

# SVARAJ TRADING AND AGENCIES LIMITED

CIN: L51100MH1980PLC022315

Registered Office: Office No. 30, 2nd Floor 380/82 Amruteshwar CHSL,

Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN-400002

Website: [www.svarajtrading.in](http://www.svarajtrading.in); e-Mail ID: [svrajtradingagencies@gmail.com](mailto:svrajtradingagencies@gmail.com)

---

Ref.: STAAL/SEC/Reg. 34/2025-26

Date: September 6, 2025

Corporate Relationship Department,

**BSE Limited,**

25<sup>th</sup> Floor, P J Towers, Dalal Street,

Mumbai, Maharashtra, India, PIN-400001

Email: [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com), [corp.compliance@bseindia.com](mailto:corp.compliance@bseindia.com)

**Scrip Code:** 503624

Dear Sir / Madam

**Subject: Notice of the 45<sup>th</sup> Annual General Meeting and the Annual Report for the Financial Year 2024-2025**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed the Annual Report for the Financial Year 2024-2025 along with the Notice of the 45<sup>th</sup> Annual General Meeting ("AGM") of the Company to be held on Monday, September 29, 2025 at 12.30 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM").

The said Notice which forms a part of the Annual Report for the financial year 2024-2025 has been sent electronically to the Members whose e-mail IDs are registered with the Company/Registrar and Share Transfer Agents of the Company/Depositories viz. the National Securities Depository Limited and Central Depository Services (India) Limited.

The Notice of the AGM and the Annual Report has also been uploaded on the website of the Company at [www.svarajtrading.in](http://www.svarajtrading.in)

Please take the same on your records and suitably disseminate to all concerned.

Thanking You,

Yours faithfully,

For **Svaraj Trading and Agencies Limited,**

HARENDR

Digitally signed by  
HARENDRA GUPTA


A GUPTA

Date: 2025.09.06  
11:15:54 +05'30'

Name: **Harendra Gupta**

Designation: **Managing Director**

DIN.: **05335662**



# SVARAJ TRADING AND AGENCIES LIMITED

## 45<sup>TH</sup> ANNUAL REPORT 2024-25

**Svaraj Trading and Agencies Limited**

**CIN:** L51100MH1980PLC022315

**Registered Office:** Office No. 30, 2nd Floor 380/82 Amruteshwar CHSL,  
Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN-400002

**Website:** [www.svarajtrading.in](http://www.svarajtrading.in) **E-mail:** [svarajtradingagencies@gmail.com](mailto:svarajtradingagencies@gmail.com)

**BOARD OF DIRECTORS:**

Mr. Harendra Gupta	Managing Director	DIN: 05335662
Mrs. Rekha Soni	Executive Director	DIN: 05335667
Mr. Varun Kumar Choubisa	Non-Executive Independent Director	DIN: 07412698
Mr. Yashawant Kumar Choubisa	Non-Executive Independent Director	DIN: 07412700
Mr. Kapil Paliwal	Non-Executive Independent Director	DIN: 09841586

\*Appointed as Non-Executive Independent Director w.e.f. August 13, 2025

**KEY MANAGERIAL PERSONNEL (KMP):**

Mr. Rajesh Jivanlal Purohit	Chief Financial Officer (CFO)
-----------------------------	-------------------------------

**AUDITORS:**

M/s GRAM And Associates LLP (FRN 008850C)  
Chartered Accountants,  
B-15A, Chomu House, C-Scheme,  
Opposite State BJP Office Jaipur, Rajasthan, India, PIN- 302006

**REGISTERED OFFICE:**

Office No. 30, 2nd Floor, 380/82 Amruteshwar CHSL.,  
Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN-400002

**CIN:**

L51100MH1980PLC022315

**Website**

www.svarajtrading.in

**E-MAIL:**

svarajtradingagencies@gmail.com

**Bankers:**

Axis Bank Limited

<b>REGISTRAR AND SHARE TRANSFER AGENT</b>	<b>MUFG Intime India Private Limited:</b> <b>Office:</b> C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India, PIN-400083 <b>Tele No:</b> 022 - 4918 6260, <b>Fax:</b> 022-49186060 <b>Email:</b> <a href="mailto:rnt.helpdesk@in.mpms.muvg.com">rnt.helpdesk@in.mpms.muvg.com</a> <b>Website:</b> <a href="http://www.in.mpms.muvg.com">www.in.mpms.muvg.com</a>
---	--

**INSIDE THE REPORT / CONTENTS**

Particulars	Page No.
Company Information	2-2
Notice of 45 <sup>th</sup> Annual General Meeting ("AGM" or "Meeting")	3-20
Board's Report, Management Discussion and Analysis Report	21-37
Corporate Governance Report	38-53
Auditors Certificate on Corporate Governance	54-54
Auditors Report	55-66
Balance Sheet	67-67
Statement of Profit and Loss	68-68
Cash Flow Statement	69-69
Notes to Financial Statement	70-86

45 <sup>th</sup> Annual General Meeting:		
Day	:	Monday
Date	:	29 <sup>th</sup> September, 2025
Time	:	12:30 P.M.
Mode/Venue	:	Through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

## **NOTICE OF 45<sup>TH</sup> ANNUAL GENERAL MEETING**

**Notice** is hereby given that the 45<sup>th</sup> Annual General Meeting (“AGM” or “Meeting”) of the Members of Svaraj Trading and Agencies Limited (“the Company” or “STAAL”) will be held on Monday, the 29<sup>th</sup> day of September, 2025 at 12.30 P.M. through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

- 1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if deemed fit, to pass the following resolutions as an Ordinary Resolution:**

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2. To appoint a Director in place of Mrs. Rekha Soni (DIN: 05335667), who retires by rotation and being eligible, has offered herself for re-appointment and in this regard, to consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mrs. Rekha Soni (DIN: 05335667), Executive Non-Independent Director who retires by rotation at this 45<sup>th</sup> Annual General Meeting, and being eligible for reappointment, be and is hereby appointed / reappointed as an Executive Non-Independent Director of the Company, liable to retire by rotation.”

### **SPECIAL BUSINESS:**

- 3. Appointment of Mr. Kapil Paliwal (DIN: 09841586) as an Independent Director of the Company, and in this regard, to consider and if deemed fit, to pass the following resolution as a Special Resolution :**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), based on the recommendation of the Nomination and Remuneration Committee, Mr. Kapil Paliwal (DIN: 09841586), who was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors with effect from August 13, 2025, and who holds office till the date of this Annual General Meeting (‘AGM’) in terms of Section 161(1) of the Companies Act, 2013, and who has submitted a declaration in writing that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from August 13, 2025 to August 12, 2030 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Kapil Paliwal shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and the Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

**FURTHER RESOLVED THAT** the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution)] be and is hereby authorized to vary and/or revise the abovementioned remuneration within the

approved limits as it may deem fit and in such manner as may be agreed to between him and the Board and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the foregoing resolution.”

**4. Re-appointment of Mr. Harendra Gupta (DIN: 05335662) as the Managing Director of the Company, and in this regard, to consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications, as may be required or imposed by any of the authorities while granting such approvals, permissions and sanctions and pursuant to the provisions of the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and of the Board of Directors at their Meetings held on May 29, 2025, consent of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Harendra Gupta (DIN: 05335662) as the Managing Director of the Company, liable to retire by rotation, for a period of three years with effect from August 01, 2025 to July 31, 2028 on the terms and conditions and upon the payment of remuneration, allowances and perquisites/benefits, etc., as set out hereunder:

- a. **Remuneration:** Salary at the rate of Rs. 3,60,000/- (Rupees Three Lakhs Sixty Thousand Only) per annum, with a periodical / annual increments which will be effective 1<sup>st</sup> April each financial year or otherwise, as may be approved by the Board of Directors of the Company based on the recommendation / approval of the Nomination and Remuneration Committee, if any from time to time taking into account the performance of the Company.
- b. **Other Benefits, Perquisites & Allowances:** In addition to the Salary, he will be entitled to other perquisites in accordance with the Rules of the Company or as may be decided by the Nomination & Remuneration Committee of the Company;

**RESOLVED FURTHER THAT** remuneration payable to him (including salary, bonus and/or special allowance, if any, allowances, perquisites and benefits, facilities, etc.) as set out herein may be increased / enhanced / decreased from time to time by the Board of Directors of the Company and/or the Nomination and Remuneration Committee, as it may, at its discretion deem fit, subject to the limits stipulated under Schedule V of the Companies Act, 2013 and SEBI Listing Regulations or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the Director, subject to such further approvals, if so required.

**FURTHER RESOLVED THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Harendra Gupta as Managing Director of the company, the remuneration as set out herein or the revised remuneration as approved by the Board of Directors and/or the Nomination and Remuneration Committee, from time to time, to be paid to Mr. Harendra Gupta be considered as minimum remuneration, subject to such approvals as may be necessary and the limits prescribed under Section 197 read with Schedule V of the Act.

**FURTHER RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Harendra Gupta shall be liable to retire by rotation, however his rotational retirement and re-appointment at the same Annual General Meeting shall not be deemed to constitute a break in his tenure as Managing Director of the Company.

**FURTHER RESOLVED THAT** the Board of Directors of the Company [hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution)] be and is hereby authorized to vary and/or revise the abovementioned remuneration within the approved limits as it may deem fit and in such manner as may be agreed to between her and the Board and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the foregoing resolution.”

**5. Appointment of Secretarial Auditor and in this regard, to consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with circulars issued thereunder from time to time and section 204 and other applicable provisions of the Companies Act, 2013 ('the Act') if any, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s), clarification(s), re-enactment(s) or substitution(s) thereof for the time being in force) and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board'), Mr. Dhirendraa Radheyshyam Maurya, Proprietor of M/s. D Maurya and Associates, Practicing Company Secretary, (C.P.No.: 9594, Peer Review Certificate: 2544/2022) be and is hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) consecutive years, commencing from 01<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030 to conduct Secretarial Audit in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, at such remuneration as may be mutually agreed upon between the Board, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditors of the Company.

**RESOLVED FURTHER THAT** the Board and/or any person authorised by the Board, be and is hereby authorised, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/or otherwise considered by them to be in the best interest of the Company.”

By Order of the Board of Directors  
For **Svaraj Trading and Agencies Limited**

**Sd/-**

Name: **Harendra Gupta**

Designation: **Managing Director**

DIN: **05335662**

Date: **13<sup>th</sup> August, 2025**

Place: **Mumbai**

## NOTES:

1. Pursuant to and in compliance to various circulars issued by Ministry of Corporate Affairs ('MCA') and Securities and Exchange Board of India ('SEBI') from time to time, the Company is convening the Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

The detailed procedure for participating in the AGM through VC/OAVM is annexed herewith (Refer serial no. 23) and is also available at the Company's website i.e., [www.svarajtrading.in](http://www.svarajtrading.in).

2. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (hereinafter referred to as the "Act"), in respect of businesses to be transacted at the Annual General Meeting (hereinafter referred to as "AGM"), as set out under Item No. 2 to 5 is annexed herewith.
3. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint authorised representatives in terms of Section 113 of the Companies Act, 2013 ("Act") to attend the AGM through VC/OAVM and participate thereat and cast their votes through remote e-voting or e-voting during the AGM.
4. The Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning quorum under Section 103 of the Act.
5. Since the meeting is being held through VC/OAVM, the route map, proxy form and attendance slip are not annexed to the notice.
6. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
7. Additional information, pursuant to Secretarial Standard-2 and regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the Director seeking appointment/re-appointment at the AGM is annexed hereto and forms integral part of the notice. The Director has furnished consent/declaration for his appointment/re-appointment as required under the Companies Act, 2013 and the rules made thereunder.
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available for inspection in the electronic form (scanned copy) by the Members during the AGM. All documents referred to in the Notice will also be available for inspection in the electronic form (scanned copy) without any fee by the Members from the date of circulation of this Notice up to the date of AGM i.e., Monday, September 29, 2025. Members seeking to inspect such documents can send an email to [svarajtradingagencies@gmail.com](mailto:svarajtradingagencies@gmail.com).
9. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to [svarajtradingagencies@gmail.com](mailto:svarajtradingagencies@gmail.com), with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key

Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

**11. Book Closure**

- The Register of Members and the Share Transfer Books of the Company will be closed from Tuesday, September 23, 2025, to Monday, September 29, 2025 (both days inclusive) for the purpose of this AGM for the financial year ended March 31, 2025.
- Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/mobile numbers, PAN, power of attorney registration, Bank Mandate details, etc. to their Depository Participant ("DP").

**12.** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

**13.** Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) 2015, as amended mandates that that transfer, transmission and transposition of securities of listed companies held in physical form shall be effected only in demat mode. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or the Registrar and Share Transfer Agent for assistance in this regard at **MUFG Intime India Private Ltd (MUFG)** at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India, PIN-400083 or [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) for assistance in this regard.

**14.** SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

**15. The Members are requested to:**

- a) Intimate change in their registered address, if any, to MUFG at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India, PIN-400083 or [rnt.helpdesk@in.mpms.mufg.com](mailto:rnt.helpdesk@in.mpms.mufg.com) in respect of their holdings in physical form.
- b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
- c) Non-Resident Indian Members are requested to inform MUFG immediately of the change in residential status on return to India for permanent settlement.

**16.** Further Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed **Form ISR-4**, the format of which is available on the Company's website and can be accessed through the link: [www.svarajitrading.in](http://www.svarajitrading.in) and on the website of the Company's RTA and can be accessed through the link: <https://linkintime.co.in> It may be noted that any service request can be processed only after the folio is KYC compliant.

**17.** In accordance with the provisions of Section 72 of the Act and SEBI circulars, the facility for nomination is available for the members of the Company in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a Member desires to opt out or cancel the earlier



nomination and record a fresh nomination, he/she may submit the same in Form No. ISR-3 or Form No. SH-14, as the case may be. The said forms are available on the Company's website at [www.svarajtrading.in](http://www.svarajtrading.in). Members are requested to submit the said details to their respective DP, in case the shares are held by them in dematerialized form and to the Company/ RTA, in case the shares are held by them in physical form.

18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
19. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023 and December 20, 2023), has established a common Online Dispute Resolution Portal (ODR Portal) for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal: <https://smartodr.in/login> and the same can also be accessed through the Company's website at <http://www.svarajtrading.in>

## 20. Green Initiative

The MCA and the SEBI have encouraged paperless communication as a contribution to greener environment. In compliance with the aforesaid MCA Circulars and the SEBI Circular dated January 05, 2023, the copy of the Annual Report for the financial year 2024-25 including Audited Financial Statements, Board's Report etc. and Notice of the 45<sup>th</sup> Annual General Meeting of the Company, inter-alia, indicating the process and manner of remote e-Voting is being sent by electronic mode, to all those Members whose e-mail IDs are registered with their respective Depository Participants.

A letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report including the Notice of the AGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants.

Members who have not registered their email address and holding shares in physical mode are requested to register their e-mail IDs with MUFG and Members holding shares in Demat mode are requested to register their e-mail IDs with the respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, Members are requested to immediately notify such change to MUFG in respect of shares held in physical form and to their respective DPs in respect of shares held in electronic form.

Further members desirous of obtaining physical copies of Annual Reports may send a request to the Company writing email at [svarajtradingagencies@gmail.com](mailto:svarajtradingagencies@gmail.com) mentioning their DP ID client ID / folio no.

The Annual Report of the Company is also available on the website of the Company at <https://www.svarajtrading.in/annual-report.php> and website of BSE at <https://www.bseindia.com>.

## 21. IEPF Disclosures

Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules), 2016 ('the IEPF Rules'), during the year under review, no amount of Unclaimed dividend and corresponding equity shares were due to be transferred to IEPF account.

The Company has designated an email address [svarajtradingagencies@gmail.com](mailto:svarajtradingagencies@gmail.com) to enable the investors to register the complaints/queries/grievances if any.

## 22. Remote e-voting / voting through electronic means / instructions of e-voting:

Pursuant to the provisions 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 & Disclosure Requirements) Regulations 2015 (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members

in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.

**23. The Instructions for shareholders voting electronically are as under:**

- i. The remote e-Voting period begins Thursday, September 25, 2025 (9:00 A.M.) and end on Sunday, September 28, 2025 (5:00 P.M.). The remote e-Voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Monday, September 22, 2025 may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, September 22, 2025. If a person was a Member as on the date of dispatch of the notice but has ceased to be a member as on the cut-off date i.e. Monday, September 22, 2025, he/she shall not be entitled to vote. Such person should treat this Notice for information purpose.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 Dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process

- iv. In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforementioned SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode CDSL/ NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p><b>A. Existing user who has opted for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/ MUFG, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>4. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the Meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.**

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> . or call at : 022 - 4886 7000 and 022 - 2499 7000

**Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [svarajtradingagencies@gmail.com](mailto:svarajtradingagencies@gmail.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

#### **24. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**25. PROCESSES FOR THOSE SHAREHOLDERS WHO'S EMAIL ADDRESSES/MOBILE NUMBER ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- (i) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id
- (ii) For Demat shareholders - please provide Demat account details (CDSL-16digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) + Update Email Id/Mobile Number to Company/RTA email id.
- (iii) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). or call toll free no. 1800 21 09911.

- 26.** Mr. Manoj Mimani, Partner R M Mimani & Associates LLP, Company Secretaries (Membership No. ACS 17083 and Certificate of Practice No. 11601) has been appointed as the Scrutinizer to scrutinize the remote e-Voting process and voting at AGM, in a fair and transparent manner and he has communicated willingness to be appointed and shall be available for the same purpose.
- 27.** The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter, unblock the votes cast through remote e-Voting and make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The voting results along with the consolidated Scrutinizer's Report shall be submitted to the Stock Exchange i.e., BSE Limited within two working days of conclusion of the AGM by the Company.
- 28.** The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be uploaded on the BSE Listing Portal.
- 29.** Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the 45<sup>th</sup> Annual General Meeting i.e. Monday, September 29, 2025.
- 30. Additional Information on Director seeking / recommended for appointment/ re-appointment as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2:**

Name of the Director	Mr. Kapil Paliwal	Mr. Harendra Gupta	Mrs. Rekha Soni
DIN	09841586	05335662	05335667
Date of Birth	11/09/1990	17/01/1961	31/10/1967
Nationality	Indian	Indian	Indian
Age	34 years	64 years	58 years
Designation/Category of Director	Non-Executive, Independent Director	Managing Director	Executive Director

Date of the first appointment on the Board	August 13, 2025	March 29, 2013	March 29, 2013
Qualification	Post Graduate in Business Administration	Bachelor of Commerce	Bachelor of Arts
Brief Profile, Experience, and Expertise in specific functional areas / Brief Resume	Mr. Kapil Paliwal is Post Graduate in Business Administration and is having wide and varied experience of more than 11 years in the field of Accounts and Finance	Mr. Harendra Gupta hold the degree of Bachelor in Commerce and has more than 30 years' experience in the field of Real estate, Building material things, Trading, Project Finance and Compliance services. He has been associated with the Company for more than 10 years. He brings vast experience on Operations, developing business plans and preparing comprehensive business reports, Reviewing, refining and developing the strategy and direction of the Company.	More than 20 years of experience in business and industry
The No. of Meetings of the Board attended during the FY 2024-25	Not applicable	06 (Six)	06 (Six)
Listed companies (other than Svaraj Trading And Agencies Limited) in which holds directorship and Committees Membership:	Directorship: 02 (Two)	Directorship: Nil	Directorship: Nil
	Chairperson of Board Committees: <b>Asia Pack Limited:</b> 1. Audit Committee 2. Nomination and Remuneration Committee	Chairperson of Board Committees: Nil	Chairperson of Board Committees: Nil
	Member of Board Committees: <b>Asia Pack Limited:</b> 1. Stakeholder Relationship Committee  <b>S. V. Trading &amp; Agencies Limited:</b> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholder Relationship Committee	Member of Board Committees: Nil	Member of Board Committees: Nil
Directorships held in other companies including listed companies and excluding foreign companies as of the date of this Notice	02 (Two) Miraj Entertainment Limited Miraj Developers Limited	Nil	Nil
Membership/Chairmanship of Committees of other Boards	<b>Miraj Entertainment Limited</b> 1. Audit Committee - Chairman	Nil	Nil

	2. Nomination and Remuneration Committee - Member  <b>Miraj Developers Limited</b> 1. Audit Committee - Chairman 2. Nomination and Remuneration Committee - Chairman		
Name of listed entities from which the person has resigned in the past three years	Nil	Nil	Nil
Relationship with other Directors, Managers, and other Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Kapil Paliwal and other members of the Board and Key Managerial Personnel of the Company.	There is no inter-se relationship between Mr. Harendra Gupta and other members of the Board and Key Managerial Personnel of the Company	There is no inter-se relationship between Mrs. Rekha Soni and other members of the Board and Key Managerial Personnel of the Company
Shareholding in the Company including shareholding as a beneficial owner	Mr. Kapil Paliwal does not hold by himself or for any other person on a beneficial basis, any shares in the Company	02.12%	02.79%
Terms and Conditions of appointment / re-appointment	As stated in resolution, above	As stated in resolution, above	Re-appointment due to retire by rotation.
Details of Remuneration sought to be paid	Not Applicable	Rs. 3,60,000/- (Rupees Three Lakhs Sixty Thousand Only)	Mrs. Rekha Soni is drawing remuneration of Rs. 3,60,000/- (Rupees Three Lakhs Sixty Thousand Only) as salary and the same is being proposed / sought to be paid on re-appointment
In the case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer the explanatory statement set out in item no. 3 of the notice	Not Applicable	Not Applicable

By Order of the Board of Directors  
For **Svaraj Trading and Agencies Limited**

Sd/-

Name: **Harendra Gupta**

Designation: **Managing Director**

DIN: **05335662**

Date: **13<sup>th</sup> August, 2025**

Place: **Mumbai**



**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**The following statement, pursuant to section 102 of the Companies Act, 2013 ('the Act'), sets out all material facts relating to the businesses mentioned at Item Nos. 3 to 5 of the accompanying Notice.**

**Item No. 3:**

Based on the recommendations of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on August 13, 2025 approved the appointment of Mr. Kapil Paliwal as an Additional Independent Non-Executive Director of the Company, in terms of Sections 161(1) and other applicable provisions of the Companies Act, 2013 (Act) and Companies (Appointment and Qualification of Directors) Rules, 2014 not liable to retire by rotation, subject to the approval of members.

