.03.2018	As at 31.03.2018	As at 31.03.2017
<b>Tangible Assets</b>									
Computer	47,880	-	-	47,880	45,486	-	45,486	2,394	2,394
<b>Total</b>	<b>47,880</b>	<b>-</b>	<b>-</b>	<b>47,880</b>	<b>45,486</b>	<b>-</b>	<b>45,486</b>	<b>2,394</b>	<b>2,394</b>
<b>Previous Year</b>	47,880	-	-	47,880	42,214	3,272	45,486	2,394	-

<b>Note 3 : Financial Assets</b>			
<b>3(a) Investments - Non-Current</b>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
<b>Investment in Quoted Equity Shares (Long Term, at FVIOCI, fully paid up )</b>			
Rajesh Exports (India) Pvt Ltd [912300 (P.Y 912300)Shares of Rs. 10/- each]	92,500,000	92,500,000	86,500,000
Ganga Ferroalloys Pvt Ltd [24,000 ( P.Y 24,000) Shares of Rs. 10/- each]	6,000,000	6,000,000	6,000,000
<b>Total (Equity Instruments)</b>	<b>98,500,000</b>	<b>98,500,000</b>	<b>92,500,000</b>
<b>3(b) Loan- Non-Current</b>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
(unsecured, considered good)			
Advance to others	1,576,000	2,330,000	7,900,000
<b>Total Loans</b>	<b>1,576,000</b>	<b>2,330,000</b>	<b>7,900,000</b>
<b>3(c) Trade Receivables</b>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
Trade Receivables (Unsecured, Considered Good)			
- less than six months	1,350,000	-	178,360
- more than six months	-	-	-
<b>Total Cash and Cash Equivalents</b>	<b>1,350,000</b>	<b>-</b>	<b>178,360</b>
<b>3(d) Cash and Cash Equivalents</b>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
Balance with banks			
- in Current Account	24,198	104,857	1,160,738
Cash in Hand	9,433	130,514	103,352
<b>Total Cash and Cash Equivalents</b>	<b>33,631</b>	<b>235,371</b>	<b>1,264,090</b>
<b>Note 4 : Deferred Tax Assets / (Liabilities)</b>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
<b><u>Deferred Tax Liabilities</u></b>			
Opening Balance	516	516	610
Add : Generated	-	-	-
Less : Reversed	-	-	94
Closing Balance	<b>516</b>	<b>516</b>	<b>516</b>
<b><u>Deferred Tax Asset</u></b>			
Opening Balance	727	711	711
Add : Generated	-	16	-
Less : Reversed	(384)	-	-
Closing Balance	<b>343</b>	<b>727</b>	<b>711</b>
<b>Deferred tax Asset / (Liabilities) (Net)</b>	<b>(173)</b>	<b>211</b>	<b>195</b>

<b>Note 5 : Other Current Assets</b>	<i>(Amounts in Rupees, unless otherwise stated)</i>		
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
MAT Credit Entitlement	87,260	42,993	42,993
T.D.S Refund Receivable	660	660	660
T.D.S For The Asst. Year 2015-16	-	-	150,080
T.D.S For The Asst. Year 2016-17	-	-	73,640
T.D.S For The Asst. Year 2018-19	150,000	-	-
<b>Total Other Current Assets</b>	<b>237,920</b>	<b>43,653</b>	<b>267,373</b>

**Note 6 : Equity Share Capital and Other Equity.**

**6(a) Equity Share Capital**

*Authorised equity share capital*

	<b>Number of Shares</b>	<b>Amount</b>	<b>Amount</b>
As at 01 April 2016	8,200,000	82,000,000	82,000,000
Increase during the year	-	-	-
As at 31 March 2017	8,200,000	82,000,000	82,000,000
Increase during the year	-	-	-
As at 31 March 2018	8,200,000	82,000,000	82,000,000

*(i) Movements in equity share capital :*

	<b>Number of Shares</b>	<b>Amount</b>	<b>Amount</b>
As at 01 April 2016	8,200,000	82,000,000	82,000,000
Increase during the year	-	-	-
As at 31 March 2017	8,200,000	82,000,000	82,000,000
Increase during the year	-	-	-
As at 31 March 2018	8,200,000	82,000,000	82,000,000

*Terms and rights attached to equity shares :*

The Company has only one class of equity share having par value of Rs. 10/- per share. Each holder of Equity share is entitled to one vote per share.

