

WORTH INVESTMENT & TRADING COMPANY LIMITED

# ***37TH ANNUAL REPORT***

2017

34, C.R AVENUE, 1ST FLOOR CABIN NO. 2, KOLKATA-700012

## 37TH ANNUAL GENERAL MEETING

**Corporate Information****Board of Director**

RAKESH KUMAR MISHRA	MANAGING DIRECTOR
DILIP KUMAR SHAW	DIRECTOR
ARCHANA SHARMA	DIRECTOR
DHAWAL DOSHI	DIRECTOR

**Company Secretary & Compliance Officer**

KALPANA TEKCHANDANI

**REGISTRAR & SHARE TRANSFER AGENT**

**MAHESHWARI DATAMATICS PVT.LTD.**

**SEBI Authorised Registrar & Share Transfer Agents**

**Head Office:**

23, R.N.Mukherjee Road, 5<sup>th</sup> Floor

Kolkata-700001

Phone: 22435029/5809

Email: mdpldc@yahoo.com

Website: www.mdpl.in

**Statutory Auditor**

MAROTI & ASSOCIATES,  
Chartered Accountant,  
(FRN 322770E)

**Registered Office**

34, C.R. Avenue  
1<sup>st</sup> Floor Cabin No. 2  
Kolkata-700012,  
West Bengal

**Email-Id: [info@worthinv.com](mailto:info@worthinv.com)**

**Stock Exchange**

Bombay Stock Exchange Ltd.  
The Calcutta Stock Exchange Ltd

**Website**

**[www.worthinv.com](http://www.worthinv.com)**

# 37TH ANNUAL GENERAL MEETING

## **WORTH INVESTMENT & TRADING COMPANY LIMITED**

CIN No.: L67120WB1980PLC032932

Registered Office: 34, C.R. Avenue 1st Floor Cabin No. 2  
Kolkata-700012, West Bengal

Email-ID: info@worthinv.com Website: www.worthinv.com

### **NOTICE**

Notice is hereby given that the 37<sup>th</sup> Annual General Meeting of the members of Worth Investment & Trading Company Limited will be held on Monday, the 25<sup>th</sup> day of September, 2017 at 11:00 A.M at its registered office at 34, C.R Avenue 1<sup>st</sup> Floor Cabin No. 2, Kolkata-700012 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, including the Audited Balance Sheet as at 31<sup>st</sup> March' 2017, Statement of Profit & Loss for the year ended on that date and the reports of the Board of Director's and Auditor's thereon.

2. To ratify the appointment of Statutory Auditors of the company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the Annual General Meeting (AGM) held on 30th September, 2014, the appointment of M/s. Maroti & Associates, Chartered Accountants, Kolkata (Firm's Registration No. 322770E), as Statutory Auditors of the Company for a term of five years i.e. till the conclusion of the 40th AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 38th AGM of the Company to be held in the year 2018, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors."

#### **SPECIAL BUSINESS:**

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

"**RESOLVED THAT** Mr. Dhawal Doshi (DIN: 07920872), who was appointed as an Additional Director with effect from 7th August, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of

## 37TH ANNUAL GENERAL MEETING

the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a Independent Director of the company for a term of five years not liable to retire by rotation.”

By order of the Board of Directors  
For Worth Investment & Trading Co. Ltd

Sd/-  
Rakesh Kumar Mishra  
Managing Director  
DIN No. 00558379

Place: Kolkata  
Date: 7<sup>th</sup> August' 2017

**Registered office:**

34, C.R. Avenue,  
1<sup>st</sup> Floor, Cabin No. 2,  
Kolkata-700012

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
5. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.
6. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the meeting.
7. Brief resume of the Directors seeking appointment/re-appointment at the ensuing AGM as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings is annexed to the Notice. The Company is in receipt of relevant disclosures from the Directors pertaining to their appointment/re-appointment.

