

**CONTENTS**

1) Company Information	2
2) Notice of the Annual General Meeting Notes	3
3) Director's Report MGT-9 : Extract of Annual Return	7
4) Secretarial Audit Report	21
5) Management Discussion and Analysis Report	23
6) Corporate Governance Report	26
7) CEO / CFO Certificate	36
8) Auditor's Report on Financial Statements	37
9) Audited Annual Accounts of 31.03.2016 & Notes to the Accounts	42
10) Proxy Form & MGT-11 : List of Resolutions	53
11) Attendance Slip & E-voting Particulars	54

<b>31<sup>ST</sup> ANNUAL GENERAL MEETING</b>	
Date	26.09.2016
Day	MONDAY
Time	02:00 P.M.
Place	R-489, GF-A, NEW RAJINDER NAGAR NEW DELHI - 110060

## SWAGTAM TRADING & SERVICES LIMITED

### CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>		
Ms. Lalita Mittal	DIN: 06928783	Whole Time Director & CFO
Mr. Deepak Sharma	DIN: 00293945	Director
Mr. Sumit Gupta	DIN: 06911742	Director
Mr. Raman Mittal	DIN: 06877244	Independent Director
Mr. Raj Kumar Gupta	DIN: 00074532	Independent Director
Mrs. Sonia Rani	ACS : 36984	Company Secretary & Compliance Officer

<b>AUDITORS</b> M/s GHOSH KHANNA & CO. Chartered Accountants, FRN – 003366N Mr. Deepti Manchanda, Partner Membership No.: 517699 Address: L-2A, Hauz Khas Enclave, New Delhi – 110016 Tel: 011-2696 2981, Email Id: <a href="mailto:gkc@vsnl.com">gkc@vsnl.com</a> Website: <a href="http://www.gkcindia.com">www.gkcindia.com</a>	<b>CIN</b>	L51909DL1984PLC289131
	<b>Date of Incorporation</b>	19727 dated 31.12.1984
	<b>Date of Commencement</b>	19727 dated 05.02.1985
	<b>PAN</b>	AAACS8477Q
	<b>TAN</b>	DELS56140A
	<b>Service Tax</b>	AAACS8477QSD002
	<b>ISIN</b>	INE150R01019

<b>BANKERS</b> 1. Punjab National Bank Ahimsa Bhawan, New Rajendra Nagar, New Delhi – 110060	<b>REGISTRAR</b> Alankit Assignments Limited R.O: 1E/13, Alankit Heights, Jhandewalan Extension, New Delhi-110055 C.O: 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055 Tel: 011-4254-1234, 4254-1960
-------------------------------------------------------------------------------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

### OFFICE

<b>REGISTERED OFFICE</b> R-489, GF-A, Ground Floor, New Rajinder Nagar, New Delhi – 110060
-----------------------------------------------------------------------------------------------

### CONTACTS DETAILS

<b>Tel</b> : 011 – 4247 5489 <b>Mob</b> : 9910003638	<b>Email</b> : <a href="mailto:swagtam1984@gmail.com">swagtam1984@gmail.com</a> <b>Website</b> : <a href="http://www.swagtam.com">www.swagtam.com</a>
---------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------

### IMPORTANT COMMUNICATION TO THE MEMBERS

The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by E-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their E-mail addresses, so far, are requested to register their e-mail addresses, with the Registrar & Share Transfer Agent of the Company.

**NOTICE OF ANNUAL GENERAL MEETING**

**To the Members,**

NOTICE IS HEREBY GIVEN THAT 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY WILL BE HELD ON MONDAY, 26.09.2016 AT 02:00 P.M. AT "R – 489, GF-A, NEW RAJINDER NAGAR, NEW DELHI - 110060"

TO CONSIDER AND TRANSACT THE BUSINESS(ES) MENTIONED BELOW:

**ORDINARY BUSINESS**

**ITEM NO. – 1:** To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, and the Profit and Loss Account & Cash Flow Statements for the year ended on that date alongwith the Reports of Auditors and Directors thereon.

