

Report on Corporate Governance

The Company's philosophy on Code of Corporate Governance strives to follow the good corporate governance practices, transparency, accountability and better communication in order to have a culture of compliance and obligation at every level of the organization. The Company is in compliance with the provisions of Corporate Governance specified in the listing agreement and SEBI (LODR), Regulations, 2015. The Company is committed to meet the expectations of all the stakeholders as a responsible corporate citizen.

- **Board of Directors**

Composition of the Board of Directors

The Company is fully compliant with the Corporate Governance norms in terms of constitution of the Board of Directors ("the Board"). The Board of the Company is composed of individuals from diverse fields. The Board of the Company is composed of Executive and Non-Executive Directors. As on March 31, 2016, the strength of the Board was six Directors comprising of three executive and three non-executive Directors of the Company. Fifty per cent of the Board comprised of Independent Directors. The details of the Board of Directors as on March 31, 2016 are given below:

Name of the Director	Designation	Date of Joining	No. of Directorships / Committee Memberships / Chairmanships			
			Public Limited Companies	Private Limited and Section 8 Companies	Committee Memberships	Committee Chairmanships
Mr. Shankar Das Vairagi	Executive Director	29.03.2013	01	Nil	01	Nil
Mr. Harendra Kumar Gupta	Managing Director	29.03.2013	01	Nil	02	Nil
Mrs. RekhaSoni	Executive Director	29.03.2013	01	Nil	Nil	Nil
Mr. Rajeev Sharma	Independent Director	29.03.2013	02	Nil	04	02
Mr. Varun Kumar Choubisa	Independent Director	12.02.2016	01	Nil	03	02
Mr. Yashawant Kumar Choubisa	Independent Director	12.02.2016	01	Nil	01	Nil

During the financial year ended on March, 31, 2016, Mr. HeeraLalChipa and Mr. ChaturBhuj Chauhan resigned from the Board of the Company and Mr. Varun Kumar Choubisa and Mr.Yashawant Kumar Choubisa was appointed as an additional Director (Independent Non-Executive) with effect from February 12, 2016.

As on March 31, 2016 Mr. Shankar Das Vairagi, Mr. Harendra Kumar Gupta, Mrs. RekhaSoni, Mr. Rajeev Sharma and Mr. Chaturbhuj Chauhan holding 436,660, 312,220, 412,220, 893 and 800 equity shares of the Company respectively. Except above, no other Director or their relative hold shares of the Company.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 (“the Act”) and SEBI (LODR), Regulations, 2015

- **Board 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.

During the financial year under review, 07 (Seven) Board meetings were held on 23/05/2015, 07/08/2015, 27/08/2015, 05/11/2015, 04/12/2015, 12/02/2016 and 28/03/2016. The gap between two Board meetings was in compliance with the provisions contained in the Act and the SEBI (LODR), Regulations, 2015. Details of Directors as on March 31, 2016 and their attendance at the Board meetings and Annual General Meeting (“AGM”) during the financial year ended March 31, 2016 are given here-in-below below:

Attendance of Directors at Board meetings and Annual General Meeting

Name of the Directors	Attendance at the Board meetings held on							Attendance at the AGM held on 25.09.2015
	23.05.15	07.08.15	27.08.15	05.11.15	04.12.15	12.02.16	28.03.16	
Mr. Shankar Das Vairagi	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Harendra Kumar Gupta	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Rajeev Sharma	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. RekhaSoni	Leave of absence	✓	✓	Leave of absence	Leave of absence	Leave of absence	Leave of absence	✓
*Mr. HeeraLalChipa	✓	✓	✓	✓	✓	✓	N.A	✓
*Mr. ChaturBhuj Chauhan	✓	✓	✓	✓	✓	✓	N.A	✓
**Mr. Varun Kumar Choubisa	N.A	N.A	N.A	N.A	N.A	N.A	✓	N.A
**Mr. Yashawant Kumar Choubisa	N.A	N.A	N.A	N.A	N.A	N.A	✓	N.A

* Ceased to be a Directorwith effect from 12/02/2016

**Inducted with effect from 12/02/2016

- **Audit Committee**

The role of the Audit Committee is in accordance with the provisions of Section 177 of the Companies Act, 2013 and of SEBI (LODR), Regulations, 2015;