As per Section 161(1) of the Companies Act, 2013, read with the provisions of Regulation 17(1) (C) of SEBI (LODR), 2015, Mr. Kapil Paliwal, being an Additional Director, holds office upto the ensuing Annual General Meeting or a period of three months from the date of his appointment, whichever is earlier and is eligible to be appointed as an Independent Director of the Company.

Mr. Kapil Paliwal is Post Graduate in Business Administration and is having wide and varied experience of more than 11 years in the field of Accounts and Finance and his working experience and knowledge will be very advantageous and great value to the Company.

In this context, the Company has received from Mr. Kapil Paliwal (i) declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (ii) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (iii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act. He further confirmed that he has registered himself with the Independent Directors' data bank maintained by the Indian Institute of Corporate Affairs. Further, he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

Considering the balance of skills, knowledge and experience on the Board, Nomination and Remuneration Committee has evaluated, discussed and reviewed the candidature of Mr. Kapil Paliwal and based on his requisite, qualifications, experience, independence, ability to devote sufficient time and attention to professional obligations as an Independent Director, has recommended his candidature to the Board.

The Board considered the recommendation of Nomination and Remuneration Committee and opined that Mr. Kapil Paliwal possesses the requisite knowledge and expertise in the areas of Accounts and Finance and hold high standards of integrity required to discharge their duties and can devote the time which is required for fulfilling his responsibilities as an Independent Director of the Company and he also fulfils the conditions as specified under the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management. Therefore, it is desirable to appoint him as an Independent Non-Executive Director.

The additional and other relevant information including the profile and specific areas of expertise of Mr. Kapil Paliwal as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings (SS-2), is provided in notes to this Notice.

A Copy of the draft letter for appointment of Mr. Kapil Paliwal as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (09:00 A.M. to 06:00 P.M.).

Mr. Kapil Paliwal is interested in the said resolution as it pertains to his appointment. None of the other Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors recommends the appointment of Mr. Kapil Paliwal as set out in the resolution in item no. 3, for the approval of the members by way of **Special resolution**.

**Item No. 4:**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors at its Meeting held on May 29, 2025, re-appointed Mr. Harendra Gupta (DIN: 05335662) as the Managing Director of the Company for a period of three years with effect from August 01, 2025 to July 31, 2028, liable to retire by rotation, subject to the approval of the Members.

Further as per provisions of Regulation 17(1) (C) of SEBI (LODR), 2015, approval of shareholders for appointment or reappointment of a person on the board of directors is to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier, therefore the approval for re-appointment of Mr. Harendra Gupta as Managing Director is to be taken at the ensuing Annual General Meeting.

Mr. Harendra Gupta degree of Bachelor degree in Commerce and has more than 30 years' experience in the field of Real estate, Building material things, Trading, Project Finance and Compliance services. He has been associated with the Company for more than 10 years. He brings vast experience on Operations, developing business plans and preparing comprehensive business reports, Reviewing, refining and developing the strategy and direction of the Company. Considering his contribution towards the growth of the Company, vast experience and expertise Nomination and Remuneration Committee has recommended and Board of Directors of the Company has approved the re-appointment of Mr. Harendra Gupta as Managing Director for another term of 3 years effective from August 01, 2025 on the following remuneration;

- a. **Remuneration:** Salary at the rate of Rs. 3,60,000/- (Rupees Three Lakhs Sixty Thousand Only) per annum, with a periodical / annual increments which will be effective 1<sup>st</sup> April each financial year or otherwise, as may be approved by the Board of Directors of the Company based on the recommendation / approval of the Nomination and Remuneration Committee, if any from time to time taking into account the performance of the Company.
- b. **Other Benefits, Perquisites & Allowances:** In addition to the Salary, he will be entitled to other perquisites in accordance with the Rules of the Company or as may be decided by the Nomination & Remuneration Committee of the Company;

In the event of absence or inadequacy of profits of the Company in any financial year during the period of his appointment, the Company shall pay to the Managing Director, remuneration by way of salary, benefits, perquisites and allowances etc. and any performance linked bonus/commission, as specified above, subject to provisions of the Companies Act, 2013 (the Act) and Schedule V of the Act.

The particulars required to be disclosed in the explanatory statement in accordance with provisions of Section II of Part II of Schedule V of the Companies Act, 2013, are enclosed hereunder:

**I. General Information:**

**(i) Nature of Industry:** *The Company is, inter alia, in the business of trading and investment*

**(ii) Date or expected date of commencement of commercial production:** *The Company was incorporated on December 07, 1980 and at present engaged in the business of trading, investment and engineering.*

**(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** *Not Applicable*

**(iv) Financial performance based on given indicators – as per audited financial Statements for the year ended March 31, 2025:**

<b>Financial Parameter</b>	<b>Year ended March, 2025 (Amount in thousands)</b>
Total Revenue	1,269.55
Net Profit/ (Loss)	(7,109.80)
Dividend %	-
Paid up capital	1,47,500.00
Reserves and Surplus	57,672.76
Net Worth	1,59,879.82

**(v) Foreign investments or collaborators, if any:** Not Applicable.

## **II. Information about the appointee:**

**(i) Background details:** Mr. Harendra Gupta was appointed as the Managing Director of the Company in the Annual General Meeting of the Members of the Company held on September 26, 2020 for a period of 5 years ended on July 31, 2025. He holds expertise in strategic planning and Business development and under his leadership the Company has done a reasonable progress.

**(ii) Past remuneration during the financial year ended 31st March, 2025:** Rs. 3,60,000/- (Rupees Three Lakhs Sixty Seven Thousand Only) per annum

**(iii) Recognition or awards:** Nil

**(iv) Job Profile and his suitability:** Business Strategy, Business development and Planning. His vision and guidance may play a crucial role in steering the Company towards success.

**(v) Remuneration proposed:** Remuneration, other perquisites, benefits & allowance(s) and communication facilities as fully set out in the special resolution read with explanatory statement of item no. 5 of the Notice. The remuneration proposed is well within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013.

**(vi) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** Taking into consideration the size of the Company, the profile of Mr. Harendra Gupta, the responsibilities shouldered by him, and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. Further the proposed remuneration is within the maximum permissible remuneration as per Schedule V of the Companies Act, 2013 which is comparable with the Companies of the same size and profitability.

**(vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Mr. Harendra Gupta is the promoter of the Company. Besides being promoter and remuneration proposed to be paid to him, Mr. Harendra Gupta does not have any other pecuniary relationship with the Company or relationship with the managerial personnel.

## **III. Other Information:**

**(i) Reasons of loss or inadequate profits:** Since few last years the Company's revenue expenditures and other cost has been increasing as compare to the income generated, due to the same reason the company has attained loss during the year.

**(ii) Steps taken or proposed to be taken for improvement:** The Company has adopted the following measures to improve the profitability and to reduce its operations costs, viz.:

- Cost control in all other areas
- Focus on significant improvements in operating costs

The Company is looking toward limiting its unwanted expenses and cost and finding some better opportunities for future financial growth.

**(iii) Expected increase in productivity and profits in measurable terms:** It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve in future.

**IV. Disclosures:** The information and disclosures of the remuneration package of all Directors for FY 2024-25 have been mentioned in the Corporate Governance Report forming part of the Annual Report under the Heading "Remuneration to Directors" as per the requirements of Section II of Part II of Schedule V of the Act. Considering that the re-appointment of Mr. Harendra Gupta as a Managing Director is effective from August 01, 2025, the information and disclosures of the remuneration to Mr. Harendra Gupta will be provided in the Corporate Governance Report forming part of the Annual Report(s) from F.Y. 2025-26 onwards, as applicable.

The Board is of the view that Mr. Harendra Gupta's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of NRC, recommends his re-appointment to the Members.

Mr. Harendra Gupta is interested in this resolution as it pertains to his appointment as Managing Director. None of the Directors, Key Managerial Personnel and/or their relatives, is/are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the reappointment of Mr. Harendra Gupta as Managing Director, liable to retire by rotation, set out in the resolution in item no. 4, for the approval of the members by way of an **Ordinary resolution**.

**Item No. 5:**

Pursuant to Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with Section 204 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provisions of the Companies Act, 2013 ("the Act"), the Company is required to appoint a Secretarial Auditor, who shall be a Peer Reviewed Company Secretary, for a term of five (5) consecutive years to conduct the Secretarial Audit of the Company in accordance with Section 204 and other applicable provisions of the Companies Act, 2013, read with Regulation 24A of the Listing Regulations and the applicable SEBI Circulars.

The Management considered the eligibility of Mr. Dhirendraa Radheyshyam Maurya, Proprietor of M/s. D Maurya & Associates, who is a Peer-Reviewed Company Secretary, registered with the Institute of Company Secretaries of India (ICSI), (C.P.No.: 9594, Peer Review Certificate: 2544/2022). He possesses professional experience in conducting compliance audits, providing advisory services, and representing various companies in regulatory matters.

The Audit Committee, after evaluating the credentials, experience, and expertise of the professional, recommended to the Board the appointment of Mr. Dhirendraa Radheyshyam Maurya, Proprietor of M/s. D Maurya & Associates, Practicing Company Secretary C.P.No.: 9594, Peer Review Certificate: 2544/2022), as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from April 1, 2025, to March 31, 2030.

The Board of Directors, at its meeting held on 13<sup>th</sup> August, 2025, considered the recommendation of the Audit Committee regarding the appointment of Mr. Dhirendraa Radheyshyam Maurya, Proprietor of M/s. D Maurya & Associates, Practicing Company Secretary C.P.No.: 9594, Peer Review Certificate: 2544/2022), as the Secretarial Auditor of the Company. After due consideration and review, the Board recommends for the approval of the Members the appointment of Mr. Dhirendraa Radheshyam Maurya, Proprietor of M/s. D Maurya & Associates, as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from April 1, 2025, to March 31, 2030.

Mr. Dhirendraa Radheyshyam Maurya, Proprietor of M/s. D Maurya & Associates, has provided his consent to be appointed as the Secretarial Auditor of the Company and has confirmed that, if appointed, his appointment would be within the limits specified by the Institute of Company Secretaries of India (ICSI).

He has further confirmed that he is not disqualified from being appointed as the Secretarial Auditor under the provisions of the Companies Act, 2013, the Company Secretaries Act, 1980, and the rules and regulations made thereunder, as well as the SEBI Listing Regulations, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024, and other applicable SEBI circulars issued in this regard.

The proposed remuneration for the financial year 2025-26 is Rs. 20,000/- (Rupees Twenty Thousand only), exclusive of applicable taxes and out-of-pocket expenses. The remuneration for the subsequent years during the tenure shall be determined by the Board of Directors, based on the recommendation of the Audit Committee and in consultation with the Secretarial Auditor, taking into account any changes in the scope of the audit and to accommodate inflationary increases in the cost of providing the audit services.

As per the provisions of Regulation 24A of the Listing Regulations, the appointment of the Secretarial Auditor is subject to approval by the Members of the Company.

None of the other Directors, Key Managerial Personnel and/or their relatives, is / are interested or concerned, financially or otherwise in the resolution except as may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company.

The Board of Directors of the Company recommends the Resolution(s) as set out in the item no. 5, for the approval of the members by way of an **Ordinary resolution**.

By Order of the Board of Directors  
For **Svaraj Trading and Agencies Limited**

Sd/-

Name: **Harendra Gupta**

Designation: **Managing Director**

DIN: **05335662**

Date: **13<sup>th</sup> August, 2025**

Place: **Mumbai**

## BOARD'S REPORT

### Dear Members,

The Board of Directors are pleased to present 45<sup>th</sup> Annual Report on the business and operations of the Company along with the audited financial statements, for the financial year ended March 31, 2025 in compliance with the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015.

### 1. FINANCIAL SUMMARY AND HIGHLIGHTS:

The Company's financial performance for the year ended March 31, 2025 is summarized below:

(In Lakhs)		
Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from operation	-	-
Other Income	12.70	40.02
<b>Total Income (Revenue)</b>	<b>12.70</b>	<b>40.02</b>
<b>Profit/(Loss) before taxation</b>	<b>(68.40)</b>	<b>5.78</b>
Less: Tax Expense (Deferred & Earlier)	2.70	6.29
<b>Profit/(Loss) after tax</b>	<b>(71.10)</b>	<b>(0.51)</b>

### 2. CORPORATE OVERVIEW AND THE STATE OF THE COMPANY'S AFFAIRS:

The Company is presently engaged in business of general trading and engineering activities. During the financial year ended on March 31, 2025, there was a total income of Rs. 12.70 lakhs as compared to revenue of Rs. 40.02 lakhs in the previous year. The loss before tax stood at Rs. (68.40) lakhs during the financial year ended on March 31, 2025 as against profit of Rs. 5.78 lakhs in the previous year.

The net loss for the year 2025 stood at Rs. (71.10) lakhs against loss of Rs. (0.51) lakhs reported in the previous year. At present your Company is doing its existing line business to the optimum use of its resources and is taking the effort to improve its Earning per Share (EPS) and management has no plan of venturing into any new business.

### 3. AMOUNT TRANSFER TO RESERVE:

The Board of Directors of your company, has decided not to transfer any amount to the Reserves for the year under review.

### 4. DIVIDEND:

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view financial position of the Company, has decided that it would be prudent, not to recommend any Dividend for the year under review.

### 5. CHANGES IN THE NATURE OF BUSINESS:

There is no change in nature of the business of the Company during the year under review..

### 6. SHARE CAPITAL:

The authorized share capital of the Company is Rs. 17,50,00,000 (Rupees Seventeen Crores Fifty Lakhs Only) comprising of 1,75,00,000 equity shares of face value of Rs. 10/- each. The paid-up equity share capital as on March 31, 2025 stood at Rs. 14,75,00,000 (Rupees Fourteen Crores Seventy-five Lakhs only) comprising of 1,47,50,000 equity shares of face value of Rs. 10/- each. There was no change in the share capital of the Company during the financial year ended on March 31, 2025.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2025, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

### a) Buy Back of Securities:

The Company has not bought back any of its securities during the year under review.

**b) Sweat Equity:**

The Company has not issued any Sweat Equity Shares during the year under review.

**c) Bonus Shares:**

No Bonus Shares were issued during the year under review.

**d) Employees Stock Option Plan:**

The Company has not provided any Stock Option Scheme to the employees.

**e) Issue of debentures, bonds or any non-convertible securities:**

The Company has not issued debentures, bonds or any non-convertible securities during the year under review.

**f) Issue of warrants:**

The Company has not issued warrants during the year under review.

**7. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

As on March 31, 2025, the Company has no Subsidiary or Associates or Joint Venture Company. There was no company which have become or ceased to be the Subsidiary or Associates or Joint Venture of the Company during the financial year ended on March 31, 2025.

**8. CORPORATE GOVERNANCE:**

The Company is committed to maintain the highest standards of Corporate Governance and adheres to the Corporate Governance requirements as stipulated by the Securities and Exchange Board of India ('the SEBI').

The report on Corporate Governance as prescribed in the SEBI Listing Regulations forms an integral part of this Annual Report.

The requisite certificate from G R A M And Associates LLP, Chartered Accountants, confirming compliance with the provisions of Corporate Governance along with a declaration signed by CFO of the Company, stating that the Members of the Board of Directors and Senior Management have affirmed the compliance with code of conduct of the Board of Directors and Senior Management, are attached to the report on Corporate Governance.

**9. ANNUAL RETURN:**

The Annual Return of the Company as on March 31, 2025 as provided under section 92(3) of the Companies Act, 2013 and as prescribed in Form No. MGT-7 of the Companies (Management and Administration Rules) 2014 is available on the Company's website and can be accessed at [www.svarajtrading.in](http://www.svarajtrading.in) under Investor relations tab

**10. DETAIL OF DIRECTORS AND KEY MANAGERIAL PERSONNEL, WHO WERE APPOINTED AND RESIGNED DURING THE YEAR:**

During the year under review and till the date of this report, based on the recommendation of Nomination and Remuneration Committee to the extent applicable, there were following changes in composition of Board of Directors and Key Managerial Personnel of the Company:

- a. Mr. Chirag Ghadoliya (DIN: 08019125) appointed as an Additional Director in the capacity of (Non- Executive and Independent Director) Director of the Company with effect from May 30, 2024. The Shareholders of the Company had approved the said appointment at their 44<sup>th</sup> Annual General Meeting.
- b. Mr. Shankar Das Vairagi (DIN: 01869965) has resigned from the position of Executive Director of the Company with effect from May 30, 2024
- c. Mr. Jitendra Kavdia (DIN: 09597535) Non- Executive - Independent Director of the Company resigned from the Directorship of the Company with effect from May 30, 2024
- d. Mrs. Poonam Tewani has resigned from the position of Company Secretary & Compliance Officer of the Company with effect from June 30, 2025.
- e. Mr. Kapil Paliwal (DIN: 09841586) was appointed as an Additional Director in the capacity of (Non- Executive and Independent Director) Director of the Company with effect from August 13, 2025.

- f. Mr. Chirag Ghadoliya (DIN: 08019125) Non- Executive - Independent Director of the Company resigned from the Directorship of the Company with effect from August 13, 2025
- g. Mr. Harendra Gupta (DIN: 05335662) was reappointed as Managing Director of the Company w.e.f. August 01, 2025 to July 31, 2028 subject to approval of the Shareholders in the ensuing Annual General Meeting of the Company. Accordingly the approval of members is being sought in the ensuing Annual General Meeting. Members may refer to the Special Business Item No. 4 to the accompanying notice for more details.

In terms of the provision of section 152 of the Companies Act, 2013 and of Articles of Association of the Company, Mrs. Rekha Soni (DIN: 05335667), Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, seeks re- appointment.

Independent Director who has resigned during the year has confirmed that there are no reasons for their resignation other than those provided in resignation letter. The Board places on record its sincere appreciation for their contributions and extends gratitude for their invaluable service as an Independent Director on the Board.

Mr. Kapil Paliwal (DIN: 09841586) shall hold office as Additional Director upto the date of this AGM and is eligible for appointment. Further, the appointment of Mr. Kapil Paliwal is subject to approval of the Shareholders at the ensuing Annual General Meeting.

Brief resume of directors seeking appointment / re-appointment along with other details as stipulated under Secretarial Standard 2 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is separately disclosed in the Notice and form an integral part of this report.