In the event of liquidation of the company, the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.

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

	<b>March 31, 2018</b>		<b>March 31, 2017</b>		<b>April 01, 2016</b>	
	<b>Number of Shares</b>	<b>% Holding</b>	<b>Number of Shares</b>	<b>% Holding</b>	<b>Number of Shares</b>	<b>% Holding</b>
(Eq. Sh. of Rs.10/- each fully Paid Up)						
Bajoria Distributors Pvt. Ltd.	1,770,000	21.59	1,770,000	21.59	1,770,000	21.59
Meghshree Credit Pvt. Ltd.	1,196,800	14.60	1,196,800	14.60	1,196,800	14.60
Moonview Trexim Pvt. Ltd.	789,470	9.63	789,470	9.63	789,470	9.63
Kashyap Commdeal Pvt. Ltd.	934,000	11.39	934,000	11.39	934,000	11.39
Allied Trexim Pvt. Ltd.	800,000	9.76	800,000	9.76	800,000	9.76

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

<b>6(b) Reserves and Surplus</b>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
Capital Reserve	554,950	554,950	554,950
General Reserve	19,964,117	19,964,117	19,964,117
Retained Earnings	(1,231,872)	(1,463,798)	(459,208)
<b>Total Reserves and Surplus</b>	<b>19,287,195</b>	<b>19,055,269</b>	<b>20,059,859</b>
<i>(i) Capital Reserve</i>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
Opening Balance	554,950	554,950	554,950
Add : Addition During the year	-	-	-
<b>Closing Balance</b>	<b>554,950</b>	<b>554,950</b>	<b>554,950</b>
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
Opening Balance	19,964,117	19,964,117	19,964,117
Add : Addition During the year	-	-	-
<b>Closing Balance</b>	<b>19,964,117</b>	<b>19,964,117</b>	<b>19,964,117</b>
<i>(iii) Retained Earnings</i>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
Opening Balance	(1,463,798)	(459,208)	(411,705)
Net Profit / (Loss) for the period	231,926	(1,004,590)	(45,646)
Prior period Income Tax adjusted	-	-	(1,857)
<b>Closing Balance</b>	<b>(1,231,872)</b>	<b>(1,463,798)</b>	<b>(459,208)</b>
<b>Note 7 : Other Current Liabilities.</b>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	<b>April 01, 2016</b>
Liabilities for Expenses	187,600	52,250	53,125
Salary Payable	29,780	-	-
Director Remuneration Payable	110,000	-	-
Professional Tax Payable	1,430	110	200
TDS Payable	39,500	4,000	2,500
<b>Total Other Current Liabilities</b>	<b>368,310</b>	<b>56,360</b>	<b>55,825</b>
<b>Note 8 : Revenue from Operation.</b>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	
Service Charges	1,500,000	-	-
<b>Total Revenue from Operation</b>	<b>1,500,000</b>		
<b>Note 9 : Other Income.</b>			
	<b>March 31, 2018</b>	<b>March 31, 2017</b>	
Interest	-	2,465	
Liabilities for Expenses W/O	-	1,000	
Interest on Income Tax Refund	-	2,210	
<b>Total Other Income</b>	<b>-</b>	<b>5,675</b>	