**ITEM NO. - 2:** To appoint a Director in place of Mr. Sumit Gupta (DIN: 06911742) who retires by rotation and being eligible offers himself for re-appointment as a Director.

**ITEM NO. - 3:** To ratify the appointment of M/s GHOSH KHANNA & CO., Chartered Accountants, FRN 003366N, as Statutory Auditors of the Company, at such remuneration as may be decided for F.Y. 2016-17.

To consider and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 or Rules framed thereunder, as amended from time to time, the members of the company do hereby ratify the appointment of M/s GHOSH KHANNA & CO., Chartered Accountants, New Delhi bearing Firm Registration Number 003366N, who were appointed in the 29<sup>th</sup> Annual General Meeting (held on 17.09.2014) to hold office for a period of 5 years until the conclusion of the 33<sup>RD</sup> Annual General Meeting, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, as Statutory Auditors of the Company to hold office upto the conclusion of 31<sup>st</sup> Annual General Meeting.

**RESOLVED THAT** the Board of Directors of the Company (including its Audit Committee) be and hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of Board of Directors  
Swagtam Trading & Services Limited**

**Date : 24.08.2016**

**Place : New Delhi**

**LALITA MITTAL**

**WTD & CFO (DIN: 06928783)  
Address: F-22, House No. 148, Sector – 3,  
Rohini, Delhi – 110085**

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint one or more proxies to attend and to vote on a poll instead of himself / herself and a proxy so appointed need not be a member of the company. The instrument of proxy in order to be effective must be received at the company's Registered Office, duly completed and signed, not less than 48 hours before the time fixed for commencement of the AGM i.e. by 02:00 P.M. on 26.09.2016.
2. Corporate Members intending to send their authorized representatives in accordance with Section 113 of the Companies Act, 2013, are requested to send a duly certified copy of the Board Resolution authorising the representatives to attend and vote on their behalf at the AGM.
3. Members are requested to bring their Attendance Slips duly filled in and signed as per the specimen signature recorded with the company for attending the meeting along with Annual Report already circulated to them.

## SWAGTAM TRADING & SERVICES LIMITED

---

4. In case of several joint-holders attending the meeting, only such joint-holder who is higher in the order of names, will be entitled to vote at the meeting.
5. The Register of Members and Share Transfer Books of the company will remain closed from **23.09.2016 to 26.09.2016** (both days inclusive).
6. Queries proposed to be raised at the AGM may be sent to the Company at its Registered Office atleast seven days prior to the date of AGM to enable the Management to compile the relevant information and to reply the same.
7. Copies of the Memorandum and Articles of Association of the Company and the documents referred to in the Notice, etc., shall be open for inspection at the Registered Office of the Company on any working day between 11 A.M. to 5 P.M. upto the date of the AGM.
8. Members who hold shares in de-materialized form are requested to bring their Client ID and DP ID Numbers for easier identification of their attendance at the meeting.
9. Brief profile of the Directors seeking appointment / re-appointment, as mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of the Notice.
10. Share transfer documents and all correspondence relating thereto, should be addressed to the Registrar and Transfer Agent (RTA) – M/s Alankit Assignments Ltd. and/or to the Company.
11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Member holding shares, in demat form are, therefore, requested to submit/update PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN details to Registrar and Transfer Agent or to the Company.
12. Members are requested to :
  - i. Quote their Folio number (s) / Client ID / DP ID in all correspondence.
  - ii. Please notify change (s), if any, in your contact details, PAN, Registered Address along with Pin Code, Contact Number(s), and **E-mail ID**, etc., to the RTA or to Company.
13. Electronic copy of the Annual Report for 2015-16 is being sent to all the Members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
14. Electronic copy of the Notice of the 31<sup>st</sup> Annual General Meeting of the Company inter-alia indicating the process and manner of E-voting along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 31<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 31<sup>st</sup> Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.swagtam.com](http://www.swagtam.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Delhi, for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: [swagtam1984@gmail.com](mailto:swagtam1984@gmail.com).
15. Members, who have not registered their E-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. The "Ministry of Corporate Affairs" (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document(s) by a company can be made through electronic mode. In view of the circular issued by M.C.A, the Company proposes to henceforth deliver documents like Notice calling the Annual General Meeting / Extra Ordinary General Meeting / Audited Annual Accounts / Report of the Auditors / Report of the Directors,

etc, in electronic form to the E-mail address provided by the shareholders.