Further, details of Key Managerial Personnel are as under:

➤ Mr. Harendra Gupta	:	Managing Director
➤ Mr. Rajesh Jivanlal Purohit	:	Chief Financial Officer

#### **11. DECLARATION BY INDEPENDENT DIRECTORS:**

Pursuant to the provisions of Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of Company have given confirmation/ declaration to the Board that they meet with the criteria of Independence and are Independent in terms of Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have further confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

The Independent Directors have complied with the Code for Independent Directors prescribed in schedule IV to the Companies Act, 2013 and also they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs. Further, the Board has taken on record the said declarations after undertaking due assessment of the veracity of the same.

#### **12. MEETINGS:**

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the Meetings. The Board of Directors of your Company met 06 (Six) times during the financial year 2024-25. The details of these Meetings are provided in the Report on Corporate Governance Section of the Annual Report. The maximum time gap between any two consecutive Meetings did not exceed one hundred and twenty days.

#### **13. BOARD COMMITTEES:**

The Board had constituted/re-constituted various Committees in compliance with the provisions of the Act and the SEBI Listing Regulations viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee.



All decisions pertaining to the constitution of Committees, appointment of Members and fixing of terms of reference/role of the Committees are taken by the Board.

The details of the role and composition of these Committees, including the number of Meetings held during the financial year and attendance at these Meetings are provided in the Corporate Governance Section of the Annual Report.

#### **14. PERFORMANCE EVALUATION:**

Pursuant to the applicable provisions of the Act and the SEBI Listing Regulations, the Board has carried out an Annual Evaluation of its own performance, performance of the Independent Directors and the working of its committees based on the evaluation criteria specified by Nomination and Remuneration Committee for performance evaluation process of the Board, its Committees and Directors.

The Board's functioning was evaluated on various aspects, including, inter-alia, the structure of the Board, Meetings of the Board, functions of the Board, degree of fulfilment of key responsibilities, establishment, and delineation of responsibilities to various Committees and effectiveness of Board processes, information and functioning.

The Committees of the Board were assessed on the degree of fulfilment of key responsibilities, adequacy of Committee composition and effectiveness of Meetings. The Directors were evaluated on aspects such as attendance, contribution at Board/ Committee Meetings and guidance/support to the management outside Board/Committee Meetings.

As mentioned earlier, the performance assessment of Non-Independent Directors, Board as a whole and the Chairman were evaluated in a separate Meeting of Independent Directors. The same was also discussed in the Board Meeting. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

#### **15. CRITERIA FOR SELECTION OF CANDIDATES FOR APPOINTMENT AS DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT PERSONNEL:**

The Nomination and Remuneration Committee has laid down well-defined criteria, in the Nomination and Remuneration Policy, for selection of candidates for appointment as Directors, Key Managerial Personnel and Senior Management Personnel.

The said Policy is available on the Company's website and can be accessed by weblink [www.svarajtrading.in](http://www.svarajtrading.in).

#### **16. FAMILIARIZATION PROGRAM OF INDEPENDENT DIRECTORS:**

In compliance with the requirements of the SEBI Listing Regulations, the Company has put in place a familiarization program for Independent Directors to familiarize them with their role, rights and responsibility as Directors, the operations of the Company, business overview etc.

The details of the familiarization program are explained in the Corporate Governance Report and the same is also available on the website of the Company and can be accessed by weblink [www.svarajtrading.in](http://www.svarajtrading.in).

#### **17. INDEPENDENT DIRECTORS' MEETING:**

In terms of Schedule IV of the Act and Regulation 25 of the SEBI Listing Regulations, Independent Directors of the Company are required to hold at least one meeting in a financial year without the attendance of Non-Independent Directors and Members of the Management.

Independent Directors of the Company had a separate meeting on February 04, 2025, without the attendance of Non-Independent Directors and members of the management, following matters were, inter alia, discussed in the meeting:

- Review and Evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- Review and Evaluation of performance of the Chairman of the Company, taking into views of Executive and Non-Executive Directors; and
- Assess the quality, quantity and timeliness of the flow of the information between the Company management and the

board that is necessary for the board to effectively and reasonably perform the duties.

All Independent Directors of the Company were present at the said Meeting.

**18. A STATEMENT REGARDING OPINION OF THE BOARD WITH REGARD TO INTEGRITY, EXPERTISE, AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF THE INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:**

The Company has received declaration from the Independent Directors that they meet the criteria of independence as prescribed under Section 149 of the Act and Regulation 16 (1)(b) read with Regulation 25(8) of the SEBI Listing Regulations. In the opinion of the Board, they fulfil the condition for appointment/re-appointment as Independent Directors on the Board and possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5) (iii) of the Companies (Accounts) Rules, 2014.

**19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY COMPANY:**

Details of loans, guarantees and investments, if any, covered under the provisions of section 186 of the Companies Act, 2013 form part of the notes to Financial Statements provided in this Annual Report.

**20. WHISTLE BLOWER POLICY/VIGIL MECHANISM:**

The Company has adopted a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and provides for direct access to the Chairman of the Audit Committee. It is affirmed that no person has been denied access to the Audit Committee. The said Policy is available on the Company website and can be accessed by weblink [www.svarajtrading.in](http://www.svarajtrading.in).

Audit Committee of your Company oversee the vigil mechanism, further during the year under review, no whistle blower event was reported and mechanism is functioning well further no personnel have been denied access to the Audit Committee

**21. REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT EMPLOYEES:**

The Nomination and Remuneration Committee has laid down the framework for remuneration of Directors, Key Managerial Personnel and Senior Management Personnel in the Nomination and Remuneration Policy recommended by it and approved by the Board of Directors. The Policy, inter-alia, defines Key Managerial Personnel and Senior Management Personnel of the Company and prescribes the role of the Nomination and Remuneration Committee. The Policy lays down the criteria for identification, appointment and retirement of Directors and Senior Management. The Policy broadly lays down the framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management Personnel. The Policy also provides for the criteria for determining qualifications, positive attributes and independence of Director and lays down the framework on Board diversity.

The said Policy is available on the Company's website and can be accessed by weblink [www.svarajtrading.in](http://www.svarajtrading.in).

**22. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES:**

All the transactions / contracts / arrangements of the nature as specified in Section 188(1) of the Companies Act, 2013 entered by the Company during the year under review with related party(ies) are in the ordinary course of business and on arm's length basis.

In view of the above, the requirement of giving particulars of contracts / arrangements / transactions made with related parties, in Form AOC-2 are not applicable for the year under review. Transactions with Related Parties are disclosed in the notes to accounts annexed to the financial statements.

The Company has developed a related party transactions framework through standard operating procedures for the purpose of identification and monitoring of transactions with the related parties. The policy on related party transactions as approved by the Board of Directors has been uploaded on the website of the Company. None of the Directors has any pecuniary relationship or transactions vis- d-vis the Company.

**23. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

**24. MATERIAL CHANGES AND COMMITMENT IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF FINANCIAL YEAR TILL THE DATE OF THE REPORT:**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which the Financial Statements relate and the date of this Report.

**25. DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134 (3) (c) of the Companies Act, 2013.

Your Directors confirm that:

- i. in the preparation of the Annual Accounts for the year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to departures, if any;
- ii. appropriate accounting policies have been selected and applied consistently and such judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2025 and of the profit of the Company for the year ended on that date;
- iii. proper and sufficient care has been taken 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 annual accounts have been prepared on a "going concern" basis;
- v. proper internal financial controls are laid down and such internal financial controls are adequate and operating effectively;
- vi. Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

**26. AUDITORS:**

**STATUTORY AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, The Members of the Company at their 44<sup>th</sup> Annual General Meeting of the Company held on August 28, 2024 approved the appointment of M/s. G R A M and Associates LLP, (FRN: 008850C), as the Statutory Auditor for a period of five years from the conclusion of 44<sup>th</sup> Annual General Meeting till the conclusion of 49<sup>th</sup> Annual General Meeting. The Report given by M/s. G R A M and Associates LLP, (FRN: 008850C), on the financial statement of the Company for the financial year 2024-25 is forming part of the Annual Report.

**SECRETARIAL AUDITORS:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has appointed **M/s. R M Mimani Associates & LLP**, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company for the Financial Year 2024-25. The Secretarial Audit Report is annexed herewith as **Annexure-1** and forms an integral part of this report.

The Secretarial Auditor's does not contain any qualification, reservation or adverse remarks.

Pursuant to provisions of Regulations 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 2015 and the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, Your directors, based on the recommendation of the Audit Committee propose to appoint Mr. Dhirendraa Radheyshyam Maurya, Proprietor of **M/s. D Maurya & Associates.**, Practicing Company Secretaries, (C.P. NO.: 9594) (Peer Review Certificate: 2544/2022) as a Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years, to conduct secretarial audit of the Company for a term of five (05) consecutive years with effect from April 01, 2025 until March 31, 2030.

Further, the Auditor have confirmed that he is peer reviewed company secretary and hold a valid certificate of peer review issued by the Institute of Company Secretaries of India. They have also confirmed that they are not disqualified and are eligible for the said appointment.

The proposal for the appointment of the Secretarial Auditor is included as a resolution no. 5 in the Notice convening the ensuing Annual General Meeting and forms an integral part of the said Notice for the consideration and approval of the members.

#### **INTERNAL AUDITOR:**

During the year under review, on the basis of recommendation of the Audit Committee the Mr. Niranjan Navratnam Jain, Proprietor of M/s. Niranjan Jain & Co., Practicing Chartered Accountant, Ahmedabad, Gujarat (M. No.: 047811) (FRN: 113913W) was appointed as an Internal Auditor of the Company to carry out the internal audit of the Company for the Financial year 2024-2025.

Further, on completion of their term, the Board of Directors based on the recommendation of the Audit Committee appointed Mr. Ronak Ranka, Proprietor of M/s. Ronak Ranka & Associates., Practicing Chartered Accountants, (M.No.:459350) (FRN:037209C) as an Internal Auditor of the Company for the Financial Year 2025-2026.

#### **COST AUDITOR:**

No Cost Auditor was appointed during the financial year as there is no statutory requirement imposed for mandatorily according to the size and nature of the business.

#### **27. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS:**

The Auditors' Report does not contain any qualification, reservation or adverse remark. The Report is enclosed with the financial statements in this Annual Report. The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark.

The Secretarial Auditors' Report is enclosed as Annexure-1 to the Board's report in this Annual Report

#### **28. DETAILS OF FRAUD REPORT BY AUDITOR:**

During the financial year 2024-25, the Auditors has not reported any matter under Section 143 (12) of the Companies Act, 2013, therefore no detail is required to be disclosed under Section 134 (3) (ca) of the Act.

#### **29. COST RECORDS:**

The provision of Cost audit as per section 148 the Companies Act, 2013 doesn't applicable on the Company.

#### **30. COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Company has complied with the applicable SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings) issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

#### **31. TRANSFER OF UNCLAIMED DIVIDEND AND EQUITY SHARES TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF):**

Pursuant to Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund Rules), 2016 ('the IEPF Rules'), during the year under review, no amount of Unclaimed dividend and corresponding equity shares were due to be transferred to IEPF account.

#### **32. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an adequate system of internal control to ensure that the resources are used efficiently and effectively so that:

- assets are safeguarded and protected against loss from unauthorized use or disposition.
- all significant transactions are authorized, recorded and reported correctly.

- financial and other data are reliable for preparing financial information.
- other data are appropriate for maintaining accountability of assets.

The internal control is supplemented by an extensive internal audits programme, review by management along with documented policies, guidelines and procedures.

As per Section 138 of the Companies Act, 2013, the Company has appointed Niranjana Jain & Co., Practicing Chartered Accountant., Chartered Accountants., as an internal auditor for the year 2024-25 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through periodical checks and internal audit

Your Auditors have opined that the Company has in, all material respects, maintained adequate internal financial controls over financial reporting and that they were operating effectively

### **33. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:**

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, 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. The Company has adopted accounting policies, which are in line with the Accounting Standards and the Act.

### **34. RISK MANAGEMENT:**

During the financial year under review, the Company has identified and evaluates elements of business risk. Consequently, a Business Risk Management framework is in place. The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of such risks. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business.

### **35. DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has always believed in providing a conducive work environment devoid of discrimination and harassment including sexual harassment. The Company has a well formulated Policy on Prevention and Redressal of Sexual Harassment. The objective of the Policy is to prohibit, prevent and address issues of sexual harassment at the workplace. This Policy has striven to prescribe a code of conduct for the employees and all employees have access to the Policy document and are required to strictly abide by it.

The Policy covers all employees, irrespective of their nature of employment and is also applicable in respect of all allegations of sexual harassment made by an outsider against an employee.

- Number of Sexual Harassment Complaints received- Nil
- Number of Sexual Harassment Complaints disposed off- Nil
- Number of Sexual Harassment Complaints beyond 90 days- Nil

The Company has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

### **36. COMPLIANCE WITH THE MATERNITY BENEFIT ACT, 1961:**

The Company is committed to maintaining a safe, inclusive, and supportive work environment for all employees, with particular emphasis on the well-being and rights of women in the workplace. In line with this commitment, the Company acknowledges and upholds the provisions of the Maternity Benefit Act, 1961, which is aimed at protecting the interests of women employees during maternity.

Further during the financial year under review, there were women employee on the rolls of the Company. However, no maternity benefit was availed by the said employees during the year.

The Company remains fully compliant with the provisions of the Act and is well-prepared to extend all statutory benefits as and when the need arises.

### **37. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Provision of Schedule VII of the Companies Act, 2013 read with Companies Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company during the year under review.

### **38. ENVIRONMENT AND SAFETY:**

Your Company is committed to ensure sound Safety, Health and Environmental (SHE) performance related to its activities, products and services. Your Company is taking continuous steps to develop Safer Process Technologies and Unit Operations and has been investing heavily in areas such as Process Automation for increased safety and reduction of human error element. The Company is committed to continuously take further steps to provide a safe and healthy environment.

### **39. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

#### **(a) Conservation of energy:**

(i)	the steps taken or impact on conservation of energy	Company's operation does not consume significant amount of energy.
(ii)	the steps taken by the company for utilising alternate sources of energy	Not applicable, in view of comments in clause (i)
(iii)	the capital investment on energy conservation equipments	Not applicable, in view of comments in clause (i)

#### **(b) Technology absorption:**

(i)	the effort made towards technology absorption	Nil
(ii)	the benefits derived like product improvement cost reduction product development or import substitution	Nil
(iii)	in case of imported technology (important during the last three years reckoned from the beginning of the financial year)	Nil
	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	Nil

#### **(c) Foreign exchange earnings and Outgo:**

During the year, there was no foreign exchange outgo (actual outflows) and foreign exchange earned (actual inflows).

### **40. DEPOSITS:**

The Company has not accepted or renews any deposits, within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

### **41. PARTICULARS OF EMPLOYEES AND OTHER ADDITIONAL INFORMATION:**

The statement containing particulars of employees required under Section 197(12) of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate exhibit forming part of this report as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are set out in **Annexure-2** to this report.

**42. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT:**

The Business Responsibility Reporting as required under SEBI (LODR), 2015 and is not applicable to your Company for the financial year under review.

**43. MANAGEMENT DISCUSSION AND ANALYSIS:**

Management's Discussion and Analysis Report for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section, forming part of the Annual Report as **Annexure-3**.

**44. DISCLOSURE OF AGREEMENTS:**

Disclosure as required under Para F of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company during the financial year.

**45. CAUTIONARY STATEMENT:**

Statements in this Report, Management Discussion and Analysis, Corporate Governance, notice to the Shareholders or elsewhere in this Annual Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statement' within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the Market conditions and circumstances.

**46. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR:**

No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year alongwith their status as at the end of the financial year is not applicable.

**47. OTHER DISCLOSURES:**

- i. The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.
- ii. The Company has not made any provisions of money or has not provided any loan to its employees for purchase of shares of the Company or its holding Company, pursuant to the provisions of Section 67 of Companies Act, 2013 and Rules made thereunder.
- iii. There was no occasion where the Board has not accepted any recommendation of the Audit Committee.

**48. ACKNOWLEDGEMENT AND APPRECIATION:**

Your directors would like to acknowledge and place on record their sincere appreciation to all Stakeholders, Clients, Financial Institutions, Banks, Central and State Governments, the Company's valued Investors and all other Business Partners, for their continued co-operation and support extended during the year.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to promote its development.

By Order of the Board of Directors  
For Svaraj Trading and Agencies Limited

	Sd/-	Sd/-
	Name: <b>Rekha Soni</b>	Name: <b>Harendra Gupta</b>
Place: <b>Mumbai</b>	Designation: <b>Director</b>	Designation: <b>Managing Director</b>
Date: <b>August 13, 2025</b>	DIN: <b>05335667</b>	DIN: <b>05335662</b>

# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

### Form No. MR.3

#### Secretarial Audit Report for the financial year ended on March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the Companies (Appointment and remuneration of managerial personnel) Rule, 2014]

To,

**The Members**

**Svaraj Trading and Agencies Limited**

**[CIN: L51100MH1980PLC022315]**

Office No. 30, 2<sup>nd</sup> floor 380/ 82 Amruteshwar CHSL,

Jagannath Sunkersett Road, Mumbai- 400002

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Svaraj Trading and Agencies Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management.

We hereby report that in our opinion, the Company during the audit period covering the financial year ended on March 31, 2025 has generally 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there-under;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made there-under;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent applicable.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company;
  - (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;
- VI. There were no laws specifically applicable to the industry to which the Company belongs, as identified and confirmed by the Management, since as the during the audit period Company was engaged in trading and investment activities.

We have also examined compliance with the applicable clauses of the following;

- (a) Secretarial Standards issued by the Institute of Company Secretaries of India related to the meetings of Board of Directors and Shareholders;
- (b) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.





# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

---

During the audit period under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards etc. as mentioned above, except the following;

During the audit period under review, provisions of the following regulations were not applicable to the Company;

- (a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 dealing with client

**We further report that:**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance there was no formal system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the Meeting.
- Decisions at the meetings of Board of Directors of the Company and Committee thereof were carried out with requisite majority.

**We further report that** based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department duly signed by the department head and Compliance Certificate(s) of the Managing Director/Company Secretary/CFO taken on record by the Board of Directors of the Company, in our opinion system and process exists in the company required to be strengthen to commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company no events occurred which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For R M Mimani & Associates LLP

[Company Secretaries]

[Firm Registration No. L2015MH008300]

Sd/-

  
**Manoj Mimani**  
(Partner)

ACS No: 17083

CP No: 11601

PR No.: 1065/2021

UDIN: A017083G001005114

Place: Mumbai

Dated: August 13, 2025

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

# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

---

Annexure - "A"

To,  
**The Members**  
**Svaraj Trading and Agencies Limited**  
**[CIN: L51100MH1980PLC022315]**  
Office No. 30, 2<sup>nd</sup> floor 380/ 82 Amruteshwar CHSL,  
Jagannath Sunkersett Road, Mumbai- 400002

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on 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.

For **R M Mimani & Associates LLP**  
**[Company Secretaries]**  
**[Firm Registration No. L2015MH008300]**

Sd/-   
**Manoj Mimani**  
**(Partner)**  
ACS No: 17083  
CP No: 11601  
PR No.: 1065/2021

UDIN: A017083G001005114

Place: Mumbai  
Dated: August 13, 2025

## PARTICULARS OF EMPLOYEES

*[Pursuant to Section 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]*

a) Information as per Rule 5 (1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sl. No.	Requirements	Disclosure		
1	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:	Name of Director		Ratio
		Mr. Harendra Gupta (Managing Director)		1:1.29
		Mrs. Rekha Soni (Executive Director)		1:1.29
Note: Median Remuneration for the financial year 2024-25 is Rs 2,79,713.50/-				
2	The percentage increase in remuneration of each director, Chief Executive Officer, Company Secretary and Chief Financial Officer in the financial year:	Mr. Harendra Gupta (Managing Director)		Nil
		Mrs. Rekha Soni (Executive Director)		Nil
		Mr. Rajesh Jivanlal Purohit (Chief Financial Officer)		31.57%
		Mrs. Poonam Tewani* (Company Secretary and Compliance Officer)		Nil
*Appointed w.e.f. 19 <sup>th</sup> January, 2024 and Resigned w.e.f. 30 <sup>th</sup> June, 2025.				
3	The percentage increase in the median remuneration of employees in the financial year:	2024-25	2023-24	Increase (%)
		2,79,713.50	2,60,366	7%
4	The number of permanent employees on the rolls of company:	The Company has 16 permanent employees as on March 31, 2025.		
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase in the salaries of employees, other than the managerial personnel for the FY 2024-25, was 20.02% over the previous financial year. The average percentage increase in the salaries of the managerial personnel for the FY 2024-25 was 7.89%.		
6	Affirmation that the remuneration is as per the remuneration policy of the Company:	Yes, the Remuneration is as per the remuneration policy of the Company.		

b) Information as per Rule 5 (2) of Chapter XIII, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. There are no employees:

- who if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees;
- who if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakh and fifty thousand rupees per month;
- who if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company.