<b>Note 10 : Expenses.</b>		
<i>(Amounts in Rupees, unless otherwise stated)</i>		
<b>10(a) Employee Benefit Expenses</b>		
	<b>March 31, 2018</b>	<b>March 31, 2017</b>
Salary	246,000	246,000
Directors Remuneration	120,000	120,000
<b>Total Employee Benefit Expenses</b>	<b>366,000</b>	<b>366,000</b>
<b>10(b) Depreciation and Amortisation Expenses</b>		
	<b>March 31, 2018</b>	<b>March 31, 2017</b>
Depreciation	-	3,272
<b>Total Depreciation and Amortisation Expenses</b>	<b>-</b>	<b>3,272</b>
<b>Note 11 : Other Expenses</b>		
	<b>March 31, 2018</b>	<b>March 31, 2017</b>
Advertisement Expenses	67,476	58,056
Payment to auditors ( <i>refer note 11(a) below</i> )	29,500	28,750
Certification Fees	15,000	5,000
Bank Charges	150	316
Computer Accounting Charges	-	13,500
Demat Expenses	1,688	1,029
Depository Expenses	51,752	69,851
E-Voting Processing Fees	7,080	5,750
Filing Fees	7,200	27,600
Internal Audit Fees	5,000	5,000
Interest on TDS	668	-
Legal and Professional Fees	1,71,525	61,276
Listing Fees	3,07,625	2,49,038
Meeting Expenses	1,500	4,020
Miscellaneous Expenses	11,394	12,682
Postage & Stamps	12,395	10,021
Printing & Stationary	44,677	38,936
Processing Fees	1,18,000	-
Rates & Taxes	4,650	5,450
Secretarial Audit fees	15,000	15,000
Sitting Fees	-	-
Transfer Agent Fees	20,700	20,610
Telephone Expenses	2,772	2,612
Website Expenses	5,938	6,512
<b>Total Other Expenses</b>	<b>9,01,690</b>	<b>6,41,009</b>

<b>11(a) : Details of Payment to Auditors</b> <span style="float: right;"><i>(Amounts in Rupees, unless otherwise stated)</i></span>		
	<b>March 31,2018</b>	<b>March 31,2017</b>
<b>Payment to Auditors</b>		
<i>As Auditors:</i>		
Audit Fees	29,500	28,750
Tax Audit Fees	-	-
<b>Total Payment to Auditors</b>	<b>29,500</b>	<b>28,750</b>
<b>Note 12 : Income Tax Expenses</b>		
	<b>March 31, 2018</b>	<b>March 31, 2017</b>
(a) Income Tax Expenses		
<i>Current Tax</i>		
Current tax on profit for the year	44,267	-
Adjustments for current tax of prior periods	-	-
<b>Total Current Tax Expenses</b>	<b>44,267</b>	<b>-</b>
<i>Deferred Tax</i>		
Decrease (Increase) in deferred tax assets	-	16
(Decrease) Increase in deferred tax liabilities	(384)	-
<b>Total deferred tax expenses (benefit)</b>	<b>(384)</b>	<b>16</b>
<b>Income Tax Expenses</b>	<b>43,883</b>	<b>16</b>
Income tax expenses is attributable to :		
Profit from continuing operations	43,883	16
Profit from discontinuing operations	-	-
	43,883	16
<b>(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate:</b>		
	<b>March 31, 2018</b>	<b>March 31, 2017</b>
Profit from continuing operations before income tax expense	2,32,310	(10,04,606)
Profit from discontinuing operation before income tax expense	-	-
	2,32,310	(10,04,606)
Tax at the Indian tax rate of 25.75% (2016-2017 – 30.09%)	59,820	-
<b>Tax effect of:</b>		
Adjustments of carried forward business loss	(59,488)	-
Expenses allowed as per IT Act	(332)	-
Tax as per MAT	44,267	-
Additional Allowance of MAT Credit	(44,267)	-
<b>Current Tax Provision (A)</b>	<b>-</b>	<b>-</b>
Incremental Deferred Tax Liability/(Assets) on account of Property, Plant and Equipment	(384)	16
<b>Deferred Tax Provision (B)</b>	<b>(384)</b>	<b>16</b>
<b>Tax Expenses recognised in Statement of Profit and Loss (A+B)</b>	<b>(384)</b>	<b>16</b>



**Note 13 : Related party transactions.**

**13(a) : Subsidiaries**

	March 31, 2018	March 31, 2017
Associates	None	None
Subsidiaries	None	None

**13(b) : Key management personnel**

1. Navin Chandra Sharma	- Managing Director
2. Nirmala Devi Sharma	- Director
3. Sneh Gupta	- Company Secretary

**13(c) : Transaction with Related Parties**

			March 31,2018	March 31,2017
Navin Chandra Sharma	Directors Remuneration	Managing Director	1,20,000	1,20,000
Sneh Gupta	Salary	Company Secretary	1,80,000	1,80,000