## 37TH ANNUAL GENERAL MEETING

8. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 18<sup>th</sup> September, 2017 to Monday, 25<sup>th</sup> September, 2017 (both days inclusive) in connection with the AGM.
9. Members are requested to bring their attendance slips alongwith copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and/or be made available at the meeting.
10. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
11. All relevant documents referred to in the Notice are available for inspection by the members at the registered office of the Company during business hours on working days up to the date of the AGM.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
13. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the RTA, Maheshwari Datamatics Pvt. Ltd., 6, Mango Lane, 2nd Floor, Kolkata – 700001 in respect of physical share folios, if any.
14. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN to the Company / RTA.
15. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members. Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.
16. The Annual Report 2016-17, the Notice of 37th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s), unless a member has requested for physical copy of the documents. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode.
17. Information and other instructions relating to e-voting.
  - (a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 37th AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting

## 37TH ANNUAL GENERAL MEETING

(remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as agency to provide e-voting facility.

(b) The Board of Directors of the Company has appointed CS Praveen Sharma, Practicing Company Secretary (ACS No.: 30365/ CP No.: 14501), Proprietor, Sharma Praveen & Associates, Company Secretaries, Kolkata, as the Scrutinizer to conduct and scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.

(c) The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(d) The remote e-voting period commences on Friday, 22nd September, 2017 (9:00 a.m.) and ends on Sunday, 24th September, 2017 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 18th September, 2017, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

(e) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. 18th September, 2017. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.

(f) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 18th September, 2017 may obtain the User Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact to the RTA at 2243 5029/5809. However, if the member is already registered with CDSL for remote evoting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the toll free no.: 1800-200-5533.

(g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within forty-eight hours of conclusion of the AGM. The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website [www.worthinv.com](http://www.worthinv.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The result shall simultaneously be communicated to the BSE Ltd & CSE Ltd.

(h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 25th September, 2017.

### 18. A. The instructions for remote e-voting are as under:

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

## 37TH ANNUAL GENERAL MEETING

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on “Shareholders” tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).  Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the WORTH INVESTMENT & TRADING COMPANY LIMITED on which you choose to vote.

## 37TH ANNUAL GENERAL MEETING

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.
- 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).

### **B. In case of members receiving the physical copy:**

(A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

(B) The voting period will commence from Friday, 22nd September, 2017, (9.00 a.m.) and will end on Sunday, 24th September, 2017, (5.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. 18th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.co.in](http://www.evotingindia.co.in) under section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## 37TH ANNUAL GENERAL MEETING

### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### Item No. 3

Mr. Dhawal Doshi, being eligible, was appointed as an Additional Independent Director by the Board of Directors for a period of 5 (five) years, subject to approval of shareholders at the ensuing Annual General Meeting. Mr. Dhawal Doshi, aged 32 years, is a member of the ICSI and has over 5 years of experience in the field of Secretarial Matters.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of shareholders. Mr. Dhawal Doshi has given requisite declaration pursuant to Section 149(7) of the Companies Act, 2013, to the effect that he meets criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received a notice along with requisite deposit from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director. Further, he is not disqualified from being appointed as director in terms of Section 164 of the Act and has given his consent to act as a director of the Company. The Nomination and Remuneration Committee has also approved his appointment as Independent Director for a period of 5 years.

In the opinion of the Board, Mr. Dhawal Doshi fulfills the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

The letter of appointment is available for inspection by members at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on all working days of the Company.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Dhawal Doshi as an Independent Director. Accordingly, the Board recommends an Ordinary Resolution in relation to appointment of Mr. Dhawal Doshi as an Independent Director for the approval by the shareholders of the Company.

Brief resume of the Director proposed to be appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

Mr. Dhawal Doshi is not holding any shares in the Company. Except Mr. Dhawal doshi, being appointee, none of the other Directors and/or Key Managerial Personnel of Company or their relatives are concerned or interested financially or otherwise, in the said resolution.