2. However, the statement containing the names of top ten employees is as follows:

Particulars / Name of Employees	1	2	3	4	5
	<b>Mr. Harendra Gupta</b>	<b>Mrs. Rekha Soni</b>	<b>Mr. Rajesh Jivanlal Purohit</b>	<b>Mrs. Poonam Tewani</b>	<b>Mr. Gopal Lal Oad</b>
<b>Designation(s)</b>	Managing Director	Executive Director	Chief Financial Officer	Company Secretary and Compliance Officer	Mechanic
<b>Nature of employment</b>	Permanent	Permanent	Permanent	Permanent	Permanent
<b>Qualification(s)</b>	Bachelor of Commerce	Bachelors of Arts	Bachelor of Commerce	Company Secretary and Bachelors in Law	08 <sup>th</sup> passed
<b>Total Work Experience</b>	More than 30 years.	More than 20	More than 20	05 Years	19 years
<b>Date of Commencement of Employment</b>	29/03/2013	29/03/2013	12/02/2016	19/01/2024	01/04/2024
<b>Age</b>	64 years	57 years	54 years	33 years	46 years
<b>Remuneration Drawn (In Rupees)</b>	3,60,000/-	3,60,000/-	7,42,000/-	2,20,000/-	4,81,157/-
<b>% of Equity Shares held in the Company</b>	2.12%	2.79%	Nil	Nil	Nil
<b>Previous Employment</b>	-	-	-	O(1) India Private Limited	Miraj Multiservices Private Limited

Particulars / Name of Employees	6	7	8	9	10
	<b>Mr. Ratan Lal Lohar</b>	<b>Mr. Ghanshyam Trivedi</b>	<b>Mr. Hira Lal Gayri</b>	<b>Mr. Sukhlal Gameti</b>	<b>Mr. Rajesh Khatik</b>
<b>Designation(s)</b>	Fitter	Executive	Welder	Plumber	Engineer
<b>Nature of employment</b>	Permanent	Permanent	Permanent	Permanent	Permanent
<b>Qualification(s)</b>	09 <sup>th</sup> passed	Bachelor of Arts	09 <sup>th</sup> passed	08 <sup>th</sup> passed	Master of Arts
<b>Total Work Experience</b>	12 years	22 years	14 Years	11 Years	9 Years
<b>Date of Commencement of Employment</b>	01/04/2024	01/04/2024	01/04/2024	01/04/2024	01/04/2024
<b>Age</b>	48 years	50 years	50 years	40 years	30 years
<b>Remuneration Drawn (In Rupees)</b>	3,49,812/-	3,47,666/-	3,20,939/-	2,80,470/-	2,78,957/-
<b>% of Equity Shares held in the Company</b>	Nil	Nil	Nil	Nil	Nil
<b>Previous Employment</b>	Miraj Multiservices Private Limited	Miraj Multiservices Private Limited	Miraj Multiservices Private Limited	Miraj Multiservices Private Limited	Miraj Multiservices Private Limited

**By Order of the Board of Directors  
For Svaraj Trading and Agencies Limited**

Place: **Mumbai**  
Date: **August 13, 2025**

Sd/-  
Name: **Rekha Soni**  
Designation: **Director**  
DIN: **05335667**

Sd/-  
Name: **Harendra Gupta**  
Designation: **Managing Director**  
DIN: **05335662**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

This report covers the operations and financial performance of the Company for the year ended March 31, 2025 and forms part of the Annual Report. During the year, the Company has been able to maintain its steady performance considering the economic and market environment.

### **OPERATING RESULTS OF THE COMPANY**

The Company has earned a gross revenue of Rs. 12.70 lakh during the year, as compared to Rs. 40.02 lakh in the previous year. The loss before tax stood at Rs. (68.40) lakh during the financial year ended on March 31, 2025 as against profit of Rs. 5.78 lakh in the previous year. The net loss for the year 2025 stood at Rs. (71.10) lakh against loss of Rs. (0.51) lakh reported in the previous year.

### **OPPORTUNITIES**

- There is a provision of more FDI and investment opportunities.
- Withdrawal of quota restriction is contributing immensely in market development
- The global needs are being catered with product development.
- An upsurge in the purchasing power and disposable income of Indian customers has opened room for new market development.

### **THREATS**

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Striking a balance between demand and supply.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

### **SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

The Company is engaged in general trading activities and has also commenced an engineering business in the previous financial year. However, during the year under review, the Company did not generate any revenue from operations. Both segments are in a developmental phase, and the Company continues to explore opportunities for future growth.

### **PROSPECT & OUTLOOK**

The management is of the view that the future prospects of your Company are bright and the performance in the current year is expected to be very well. The committed customers of the Company are expected to place more orders, which ultimately affect the top line of the Company, positively.

### **RISKS AND CONCERNS**

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

### **INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

There are well-established procedures for Internal Controls for operations of the Company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The Company has constituted Audit Committee for guidance and proper control of affairs of the Company.

## **DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The Company did not generate any income from core operations during the financial year. However, it earned income under the head 'Other Income', primarily comprising income from financial assets and investments.

For the financial year 2024–25, the Company reported **Other Income of Rs.12.70 Lakhs**, as compared to **Rs. 40.03 lakhs** in the previous year, reflecting a significant decrease. The decline is primarily attributable to lower interest income during the year, despite continued efforts in prudent fund management.

The **EBITDA** for FY 2024–25 stood at **Rs.(49.20) Lakhs**, as against a positive **Rs. 6.77 Lakhs** in FY 2023–24. The decline in EBITDA was mainly due to the drop in income and a rise in operational and administrative expenses. Going forward, the Company aims to explore viable business opportunities to initiate operational activities, while continuing to maintain financial discipline and optimize returns from its financial assets.

## **HUMAN RESOURCES**

Human Resources are highly valued assets at Svaraj Trading and Agencies Limited. The Company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

## **RATIOS**

The details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations is mentioned in Note No. 21 ( ) ( ). Details of Ratio as per Schedule III.

## **CAUTIONARY STATEMENT**

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

**By Order of the Board of Directors  
For Svaraj Trading and Agencies Limited**

Place: **Mumbai**  
Date: **August 13, 2025**

Sd/-  
Name: **Rekha Soni**  
Designation: **Director**  
DIN: **05335667**

Sd/-  
Name: **Harendra Gupta**  
Designation: **Managing Director**  
DIN: **05335662**

## REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2025, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

### 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

**Svaraj Trading and Agencies Limited** ("the Company") governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons and the Charter- Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- Availability of information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- Timely disclosure of material operational and financial information to the stakeholders;
- Systems and processes in place for internal control; and
- Proper business conduct by the Board, Senior Management and Employees.

### 2. THE BOARD OF DIRECTORS & COMMITTEES OF BOARD:

The Board is entrusted with an ultimate responsibility of the Management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures. Committees of the Board: The Board has constituted the following Committees viz, Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. Each of the said Committee has been mandated to operate within a given framework.

The Company is managed by the Board of Directors in co-ordination with the Senior Management team. The composition and strength of the Board is reviewed from time to time for ensuring that it remains aligned with statutory as well as business requirements. As on March 31, 2025, the Company's Board consists of Five Directors. The Board comprises of Two Executive Directors and Three Non - Executive Independent Directors. Fifty per cent of the Board comprised of Independent Directors. The details of the Board of Directors as on March 31, 2025 are given below:

Name of the Director	Position / Category	Date of Joining	No. of Directorships / Committee Memberships/ Chairmanships including the Company				Name of other Listed Entities where the Director holds Directorship and category
			Public Limited Companies	Private Limited and Section 8 Companies	Committee Memberships	Committee Chairmanships	
Mr. Harendra Gupta	Promoter and Managing Director	29-03-2013	01	Nil	Nil	Nil	Nil
Mrs. Rekha Soni	Promoter and Executive Director	29-03-2013	01	Nil	Nil	Nil	Nil
Mr. Varun Kumar Choubisa	Independent Director	12-02-2016	02	03	03	01	S. V. Trading & Agencies Limited – Independent Director

Mr. Yashawant Kumar Choubisa	Independent Director	12-02-2016	02	03	03	01	S. V. Trading & Agencies Limited – Independent Director
Mr. Chirag Ghadoliya*	Independent Director	30-05-2024	02	01	02	02	S. V. Trading & Agencies Limited – Independent Director

None of the Directors of the Company are related inter-se.

Number of shares and convertible instruments held by non- executive directors is NIL

As on March 31, 2025, Mr. Harendra Gupta and Mrs. Rekha Soni holds 3,12,220 and 4,12,220 equity shares of the Company, respectively.

\*Chirag Ghadoliya (DIN: 08019125) has been appointed as an Independent Director w.e.f 30.05.2024 and resigned w.e.f 13.08.2025.

Committees considered for the purpose are those prescribed under the Listing Regulations viz. Audit Committee and Stakeholders' Relationship Committee

### 3. BOARD AND COMMITTEE MEETINGS:

The Board/Committee meetings are pre-scheduled and proper notices of Board and Committee meetings is circulated to the Directors well in advance to enable them to plan their schedules and to ensure their meaningful participation in the meetings. Total Six (06) Board Meetings were held during the year under review after due compliance the provisions of Section 173 of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, details of attendance of Directors at the Board Meetings during the financial year 2024-2025 and at the last Annual General Meeting held on August 28, 2024 are given below:

Name of the Directors	Attendance of Directors at						
	Board Meetings						AGM
	01-Apr-24	30-May-24	30-Jul-24	03-Aug-24	13-Nov-24	04-Feb-25	28-Aug-2024
Mr. Harendra Gupta	✓	✓	✓	✓	✓	✓	✓
Mr. Rekha Soni	✓	✓	✓	✓	✓	✓	✓
Mr. Shankar Das Vairagi*	✓	×	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Jitendra Kavdia*	✓	✓	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Varun Kumar Choubisa	✓	✓	✓	✓	✓	✓	✓
Mr. Yashawant Kumar Choubisa	✓	✓	✓	✓	✓	✓	✓
Mr. Chirag Ghadoliya**	-	-	✓	✓	✓	✓	✓

\*Mr. Shankar Das Vairagi (DIN: 01869965) and Mr. Jitendra Kavdia (DIN: 09597535) has resigned from the Directorship w.e.f 30.05.2024

\*\*Mr. Chirag Ghadoliya (DIN: 08019125) has been appointed as Director w.e.f 30.05.2024 and resigned w.e.f 13.08.2025

### 4. SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

Core skills/expertise/competence required by the Board (as identified by the Board) for efficient functioning of the Company in the present business environment and that skills / expertise/competence actually available with the Board are as follows:-

Name of Directors	Under-standing of business industry	Critical and innovative thoughts	Strategy and Strategic planning	Financial under-standing	Market under-standing	Risk and compliance oversight
-------------------	-------------------------------------	----------------------------------	---------------------------------	--------------------------	-----------------------	-------------------------------



Mr. Harendra Gupta	✓	✓	✓	✓	✓	✓
Mrs. Rekha Soni	✓	✓	✓	✓	✓	✓
Mr. Shankar Das Vairagi*	✓	✓	✓	✓	✓	✓
Mr. Jitendra Kavdia*	✓	✓	✓	✓	✓	✓
Mr. Varun Kumar Choubisa	✓	✓	✓	✓	✓	✓
Mr. Yashawant Kumar Choubisa	✓	✓	✓	✓	✓	✓
Mr. Chirag Ghadoliya**	✓	✓	✓	✓	✓	✓

\*Mr. Shankar Das Vairagi (DIN: 01869965) and Mr. Jitendra Kavdia (DIN: 09597535) has resigned from the Directorship w.e.f 30.05.2024

\*\*Mr. Chirag Ghadoliya (DIN: 08019125) has been appointed as Director w.e.f 30.05.2024 and resigned w.e.f 13.08.2025

## 5. BOARD INDEPENDENCE:

Five Directors out of three Directors of the Company are Independent Directors as per the criteria specified in the Listing Regulations and the Companies Act, 2013 (As amended). All Independent Directors make annual disclosure of their Independence to the Company. None of the Independent Directors has any material pecuniary relationship or transactions with the Company or its subsidiaries, apart from receiving sitting fee and commission as an Independent Director. In opinion of the Board of Director of the Company, the Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the Management.

During the year under review, 1 Independent Director i.e. Mr. Chirag Ghadoliya was appointed for a term of 5 years commencing from 30<sup>th</sup> May, 2024 to 29<sup>th</sup> May, 2029 in the 44<sup>th</sup> Annual General Meeting of the Company and 1 Independent Director Mr. Jitendra Kavdia has resigned from the office of Director of the Company w.e.f. 30<sup>th</sup> May, 2024 due to his preoccupation and personal unavoidable circumstances the details about the same is available on the website of the Company and on the stock exchanges.

Independent Director who has resigned during the year has confirmed that there are no reasons for their resignation other than those provided in resignation letter. The Board places on record its sincere appreciation for their contributions and extends gratitude for their invaluable service as an Independent Director on the Board.

Pursuant to the provisions of Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors of Company have given confirmation/ declaration to the Board that they meet with the criteria of Independence and are Independent in terms of Section 149 (6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

They have further confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

The Independent Directors have complied with the Code for Independent Directors prescribed in schedule IV to the Companies Act, 2013 and also they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs. Further, the Board has taken on record the said declarations after undertaking due assessment of the veracity of the same.

## 6. INDEPENDENT DIRECTORS' MEETING:

In terms of Schedule IV of the Act and Regulation 25 of the SEBI Listing Regulations, Independent Directors of the Company are required to hold at least one meeting in a financial year without the attendance of Non-Independent Directors and Members of the Management.

Independent Directors of the Company had a separate meeting on February 04, 2025, without the attendance of Non-Independent Directors and members of the management, following matters were, inter alia, discussed in the meeting:

- Review and Evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- Review and Evaluation of performance of the Chairman of the Company, taking into views of Executive and Non-Executive Directors; and
- Assess the quality, quantity and timeliness of the flow of the information between the Company management and the board that is necessary for the board to effectively and reasonably perform the duties.

The Company has received declaration from the Independent Directors that they meet the criteria of independence as prescribed under Section 149 of the Act and Regulation 16 (1) (b) read with Regulation 25(8) of the SEBI Listing Regulations. In the opinion of the Board, they fulfil the condition for appointment/re-appointment as Independent Directors on the Board and possess the attributes of integrity, expertise and experience as required to be disclosed under Rule 8(5) (iii) of the Companies (Accounts) Rules, 2014.

All Independent Directors of the Company were present at the said Meeting.

## 7. COMMITTEES OF THE BOARD:

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Company has 03(three) Board Level Committees:

- Audit Committee,
- Nomination and Remuneration Committee and
- Stakeholders' Relationship Committee

### a. Audit Committee

Your Board informed that as per the requirement of applicable provision of the Companies Act, 2013 and Rules made thereunder read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Company have Constituted Audit Committee with optimum combination of Directors as members following are the details of the Audit Committee of the Company:

#### i. Composition of the Committee:

At present, the Audit Committee comprises of the following:

Sr. No.	Name of the Members	Category	Designation in Committee
1.	Mr. Varun Kumar Choubisa	Non-Executive Independent Director	Chairperson
2.	Mr. Yashawant Kumar Choubisa	Non-Executive Independent Director	Member
3.	Mr. Kapil Paliwal	Non-Executive Independent Director	Member

During the year under review and till the date of the Report, following changes were made in the composition of the Audit Committee:

- Mr. Jitendra Kavdia ceased to be Chairperson of the Committee w.e.f. 30th May, 2024 due to his resignation from the office of an Independent Director of the Company.
- Mr. Varun Kumar Choubisa was appointed as Chairperson of the Committee w.e.f. 30th May, 2024 due to reconstitution.
- Mr. Yashawant Kumar Choubisa was appointed as Member of the Committee w.e.f. 30th May, 2024
- Mr. Harendra Gupta was ceased to be Member of the Committee w.e.f. 30th May, 2024 due to reconstitution.
- Mr. Chirag Ghadoliya was appointed as Member of the Committee w.e.f. 30th May, 2024
- Mr. Kapil Paliwal was appointed as members of the Committee w.e.f. August 13, 2025.
- Mr. Chirag Ghadoliya ceased to be member of the Committee w.e.f. August 13, 2025 due to his resignation from the office of an Independent Director of the Company.

**ii. Brief Terms of Reference:**

The brief description of Terms of Reference is including but limited to given below:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
5. Approval or any subsequent modification of transactions of the company with related parties;
6. Scrutiny of inter-corporate loans and investments;
7. Valuation of undertakings or assets of the company, wherever it is necessary;
8. Evaluation of internal financial controls and risk management systems;
9. Monitoring the end use of funds raised through public offers and related matters.
10. Establishing a Vigil mechanism for directors and employees to report their genuine concerns or grievances.

**iii. Meetings and Attendance:**

Total Six (06) Audit Committee Meetings were held during the year under reviews and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present in all the meetings. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held on 28/08/2024.

Name of the Members	Attendance					
	01-Apr-24	30-May-24	30-Jul-24	03-Aug-24	13-Nov-24	04-Feb-25
Mr. Jitendra Kavdia	✓	✓	N.A.	N.A.	N.A.	N.A.
Mr. Harendra Gupta	✓	✓	N.A.	N.A.	N.A.	N.A.
Mr. Varun Kumar Choubisa	✓	✓	✓	✓	✓	✓
Mr. Chirag Ghadoliya	N.A.	N.A.	✓	✓	✓	✓
Mr. Yashawant Kumar Choubisa	N.A.	N.A.	✓	✓	✓	✓

Further, the Company Secretary and Compliance Officer of the Company attends the Audit Committee meetings and act as the secretary to the Committee to the extent available and advices on compliances with applicable laws and governance.

**b. Nomination and Remuneration Committee**

The nomination and remuneration committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 read with applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

**i. Composition of the Committee:**

At present, the Nomination and Remuneration Committee comprises of the following:

S. No.	Name of the Member	Category	Designation and Committee
1.	Mr. Yashawant Kumar Choubisa	Non-Executive - Independent Director	Chairperson
2.	Mr. Varun Kumar Choubisa	Non-Executive - Independent Director	Member
3.	Mr. Kapil Paliwal	Non-Executive - Independent Director	Member

During the year under review and till the date of the Report, following changes were made in the composition of the Nomination and Remuneration Committee:

- a. Mr. Jitendra Kavdia ceased to be member of the Committee w.e.f. 30th May, 2024 due to his resignation from the office of an Independent Director of the Company.
- b. Mr. Chirag Ghadoliya was appointed as Member of the Committee w.e.f. 30th May, 2024
- c. Mr. Harendra Gupta was ceased to be Member of the Committee w.e.f. 30th May, 2024 due to reconstitution.
- d. Mr. Yashawant Kumar Choubisa was appointed as Chairperson of the Committee w.e.f. 30th May, 2024 due to reconstitution.

- e. Mr. Kapil Paliwal was appointed as Member of the Committee w.e.f. August 13, 2025.
- f. Mr. Chirag Ghadoliya ceased to be member of the Committee w.e.f. August 13, 2025 due to his resignation from the office of an Independent Director of the Company.

## ii. Brief Terms of Reference:

The brief description of Terms of Reference is including but limited to given below:

- a. Formulation of criteria for determining qualifications, positive attributes and independence of a director.
- b. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i. use the services of an external agencies, if required;
  - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii. consider the time commitments of the candidates
- c. Formulation of criteria for evaluation of performance of Independent Directors and the Board.
- d. Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- e. To devise a Policy on Board Diversity
- f. Formulate and recommend to the Board a Policy relating to the remuneration for the directors, key managerial personnel and other employees ensuring the following:
  - The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- g. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- h. Recommend to the board, all remuneration, in whatever form, payable to senior management.
- i. To formulate, administer and monitor detailed terms and conditions of the Employees' Stock Option Scheme(s) of the Company.
- j. To carry out any other function as delegated by the Board from time to time and / or required by any statutory notification amendment or modification, as may be applicable

## iii. Meetings and Attendance:

Total Two (02) Nomination and Remuneration Committee Meetings were held during the year under reviews and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present in all the meetings.