During the financial year, the Audit Committee met four (4) times on 23/05/2015, 07/08/2015, 05/11/2015 and 12/02/2016. Constitution of the Audit Committee and attendance at their meetings during the financial year ended March 31, 2016 are given below:

Name of the Member Director	Category	No. of the Meeting held	No of the Meeting attended
Mr. Rajeev Sharma	Chairman of the Committee & Independent Director	04	04
*Mr. Heera Lal Chipa	Member & Independent Director	04	04
*Mr. Chatur Bhuj Chauhan	Member & Independent Director	04	04
**Mr. Varun Kumar Choubisa	Member & Independent Director	04	Nil
Mr. Harendra Kumar Gupta	Member & Managing Director	04	Nil

* Ceased to be a member with effect from 12/02/2016

**Inducted with effect from 12/02/2016

The Audit Committee has been re-constituted as on 12/02/2016.

- **Nomination And Remuneration Committee**

Pursuant to SEBI (LODR), Regulations, 2015 and Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee has been constituted and adopted terms of reference.

Constitution of the Nomination and Remuneration Committee and attendance at their meetings during the financial year ended March 31, 2016 are given below:

Name of the Member Director	Category	No. of the Meeting held	No of the Meeting attended
*Mr. Heera Lal Chipa	Chairman of the Committee & Independent Director	03	03
Mr. Rajeev Sharma	Member & Independent Director	03	03
*Mrs. Rekha Soni	Member & Non- Executive Director	03	03
**Mr. Varun Kumar Choubisa	Chairman of the Committee & Independent Director	03	01
**Mr. Yashawant Kumar Choubisa	Member & Independent Director	03	01

* Ceased to be a member from 12/02/2016

**Inducted with effect from 12/02/2016

The Nomination & Remuneration Committee has been re-constituted as on 12/02/2016.

Details of the remuneration paid/payable to the Directors for the financial year ended on 31st March 2016 are as under:

Name of the Director	Salary	Perquisites	Commission	Total
Mr. Shankar Das Vairagi	Nil	Nil	Nil	Nil
Mr. Harendra Kumar Gupta	Nil	Nil	Nil	Nil

Mr. Rajeev Sharma	Nil	Nil	Nil	Nil
Mrs.RekhaSoni	Nil	Nil	Nil	Nil
*Mr. HeeraLalChipa	Nil	Nil	Nil	Nil
*Mr. ChaturBhujChauhan	Nil	Nil	Nil	Nil
**Mr. Varun Kumar Choubisa	Nil	Nil	Nil	Nil
**Mr. Yashawant Kumar Choubisa	Nil	Nil	Nil	Nil

* Ceased to be a Director from 12/02/2016

**Inducted with effect from 12/02/2016

- **Stakeholders Relationship Committee**

PPursuant to the provisions of Section 178 of the Companies Act, 2013 and of SEBI (LODR), Regulations, 2015, the Board has constituted Committee a Stakeholders Relationship Committee and adopted terms of reference.

The Stakeholders Relationship Committee considers and resolves the grievances of security holders. During the period under review, the Stakeholders Relationship Committee met Two(2) times on 07/08/2015, 12/02/2016. Details of constitution and attendance at their meetings during the financial year ended March 31, 2016 are given below:

Name of the Member Director	Category	No. of the Meeting held	No of the Meeting attended
*Mr.HeeraLalChipa	Chairman of the Committee & Independent Director	02	02
Mr. Shankar Das Vairagi	Member & Independent Director	02	02
Mr. Harendra Kumar Gupta	Member & Executive Director	02	02
**Mr. Varun Kumar Choubisa	Chairman& Independent Director	02	Nil

* Ceased to be a Member from 12/02/2016

**Inducted with effect from 12/02/2016

During the financial year, the Company/Company's Registrar and Transfer Agents have not received any complaint. There was no complaint pending as on March 31, 2016.