By order of the Board of Directors  
For Worth Investment & Trading Co. Ltd

Sd/-  
Rakesh Kumar Mishra  
Managing Director  
DIN No. 00558379

Place: Kolkata  
Date: 7<sup>th</sup> August' 2017

**Registered office:**  
34, C.R. Avenue,  
1<sup>st</sup> Floor, Cabin No. 2,  
Kolkata-700012

## 37TH ANNUAL GENERAL MEETING

INFORMATION OF DIRECTORS BEING PROPOSED FOR APPOINTMENT/RE-APPOINTMENT AS PER REGULATION 26(4) AND 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDRAED-2 "GENERAL MEETING" IS GIVEN BELOW:

Particulars	Dhawal Doshi
Date of Birth	15 <sup>th</sup> November, 1985
Date of Appointment	7 <sup>th</sup> August' 2017
Expertise in specific functional area/Brief Resume	Having a experience in the field of Secretarial Matters and also in the matter of Accounts and Taxation.
Qualification	B.Com, Member of the ICSI.
No. of equity shares held in the Company	NIL
List of Directorship in other entities	NIL
Membership/Chairmanship of Committees of other listed entities	NIL
No. of Board Meetings attended during the year	NIL
Terms and Conditions of re-appointment	To be decided on mutual basis.
Remuneration to be paid (if applicable)	NIL
Relationship with any Director (s)/Key Managerial Personnel of the Company.	NIL
Justification for appointing as an Independent Director	To look for opinion on the Secretarial and Taxation Matters.

By order of the Board of Directors  
For Worth Investment & Trading Co. Ltd

Sd/-  
Rakesh Kumar Mishra  
Managing Director  
DIN No. 00558379

Place: Kolkata  
Date: 7<sup>th</sup> August' 2017

**Registered office:**  
34, C.R. Avenue,  
1<sup>st</sup> Floor, Cabin No. 2,  
Kolkata-700012

## 37TH ANNUAL GENERAL MEETING

**DIRECTOR'S REPORT****For The Financial Year 2016-17**

Dear Members,

Your Directors hereby present the 37<sup>th</sup> Annual Report together with the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017.

**FINANCIAL HIGHLIGHTS**

The Company's financial performance for the financial year ended 31<sup>st</sup> March, 2017 is summarised below:

(Amount in Rs.)

<b>Particulars</b>	<b>2016-17</b>	<b>2015-16</b>
Revenue from Operations	38,03,081	12,08,656
Other Income	-	-
Total	38,03,081	12,08,656
Profit before Finance Cost, Depreciation & Taxation	16,19,403	84,739
Less: Finance Cost	-	-
Less: Depreciation	11,567	11,567
Profit before Taxation	16,07,836	73,172
Less: Tax Expenses	4,76,426	62,846
Profit after Tax	11,31,410	10,327
Profit for the year	11,31,410	10,327

**DIVIDEND**

Your Directors have not recommended any dividend in view of the optimum profit in the present financial year in order to maintain a healthy capital adequacy ratio to support long term growth of your company.

**RESERVES AND SURPLUS**

Your Directors have proposed to transfer Rs 2,26,282/- to the Statutory Reserve Fund in the present financial year as per the guideline prescribed by the Reserve Bank of India, being a Non-Banking Financial Company.

**BUSINESS OPERATIONS & OUTLOOK**

The Company being an Investment and Finance Company presently invests to acquire, sell, transfer, subscribe for, hold and otherwise deal in and invest in any shares, bonds, stocks issued or guaranteed by any Company and also provide financial assistance by way of private financing to the identified groups.

The business of the Company largely depends on the consumers spending power.

## 37TH ANNUAL GENERAL MEETING

### **SHARE CAPITAL OF THE COMPANY**

The authorised share capital of your company as on 31st March, 2017 was Rs. 3,60,00,000 (Rupees Three Crores Sixty Lakhs only) divided into 36,00,000 equity shares of Rs. 10/- each (previous year 36,00,000 equity shares of Rs. 10/- each)

The paid up equity share capital of your Company as on 31st March, 2017 was Rs. 3,28,00,000 (Rupees Three Crores Twenty Eight Lakhs only) divided into 32,80,000 equity shares of the face value of Rs. 10/- each fully paid up (previous year Rs. 3,28,00,000 divided into 32,80,000 equity shares of the face value of Rs. 10/- each fully paid up).