Name of the Members	Attendance	
	30-May-24	03-Aug-24
Mr. Yashawant Kumar Choubisa	✓	✓
Mr. Varun Kumar Choubisa	✓	✓
Mr. Jitendra Kavdia	✓	N.A.
Mr. Chirag Ghadoliya	N.A.	✓

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

The Nomination and Remuneration Policy is displayed on the Company's website i.e. [www.svarajtrading.in](http://www.svarajtrading.in).

Details of the remuneration paid/payable to the Directors for the financial year ended on March 31, 2025 are as under:

Name of the Directors	Salary	Others	Perquisites	Commission/Sitting Fees	Total
Mr. Harendra Gupta	3,60,000	-	-	-	3,60,000
Mrs. Rekha Soni	3,60,000	-	-	-	3,60,000
Mr. Yashawant Choubisa	-	-	-	-	-
Mr. Varun Choubisa	-	-	-	-	-
Mr. Chirag Ghadoliya	-	-	-	-	-

The details on performance evaluation criteria for Directors including Independent Directors are already provided under the head "Board Evaluation" in the Board's Report.

### c. Stakeholders Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 & Regulation 20 of the listing regulations, the Board has constituted the Stakeholders Relationship Committee. The Stakeholders Relationship Committee considers and resolves the grievances of the security holders of the Company including but not limited to complaints related to transfer of shares non-receipt of annual report and non-receipts of dividend, if any.

### i. Composition of the Committee:

At present, the Stakeholders Relationship Committee comprises of the following:

S. No.	Name of the Members	Category	Designation in Committee
1.	Mr. Yashawant Kumar Choubisa	Non-Executive Independent Director	Chairperson
2.	Mr. Varun Kumar Choubisa	Non-Executive Independent Director	Member
3.	Mr. Kapil Paliwal	Non-Executive Independent Director	Member

During the year under review and till the date of the Report, following changes were made in the composition of the Stakeholders Relationship Committee:

- Varun Kumar Choubisa ceased to be Chairperson of the Committee w.e.f. 30th May, 2024 and appointed as Member with effect from 30th May, 2024 due to reconstitution.
- Mr. Harendra Gupta ceased to be member of the Committee w.e.f. 30th May, 2024 due to reconstitution
- Mr. Shankar Das Vairagi ceased to be member of the Committee w.e.f. 30th May, 2024 to his resignation from the office of executive Director of the Company.
- Mr. Chirag Ghadoliya was appointed as Chairperson of the Committee w.e.f. 30th May, 2024
- Mr. Yashawant Kumar Choubisa was appointed as member of the Committee w.e.f. 30th May, 2024
- Mr. Kapil Paliwal was appointed as Member of the Committee w.e.f. August 13, 2025.
- Mr. Chirag Ghadoliya ceased to be Chairperson of the Committee w.e.f. August 13, 2025 due to his resignation from the office of an Independent Director of the Company.
- Mr. Yashawant Kumar Choubisa was appointed as Chairperson of the Committee w.e.f. August 13, 2025 due to reconstitution.

### ii. Brief Terms of Reference:

The brief description of Terms of Reference is including but limited to given below:

- Rematerialisation, etc. and other shares related formalities;
- Review and oversee the process of resolving of shareholders/ investors/ security holders grievances;
- Oversee compliances in respect of dividend payments and matters related thereto;
- Advise the Board of Directors on matters which can facilitate better investor services and relations;
- Review movements in shareholding and ownership structures of the Company;
- Ensure setting up proper controls and oversee the performance of the Registrar and Share Transfer Agent;
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/ amendment or modification as may be applicable.

### iii. Meetings and Attendance:

Total Four (04) Nomination and Remuneration Committee Meetings were held during the year under reviews and the gap between two meetings did not exceed one hundred and twenty days. The necessary quorum was present in all the meetings.

Name of the Directors	Attendance			
	30-May-24	30-Jul-24	13-Nov-24	04-Feb-24
Mr. Harendra Gupta	✓	N.A.	N.A.	N.A.
Mr. Shankar Das Vairagi	✓	N.A.	N.A.	N.A.
Mr. Varun Kumar Choubisa	✓	✓	✓	✓
Mr. Chirag Ghadoliya	N.A.	✓	✓	✓
Mr. Yashawant Kumar Choubisa	N.A.	✓	✓	✓

The Company has a designated e-mail id [svarajtradingagencies@gmail.com](mailto:svarajtradingagencies@gmail.com) for the purpose of registering complaints by shareholders/ investors/ security holders electronically.

The Company has received no investor /shareholders' grievances/complaints during the year. There were no investor/ shareholders' grievances /complaints outstanding as on March 31, 2025.

#### 8. MEANS OF COMMUNICATION TO SHAREHOLDERS:

- (i) The Un-audited quarterly/ half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Regulations.
- (ii) The approved financial results are forthwith sent to the Stock Exchanges and are published in 'Financial Express' (English newspaper) and 'Mumbai Lakshadeep' (local language (Marathi) newspaper), within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately. The Company's financial results and official press releases are displayed on the Company's Website i.e. [www.svarajtrading.in](http://www.svarajtrading.in).
- (iii) Management Discussion and Analysis report forms part of the Annual Report, which is sent to the shareholders of the Company.
- (iv) The quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the BSE Limited are filed electronically. The Company has complied with filing submissions through BSE's BSE Listing Centre.
- (v) SEBI processes investor complaints in a centralized web-based complaints redressal system i.e. SCORES. Through this system a shareholder can lodge complaint against a Company for his grievance. The Company uploads the action taken on the complaint which can be viewed by the shareholder. The Company and shareholder can seek and provide clarifications online through SEBI.
- (vi) The Company has designated the email id: [svarajtradingagencies@gmail.com](mailto:svarajtradingagencies@gmail.com) exclusively for investor relation and the same is prominently displayed on the Company's website i.e. [www.svarajtrading.in](http://www.svarajtrading.in)

#### 9. SHAREHOLDER INFORMATION:

- (i) **General Body Meetings:** The details of the Annual General Meetings held during the last three financial years;

Financial Year		Date and time	Venue	Details of Special Business transacted
2023-24	44 <sup>th</sup>	Wednesday, August 28, 2024; 12:30 P.M.	Not Applicable, as meeting was held through VC/AV	<ol style="list-style-type: none"> <li>1. Appointment of Mr. Chirag Ghadoliya (DIN: 08019125) as an Independent Director of the Company.</li> <li>2. Appointment of Statutory Auditor to fill casual vacancy.</li> <li>3. Appointment of Statutory Auditor.</li> <li>4. Alteration of Memorandum of Associations of the Company in line</li> </ol>

				with the provisions of Companies Act, 2013. 5. Alteration of Articles of Associations of the Company in line with the provisions of Companies Act, 2013.
2023-24	Postal Ballot	Thursday, February 29, 2024	Not Applicable, as Meeting was conducted through Postal Ballot by Company	1. Alteration in the main objects of the Memorandum and Association (MOA) of the Company
2022-23	43 <sup>rd</sup>	Friday, September 15, 2023; 12:30 P.M.	Not Applicable, as meeting was held through VC/AV	—
2021-22	42 <sup>nd</sup>	Friday, September 23, 2022; 12:30 P.M.	Not Applicable, as meeting was held through VC/AV	1. Re-appointment of Mr. Jitendra Kavdia (DIN: 09597535) as an Independent Non-Executive Director.

**(ii) Annual General Meeting for the Financial Year 2024-25:**

Day and Date	Monday, September 29, 2025
Time	12:30 P.M.
Venue	Through Video Conference
Financial Year	2024-25
Book Closure	September 23, 2025 to September 29, 2025 (both days inclusive)

**(iii) Tentative Calendar for Financial Year ending March 31, 2026:**

The tentative dates for Board Meetings for consideration of quarterly financial results are as follows:

First Quarter Results	On or before the 2 <sup>nd</sup> week of August 2025
Second Quarter & Half Yearly Results	On or before the 2 <sup>nd</sup> week of November 2025
Third Quarter & Nine-months ended Results	On or before the 2 <sup>nd</sup> week of February 2026
Fourth Quarter & Annual Results	On or before the last week of May 2026

**(iv) General Shareholder Information:**

Dividend payment date	Not applicable
Listing on Stock Exchange	BSE Limited
Payment of annual listing fees	Listing fees for the year 2025-2026 have been paid to BSE Limited
Stock Code (BSE)	503624
Demat ISIN no. for CDSL and NSDL	INE406N01014
Corporate Identity Number (CIN)	L51100MH1980PLC022315
Share Registrar & Transfer Agent	MUFG Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India, PIN- 400083 Tel No.: 022-49186270, Fax: 022-49186060 Email: <a href="mailto:rnthelpdesk@in.mpms.mufg.com">rnthelpdesk@in.mpms.mufg.com</a> Website: <a href="http://www.in.mpms.mfug.com">www.in.mpms.mfug.com</a>
Managing Director	Mr. Harendra Gupta

**(v) Unclaimed Dividend/ Shares**

The Company was not required to transfer any amount of unclaimed Dividend to Investor Education and Protection Fund ('the IEPF') pursuant to the provisions of Section 124(5) of the Companies Act, 2013.

**(vi) Share Transfer System**

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within stipulated time

from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

**(vii) Distribution of shareholding as on March 31, 2025**

Sr. No	No. of equity shares held		Shareholder(s)		Shareholding(s)	
	From	To	Nos.	%	Nos.	%
1	01	500	4683	86.0213	351356	2.3821
2	501	1000	318	5.8413	271929	1.8436
3	1001	2000	175	3.2145	264306	1.7919
4	2001	3000	61	1.1205	154095	1.0447
5	3001	4000	38	0.698	133542	0.9054
6	4001	5000	31	0.5694	147504	1
7	5001	10000	54	0.9919	396574	2.6886
8	10001	9999999999	84	1.543	13030694	88.3437
<b>Total</b>			<b>5444</b>	<b>100.00</b>	<b>14,75,000</b>	<b>100.00</b>

**(viii) Shareholding pattern of the Company as on March 31, 2025:**

Sr. No.	Category	No. of Shares	% (Percentage)
1	Promoters (Including Promoters Body Corporate)	11,61,100	7.87
2	Body Corporate (other than Promoters)	59,42,067	40.29
3	Resident Individuals	63,60,614	43.12
4	Any Other	12,86,219	8.72
	<b>Total</b>	<b>1,47,50,000</b>	<b>100.00</b>

**(ix) Dematerialization of shares and liquidity**

The Company's shares are traded compulsorily in dematerialized form on the stock exchange. As on March 31, 2025, 1,47,49,100 equity shares of the Company are in dematerialized format representing 99.99% of the paid-up share capital of the Company.

**(x) Reconciliation of Share Capital Audit Report**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon are submitted to the Stock Exchange where the Company's shares are listed. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

**(xi) Outstanding GDRs/ Warrants and Convertible Bonds, conversion date and likely impact on equity:**

There were no GDRs/ Warrants and Convertible Bonds outstanding as on March 31, 2025 hence not applicable to the Company.

**(xii) Service of documents through electronic mode**

As a part of Green Initiative, the members who wish to receive the notices/documents through e-mail, may kindly intimate their e-mail addresses to the Company's Registrar and Share transfer Agent, **MUFG Intime India Pvt. Ltd**, to its dedicated e-mail id i.e. [rnt.helpdesk@in.mpms.mufig.com](mailto:rnt.helpdesk@in.mpms.mufig.com)

**(xiii) Address for correspondence**

Managing Director	Mr. Harendra Gupta <b>Registered Office:</b> Office No. 30, 2 <sup>nd</sup> Floor, 380/82 Amruteshwar CHSL., Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN - 400002 <b>E-mail:</b> <a href="mailto:svarajtradingagencies@gmail.com">svarajtradingagencies@gmail.com</a>
-------------------	--



Share Registrar & Transfer Agent	MUFG Intime India Pvt. Ltd C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India, PIN- 400083 Tel No.: 022-49186270, Fax: 022-49186060 Email: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a> Website: <a href="http://www.mpms.mufg.com">www.mpms.mufg.com</a>
----------------------------------	--

## 10. GOVERNANCE CODES:

### ➤ Code of Business Conduct & Ethics

The Company has adopted Code of Business Conduct & Ethics ("the Code") which is applicable to the Board of Directors and all Employees of the Company. The Board of Directors and the members of Senior Management Team of the Company are required to affirm semi-annual Compliance of this Code. A declaration signed by the Managing Director of the Company to this effect is placed at the end of this report. The Code requires Directors and Employees to act honestly, fairly, ethically, and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company's website i.e. [www.svarajtrading.in](http://www.svarajtrading.in)

### ➤ Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

### ➤ Insider Trading Code

The Company has adopted an 'Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons' ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations). The Code is applicable to Promoters, Member of Promoter's Group, all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company.

## 11. DISCLOSURE OF ACCOUNTING TREATMENT:

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

## 12. OTHER DISCLOSURES:

### (a) Related party transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were on arm's length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. Related party transactions have been disclosed under significant accounting policies and notes forming part of the Financial Statements in accordance with "IND AS". A statement in summary form of transactions with Related Parties in ordinary course of business and arm's length basis is periodically placed before the Audit committee for review and recommendation to the Board for their approval.

As required under Regulation 23(1) of the Listing Regulations, the Company has formulated a policy on dealing with Related Party Transactions. The Policy is available on the website of the Company i.e. [www.svarajtrading.in](http://www.svarajtrading.in)

### (b) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during last three financial years.

The Company has complied with all requirements specified under the Listing Regulations as well as other regulations and guidelines of SEBI. Consequently, there were no strictures or penalties imposed by either SEBI or Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets during the last three financial years.

**(c) Vigil Mechanism / Whistle Blower Policy**

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website i.e. [www.svarajtrading.in](http://www.svarajtrading.in)

Audit Committee of your Company oversee the vigil mechanism, further during the year under review, no whistle blower event was reported and mechanism is functioning well further no personnel have been denied access to the Audit Committee.

**(d) Compliances with Governance Framework**

The Company is in compliance with all mandatory requirements under the Listing Regulations.

**(e) Web link where policy for determining 'material' subsidiaries' is disclosed:**

The Policy on determining material subsidiaries is placed on website at [www.svarajtrading.in](http://www.svarajtrading.in)

**(f) Commodity price risk and Commodity hedging activities**

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

**(g) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable**

**(h) A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority.**

The Certificate of Company Secretary in practice is annexed herewith as annexure A to the report.

**(i) Where the Board had not accepted any recommendation of any committee of the Board which is mandatorily required, in the relevant financial year. Not Applicable**

**(j) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part. Not Applicable**

**(k) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.**

The details of number of complaints filed and disposed of during the year and pending as on March 31, 2025 is given in the Directors' report.

**13. DETAILS OF ADOPTION OF NON-MANDATORY (DISCRETIONARY) REQUIREMENTS:**

Non-mandatory (discretionary) requirements under Regulation 27 of the Listing Regulations. The status of compliance with the non-mandatory requirements of the Listing Regulations is provided below:

- **The Board**

No separate office was maintained for Chairman and/or Managing Director of the Company.

- **Shareholders rights**

The Company has not adopted the practice of sending out quarterly or half-yearly declaration of financial performance to

shareholders. Quarterly results as approved by the Board are disseminated to Stock Exchanges and updated on the website of the Company.

- **Modified opinion(s) in audit report**

There are no modified opinions in audit report.

- **Reporting of Internal Auditor**

In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.

- **Independent Directors**

Two Meeting of Independent Directors in the year is not applicable on the Company.

- **Risk Management**

The Company doesn't fall under the listed entities ranked from 1001 to 2000 in the list prepared by recognized stock exchanges in terms of sub-regulation (2) of regulation 3.

#### **14. COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Institute of Company Secretaries of India (ICSI), a Statutory Body, has issued Secretarial Standards ('the SS') on various aspects of corporate law and practices out of which the SS-1 i.e. Secretarial Standards on Meeting of Board of Directors and SS-2 i.e. Secretarial Standards on General Meetings is notified. The Company has complied with the SS-1 and SS-2.

#### **15. NOMINATION:**

Nomination facility in respect of shares held in electronic form is also available with the Depository Participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination forms can be obtained from the Company's Registrar and Share Transfer Agent.

# R M MIMANI & ASSOCIATES LLP

## COMPANY SECRETARIES

### CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

**The Members**

**Svaraj Trading and Agencies Limited**

**[CIN: L51100MH1980PLC022315]**

Office No. 30, 2nd Floor, 380/82 Amruteshwar CHSL,  
Jagannath Sunkerseth Road, Mumbai – 400 002.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Svaraj Trading and Agencies Limited** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ended on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

DIN	Full Name	Designation	Date of Appointment
08019125	Mr. Chirag Ghadoliya	Independent Director	30.05.2024
05335662	Mr. Harendra Gupta	Managing Director	29.03.2013
05335667	Ms. Rekha Soni	Executive Director	29.03.2013
07412698	Mr. Varun Kumar Choubisa	Independent Director	12.02.2016
07412700	Mr. Yashawant Kumar Choubisa	Independent Director	12.02.2016

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **R M Mimani & Associates LLP**

**[Company Secretaries]**

**[Firm Registration No.: L2015MH008300]**

Sd/-

**Manoj Mimani**

**(Partner)**

ACS No: 17083

CP No: 11601

PR No.: 1065/2021

UDIN: A017083G001005103

Place: Mumbai

Dated: August 13, 2025

**Annexure-B to the Report on Corporate Governance**

**DECLARATION BY THE CEO UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE CODE OF CONDUCT:**

In accordance with Regulation 26(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management Personnel of the Company have affirmed compliance to the Code of Conduct for the Financial Year ended March 31, 2025.

By Order of the Board of Directors  
For **Svaraj Trading and Agencies Limited**

**Sd/-**

Name: **Harendra Gupta**

Designation: **Managing Director**

DIN: **05335662**

Date: **13<sup>th</sup> August, 2025**

Place: **Mumbai**

**Annexure-C to the Report on Corporate Governance**

**CEO/CFO CERTIFICATION TO THE BOARD**

**[As per Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

We, **Mr. Rajesh Jivanlal Purohit, Chief Financial Officer (CFO) and Mr. Harendra Gupta, Managing Director of Svaraj Trading and Agencies Limited** appointed in terms of provision of Companies Act 2013, certify to the Board that:

1. We have reviewed the financial statements and the cash flow statement for the financial year ended on March 31, 2025 and that to the best of our knowledge and belief:
  - these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year ended on March 31, 2025 which are fraudulent, illegal or violative of the Company's code of conduct;
3. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
  - Significant changes in internal control over the financial reporting during the financial year 2024-25.
  - Significant changes in accounting policies during the financial year 2024-25 and that the same have been disclosed in the notes to the financial statements; and
  - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over the financial reporting.

**By Order of the Board of Directors  
For Svaraj Trading and Agencies Limited**

Place: **Mumbai**  
Date: **May 29, 2025**

**Sd/-**  
Name: **Rajesh Jivanlal Purohit**  
Designation: **Chief Financial Officer**  
PAN: **AHFPP2116A**

**Sd/-**  
Name: **Harendra Gupta**  
Designation: **Managing Director**  
DIN: **05335662**

To

The Members of

**Svaraj Trading and Agencies Limited**

**Registered Address:** Office No. 30, 2nd floor 380/82 Amruteshwar CHSL Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN-400002

I have examined the compliance of the conditions of Corporate Governance by Svaraj Trading and Agencies Limited (CIN: L51100MH1980PLC022315) ('the Company') for the financial year ended 31<sup>st</sup> March 2025, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the Management of the Company. My examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, and the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the financial year ended on 31<sup>st</sup> March, 2025.

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

This certificate is issued solely for the purpose of complying with the aforesaid Regulation. This certificate should not be used for any other purpose.