- **Policy on material subsidiary**

The details of the policy have been disclosed on company's website at www.svarajtrading.com

- **Policy on Related party transactions**

The details of the policy have been disclosed on company's website at www.svarajtrading.com

- **Policy for selection and appointment of Directors and their remuneration**

The details of the policy have been disclosed on company's website at www.svarajtrading.com

- **Familiarization programme for Directors**

The details of the familiarization programme have been disclosed on company's website at www.svarajtrading.com

- **Vigil Mechanism/Whistle Blower Policy**

The Company has adopted a Vigil Mechanism policy (Whistle Blower Policy) which enables Directors and employees to report their genuine concerns. The mechanism provides for adequate safeguards against the victimization of persons who use this mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate and exceptional cases.

- **Code of Conduct**

In Compliance with Regulation 26(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, The Company has laid down the Code of Conduct for all Board members and senior management of the Company, which is available on the Company's Website at The details of the policy have been disclosed on company's website at www.svarajtrading.com.

All the Board members and senior management of the Company have affirmed compliance with their Code of Conduct for the financial year ended March 31, 2016. The Managing Director has also confirmed and certified the same. The certification is annexed at the end of this report.

- **Disclosures:**

- Internal Audit Functions and Statutory Compliance:

Internal Audit functions of the company have been carried out by a firm of Chartered Accountants. The reports of the Internal Auditors on the operations and financial transactions and the action taken thereon by the management in the form of report are duly submitted to the Audit Committee of the Board of Directors. The Statutory Auditors are provided with the reports of the Internal Auditor for consideration and report as also the action taken report made by the Company. The Internal auditor also makes presentation to the Audit Committee whenever required.

- For every quarter of the year, the Company Secretary/Department Head makes report of statutory compliances which are placed before the Audit Committee and the Board Meeting.

- Directors with materially significant related party transactions, pecuniary or business relationship with the company:

- There were no material significant transactions with the Directors or the management or their subsidiaries or relatives that have any potential conflict with the interest of the Company.

- Details of Non-compliance:

There were no case of non-compliance by the company nor any cases of penalties, strictures imposed on the company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

- **General Body Meetings:**

- **The details of the Annual General Meetings held during the last three financial years;**

Financial Year	Date and time	Venue	Nos. of special resolution passed
2012-13	September 27, 2013 2.00 p.m.	1076, Dr. E Moses Road, Worli, Mumbai - 400018	Nil
2013-14	September 27, 2014	Acme Plaza Bldg. No. -2 Fifth Floor, Andheri Kurla Road, Andheri (East)	Nil

	12.30 p.m.	Mumbai- 400059	
2014-15	September 25, 2015 11.30 a.m.	Acme Plaza Bldg. No. -2 Fifth Floor, Andheri Kurla Road, Andheri (East) Mumbai- 400059	01

- **Details of special resolutions passed at the Annual General Meeting with the requisite majority of the members;**

Date	Brief subject matter of the resolutions
September 25, 2015	<ul style="list-style-type: none"> • To appoint Mr. Harendra Kumar Gupta (DIN 05335662) as Managing Director of the Company for a period of five years.

- During the last three financial years, no Extra ordinary General Meeting was held and no resolution was passed through postal ballot.

- **Means Of Communication**

- Quarterly, Half-Yearly and Annual results of the Company are published in newspapers such as Financial Express and Aapla Mahanagar. These results are promptly submitted to the BSE Limited
- The Company's results and press releases are available on the Company's website www.svarajtrading.com

- **CEO/CFO Certification**

Appropriate certification as required under Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 has been made to the Board of Directors by the CEO/CFO which has been taken note of by the Board.

- **Affirmation**

The provisions of regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (LODR), Regulations, 2015 are fully complied with, to the extent applicable to the Company. All the mandatory disclosure as required in term of the provisions of SEBI (LODR), Regulations, 2015 are disclosed in this report.

Further the company adopted the following discretionary requirements under Regulation 27 (1) of SEBI (LODR), Regulations, 2015

- **The Board**

No separate office was maintained by the Chairman of the Company

No separate office was maintained by the present Managing Director of the Company.

- **Shareholders Rights**

Quarterly or half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

- **Modified opinions in audit report**

Not applicable since there is no qualification in the audit reports

- **Separate posts of Chairman and Chief Executive Officer**

At present no person is holding the post of Chairperson of the Company. Post of the Managing Director and Chief Executive officer is held by the same person.