**Note 14 : Earning Per Share.**

	March 31,2018	March 31,2017
Net Profit after tax as per Statement of Profit and Loss (A)	2,31,926	(10,04,590)
weighted Average number of equity shares outstanding (B)	82,00,000	82,00,000
Basic and Diluted Earnings per share (Rs.)[A/B]	0.028	(0.123)
Face value per equity share (Rs.)	10	10

In terms of our report of even date  
**FOR MAROTI & ASSOCIATES**  
**Chartered Accountants**

For and on behalf of the Board

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

**Navin Chandra Sharma**  
 Managing Director cum CEO  
 DIN : 00081104

**Nirmala Devi Sharma**  
 Director  
 DIN : 00081298

**Place : Kolkata**  
**Date : 29th Day of May, 2018**

**Sneh Gupta**  
*Company Secretary*  
 ACS : 27367

**Note 15 : Fair value measurements**

(Figures in Rs.)

**Financial instruments by category**

Particulars	As at 31st March, 2018				As at 31st March, 2017				As at 1st April, 2016			
	Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
<b><u>Financial Assets</u></b>												
<b>At Amortised Cost</b>												
Investment in Mutual Fund	13,50,000	-	-	-	-	-	-	-	1,78,360	-	-	-
Cash and Cash Equivalents	33,631	-	-	-	2,35,371	-	-	-	12,64,090	-	-	-
Loans	15,76,000	-	-	-	23,30,000	-	-	-	79,00,000	-	-	-
<b>At FVOCI</b>												
Investment in Equity (Unquoted)*	9,85,00,000	-	-	9,85,00,000	9,85,00,000	-	-	9,85,00,000	9,25,00,000	-	-	9,25,00,000

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

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

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

**Note 16 : FIRST TIME IND AS ADOPTION RECONCILIATIONS****Transition to Ind AS**

These are the Entity's first standalone financial statements prepared in accordance with Ind AS.

The accounting policies set out in note 1 have been applied in preparing the financial statements for the year ended 31 March 2018, the comparative information presented in these financial statements for the year ended 31 March 2017 and in the preparation of an opening Ind AS balance sheet at 1 April 2016 (the Entity's date of transition). In preparing its opening Ind AS balance sheet, the Group has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (previous GAAP or Indian GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the group's financial position, financial performance and cash flows is set out in the following tables and notes.

**A. Exemption and exception availed**

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

**A.1 Ind AS optional exemptions****A.1.1 Deemed cost**

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities.

Accordingly, the entity has elected to measure all of its property, plant and equipment at their previous GAAP carrying value.

**A.1.2 Designation of previously recognised financial instruments**

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS.

The Entity has elected to apply this exemption for its investment in equity investments.

**A.2 Ind AS mandatory exceptions****A.2.1 Estimates**

Ind AS 101 An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates as at 1 April 2016 are consistent with the estimates as at the same date made in conformity with previous GAAP. The Entity made estimates for following items in accordance with Ind AS at the date of transition as these were not required under previous GAAP:

- Investment in equity instruments carried at FVPL or FVOCI.

**B. Effect of Ind AS adoption on the standalone balance sheet as at 31st March, 2017 and 1st April, 2016** (Figures in Rs.)

	As at 1st April 2016			As at 31st March 2017		
	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet
<b>ASSETS</b>						
<i>Non-current assets :</i>						
Property, Plant and Equipment	5,466	-	5,466	2,394	-	2,394
Financial Assets					-	
(i) Investments	9,25,00,000	-	9,25,00,000	9,85,00,000	-	9,85,00,000
(ii) Trade receivables	-	-	-	-	-	-
(iii) Loans	79,00,000	-	79,00,000	23,30,000	-	23,30,000
Deferred tax assets (net)	195	-	195	211	-	211
<i>Current assets :</i>						
Inventories	-	-	-	-	-	-
Financial Assets	-	-	-	-	-	-
(i) Investments	-	-	-	-	-	-
(ii) Trade receivables	1,78,360	-	1,78,360	-	-	-
(iii) Cash and cash equivalents	12,64,090	-	12,64,090	2,35,371	-	2,35,371
(iv) Bank balances other than(iii) above	-	-	-	-	-	-
(v) Loans	-	-	-	-	-	-
(vi) Others (to be specified)	-	-	-	-	-	-
Other current assets	2,67,373	-	2,67,373	43,653	-	43,653
<b>Total Assets ::</b>	<b>10,21,15,484</b>	<b>-</b>	<b>-</b>	<b>10,11,11,629</b>	<b>-</b>	<b>10,11,11,629</b>