For **G R A M and Associates LLP**

Chartered Accountants

Sd/-

**CA Ankit Jain**

Partner

**M No.: 437193;**

Place: Mumbai

Date: 13<sup>th</sup> August, 2025

UDIN: **25437193BMLMTU8401**

Peer Review Certificate No.:016711

## **INDEPENDENT AUDITOR'S REPORT**

To the Members of **Svaraj Trading & Agencies Limited**

### **Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the standalone financial statements of **Svaraj Trading & Agencies Limited** ("the Company"), which comprise the balance sheet as at 31st March 2025, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 March 31, and loss, changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of each key audit matter in accordance with SA 701:

<b>The Key Audit Matter</b>	<b>How the matter was addressed in our Audit</b>
<b>Measurement of Investment in accordance with Ind AS 109 "Financial Instruments"</b> On initial recognition, investment is recognized at fair value in case of investment which are recognized at fair value through FVOCI. In that	<b>Principal Audit procedure:</b> <ul style="list-style-type: none"><li>• Obtaining an understanding of the companies' objectives for such investments and assessment thereof in terms of Ind AS 109.</li></ul>



<p>case that transaction costs are attributable to the acquisition value of the investments.</p> <p>The Company's investment is subsequently classified into following categories based on the objective to manage the cash flows and options available in the standard:</p> <ul style="list-style-type: none"> <li>• At amortized cost</li> <li>• At fair value through profit or loss (FVTPL)</li> <li>• At fair value through Other comprehensive Income (FVTOCI)</li> </ul> <p>The company has assessed following two objectives:</p> <ul style="list-style-type: none"> <li>• Held to collect contractual cash flows.</li> <li>• Realizing cash flows through sale of investments. The Company makes decision based on assets fair value and manages the assets to realize those fair values.</li> </ul> <p>Since valuation of investment at fair value involves critical assumptions, significant risk in valuation and complexity in assessment of objectives, the valuation of investments as per Ind AS 109 is determined to be a key audit matter in our audit of the standalone financial statements.</p> <p>Refer Note 1 to the standalone financial statements.</p>	<ul style="list-style-type: none"> <li>• Obtaining an understanding of the determination of the measurement of the investments and tested the reasonableness of the significant judgement applied by the management.</li> <li>• Evaluated the design of internal controls relating to measurement and also tested the operating effectiveness of the aforesaid controls.</li> <li>• Obtaining understanding of basis of valuation adopted in respect of fair value investment and ensured that valuation techniques used are appropriate in circumstances and for which sufficient data are available to measure fair value.</li> <li>• Assessed the appropriateness of the discloser in the standalone financial statements in accordance with the applicable financial reporting framework.</li> </ul>
--	--

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### **Information Other Than The Financial Statements And Auditors' Report Thereon**

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditors' report thereon. Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Paragraph 40(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 40(c) explains that when law, regulation or applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with, the description of the auditor's responsibilities below.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain

audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matter**

Amount of Rs 5.00 Crore given for the purpose of advance against property. The company had signed MOU with Miraj Developers Limited to acquire the land for the purpose of build a warehouse. However, the necessary agreement and registration are not yet executed.

The company is liable to prepare consolidate their financial statement along with Crystal Infrabuild Private Limited and Mountain Vintrade Private Limited but management has decided not to prepare their consolidation financial statement.

### **Report on Other Legal and Regulatory Requirements**

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 Companies Act, 2013, we give in the Annexure A statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,

(e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 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 internal financial controls over financial reporting.

(g) With reference to the other matter to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended:

In our opinion to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
2. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
3. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
4. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
5. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

**For G R A M and Associates LLP,  
Chartered Accountants  
FRN: 008850C/C400019**

Sd/-

**CA Ankit Jain  
Partner**

**Membership Number: 437193**

**UDIN: 25437193BMLMTD1984**

**Place of signature: Mumbai**

**Date: 29/05/2025**

## ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31<sup>st</sup>, 2025, we report that:

- (i) (a) In our opinion and according to the information and explanation given to us, The Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.  
(b) The Company has a program of verification to cover all items of property, plant and equipment in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets.  
Pursuant to the program, certain property, plant and equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancy was noticed on such verification.  
(c) According to the information and explanations given to us and the records examined by us, we report that, the company does not hold any freehold and leasehold immovable properties of land and building as at the balance sheet date.  
(d) The Company has not revalued its property, plant and equipment (including right of use asset) during the year. Accordingly, paragraph 3(i)(d) of the order is not applicable.  
(e) In our opinion and according to the information and explanations given to us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, paragraph 3 (i) (e) of the Order is not applicable.
- (ii) (a) In our opinion and according to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.  
(b) The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, paragraph 3 (ii) (b) of the Order is not applicable.
- (iii) (a) In our opinion and according to information and explanation given to us, the Company has not made investments during the year in the companies.  
(b) In our opinion and according to information and explanation given to us, the investment made are not prejudicial to the interest of company.  
(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally being regular as per stipulation.  
(d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date and no steps are required to be taken by the company for recovery of the principal and interest as there are no overdue amount.  
(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

- (f) Based upon the audit procedures performed and the information & explanations given by the management, the company has not granted or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment, to promoters, related parties as defined in clause (76) of section 2 of the Companies Act, 2013.
- (iv) In our opinion and according to information and explanation given to us, in respect of loans, investments, guarantees and security, the Company has complied with the provisions of sections 185 and section 186 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.
- (vi) The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3 (vi) of the order is not applicable.
- (vii) (a) Amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited by the Company with the appropriate authorities.  
 (b) No undisputed amounts payable in respect of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2025 for a period of more than six months from the date they became payable.  
 (c) There are no statutory dues referred to in sub-clause (a), which have not been deposited on account of dispute.
- (viii) In our opinion and according to the information and explanations given to us, there are no transactions not recorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, paragraph 3 (viii) of the Order is not applicable.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.  
 (b) In our opinion and according to the information and explanations given to us, the Company is not declared as a willful defaulter by any bank or financial institution or other lender.  
 (c) The Company has not taken any term loan during the year and there is no outstanding term loan at the beginning of the year and hence, reporting under clause 3(ix)(c) of the order is not applicable.  
 (d) In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilized for long term purposes.  
 (e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, so reporting under clause 3(ix)(e) of the order is not applicable.

- (f) In our opinion and according to the information and explanations given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x)** (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x) (a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.
- (xi)** (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (a) of the Order is not applicable.
- (b) Since there is no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year, paragraph 3 (xi) (b) of the Order is not applicable.
- (c) To the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaints, have been received by the Company during the year.
- (xii)** In our opinion and according to the information and explanations given to us, the company is not Nidhi Company. Accordingly, paragraph 3(xii) of Order is not applicable.
- (xiii)** 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 Standalone financial statements as required by the applicable accounting standards.
- (xiv)** (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system, commensurate with the size and nature of its business.
- (b) The reports of the internal auditors for the year under audit were considered by us, as part of our audit procedures.
- (xv)** According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi)** (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- (b) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.



- (d) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.
- (xix) In our opinion and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans, there are material uncertainties exist as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- (xx) (a) In our opinion and according to the information and explanations given to us, in respect of other than ongoing projects, there are no unspent amounts to be transferred to a fund specified in Schedule VII to the Act.  
(b) In our opinion and according to the information and explanations given to us, there are no amount remaining unspent under sub-section (5) of section 135 of the Act, pursuant to any ongoing project, to be transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.
- (xxi) In our opinion and according to the information and explanations given to us, there have been no qualification or adverse remark subject to verification.

**For G R A M and Associates LLP,**  
**Chartered Accountants**  
**FRN: 008850C/C400019**

Sd/-

**CA Ankit Jain**

**Partner**

**Membership Number: 437193**

**UDIN: 25437193BMLMTD1984**

**Place of signature: Mumbai**

**Date: 29/05/2025**

## **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 **Svaraj Trading & Agencies Limited** ('the Company') as of 31<sup>st</sup> March 2025 in conjunction with our audit of the standalone 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "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 the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

#### **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 evidence we have obtained is 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 control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at march 31,2025, 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 control over financial reporting issued by the Institute of Chartered Accountant of India.

**For G R A M and Associates LLP,  
Chartered Accountants  
FRN: 008850C/C400019**

Sd/-

**CA Ankit Jain**

**Partner**

**Membership Number: 437193**

**UDIN: 25437193BMLMTD1984**

**Place of signature: Mumbai**

**Date: 29/05/2025**

<p align="center"><b>Svaraj Trading and Agencies Limited</b>  <b>CIN: L51100MH1980PLC022315</b>  <b>Registered Office:</b> Office No. 30, 2nd Floor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd.,  Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN-400002  <b>Website:</b> www.svarajtrading.in, <b>e-Mail ID:</b> svarajtradingagencies@gmail.com</p>				
<p align="center"><b>Balance Sheet as at 31<sup>st</sup> March, 2025</b></p>				
(Amount in thousands)				
S. No.	Particulars	Note No.	Figures as at the end of current reporting period 31st March 2025	Figures as at the end of previous reporting period 31st March 2024
(1)	<b>ASSETS</b>			
	<b>Non-current Assets</b>			
	(a) Property, Plant and Equipment	2	48.77	31.94
	(b) Capital work-in-Progress	2	96,000.00	96,000.00
	(c) Other Intangible Assets	2	18,049.82	19,945.36
	(d) Financial Assets			
	(i) Investments	3	3,81,762.25	3,78,002.32
	(ii) Other Tax Assets (net)		-	-
	(iii) Other Financial Assets	4	25.00	25.00
	<b>Total Non-current Assets</b>		<b>4,95,885.84</b>	<b>4,94,004.62</b>
(2)	<b>Current Assets</b>			
	(a) Inventories	5	44,000.00	44,000.00
	(b) Financial Assets			
	(i) Investments	6	16,526.47	2,158.53
	(ii) Trade receivables		-	-
	(iii) Cash and Cash Equivalents	7	497.83	21,625.35
	(iv) Loans	8	3,033.02	1,000.00
	(c) Current Tax Assets (Net)	9	20,335.28	20,301.80
	<b>Total Current Assets</b>		<b>84,392.60</b>	<b>89,085.68</b>
	<b>Total Assets</b>		<b>5,80,278.45</b>	<b>5,83,090.30</b>
	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	(a) Equity Share Capital	10	1,47,500.00	1,47,500.00
	(b) Other Equity	11	4,31,075.01	4,34,424.90
	<b>Total Equity</b>		<b>5,78,575.01</b>	<b>5,81,924.90</b>
	<b>LIABILITIES</b>			
(1)	<b>Non-current Liabilities</b>			
	(a) Deferred Tax Liabilities (Net)	12	789.02	628.85
	<b>Total Non Current Liabilities</b>		<b>789.02</b>	<b>628.85</b>
(2)	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Trade Payables			
	(a) total outstanding dues of micro enterprises and small	-	-	-
	(b) total outstanding dues of creditors other than micro & small	13	770.44	341.51
	(b) Provisions	14	125.50	175.21
	(c) Other Current Liabilities	15	18.46	19.83
	<b>Total Current Liabilities</b>		<b>914.40</b>	<b>536.55</b>
	<b>Total Equity and Liabilities</b>		<b>5,80,278.45</b>	<b>5,83,090.30</b>
<p><b>Significant Accounting Policies</b> 1</p> <p><b>Additional and Other Explanatory Information</b> 21</p> <p>Accompanying notes from 1 to 21 are forming an integral part of the Financial Statements</p> <p>As per our report of even date</p>				
<p><b>For G R A M And Associates LLP</b>  Chartered Accountants  FRN: 008850C/C400019</p>			<p align="right"><b>For and on behalf of the Board of Directors of</b>  <b>Svaraj Trading and Agencies Limited</b></p>	
<p><b>Ankit Jain</b>  Partner  M. No.: 437193  UDIN: 25437193BMLMTD1984  Place: Mumbai  Date: 29th May, 2025</p>			<p align="right"> <b>Rekha Soni</b>  Director  DIN: 05335667    <b>Rajesh Jivanlal Purohit</b>  Chief Financial Officer    <b>Poonam Tewani</b>  Company Secretary  M.No.: A51510 </p>	

<p style="text-align: center;"><b>Svaraj Trading and Agencies Limited</b>  <b>CIN: L51100MH1980PLC022315</b>  <b>Registered Office: Office No. 30, 2ndFloor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd.,</b>  <b>Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN-400002</b>  <b>Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com</b></p> <p style="text-align: center;"><b>Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2025</b></p> <p style="text-align: right;">(Amount in thousands)</p>				
S. No.	Particulars	Note No.	Figures as at the end of current reporting period From 01/04/2024 to 31/03/2025	Figures as at the end of previous reporting period From 01/04/2023 to 31/03/2024
I	Revenue from Operations		-	-
II	Other Income	16	1,269.55	4,002.69
III	<b>TOTAL INCOME (I + II)</b>		<b>1,269.55</b>	<b>4,002.69</b>
IV	<b>EXPENSES</b>			
	Employee benefits expenses	17	4,632.77	2,087.32
	Finance costs	18	1.74	1.43
	Depreciation and amortization expenses	2A	1,918.12	96.95
	Other expenses	19	1,556.52	1,238.73
	<b>TOTAL EXPENSES (IV)</b>		<b>8,109.15</b>	<b>3,424.43</b>
V	<b>Profit/(Loss) before Exceptional Items and Tax (III-IV)</b>		<b>(6,839.60)</b>	<b>578.26</b>
VI	Exceptional Items		-	-
VII	<b>Profit before Extraordinary Items and Tax</b>		<b>(6,839.60)</b>	<b>578.26</b>
VIII	Extraordinary Items :		-	-
VII	<b>Profit/(Loss) Before Tax</b>		<b>(6,839.60)</b>	<b>578.26</b>
VIII	<b>Tax Expense</b>			
	Current Tax		-	-
	Earlier years		110.02	-
	Income Tax		-	-
	MAT for the Year		-	90.21
	MAT Credit Entitlement		-	-90.21
	Deferred Tax		160.18	628.85
IX	<b>Profit/(Loss) for the period from Continuing Operations(VII-VIII)</b>		<b>(7,109.80)</b>	<b>(50.59)</b>
X	<b>Profit/(Loss) from Discontinued Operations</b>		-	-
XI	<b>Tax Expense of Discontinued Operations</b>		-	-
XII	<b>Profit/(Loss) from Discontinued Operations (after tax) (X-XI)</b>		-	-
XIII	<b>Profit(Loss) for the Period (IX+XII)</b>		<b>(7,109.80)</b>	<b>(50.59)</b>
XIV	<b>Other Comprehensive Income</b>			
	A. (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		-	-
	B. (i) Items that will be reclassified to profit or loss: Gain / (Loss) on Equity Investments at fair value through Other Comprehensive Income	20	3,759.93	3,029.21
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV	<b>Total Comprehensive Income for the year (XIII+XIV) Comprising Profit (Loss) and Other comprehensive Income for the period )</b>		<b>(3,349.87)</b>	<b>2,978.62</b>
XVI	<b>Earnings per Equity Share (for continuing operation):</b>	21(VI)		
	(1) Basic (In Rupees)		<b>(0.48)</b>	<b>(0.00)</b>
	(2) Diluted (In Rupees)		<b>(0.48)</b>	<b>(0.00)</b>
<b>Significant Accounting Policies</b>		1		
<b>Additional and Other Explanatory Information</b>		21		
Accompanying notes from 1 to 21 are forming an integral part of the Financial Statements				
As per our report of even date				
<b>For G R A M And Associates LLP</b> <b>Chartered Accountants</b> <b>FRN: 008850C/C400019</b>			<b>For and on behalf of the Board of Directors of</b> <b>Svaraj Trading and Agencies Limited</b>	
<b>Ankit Jain</b> <b>Partner</b> <b>M. No.: 437193</b> <b>UDIN: 25437193BMLMTD1984</b> <b>Place: Mumbai</b> <b>Date: 29th May, 2025</b>			<b>Rekha Soni</b> <b>Director</b> <b>DIN: 05335667</b>  <b>Rajesh Jivanlal Purohit</b> <b>Chief Financial Officer</b>	
			<b>Harendra Gupta</b> <b>Managing Director</b> <b>DIN: 05335662</b>  <b>Poonam Tewani</b> <b>Company Secretary</b> <b>M.No.: A51510</b>	

<p style="text-align: center;"><b>Svaraj Trading and Agencies Limited</b>  <b>CIN: L51100MH1980PLC022315</b>  <b>Registered Office: Office No. 30, 2ndFloor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd., Jagannath Sunkersett Road,</b>  <b>Mumbai, Maharashtra, India, PIN- 400002</b>  <b>Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com</b></p> <p style="text-align: center;"><b>Cash Flow Statement For The Period Ended 31st March, 2025</b></p> <p style="text-align: right;"><b>(Amount in thousands)</b></p>					
S. No.	Particulars	Figures as at the end of current reporting period From 01/04/2024 to 31/03/2025		Figures as at the end of previous reporting period From 01/04/2023 to 31/03/2024	
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:</b>				
	Net Profit before tax and Extra Ordinary items		(6,839.60)		578.26
	Adjustment for				
	Depreciation and Amortisation	1,918.12		96.95	
	Interest on Security Deposits	-		(988.27)	
	Unrealized Gain on Mutual Fund	(1,099.68)		(153.25)	
	Interest on IT Refund	-		(10.40)	
	Profit on sale of Investments in Mutual fund	(168.27)		(2,850.77)	
			650.17		(3,905.74)
	Operating Profit before Working Capital Changes		(6,189.43)		(3,327.48)
	Adjustment for				
	Decrease/(Increase) Inventories	-		(44,000.00)	
	Decrease/(Increase) Loans & Advances	(2,033.02)		(1,000.00)	
	Decrease/(Increase) Non Financial Current Assets	-		1,35,208.09	
	Increase/(Decrease) Other Tax Assets	(33.48)		(19,895.12)	
	Decrease/(Increase) Trade Receivables	-		2,043.52	
	Decrease/(Increase) Trade Payables	428.93		39.63	
	Decrease/(Increase) Provisions	(49.71)		164.41	
	Decrease/(Increase) Other Current Liabilities	(1.37)		8.29	
			(1,688.65)		72,568.82
	Cash Generated from Operations before Extraordinary Items		(7,878.08)		69,241.34
	Cash Flow Before Taxes		(7,878.08)		69,241.34
	Taxes on Income Paid		(110.02)		-
	<b>Net Cash flow from Operating Activities (A)</b>		<b>(7,988.10)</b>		<b>69,241.34</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>				
	Interest on Security Deposits	-		988.27	
	Interest on IT Refund	-		10.40	
	Purchase of Fixed assets	(39.41)		(46,000.00)	
	Purchase of Intangible Assets	-		(20,000.00)	
	Purchase of Mutual Funds	(20,000.00)		(47,900.00)	
	Redemption of Mutual Funds	6,900.00		59,776.11	
	Receipt to WIP	-		5,000.00	
			(13,139.41)		(48,125.22)
	<b>Net Cash flow from Investing Activities (B)</b>		<b>(13,139.41)</b>		<b>(48,125.22)</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:</b>				
	Other Comprehensive Income (OCI)		-		-
	<b>Net Cash flow from Financing Activities (C)</b>		-		-
	<b>Net Increase/(Decrease) in Cash and Cash equivalents (A+B+C)</b>		<b>(21,127.51)</b>		<b>21,116.12</b>
	Cash and Cash equivalents (Opening Balance)		21,625.34		509.22
	<b>Cash and Cash equivalents (Closing Balance)</b>		<b>497.83</b>		<b>21,625.34</b>
<p>Notes:</p> <p>1. Cash and Cash Equivalents represent Cash and Bank Balances. (Refer Note no. 7)</p> <p>2. The previous year's figures have been regrouped wherever necessary as per current year presentation.</p> <p>3. The above Cash Flow Statement has been prepared as per Indirect Method as set out in Indian Accounting Standard -7 "Statement of Cash Flow".</p>					
<p>As per our report of even date</p> <p><b>For G R A M And Associates LLP</b>  Chartered Accountants  FRN: 008850C/C400019</p> <p style="text-align: right;"><b>For and on behalf of the Board of Directors of</b>  <b>Svaraj Trading and Agencies Limited</b></p> <div style="display: flex; justify-content: space-between; margin-top: 20px;"> <div> <p><b>Ankit Jain</b>  Partner  M. No. : 437193  UDIN: 25437193BMLMTD1984  Place: Mumbai  Date: 29th May, 2025</p> </div> <div> <p><b>Rekha Soni</b>  Director  DIN: 05335667</p> <p><b>Rajesh Jivanlal Purohit</b>  Chief Financial Officer</p> </div> <div> <p><b>Harendra Gupta</b>  Managing Director  DIN: 05335662</p> <p><b>Poonam Tewani</b>  Company Secretary  M.No.: A51510</p> </div> </div>					

**Notes forming an integral part of the Financial Statements :**

**NOTE 1: Significant accounting policies**

**1) Company Overview**

Svaraj Trading and Agencies Limited is a listed entity incorporated in India on March 7th, 1980 under the provision of the Companies Act, 1956 having CIN L51100MH1980PLC022315 and presently having its registered office at Office No. 30, 2ndFloor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd., Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN- 400002. The Company is currently engaged in products and services including company is into Trading and Agencies Business and Allied Activities business.