- **Reporting of Internal Auditors**

- The Internal Auditors directly reported to the Audit Committee

- General Shareholder Information**

AGM date, time and venue	September 23, 2016 at 10.00 a.m. at Acme Plaza Bldg. No. -2 Fifth Floor, Andheri Kurla Road, Andheri (East) Mumbai- 400059
Financial Year	April 01 to March 31
First quarter results	2 nd week of August 2015
Second quarter results	2 nd week of November 2015
Third quarter results	2 nd week of February 2016
Result for the financial year ended on March 31, 2016	2 nd week of May 2016
Date of Book closure	September 17, 2016 to September 23, 2016
Dividend payment date	Not applicable
Listing on Stock Exchange	BSE Limited
Payment of annual listing fees	Listing fees for the year 2016-2017 have been paid to BSE Limited
Stock Code (BSE)	INE406N01014
Demat ISIN no. for CDSL and NSDL	503624
Corporate Identity Number (CIN)	L51100MH1980PLC022315
Share Registrar & Transfer Agent	System Support Services 209, Shivalik Industrial Estate 89, Andheri Kurla Road, Andheri (East), Mumbai - 400 072 Tele Phone Nos.: 022-28500835 Email id:syss72@yahoo.com
Compliance officer	Ms. Vaibhavi Shah - Company Secretary Office No. 30, 2nd floor 380/82 Amruteshwar CHSL, JagannathSunkersett Road Mumbai- 400002 Email id: svarajtradingagencies@gmail.com

- Market price data: High/Low during each month in the financial year (In Rs.)**

Month	BSE Limited, Mumbai	
	High	Low
April 2015	190.00	186.50
May 2015	191.90	183.00
June 2015	196.00	182.00
July 2015	187.00	180.00
August 2015	184.00	179.20
September 2015	183.70	179.90
October 2015	181.70	180.00
November 2015	191.60	180.60
December 2015	182.60	173.40
January 2016	182.70	182.40
February 2016	-	-
March 2016	183.00	182.50

(Source: Website of BSE Limited, Mumbai www.bseindia.com)

- Distribution of shareholding as on March 31, 2016**

Sr. No	No. of equity shares held		Shareholder(s)		Shareholding(s)	
	From	To	Nos.	%	Nos.	%
1	01	500	42	34.426	482	0.003
2	501	1000	16	13.114	13,752	0.092
3	1001	5000	07	5.738	12,819	0.086
4	5001	10000	04	3.279	26,335	0.179
5	10000	Above	53	43.443	14,696,612	99.64
Total			122	100.00	14750000	100.00

- **Category wise distribution of shareholding as on March 31, 2016**

Category	No. of Shares held	% of holding
Promoter and Promoter Group	1,161,100	7.87
Mutual fund	Nil	Nil
Banks and Financial Institutes, Insurance Companies etc.	Nil	Nil
FII's	Nil	Nil
Bodies Corporate	6,933,458	47.01
Indian Public	6,655,442	45.12
NRIs and OCB	Nil	-
Directors and relatives	Nil	-
Others	Nil	-
Total	14,750,000	100.00

- **Dematerialization of shares and liquidity**

The Company's shares are traded compulsorily in dematerialized form on the stock exchange. As on March 31, 2016 14,749,100 equity shares of the Company are in dematerialized format representing 99.99% of the paid-up share capital of the Company.

- **Outstanding GDR/ADR/Warrants or any Convertible Instruments, conversion dates and likely impact on equity**

Not Applicable

- **Address for investors correspondence**

Shareholders/Investors should address their correspondence to the Company's Registrar & Transfer Agents at the address mentioned earlier.

Shareholders/Investors may also contact Ms. Vaibhavi Shah Company Secretary & Compliance Officer of the Company at the registered office of the Company situated at office No. 30, 2nd floor 380/82 Amruteshwar CHSL, Jagannath Sunkersett Road, Mumbai- 400002 or at telephone Nos.: 022-22004403 and email idsvarajtradingandagencies@gmail.com.

For Svaraj Trading and Agencies Limited

Sd/-
Harendra Kumar Gupta
Managing Director
DIN: 05335662

Place: Mumbai
Dated: August 10, 2016