### **RISKS AND AREAS OF CONCERN**

The Company has laid down a well defined Risk Management Policy covering the risk mapping, trend analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitor both business and non-business risks. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

The company had no subsidiary, joint venture and associate company during the year under review.

### **EXTRACT OF ANNUAL RETURN**

An extract of Annual Return in Form No. MGT-9 is annexed to this report as “**Annexure A**”.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

#### **(a) Appointment**

The Board of Directors of the Company has appointed Mr. Dhawal Doshi (DIN: 07920872) as a Non- Executive Independent Director of the Company with effect from 7<sup>th</sup> August, 2017 who holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice along with requisite deposit from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Company. Your Board recommends his appointment as a Independent Director not liable to retire by rotation. Brief resume of the Director proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 37th Annual General Meeting of the Company.

#### **(b) Cessation**

Mrs. Suman Pal (DIN: 06814041), Non- Executive Independent Director, resigned from the Directorship of the Company with effect from 7<sup>th</sup> August, 2017. The Board places on record its appreciation for the valuable services rendered by her during her tenure as a Director of the Company.

## 37TH ANNUAL GENERAL MEETING

### **(c) Declaration from Independent Directors**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure.

### **(d) Annual Performance and Board Evaluation**

The Board has devised a policy pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for performance evaluation of the Chairman, Board and individual Directors (including Independent Directors) and Committees which includes criteria for performance evaluation of Non-executive Directors and Executive Directors.

The Board has devised questionnaire to evaluate the performances of Board, Board Committees and individual Directors and Chairperson. The Chairman of respective Board Committees shared the report on evaluation with the respective committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Board Committees. The reports on performance evaluation of the individual Directors were reviewed by the Chairman of the Board.

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance at Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. The details of the programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at [www.worthinv.com](http://www.worthinv.com)

### **(e) Key Managerial Personnel (KMP)**

The Key Managerial Personnel of the Company are as follows:

Rakesh Kumar Mishra	Managing Director
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### **MANAGERIAL REMUNERATION AND OTHER DETAILS**

The Company earned minimal profit during the year so the Company has not provided any Managerial Remuneration to the Directors.

## 37TH ANNUAL GENERAL MEETING

### **AUDIT COMMITTEE AND ITS COMPOSITION**

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. It also overviews the Company's internal control and financial reporting process.

As on 31<sup>st</sup> March, 2017, the Audit Committee comprised of the following directors:

Name	Designation
Suman Pal	Chairman & Independent Director
Dilip Kumar Shaw	Member, Independent Director
Rakesh Kumar Mishra	Member, Non Executive Director

Mrs. Kalpana Tekchandani, Company Secretary of the Company acts as the Secretary of the Audit Committee.

### **MEETINGS OF THE BOARD**

During the financial year 2016-2017, the Board met 4 (Four) times viz. 27<sup>th</sup> May 2016, 13<sup>th</sup> August 2016, 14<sup>th</sup> November, 2016 and 4<sup>th</sup> February, 2017. The intervening gap between any two consecutive meetings was within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(5) of the Companies Act, 2013 state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 37TH ANNUAL GENERAL MEETING

### **DEPOSITS**

During the financial year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There are no Loans, guarantee or Investment as per Section 186 of the Companies Act, 2013.

### **CORPORATE SOCIAL RESPONSIBILITY INITIATIVE**

As the company does not have net worth of rupees five hundred crore or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crore or more during any financial year, the disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is not applicable.

### **WHISTLE BLOWER / VIGIL MECHANISM POLICY**

As required under section 177(9) & (10) of the Companies Act, 2013, the Company has established a mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avails of the mechanism and also provides for direct access to the Chairman of the Audit Committee in the exceptional cases. Vigil Mechanism policy is duly posted on the website of the company at [www.worthinv.com](http://www.worthinv.com). We affirm that during the financial year 2016-2017, no employee or director was denied access to the Audit Committee.