**2) Basis of Preparation of Financial Statements**

These financial statements are prepared in accordance with Indian Accounting Standards (IndAs) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('The Act') (to the extent notified). The IndAs are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2017.

The Company has adopted all the IndAs Standards and the adoption was carried out in accordance with IndAs 101, First Time Adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed U/s 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP. Reconciliations and description of the effect of the transition have been summarized in the statement separately.

Accounting policies have been consistently applied except where a newly issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the Accounting policies hitherto in the use.

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.

Ind AS 40, Investment Property - Not Applicable

Ind AS 21, The Effects of Changes in Foreign Exchange Rates - Not Applicable

**2A) Use of estimates**

The preparation of financial statements in conformity with IndAs requires the management to make judgment, estimates and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosure of contingent assets & liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. The application of Accounting Policies that require critical Accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in the notes separately. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of the changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, there effects are disclosed in the notes to the

**2B) Summary of Significant Accounting Policies**

The Financial Statements have been prepared using the Accounting Policies and measurement basis summarized below:

**2B.1) Revenue Recognition**

On Disposal of investments, the difference between its carrying amounts and net disposal proceeds is charged or credited to the Statement of Profit and Loss under the head of other income. Gain/Loss on sale of investments is determined on First in First Out cost basis. Unrealised gain on investment has been books considering the market value as on 31st March 2025 and carrying value as on last years' balance sheet date.

**2B.2) Property, Plant and Equipment**

Property, Plant and Equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, borrowing costs, if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. On transition to IndAs, the Company has elected to continue with the carrying value of all its Property, Plant and Equipment recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the Property, Plant and Equipment.

Depreciation on Property, Plant and Equipment is charged on SLM either on the basis of rates arrived at with reference to the useful life of the assets evaluated & approved by the management or rates arrived at based on useful life prescribed under Part C of Schedule II of the Companies Act, 2013.

The residual values, useful lives and methods of Depreciation of Property, Plant and Equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

**Notes forming an integral part of the Financial Statements :**

**2B.3) Intangible Assets**

The management has defined the definite life of 10 years for intangible assets mainly consist of brands/trademarks/interactual property.

**2B.4) Financial Instruments**

**Financial Assets**

**Equity Instruments**

All investments in equity instruments classified under financial assets are initially measured at Book value, the Company may, on initial recognition, irrevocably elect to measure the same at FVTOCI. The Company makes such election on an instrument-by-instrument basis. Fair value changes on an equity instrument is recognised as other income in the Statement of Profit and Loss unless the Company has elected to measure such instrument at FVOCI. Fair value changes excluding dividends, on an equity instrument measured at FVOCI are recognised in OCI. Amounts recognised in OCI are not subsequently reclassified to the Statement of Profit and Loss. Dividend income on the investments in equity instruments are recognised as 'other income' in the Statement of Profit and Loss.

**Financial liabilities**

All financial liabilities are recognized initially at fair value, as applicable, and net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables.

**2B.6) Taxation**

**Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss. Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**Minimum Alternate Tax**

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax in future.

Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company. MAT Credit entitlements are reviewed for the appropriateness of their respective carrying value at each balance sheet date.

**2B.6) Employee benefit schemes**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of profit and loss for the year in which the related service is rendered. Post employment and other long term employee benefits are recognized as an expense in the profit and loss account of the year in which the employee has rendered services and treated as defined benefit plans. The expense is recognized on the assumption that such benefits are payable at the end of the year to all the eligible employees.

**2B.7) Provision for liabilities and charges, Contingent liabilities and Contingent Assets**

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS.

Provisions represent liabilities to the Company for which the amount or timing is uncertain.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

Contingent assets are not recognized but disclosed in the financial statements when an inflow of economic benefits is probable.

**2B.7) Earning Per Share**

In arriving at the EPS, the Company's net profit/ loss after tax before adjustment of Other comprehensive income, computed in terms of the Ind AS, is divided by the weighted average number of equity shares outstanding on the last day of the reporting period. The EPS thus arrived at is known as 'Basic EPS'. There are no potential equity shares in existence during the current and previous period therefore Basic & Diluted EPS are similar.



**Svaraj Trading and Agencies Limited**  
**CIN: L51100MH1980PLC022315**  
**Registered Office: Office No. 30, 2nd Floor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd.,**  
**Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN-400002**  
**Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com**

**Notes forming an integral part of the Financial Statements :**

**2B.8) Cash Flow Statement**

Cash flows are reported using indirect method as set out in Ind AS -7 "Statement of Cash Flows", whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

Signatures to Note 1 which form an integral part of the Financial Statements.

As per our report of even date

**For G R A M And Associates LLP**  
**Chartered Accountants**  
**FRN: 008850C/C400019**

**For and on behalf of the Board of Directors of**  
**Svaraj Trading and Agencies Limited**

**Ankit Jain**  
**Partner**  
**M.No. : 437193**  
**UDIN: 25437193BMLMTD1984**  
**Place: Mumbai**  
**Date: 29th May 2025**

**Rekha Soni**  
**Director**  
**DIN: 05335667**

**Harendra Gupta**  
**Managing Director**  
**DIN: 05335662**

**Rajesh Jivanlal Purohit**  
**Chief Financial Officer**  
**PAN : AHFPP2116A**

**Poonam Tewani**  
**Company Secretary**  
**M.No.: A51510**

Statement of Changes in Equity for the Year ended 31st March, 2025

**A. Equity Share Capital**

**(1) Current reporting period**

(Amount in Thousands)

Balance as at the Beginning of the current Reporting Period i.e. 1st April, 2024	Changes in equity share capital during the year 2024-25			Balance as at the end of the current Reporting Period i.e. 31st March, 2025
	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	
1,47,500.00	-	1,47,500.00	-	1,47,500.00

**(2) Previous reporting period**

Balance as at the Beginning of the current Reporting Period i.e. 1st April, 2023	Changes in equity share capital during the year 2023-24			Balance as at the end of the Previous Reporting Period i.e. 31st March, 2024
	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the Previous reporting period	Changes in equity share capital during the previous year*	
1,47,500.00	-	1,47,500.00	-	1,47,500.00

**B. Other Equity**

**(1) Current reporting period**

(Amount in Thousands)

Particulars	Reserves and Surplus				Other items of Comprehensive Income		Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through OCI	Debt Instruments through OCI	
Balance at the beginning of the Current reporting period i.e. 1st April, 2024	45,292.94	-	-	19,489.63	3,69,642.32	-	4,34,424.90
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period i.e. 1st April, 2024	45,292.94	-	-	19,489.63	3,69,642.32	-	4,34,424.90
Total Comprehensive Income for the year	-	-	-	-	3,759.93	-	3,759.93
Dividends	-	-	-	-	-	-	-
Transfer (to) / from Retained Earnings	-	-	-	(7109.80)	-	-	(7109.80)
Any other change (to be specified)	-	-	-	-	-	-	-
<b>Balance at the end of the reporting period i.e. 31st March, 2025</b>	<b>45,292.94</b>	<b>-</b>	<b>-</b>	<b>12,379.83</b>	<b>3,73,402.25</b>	<b>-</b>	<b>4,31,075.02</b>

<p style="text-align: center;"><b>Svaraj Trading and Agencies Limited</b>  CIN: L51100MH1980PLC022315  Registered Office: Office No. 30, 2nd Floor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd., Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN- 400002  Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com</p>							
<b>(2) Previous reporting period</b>							<b>(Amount in Thousands)</b>
Particulars	Reserves and Surplus				Other items of Comprehensive Income		Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instruments through OCI	Debt Instruments through OCI	
Balance at the beginning of the previous reporting period i.e. 01st April, 2023	45,292.94	-	-	19,540.22	3,66,613.11	-	4,31,446.27
Changes in accounting policy/prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting period i.e. 01st April 2023	<b>45,292.94</b>	-	-	19,540.22	3,66,613.11	-	<b>4,31,446.27</b>
Total Comprehensive Income for the year	-	-	-	-	3,029.21	-	3,029.21
Dividends	-	-	-	-	-	-	-
Transfer (to) / from Retained Earnings	-	-	-	(50.59)	-	-	(50.59)
Any other change (to be specified)	-	-	-	-	-	-	-
					-	-	-
<b>Balance at the end of the previous reporting period i.e. 31st March, 2024</b>	<b>45,292.94</b>	-	-	<b>19,489.63</b>	<b>3,69,642.32</b>	-	<b>4,34,424.90</b>
Refer Note 11 (Other Equity) for nature and purpose of reserves.							
<b>As per our report of even date</b>							
<b>FOR G R A M And Associates LLP</b> Chartered Accountants FRN: 008850C/C400019				For and on behalf of the Board of Directors of Svaraj Trading and Agencies Limited			
Ankit Jain Partner M.No. : 437193 UDIN: 25437193BMLMTD1984 Place: Mumbai Date: 29th May 2025				<div style="display: flex; justify-content: space-between;"> <div> <b>Rekha Soni</b>  Director  DIN: 05335667 </div> <div> <b>Harendra Gupta</b>  Managing Director  DIN: 05335662 </div> </div> <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <div> <b>Rajesh Jivanlal Purohit</b>  Chief Financial Officer </div> <div> <b>Poonam Tewani</b>  Company Secretary  M.No.: A51510 </div> </div>			

Notes to the Financial Statement for the year ended March 31, 2025

**Note 10 : Equity Share Capital**

(Amount in Thousands)

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of Shares	Amount	Number of Shares	Amount
<b>Authorised</b>				
Equity Shares of Rs. 10 each	1,75,00,000	1,75,000.00	1,75,00,000	1,75,000.00
<b>Total</b>	<b>1,75,00,000</b>	<b>1,75,000.00</b>	<b>1,75,00,000</b>	<b>1,75,000.00</b>
<b>Issued and Subscribed</b>				
Equity Shares of Rs. 10 each	1,47,50,000	1,47,500.00	1,47,50,000	1,47,500.00
<b>Total</b>	<b>1,47,50,000</b>	<b>1,47,500.00</b>	<b>1,47,50,000</b>	<b>1,47,500.00</b>
<b>Paid up</b>				
Equity Shares of Rs. 10 each fully paid	1,47,50,000	1,47,500.00	1,47,50,000	1,47,500.00
<b>Total</b>	<b>1,47,50,000</b>	<b>1,47,500.00</b>	<b>1,47,50,000</b>	<b>1,47,500.00</b>

**10.1 Terms and rights attached to equity shares:**

- (i) The Company has one class of equity shares having a par value of Rupees 10 per share. Each shareholder is eligible for one vote per share held.  
(ii) In the event of liquidation of the Company the holder of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholder.

**10.2 A reconciliation of the number of shares outstanding at the beginning and at the end of the year**

(In Number)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Shares at the beginning of the year	1,47,50,000	1,47,50,000
Shares Issued during the year	-	-
Shares bought back during the year	-	-
<b>Shares at the end of the year</b>	<b>1,47,50,000</b>	<b>1,47,50,000</b>

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

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Number of Shares	% of Holding	Number of Shares	% of Holding
Madan Lal Paliwal	13,10,762	8.89%	13,10,762	8.89%
Madan Lal Paliwal HUF	5,52,379	3.74%	5,52,379	3.74%
SatyaLaxmi Vinimay Private Limited	8,49,715	5.76%	8,49,715	5.76%

**10.4 Share holding of Promoters as on 31st March, 2025**

Promotor's Name	Number of Shares	% of Total Shares	% Change during the year
Mr. Harendra Gupta	3,12,220	2.12%	-
Mr. Shankar Das Vairagi	-	0.00%	-100.00%
Ms. Rekha Soni	4,12,220	2.79%	-
Mr. Mukesh Vaishnav	4,36,660	2.96%	100.00%

**10.5 Share holding of Promoters as on 31st March, 2024**

Shares held by promoters at the end of the year			% Change during the year	
Promotor's Name	Number of Shares	% of Total Shares	Number of Shares	% of Total Shares
Mr. Harendra Gupta	3,12,220	2.12%	-	-
Mr. Shankar Das Vairagi	4,36,660	2.96%	-	-
Ms. Rekha Soni	4,12,220	2.79%	-	-

**Note 11 : Other Equity**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>(i) Capital Reserve</b>	<b>45,292.94</b>	<b>45,292.94</b>
<b>(ii) Equity Instruments Through Other Comprehensive Income</b>		
Opening balance	3,69,642.32	3,66,613.11
Add/(Less) : Changes during the year	3,759.93	3,029.21
<b>Closing balance</b>	<b>3,73,402.25</b>	<b>3,69,642.32</b>
<b>(iii) Retained Earnings</b>		
Opening Balance	19,489.63	19,540.22
(+) Net profit/(loss) for the Current Year	(7,109.80)	(50.59)
<b>Closing balance</b>	<b>12,379.82</b>	<b>19,489.63</b>
<b>Total (i+ii+iii)</b>	<b>4,31,075.01</b>	<b>4,34,424.90</b>

**Nature and Purpose of Reserves:**

(a) **Capital Reserve:** This reserve represents the amount of capital profit arising from the revaluation of investment of the Company.

(b) **Equity Instruments Through Other Comprehensive Income:**

Equity Instruments Through Other Comprehensive Income represents the Change in fair value of equity instruments through other comprehensive income.

(c) **Retained Earnings:**

Retained earnings represents the cumulative undistributed profits of the Company and can be utilised in accordance with the provisions of the Companies Act, 2013.

Notes to the Financial Statement for the year ended March 31, 2025

NOTE 2: Property, Plant and Equipment as on March 31, 2025

(Amount in thousands)

	Particulars	Gross Block				Depreciation / Amortisation				Net Block	
		Balance as at 1st April 2024	Additions	Disposals	Balance as at 31st March 2025	Balance as at 1st April 2024	Depreciation charge for the year	Disposals	Balance as at 31st March 2025	Balance as at 31st March 2025	Balance as at 31st March 2024
a.	<b>Tangible Assets</b>										
	(i) Office equipment	244.09	39.41	-61.09	344.59	212.14	22.59	-61.09	295.81	48.77	31.94
	<b>Total (a)</b>	<b>244.09</b>	<b>39.41</b>	<b>-61.09</b>	<b>344.59</b>	<b>212.14</b>	<b>22.59</b>	<b>-61.09</b>	<b>295.81</b>	<b>48.77</b>	<b>31.94</b>
b.	<b>Other Intangible Assets</b>										
	(i) Interactual property	20,000.00	-	-	20,000.00	54.64	1,895.54	-	1,950.18	18,049.82	19,945.36
	<b>Total (b)</b>	<b>20,000.00</b>	<b>-</b>	<b>-</b>	<b>20,000.00</b>	<b>54.64</b>	<b>1,895.54</b>	<b>-</b>	<b>1,950.18</b>	<b>18,049.82</b>	<b>19,945.36</b>
c.	<b>Capital Work-In-Progress</b>	96,000.00	-	-	96,000.00	-	-	-	-	96,000.00	96,000.00
	<b>Total (c)</b>	<b>96,000.00</b>	<b>-</b>	<b>-</b>	<b>96,000.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>96,000.00</b>	<b>96,000.00</b>
	<b>Total (a+b+c)</b>	<b>1,16,244.09</b>	<b>39.41</b>	<b>-61.09</b>	<b>1,16,344.59</b>	<b>266.79</b>	<b>1,918.12</b>	<b>-61.09</b>	<b>2,245.99</b>	<b>1,14,098.59</b>	<b>1,15,977.30</b>

NOTE 2.1 : Property, Plant and Equipment as on March 31, 2024

(Amount in thousands)

	Particulars	Gross Block				Depreciation / Amortisation				Net Block	
		Balance as at 1st April 2023	Additions	Disposals	Balance as at 31st March 2024	Balance as at 1st April 2023	Depreciation charge for the year	Disposals	Balance as at 31st March 2024	Balance as at 31st March 2024	Balance as at 31 March 2023
a.	<b>Tangible Assets</b>										
	(i) Office equipment	244.09	-	-	244.09	169.83	42.31	-	212.14	31.94	74.25
	<b>Total (a)</b>	<b>244.09</b>	<b>-</b>	<b>-</b>	<b>244.09</b>	<b>169.83</b>	<b>42.31</b>	<b>-</b>	<b>212.14</b>	<b>31.94</b>	<b>74.25</b>
b.	<b>Other Intangible Assets</b>										
	(i) Interactual property	-	20,000.00	-	20,000.00	-	54.64	-	54.64	19,945.36	-
	<b>Total (b)</b>	<b>-</b>	<b>20,000.00</b>	<b>-</b>	<b>20,000.00</b>	<b>-</b>	<b>54.64</b>	<b>-</b>	<b>54.64</b>	<b>19,945.36</b>	<b>-</b>
c.	<b>Capital Work-In-Progress</b>	55,000.00	46,000.00	5,000.00	96,000.00	-	-	-	-	96,000.00	55,000.00
	<b>Total (c)</b>	<b>55,000.00</b>	<b>46,000.00</b>	<b>5,000.00</b>	<b>96,000.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>96,000.00</b>	<b>55,000.00</b>
	<b>Total (a+b+c)</b>	<b>55,244.09</b>	<b>66,000.00</b>	<b>5,000.00</b>	<b>1,16,244.09</b>	<b>169.83</b>	<b>96.95</b>	<b>-</b>	<b>266.79</b>	<b>1,15,977.30</b>	<b>55,074.25</b>

Svaraj Trading and Agencies Limited CIN: L51100MH1980PLC022315 Registered Office: Office No. 30, 2ndFloor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd., Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN- 400002 Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com									
Notes to the Financial Statement for the year ended March 31, 2025									
NOTE 3A: Non Current Financial Assets - Investments								(Amount in Thousands)	
Sr. No.	Particulars	Subsidiary / Associate / JV/ Controlled Special Purpose Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	As at 31st March, 2025	As at 31st March, 2024	Basis of Valuation
			As at 31st March, 2025	As at 31st March, 2024					
(a)	Investment in Equity Instruments								
	Equity Shares of each of Rs. 10 of Crystal Infrabuild Private Limited	Other	2,65,000	2,65,000	(Unquoted)	Fully paid	75,496.06	75,330.27	At Fair Value
	Equity Shares of each of Rs. 1 of Mountain Vintrade Private Limited	Other	49,00,000	49,00,000	(Unquoted)	Fully paid	1,66,015.89	1,63,012.87	At Fair Value
	Equity Shares of each of Rs. 1 of Rapid Fire Multitrading Private Limited	Other	81,000	81,000	(Unquoted)	Fully paid	1,40,250.30	1,39,659.18	At Fair Value
Total							3,81,762.25	3,78,002.32	
Less : Provision for diminution in the value of investment							-	-	
Total Aggregate amount of Unquoted investment							3,81,762.25	3,78,002.32	
No Deferred Tax Liability / Assets has been made for the difference arising on account of Fair Value Measurements for Investments for Shares above.									
NOTE 6A: Current Financial Assets - Investments								(Amount in Thousands)	
Sr. No.	Particulars	Subsidiary / Associate / JV/ Controlled Special Purpose Entity / Others	No. of Shares / Units		Quoted / Unquoted	Partly Paid / Fully paid	As at 31st March, 2025	As at 31st March, 2024	Basis of Valuation
			As at 31st March, 2025	As at 31st March, 2024					
(a)	Investment in Mutual Fund								
	Nippon India Liquid Fund	Other	600.33	600.33	(Quoted)	Fully paid	2,332.48	2,158.53	At Market Value
	Nippon India Low Duration Liquid Fund	Other	3,587.55	-	(Quoted)	Fully paid	14,193.99	-	At Market Value
Total							16,526.47	2,158.53	
Less : Provision for diminution in the value of investment							-	-	
Total Aggregate amount of Quoted Investment							16,526.47	2,158.53	

**Svaraj Trading and Agencies Limited**

CIN: L51100MH1980PLC022315

Registered Office: Office No. 30, 2nd Floor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd.,

Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com

**Notes to the Financial Statement for the year ended March 31, 2025**

**3. Non Current Financial Assets - Investments**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Investment in Equity Instruments	3,81,762.25	3,78,002.32
<b>Total</b>	<b>3,81,762.25</b>	<b>3,78,002.32</b>

Refer Note 3A

**4. Other Financial Assets**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Security Deposit	25.00	25.00
<b>Total</b>	<b>25.00</b>	<b>25.00</b>

**5. Inventories**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Others		
Inventories of Roti Master [Valued at lower of cost or net realisable value]	44,000.00	44,000.00
<b>Total</b>	<b>44,000.00</b>	<b>44,000.00</b>

**6. Investments**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Investment in Mutual Fund	16,526.47	2,158.53
<b>Total</b>	<b>16,526.47</b>	<b>2,158.53</b>

Refer Note 6A

**7. Cash and Cash Equivalents**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Balances with banks		
- In Current Accounts - Axis Bank	276.30	21,403.81
(b) Cash on hand	221.53	221.54
<b>Total</b>	<b>497.83</b>	<b>21,625.35</b>

Note: The carrying amounts of Cash & Cash Equivalents are considered to be the same as their fair values, due to their short term nature.