17. The Register of Directors and Key Managerial Personnel and their Shareholdings maintained under Section 170 of the Companies Act, 2013, the register of contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at the 31<sup>st</sup> Annual General Meeting.

**18. Detailed procedure for “Remote E-voting” is annexed which forms part of this Notice.**

**Voting Through Electronic means:**

In compliance with the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies [Management and Administration] Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is provide members facility to exercise their right to vote on resolution proposed to be passed in the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through Remote E-Voting Services provided by NSDL:

**(i) In case of Members receiving an email from NSDL:**

1. Open E-mail and open attached PDF file “**Swagtam e-voting.pdf**” giving your Client ID ( in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password which contains your “User ID” and “Password for e- voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
3. Click on “Shareholder – Login.”
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits / characters or combination thereof.
6. Home page of “e-voting” opens. Click on e-Voting: Active E-voting Cycles.
7. Select the Electronic Voting Event Number “EVEN” of Swagtam Trading & Services Ltd.[104663] as given in the body of E- mail. Now you are ready for e-voting as Cast Vote page opens and you can cast vote online from 23.09.2016 (9:00 A.M.) till 25.09.2016 (5:00 P.M.). **Note: E-voting shall not be allowed beyond said time.**
8. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.
9. Upon confirmation, the message ‘Vote cast successfully’ will be displayed. Thereafter you will not be allowed to modify your vote.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF / JPEG Format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at [b.bhushanandcompany@gmail.com](mailto:b.bhushanandcompany@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(ii). In case of Members receiving physical copies of the Notice of the AGM by Post:**

1. User ID and initial password along with Electronic Voting Event Number “EVEN” of Swagtam Trading & Services Ltd. [104663] is provided/ stapled/ annexed in the Annual Report for the purpose of remote e-voting for AGM.
2. Please follow the steps from Sl. Nos. (2) to (10) mentioned in (i) above, to cast your vote.

**General Instructions**

1. The E- voting period begins at 09:00 A.M. on Friday, 23.09.2016 and ends at 5:00 P.M. on Sunday, 25.09.2016. During this period Member’s of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 19.09.2016 may cast their vote electronically. Once the vote on a resolution is cast by member, the member shall not be allowed to change it subsequently. The E-voting module shall be displayed by NSDL for voting thereafter.
2. The facility for voting through poll shall be made available at the Meeting and the members attending the

## SWAGTAM TRADING & SERVICES LIMITED

---

Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through poll / show of hands.

3. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
4. The Company has appointed M/s. B. Bhushan & Co., Practicing Company Secretaries, New Delhi (M. No.: A31951, COP: 14469) to act as the "Scrutinizer", to scrutinize the remote E-voting and physical vote at the venue of AGM in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given above.
5. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 19<sup>th</sup> September, 2016.
6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 19.09. 2016 only shall be entitled to avail the facility of remote e-voting / Poll at AGM.
7. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently and/or cannot cast the vote again.
8. In case of any query pertaining to e-voting, please visit Instructions FAQ's for Members and E-voting User Manual for Members in download section of NSDL's e-voting website <https://www.evoting.nsdl.com> or call on toll free no: 1800222990 or contact Mr. Rajiv Ranjan, Assistant Manager NSDL at designated email ids [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [RajivR@nsdl.co.in](mailto:RajivR@nsdl.co.in) or at telephone nos 022-24994600/ 022-24994738. Members may also address their queries relating to e-voting to the e-mail ID [rta@alankit.com](mailto:rta@alankit.com).
9. Members already registered with NSDL for remote e-voting can use their existing user ID and password for Login. Thereafter please follow the steps from Sl. Nos. (6) to (9) mentioned in (i) above, to cast your vote.
10. Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
11. Remote E-voting right cannot be exercised by a proxy.
12. The Scrutinizer, after scrutinising the votes cast at the meeting through poll / show of hands and through remote e-voting, shall within a period not exceeding (3) three days from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company [www.swagtam.com](http://www.swagtam.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The results shall simultaneously be communicated to the Stock Exchanges, where the Company's shares are listed.