### **STATUTORY AUDITORS**

Pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder M/s. Maroti & Associates, Chartered Accountants, Kolkata (Firm's Registration No. 322770E), was appointed as a Statutory Auditor of the Company for a term of five years i.e. till the conclusion of the 40<sup>th</sup> AGM, subject to ratification at every AGM.

The members are requested to ratify the appointment of M/s. Maroti & Associates, Chartered Accountants, Kolkata (Firm's Registration No. 322770E), as statutory auditors of the Company and to fix their remuneration.

### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board had appointed CS Sneha Agarwal, Practising Company Secretary [C.P.No, 17425], to undertake Secretarial Audit of the Company for the financial year 2016-2017. The Secretarial Audit Report is annexed to this report as "**Annexure B**".

## 37TH ANNUAL GENERAL MEETING

### **AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT**

There are no qualifications, reservations or adverse remarks or disclaimer neither made by the Statutory Auditor in their Auditors' report nor by the Secretarial Auditor in their Secretarial Audit Report for the financial year 2016-2017.

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

Particulars in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo, is annexed to this report as "**Annexure C**".

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report have been made a part of the Annual Report and is annexed to this report as "**Annexure D**".

### **CORPORATE GOVERNANCE**

Pursuant to Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report of your Company and a Certificate on Corporate Governance Compliance received from M/s Maroti & Associates, Chartered Accountant, Kolkata, are annexed to this Annual report.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have any bearing on Company's operations in future.

### **INTERNAL FINANCIAL CONTROL SYSTEMS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically and used efficiently and are adequately protected.

### **PREVENTION, PROHIBITION & REDRESSAL OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE**

The Company has in place an internal complaint committee under section 4 of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said committee.



**37TH ANNUAL GENERAL MEETING****ACKNOWLEDGEMENTS**

Your Directors wish to place on record their sincere appreciation for the continued co-operation, guidance, support and assistance extended during the year under report by the Company's bankers, customers, suppliers, shareholders and the Government agencies. The Board of Directors wishes to express its appreciation for the valuable contribution made by the employees and workmen at all levels during the year under report.

**For and on behalf of the Board of Directors**

**Sd/-  
Rakesh Kumar Mishra  
Managing Director  
DIN: 00558379**

**Sd/-  
Dilip Kumar Shaw  
Director  
DIN: 02880928**

**Place: Kolkata**

**Date: 7<sup>th</sup> August, 2017.**

**Annexure - A**

**Form No. MGT-9  
EXTRACT OF ANNUAL RETURN  
AS ON THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

[Pursuant to section 92 (3) of the Companies Act, 2013 and rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

**I REGISTRATION AND OTHER DETAILS**

i)	CIN	L67120WB1980PLC032932
ii)	Registration Date	16.08.1980
iii)	Name of the Company	WORTH INVESTMENT & TRADING CO. LIMITED
iv)	Category / Sub - Category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the registered office and contact details	34, C R Avenue, 1st Floor, Cabin No - 2, Kolkata - 700012, West Bengal Phone: (033) 32632021, e-mail: info@worthinv.com
vi)	Whether Listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MAHESHWARI DATAMATICS PVT. LTD. Sebi Authorised Registrar & Share Transfer Agents Head Office: 23, R.N.Mukherjee Road, 5th Floor, Kolkata-700001 Ph.No. 22435029/5809 Email: mdpldc@yahoo.com Website: www.mdpl.in

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / Services	NIC Code of the Product / Services	% to total turnover of the company
1	Financing Activity	99711	100.00