**8. Loans**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Others		
Advance to Supplier	3,000.00	1,000.00
Other advance for expense	33.02	-
<b>Total</b>	<b>3,033.02</b>	<b>1,000.00</b>

Note: Loans includes Rs. NIL (in Previous year Rs. NIL) debt due by directors or other officers of the Company or any of them either severally or jointly with any other person or debts due by firms or private Companies respectively in which any director is a partner or a director or a member.

**9. Current Tax Assets (Net)**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Advance Tax (Net of Provisions and TDS receivable)	-	98.83
GST Receivables	20,335.28	20,112.76
MAT Credit Entitlement	-	90.21
<b>Total</b>	<b>20,335.28</b>	<b>20,301.80</b>

**13. Financial Liabilities - Trade Payables**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(i) Total outstanding dues of micro enterprises and small enterprises; and	-	-
(ii) Total outstanding dues of creditors other than micro & small enterprises	770.44	341.51
<b>Total</b>	<b>770.44</b>	<b>341.51</b>

Refer Note 13A-Ageing of Trade Payable

**14. Current Liabilities - Provisions**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Others		
Provision for Expenses	125.50	85.00
Provision for MAT	-	90.21
<b>Total</b>	<b>125.50</b>	<b>175.21</b>

**15. Other Current Liabilities**

(Amount in Thousands)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(a) Others		
Duties and Taxes Payable	18.46	19.83
<b>Total</b>	<b>18.46</b>	<b>19.83</b>

**Svaraj Trading and Agencies Limited**  
**CIN: L51100MH1980PLC022315**  
**Registered Office: Office No. 30, 2ndFloor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd.,**  
**Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN-400002**  
**Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com**

**Notes to the Financial Statement for the year ended March 31, 2025**

**Note 12. Calculation of Deferred Tax Liability :**

**(Amount in Thousand)**

<b>Major components of Deferred Tax Assets and Deferred Tax Liabilities</b>	<b>2024-25</b>	<b>2023-24</b>
<b>(A) Deferred Tax Assets</b>		
On account of Carry forward losses, Unabsorbed Depreciation and others under the I T Act, 1961	-	-
On account of other items disallowed u/s 43B of The Income Tax Act, 1961	-	-
<b>Total (A)</b>	<b>-</b>	<b>-</b>
<b>(B) Deferred Tax Liabilities</b>		
On account of Difference between WDV of Fixed assets as per Income Tax and Companies Act.	789.02	628.85
<b>Total (B)</b>	<b>789.02</b>	<b>628.85</b>
<b>Deferred Tax Asset /(Liability) (Net) (A) - (B)</b>	<b>(789.02)</b>	<b>(628.85)</b>
<b>DTA / (DTL) to be recognized in books</b>	<b>(789.02)</b>	<b>(628.85)</b>
<b>Opening Balance in DTA/(DTL) A/c</b>	<b>(628.85)</b>	<b>-</b>
<b>Deferred Tax Liability recognised in Statement of Profit &amp; Loss</b>	<b>160.18</b>	<b>628.85</b>



Svaraj Trading and Agencies Limited  
CIN: L51100MH1980PLC022315  
Registered Office: Office No. 30, 2ndFloor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd.,  
Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN-400002  
Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com

Notes to the Financial Statement for the year ended 31th March, 2025

**Note 13A: Ageing of Trade Payables**

(Amount in Thousands)

Particulars:	Outstanding for following periods from due date of payment as on 31/03/2025				Total as on 31st march 2025	Outstanding for following periods from due date of payment as on 31/03/2024				Total as on 31st march 2024
	Less than 1 years	1-2 years	2-3 years	More than 3 years		Less than 1 years	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-	-	-	-
(ii) Others	693.94	76.50	-	-	770.44	339.01	-	-	2.50	341.51
(iii) Disputed dues - MSME	-	-	-	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-	-	-	-
<b>Total</b>	<b>693.94</b>	<b>76.50</b>	<b>-</b>	<b>-</b>	<b>770.44</b>	<b>339.01</b>	<b>-</b>	<b>-</b>	<b>2.50</b>	<b>341.51</b>

<p align="center"><b>Svaraj Trading and Agencies Limited</b>  <b>CIN: L51100MH1980PLC022315</b>  <b>Registered Office: Office No. 30, 2ndFloor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd., Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN- 400002</b>  <b>Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com</b></p>		
<b>Notes to the Financial Statement for the year ended March 31, 2025</b>		
<b>16. Other Income</b> (Amount in Thousands)		
<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>
(a) Interest Income:		
Interest on Security Deposit	-	988.27
Interest on IT refund	-	10.40
(b) Other non-operating income		
Unrealized Gain on Mutual fund	1,099.68	153.25
Sundry balance written back	1.60	-
Profit on sale of Investments in Mutual fund	168.27	2,850.77
<b>Total</b>	<b>1,269.55</b>	<b>4,002.69</b>
<b>17. Employee Benefits Expense</b> (Amount in Thousands)		
<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>
Salaries and wages	4,632.77	2,087.32
<b>Total</b>	<b>4,632.77</b>	<b>2,087.32</b>
<b>18. Finance Costs</b> (Amount in Thousands)		
<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>
(a) Other Borrowing cost		
Bank Charges	1.74	1.43
<b>Total</b>	<b>1.74</b>	<b>1.43</b>
<b>2A. Depreciation and Amortisation Expenses</b> (Amount in Thousands)		
<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>
(a) Depreciation on Property, Plant and Equipment	22.58	42.31
(b) Amortization of Intangible Assets	1,895.54	54.64
<b>Total</b>	<b>1,918.12</b>	<b>96.95</b>
<b>19. Other Expenses</b> (Amount in Thousands)		
<b>Particulars</b>	<b>2024-25</b>	<b>2023-24</b>
Listing Fees	325.00	325.00
Registrar Fees	-	33.40
Custodian Charges	97.03	101.00
Insurance Expense	257.15	-
ROC Charges	-	2.40
Rent	384.00	134.00
Advertisement	43.47	49.50
Telephone, Postage & Telegram	2.81	7.35
Payment to Auditor (Refer Note No. 21 (III))	75.00	75.00
Internal Audit Fees	15.00	15.00
Legal & Professional Fees	218.10	176.85
Secretarial Audit Fees	-	100.00
Conveyance Expenses	-	33.01
Travelling Expenses	38.66	77.09
Office Expenses	37.99	59.39
Penalty on Non-Compliance	-	5.90
Miscellaneous expenses	62.31	43.84
<b>Total</b>	<b>1,556.52</b>	<b>1,238.73</b>

**Svaraj Trading and Agencies Limited**

CIN: L51100MH1980PLC022315

**Registered Office: Office No. 30, 2nd Floor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd., Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN- 400002**

**Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com**

**Notes to the Financial Statement for the year ended March 31, 2025**

**NOTE: 20 Gain / (Loss) on Equity Investments at Fair Value Through Other Comprehensive Income**

**A. Accounting classification and fair values**

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

**(Amount in Thousands)**

<b>Investments</b>	<b>Book Value</b>	<b>Diminution prov.</b>	<b>Net Value as per Books</b>	<b>Value on 31-03-2024</b>	<b>FVTOCI</b>	<b>Value on 31-03-2025</b>
Equity Shares of each of Rs. 10 of Crystal infrabuilds Private Limited	75,330.27		75,330.27	75,330.27	165.79	75,496.06
Equity Shares of each of Rs. 1 of Mountain Vintrade Private Limited	1,63,012.87		1,63,012.87	1,63,012.87	3,003.02	1,66,015.89
Equity Shares of each of Rs. 1 of Rapid Fire Multitrade Private Limited	1,39,659.18		1,39,659.18	1,39,659.18	591.12	1,40,250.30
<b>Total</b>	<b>3,78,002.32</b>	<b>-</b>	<b>3,78,002.32</b>	<b>3,78,002.32</b>	<b>3,759.93</b>	<b>3,81,762.25</b>

**B. Measurement of fair values**

Valuation techniques and significant unobservable inputs: The Fair Value of the Financial Assets & Liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**C. Financial Risk Management**

**C.i. Risk management framework**

A wide range of risks may affect the Company's business and operational or financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

**C.ii. Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

**(a) Trade and other receivables from customers**

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an on-going basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forward-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements

Financial assets are written off when there is a no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due, When recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

**(b) Cash and cash equivalents and Other Bank Balances**

The Company held cash and cash equivalents and other bank balances as stated in Note No. 09. The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.

**C.iii. Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial. Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**C.iv. Market risk**

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

**C.iv.a Currency risk**

The Company is not exposed to any currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposure are mainly denominated in INR's Only. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

**C.iv.b Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

**Svaraj Trading and Agencies Limited**  
**CIN: L51100MH1980PLC022315**  
**Registered Office: Office No. 30, 2nd Floor, 380/82 Amruteshwar Cooperative Housing Soc. Ltd.,**  
**Jagannath Sunkersett Road, Mumbai, Maharashtra, India, PIN- 400002**  
**Website: www.svarajtrading.in, e-Mail ID: svarajtradingagencies@gmail.com**

**Notes to the Financial Statement for the year ended March 31, 2025**

**Note No : 21 (ix) (xviii) Additional Regulatory information - Details of Ratio as per Schedule III.**

Ratio	Numerator	Denominator	2024-25	2023-24	% Variance	Reason of Variance
(i) Current ratio (in times)	Total current assets	Total current liabilities	92.29	166.04	-44.41%	Due to Inventories have gone up on account of Purchase of Roti Master Project, the current ratio has increased
(ii) Debt-Equity ratio (in times)	Debt consists of borrowings and lease liabilities.	Total equity	NA	NA	NA	
(iii) Debt Service Coverage Ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and lease payments + Principal repayments	NA	NA	NA	
(iv) Return on Equity ratio (in %)	Profit for the year less reference dividend (if any)	Average total equity	-0.58%	0.51%	-213.20%	Total Comprehensive Income increase as compare to last financial year.
(v) Inventory turnover ratio (in times)	Cost of goods sold OR sales	Average Inventory	NA	NA	NA	
(vi) Trade Receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	NA	NA	NA	
(vii) Trade payables turnover ratio (in times)	Total purchases	Average Trade Payables	NA	NA	NA	
(viii) Net capital turnover ratio (in times)	Revenue from operations	Average working capital (i.e. Total current assets less Total current liabilities)	NA	NA	NA	
(ix) Net profit ratio (in %)	Profit for the year	Revenue from operations	NA	NA	NA	
(x) Return on Capital Employed (in %)	Profit before tax and finance costs	Capital employed = Net worth + Total debts + Deferred tax liabilities	-1.18%	0.10%	-1278.73%	Due to capital gain on sale of Mutual Fund

**Notes to the Financial Statement for the year ended March 31, 2025**

**NOTE 21: Additional and other information**

**I** In the opinion of management all the assets and Liabilities have been adequately identified and are approximately of the value as stated by the management and such assets or liabilities have been grouped & presented in the financial statement as per the management estimation in respect to their nature and term, If realized in the ordinary course of business, unless otherwise stated. In the opinion of management, the provisions for all liabilities have been materially identified and are adequately provided and not in excess / shortage of the amount reasonably necessary.

**II Dues to Small scale, micro and medium enterprises**

Government of India has promulgated an Act namely The Micro, Small and Medium Enterprise Development Act, 2006 which comes into force with effect from October 02, 2006. As per the act, the Company is required to identify the Micro, Small and Medium Suppliers and pay them interest on overdue beyond the specified period irrespective of terms agreed with the suppliers. The Company has sent the confirmation letters to its suppliers at the year end, to identify the supplier registered with the Act. As per the information available with the Company, none of the supplier has confirmed that they have registered with the Act. In view of this, the liability of interest has neither been provided nor is required disclosure done.

(Amount in Thousands)

<b>III Payments to the Auditors as:</b>	<b>31.03.2025</b>	<b>31.03.2024</b>
(i) as Auditor	75.00	75.00
(ii) For Taxation Matters	-	-
(iii) For Company Law Matters	-	-
(iv) For Other Matters	-	-
<b>Total</b>	<b>75.00</b>	<b>75.00</b>

**IV Earning per share :**

<b>Particulars</b>	<b>31.03.2025</b>	<b>31.03.2024</b>
Profit after taxation (In Thousand)	(7,109.80)	(50.59)
Weighted average number of Paid up Equity Shares outstanding during the year (In Numbers)	1,47,50,000	1,47,50,000
Basic and Diluted Earning per Equity Share (In Rupees)	(0.48)	(0.00)

**V Segment Reporting :**

There is only one business segment and one geographical segment accordingly segment information as per the guidelines of IND AS-108 is not required to be disclosed.

**VI Related Party Disclosures:**

In accordance with the disclosure requirements of Indian Accounting Standard-24 "Related Party Disclosures", the details of related party transactions are given below :

**A Relationship.**

<b>Particulars</b>	<b>Name of Person(s) / entities</b>	
<b>(a) Promoters</b>	Mr. Harendra Gupta Mr. Mukesh Vaishnav Ms. Rekha Soni Mr. Shankar Das Vairagi	
<b>(b) Key Management Personnel / Director</b>	<b>Name of KMP(S) / Director(s)</b>	<b>Designation</b>
	Mr. Harendra Gupta	Managing Director
	Ms. Rekha Soni	Director
	Mr. Shankar Das Vairagi (Resigned w.e.f. 30.05.2024)	Director
	Mr. Rajesh Jivanlal Purohit	Chief Financial Officer
	Mr. Jitendra Kavdia (Resigned w.e.f. 30.05.2024)	Independent Director
	Mr. Chirag Ghadoliya (Appointed w.e.f. 30.05.2024)	Independent Director
	Mr. Varun Kumar Choubisa	Independent Director
	Mr. Yashawant Kumar Choubisa	Independent Director
	Mr. Mahesh Maheshwari (Appointed w.e.f. 19.07.2023 and Resigned w.e.f 31.10.2023)	Company Seceretary and Compliance Officer
	Ms. Poonam Tewani (Appointed w.e.f. 19.01.2024)	Company Seceretary and Compliance Officer

Note: Relevant Related party relationship have been identified and reviewed by the Management for the current reporting period with whom transaction made

**Notes to the Financial Statement for the year ended March 31, 2025**

**B. Transactions carried out with related parties referred in 'A' above, in ordinary course of business and arm's length basis:**

(Amount in thousand)			
Particulars	Relationship	2024-25	2023-24
<b>Remunerations:</b>			
Mr. Harendra Gupta	Managing Director	360.00	360.00
Mr. Shankar Das Vairagi	Director	-	360.00
Ms. Rekha Soni	Director	360.00	360.00
Mr. Rajesh Jivanlal Purohit	Chief Financial officer	727.95	568.17
Mr. Jitendra Kavdiya	Independent Director	-	15.00
Mr. Varun Kumar Choubisa	Independent Director	-	15.00
Mr. Yashawant Kumar Choubisa	Independent Director	-	15.00
Mr. Mahesh Maheshwari	Company Seceretary and Compliance Officer	-	94.03
Ms. Poonam Tewani	Company Seceretary and Compliance Officer	231.80	47.58
<b>Outstanding balances at the end of the Year :</b>			
(Amount in thousand)			
Remunerations	Relationship	2024-25	2023-24
Mr. Harendra Gupta	Director	30.00	30.00
Mr. Shankar Das Vairagi	Director	-	30.00
Ms. Rekha Soni	Director	30.00	30.00
Mr. Rajesh Jivanlal Purohit	Chief Financial officer	60.00	45.95
Ms. Poonam Tewani	Company Seceretary and Compliance Officer	15.00	25.00
Mr. Jitendra Kavdiya	Independent Director	7.50	7.50
Mr. Varun Kumar Choubisa	Independent Director	7.50	7.50
Mr. Yashawant Kumar Choubisa	Independent Director	7.50	7.50

**VII** Balance of Trade Receivable includes Nil (Previous Year Rs. Nil) which is neither overdue nor any provision has been made in the accounts as the Management is hopeful of recovery.

**VIII** At the Year End Companies Gross Revenue from Investing & Financing Activities are more than 50% of Total Gross Revenue and Financial Assets are more than 50% of Total Assets of the Company. Thus Company fulfills 50:50 test criteria. However the Company does not holds NBCF Licence nor it has applied for the same.

**IX Additional Regulatory Informations:**

i. The company does not have any immovable property whose title deeds are not held in the name of company and also does not have any immovable property jointly held with others.

ii. The Company has not revalued any of its Property, Plant and Equipment (including Right-of-Use Assets) during the year.

iii. The company has not provided loans or advances in the nature of loans to promoters, directors, KMPs and related parties (as defined under the Companies Act, 2013) (held severally or jointly with any other person) that are repayable on demand or without specifying any terms or period of repayment.

**iv. Capital work-in-progress ageing:**

a. Ageing for capital work-in-progress as at March 31, 2025 is as follows:

(Amount in thousand)

Capital Work-in-progress	Amount in Capital work-in-progress for a period of				Total
	Less Than 1Year	1-2 Years	2-3 Years	More Than 3	
CWIP-Roti Master Project	-	46,000	-	-	46,000
CWIP-Advance against Property	-	-	-	50,000	50,000
<b>Total</b>	-	<b>46,000</b>	-	<b>50,000</b>	<b>96,000</b>

b. Ageing for capital work-in-progress as at March 31, 2024 is as follows:

(Amount in thousand)

Capital Work-in-progress	Amount in Capital work-in-progress for a period of				Total
	Less Than 1Year	1-2 Years	2-3 Years	More Than 3	
CWIP-Roti Master Project	46,000	-	-	-	46,000
CWIP-Advance against Property	-	-	-	50,000	50,000
<b>Total</b>	<b>46,000</b>	-	-	<b>50,000</b>	<b>96,000</b>

**Notes to the Financial Statement for the year ended March 31, 2025**

- c. The company does not have capital work-in-progress whose completion is overdue or as exceeded its cost compared to its original plan.
- vi. The company does not have intangible assets under development at the end of the current and previous financial years.
- vii. The Company does not have any Benami property and no proceeding has been initiated or pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.
- viii. The Company has not been sanctioned working capital limits from banks on the basis of security of current assets.
- ix. The Company is not declared as wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.
- x. The Company did not have any transactions with Companies struck off under section 248 of the Companies Act, 2013 or Section 560 of the Companies Act, 1956.
- xi. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- xii. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- xiii. The Company have not entered into any scheme of arrangement which has an accounting impact on the current or previous financial year.
- xiv. A. the Company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- B. The Company has not received any fund from any person(s) or entity(s), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- xv. The Company do not have any transaction which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during of the years.
- xvi. Corporate Social Responsibility: Section 135 of the Companies Act 2013 (the act), as well as the provisions of the Companies (Corporate Social Responsibility Policy) Rules, 2014 (CSR Rules) are not applicable on the company.
- xvii The Company did not trade or invest in Crypto Currency or virtual currency during the financial year.
- xviii. Please refer Note No. 21(ix) (xviii) for Details of Ratio as per Schedule III.

Signatures to Note 21 which form an integral part of the Financial Statements

As per our report of even date

**For G R A M And Associates LLP**  
**Chartered Accountants**  
**FRN: 008850C/C400019**

**Ankit Jain**  
**Partner**  
**M. No. : 437193**  
**UDIN: 25437193BMLMTD1984**  
**Place: Mumbai**  
**Date: 29th May 2025**

**For and on behalf of the Board of Directors of**  
**Svaraj Trading and Agencies Limited**

**Rekha Soni**  
**Director**  
**DIN: 05335667**

**Harendra Gupta**  
**Managing Director**  
**DIN: 05335662**

**Rajesh Jivanlal Purohit**  
**Chief Financial Officer**

**Poonam Tewani**  
**Company Secretary**  
**M.No.: A51510**