**By Order of Board of Directors  
Swagtam Trading & Services Limited**

**Date : 24.08.2016**

**Place : New Delhi**

**LALITA MITTAL**

**WTD & CFO (DIN: 06928783)  
Address: F-22, House No. 148, Sector – 3,  
Rohini, Delhi – 110085**

**DIRECTOR'S REPORT**

Dear Stakeholders,

Your Directors present herewith the 31<sup>st</sup> Annual Report for the year ended 31.03.2016.

**FINANCIAL RESULTS**

(In Rupees)

Particulars	For the Year Ended 31.03.2016	For the Year Ended 31.03.2015
Income from Operations:		
Commission from real estate business	22,10,820	15,24,235
Sale of Bullion, Commodities, etc.,	17,84,371	12,22,538
Other Income	310	20,137
Total Income	39,95,501	27,66,910
Total Expenditure	39,15,221	17,23,003
Profit/(Loss) before tax	80,280	10,43,908
Provision for Tax	30,860	2,93,877
Net Profit/(Loss)	49,420	7,50,031

**FINANCIAL HIGHLIGHTS**

During the year under review your company carried-out the business of real estate & commission / agency and purchase & sale of commodities, bullion, etc. Company has earned the total revenue of Rs. 39, 95,501/-. Net Profit after Tax for the year under consideration is Rs.49, 420/-. Your Company hopes to increase its presence in the business in the coming years, which may increase the top line and also its profitability.

**TRANSFER TO RESERVES**

Company has not transferred any amount to General Reserve during financial year ended 31.03.2016.

**LIQUIDITY**

We continue to maintain sufficient funds to meet our strategic objective.

**DIVIDEND**

In view of the requirement of funds for the expansion, your Directors do not consider it desirable to recommend any dividend in the current year.

**CAPITAL**

During the year, the Company has not allotted any Equity Share on rights/ preferential/ private placement basis. All Equity Shares of the Company rank pari-passu in all respects.

The Company has also not allotted any Preference Shares/ Debentures.

Subsequent to 31<sup>st</sup> March, 2016 there has been no change in authorized, issued, subscribed and paid-up equity share capital of the company.

Authorised Share Capital of the Company as on 31.03.2016 is Rs. 4,00,00,000 divided into 40,00,000 Equity Shares of Rs. 10/- each and the Paid-up capital stands at Rs. 1,19,05,000/-.

**DIRECTORS AND KEY MANAGERIAL PERSON**

In accordance with the requirements of the Companies Act, 2013 and the Articles of Association, Mr. Sumit Gupta, Director of the Company, retires by rotation and being eligible, has expressed his willingness for re-appointment.

Board of Directors comprise of 5(five) Directors as on 31<sup>st</sup> March 2016, a good combination of Executive, Independent, Non-Independent & Woman Directors, namely Mr. Deepak Sharma, Ms. Lalita Mittal, Mr. Raj Kumar Gupta, Mr. Raman Mittal and Mr. Sumit Gupta.

- In accordance with the section 196, 197 read with Schedule V of Companies Act, 2013 Ms. Lalita Mittal was appointed as director on 19.07.2014 and subsequently on 08.08.2014 was nominated / designated as Whole Time Director & Chief Financial Officer.