	As at 1st April 2016			As at 31st March 2017		
	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet	Previous GAAP	Effect of transition to Ind AS	As per Ind AS balance sheet
<b><u>EQUITY AND LIABILITIES</u></b>						
<i>Equity :</i>						
Equity Share capital	8,20,00,000	-	8,20,00,000	8,20,00,000	-	16,20,00,000
Other Equity	2,00,59,859	-	2,00,59,859	1,90,55,269	-	1,90,55,269
<b><u>LIABILITIES</u></b>						
<i>Current liabilities :</i>						
Financial Liabilities	-	-	-	-	-	-
(i) Borrowings	-	-	-	-	-	-
(ii) Trade payables	-	-	-	-	-	-
(iii) Other financial liabilities	-	-	-	-	-	-
Provisions	-	-	-	-	-	-
Current Tax Liabilities (Net)						
Other current liabilities	55,825	-	55,825	56,360	-	56,360
<b><i>Total Equity and Liabilities ::</i></b>	<b>10,21,15,684</b>	<b>-</b>	<b>10,21,15,684</b>	<b>10,11,11,629</b>	<b>-</b>	<b>18,11,11,629</b>

(Figures in Rs.)

**C. Reconciliation of Profit and Other Equity between Ind AS and Previous GAAP**

Reconciliation of Profit and Other Equity between Ind AS and Previous GAAP

	<b>31-Mar-17</b>	<b>01-Apr-16</b>
Total Equity (Shareholders Fund) as per Previous GAAP	10,10,55,269	10,20,59,859
<b><u>Adjustments:</u></b>		
Fair Valuation of Investments	-	-
Total Equity (Shareholders Fund) as per Ind AS	10,10,55,269	10,20,59,859

**D. Reconciliation of total income for the year ended March 2017**

Particulars	31-Mar-17		
	Profit and Loss	Other Comprehensive Income	Total Comprehensive Income
Total Comprehensive Income as per previous GAAP	(10,04,590)	-	(10,04,590)
<b><u>Adjustments:</u></b>			
Fair Valuation of Investments	-	-	-
Total Comprehensive Income as per Ind AS	(10,04,590)	-	(10,04,590)

In terms of our report of even date  
**FOR MAROTI & ASSOCIATES**  
 Chartered Accountants

For and on behalf of the Board

( M. K. MAROTI )

Partner

Membership No. 057073

Firm Registration No. 322770E

Place : Kolkata

Date : 29th Day of May, 2018

**Navin Chandra Sharma**

*Managing Director cum  
CEO*

DIN : 00080647

**Sneh Gupta**

*Company Secretary  
ACS : 27367*

**Nirmala Devi Sharma**

Director

DIN : 00081298

**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**

City Centre, 19, Synagogue Street, 3rd Floor, Old Wing,

Kolkata – 700 001

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

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

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

**(2) PARTICULARS OF NOMINEE/S—**

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

**(3) IN CASE NOMINEE IS A MINOR—**

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

Name:

Address:

Name of Security Holder(s)

Signature

Witness with name and address

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

**FOR OFFICE USE ONLY**

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



**E-MAIL ADDRESS REGISTRATION FORM**

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

**(For shares held in physical form)**

To  
**M/s. Niche 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:

Book Post



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

**CIN : L51909WB1980PLC033018**

Reg. Off. : City Centre 19, Synagogue Street, Old Wing, 3rd Floor,  
Room No. 326, Kolkata-700 001, Phone: +91 33 2262 8489 &  
E-mail: [selltl\\_1980@yahoo.co.in](mailto:selltl_1980@yahoo.co.in), Website : [www.sellwinindia.com](http://www.sellwinindia.com)