## SWAGTAM TRADING & SERVICES LIMITED

---

- Mr. Raj Kumar Gupta (DIN: 00074532) is Independent Director w.e.f. 30.04.2014.
- Mr. Deepak Sharma (DIN: 00293945) was appointed as Director w.e.f. 03.09.2008
- Mr. Raman Mittal (DIN: 06877244) is Independent Director w.e.f. 02.06.2014.
- Mr. Sumit Gupta (DIN: 06911742) was appointed as Additional Director of the Company on 29.01.2015 and subsequently on 12.09.2015 was nominated / designated as Director of the company.
- Mrs. Sonia Rani (ACS – 36984) was appointed as a Company Secretary cum Compliance Officer of the Company w.e.f. 25.05.2015.

### LOANS, GUARANTEES AND INVESTMENTS

Company has not given any kinds of Guarantee, provided any Security and made any Investments as specified under section 186 of Companies Act, 2013.

### MEETINGS OF THE BOARD

11(Eleven) Meetings of the Board were held during reporting period, the details of which are given in the Corporate Governance Report.

*(Maximum Gap of 120 days between two consecutive board Meetings has been complied with)*

### PUBLIC DEPOSITS

During the year under review, your company has not invited any fixed deposits from the Public and has not accepted fixed deposits and nothing is outstanding.

### STATUTORY AUDITORS

M/s GHOSH KHANNA & CO., Chartered Accountants, FRN – 003366N Statutory Auditors of the Company who were appointed as statutory auditors from 29<sup>th</sup> Annual General Meeting till 33<sup>th</sup> Annual General Meeting, subject to ratification at every Annual General Meeting by Members. The Certificate for their eligibility has been received.

### AUDITORS' REPORT

Auditors Report in respect of the Financial Statements of 31.03.2016 is self-explanatory and does not warrant any further comments / explanation from the Board of Directors.

### SECRETARIAL AUDITOR

The Board has appointed M/s B. Bhushan & Co., Practicing Company Secretary, to conduct Secretarial Audit for the Financial Year 2015-16. The Secretarial Audit Report for the financial year 2015-16 is annexed with Directors' Report. Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

### COST AUDITORS

The provisions of Section 148 of the Companies Act, 2013 does not apply to the Company and hence, no cost auditors are appointed.

### EXTRACT OF ANNUAL RETURN

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, Extract of Annual Return of the Company in "Form MGT-9" is annexed herewith Director's Report.

### LISTING OF SHARES

Equity Shares of the Company are listed on BSE Ltd., Calcutta Stock Exchange Limited & Delhi Stock Exchange Limited (DSE stands de-recognized). Company has complied with the requirements of listing agreements during the period of review. Annual Listing Fee stands paid to BSE Ltd. for & upto-date (2016-17). Annual Custodial Fee stands paid to NSDL & CDSL for & upto 2016-17.

Company got the Trading Approval of 11,90,500 Equity Shares of the Company from BSE Ltd. w.e.f. 27.10.2015.

### SHIFTING OF REGISTERED OFFICE

The Registered Office of the Company stands shifted from "Girish Chandra Bardalai Path, Bamunimaidan, Guwahati, Assam, 781021" to "R – 489, GF–A, New Rajinder Nagar, New Delhi – 110060" during January 2016 vide Order No. RD(NER)/14/2014/446 bearing date 21.09.2015.

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transaction(s) are in the ordinary course of business and at arms' length basis and details are part of Audited Annual Accounts.



**MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

In terms of the provisions of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Management's discussion and analysis is presented in a separate section forming part of the Annual Report.

**SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

During the year under review, your Company does not have any subsidiary & holding companies and no type of joint-venture, merger or amalgamation.

**PARTICULARS OF EMPLOYEES**

In terms of the provisions of the section 197(2) of the Companies Act, 2013 read with rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, none of the employee drew remuneration in excess of the limit set out in the said rules. During the year under review, the company does not have any employee who is covered under this Clause.

**CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. Corporate Governance is about maximizing shareholders value ethically and sustainably. We believe sound corporate governance is essential criteria to enhance and retain investor's reliance. We always seek to ensure that our performance is driven by integrity. The report on Corporate Governance as stipulated under the Listing Agreement forms an integral part of this Annual Report. The requisite Certificate from the Secretarial Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the Report on Corporate Governance.

**POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Board consists of five members, one of whom is Executive(CFO) and whole-time director and two are independent directors and two are non-independent directors including one woman director. Board consists of appropriate mix of executive & independent & non-independent & woman directors to maintain the independence of the Board and separate its functions of governance and management.

The policy on Directors Nomination and Remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters, as required under sub-section (3) of Section 178 of the Companies Act, 2013. There has been no change in the policy since last financial year.

**DECLARATION BY INDEPENDENT DIRECTORS**

Mr. Raman Mittal and Mr. Raj Kumar Gupta are Independent Directors on the Board of your Company. The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, and in the opinion of the Board and as confirmed by these Directors that both of them 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.

**BOARD EVALUATION**

As mandated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board shall review and monitor the Board evaluation framework. The Board evaluates various parameters such as decision-making, relationship with stakeholders, Company performance and strategy, checking Board and committee's effective working, etc.

The Companies Act, 2013 says that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent director shall be done by the entire Board, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole has been conducted. The Board approved the evaluation results as collated by the nomination and remuneration committee.

**INDEPENDENT DIRECTORS**

Independent Directors of the company have met 2 times in the financial year 2015-16 to (a) review the performance of non-independent directors and the Board as a whole, (b) review the performance of the Board of the company, taking into account the views of executive directors and non-executive directors; (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## **SWAGTAM TRADING & SERVICES LIMITED**

---

### **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

Code of Conduct for the Prevention of Insider Trading is in accordance with the requirements specified in the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Board has adopted the same. The Insider Trading Policy of the Company explains the guidelines and procedures to be followed and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation of norms. The Insider Trading Policy is available on the website of the Company.

### **UNIFORM LISTING AGREEMENT**

SEBI issued Listing Obligations and Disclosure Requirements Regulations, 2015 which become effective from December 1, 2015 by replacing existing Listing Agreement. The Company entered into New Listing Agreement with BSE Ltd. and Calcutta Stock Exchange Limited during February 2016.

### **OPERATIONS**

Our reputation for excellence and integrity earned through the consistent delivery of quality work and by adhering the highest standard of business conduct through principles of Corporate Governance continues to be our most valuable assets. As we position ourselves for the future and our standard of excellence, integrity and accountability will serve us well.

Further, no material events, commitment and changes occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

### **VIGIL MECHANISM**

The Vigil Mechanism Policy of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, includes an Ethics & Compliance Task Force comprising senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or telephone call or a letter to the Task Force or to the Chairman of the Audit Committee. The Policy on vigil mechanism is available on the Company's website.

### **CORPORATE SOCIAL RESPONSIBILITY**

Provisions of the Companies Act, 2013 in regards of Corporate Social Responsibility (CSR) do not mandatorily apply on your company,

### **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions, if any, entered by the Company during the financial year 2015-16 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any contract / arrangement / transaction with related parties which could be considered material.

Your Directors draw attention of the members to Notes to the Financial Statements which sets out related party disclosures.

### **RISK MANAGEMENT POLICY**

In terms of the requirement of the Act, the Risk Management Policy is Not Applicable to your company.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/ COURTS/ TRIBUNALS/ INCOME TAX**

During the year under review, no significant and material Orders were passed by the regulators or courts or tribunals or income tax dept, etc. impacting the going concern status and company's operations.

### **INTERNAL FINANCIAL CONTROLS**

The internal financial controls are commensurate with the size and nature of business of the Company.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended 31.03.2016 the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31.03.2016 and of the profit and loss of the Company for that period;