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	NIL	-	-	-	-

**IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**(i) Category - wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2016)				No. of Shares held at the end of the year (As on 31.03.2017)				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1. Indian</b>									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
c) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate	232000	0	232000	7.07	232000	0	232000	7.07	0.00
e) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (1) :-</b>	<b>232000</b>	<b>0</b>	<b>232000</b>	<b>7.07</b>	<b>232000</b>	<b>0</b>	<b>232000</b>	<b>7.07</b>	<b>0.00</b>
<b>2. Foreign</b>									
a) NRIs Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (2) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholdings of Promoter (A) = (A) (1) + (A) (2)</b>	<b>232000</b>	<b>0</b>	<b>232000</b>	<b>7.07</b>	<b>232000</b>	<b>0</b>	<b>232000</b>	<b>7.07</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / Financial Institutions	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Government	0	0	0	0.00	0	0	0	0.00	0.00
d) State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B) (1) :-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i) Indian	1680000	0	1680000	51.22	1883099	0	1883099	57.41	6.19
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholdings holding nominal share capital upto Rs. 1 lakh	12600	133300	145900	4.45	2701	133300	136001	4.15	-0.30
ii) Individual shareholdings holding nominal share capital in excess of Rs. 1 lakh	0	1222100	1222100	37.26	812100	216800	1028900	31.37	-5.89
c) Others (specify)									
i) NRI	0	0	0	0.00	0	0	0	0.00	0.00
ii) Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B) (2) :-</b>	<b>1692600</b>	<b>1355400</b>	<b>3048000</b>	<b>92.93</b>	<b>2697900</b>	<b>350100</b>	<b>3048000</b>	<b>92.93</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B) (1) + (B) (2)</b>	<b>1692600</b>	<b>1355400</b>	<b>3048000</b>	<b>92.93</b>	<b>2697900</b>	<b>350100</b>	<b>3048000</b>	<b>92.93</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs (C)</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>1924600</b>	<b>1355400</b>	<b>3280000</b>	<b>100.00</b>	<b>2929900</b>	<b>350100</b>	<b>3280000</b>	<b>100.00</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year (As on 01.04.2016)			Shareholding at the end of the year (As on 31.03.2017)			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mudra Dealtrade Pvt Ltd	116000	3.54	0.00	116000	3.54	0.00	0.00
2	Sankalp Vintrade Pvt Ltd	116000	3.54	0.00	116000	3.54	0.00	0.00
	<b>Total</b>	<b>232000</b>	<b>7.08</b>	<b>0.00</b>	<b>232000</b>	<b>7.08</b>	<b>0.00</b>	<b>0.00</b>

**(iii) Change in Promoters' Shareholding (Please specify, if there is no change)**

There are no changes in the Promoter's shareholding during the Financial Year 2015-16.

**(iv) Shareholding Pattern of top Ten Shareholders ( other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (01.04.2016 - 31.03.2017)	
	Name of the Shareholders	No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
<b>1</b>	<b>Anunay Commosale Pvt Ltd</b>				
a	At the beginning of the year as on 01.04.2016	<b>210000</b>	<b>6.40</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>210000</b>	<b>6.40</b>
<b>2</b>	<b>Ishwar Commercial Pvt Ltd</b>				
a	At the beginning of the year as on 01.04.2016	<b>210000</b>	<b>6.40</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>210000</b>	<b>6.40</b>
<b>3</b>	<b>Nayan Impex Pvt Ltd</b>				
a	At the beginning of the year as on 01.04.2016	<b>210000</b>	<b>6.40</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>210000</b>	<b>6.40</b>
<b>4</b>	<b>Newedge Vinimay Pvt Ltd</b>				
a	At the beginning of the year as on 01.04.2016	<b>210000</b>	<b>6.40</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>210000</b>	<b>6.40</b>
<b>5</b>	<b>Silversons Tradelinks Pvt Ltd</b>				
a	At the beginning of the year as on 01.04.2016	<b>210000</b>	<b>6.40</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>210000</b>	<b>6.40</b>
<b>6</b>	<b>Swift Dealmark Pvt Ltd</b>				
a	At the beginning of the year as on 01.04.2016	<b>210000</b>	<b>6.40</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>210000</b>	<b>6.40</b>
<b>7</b>	<b>Unicon Tie-up Pvt Ltd</b>				
a	At the beginning of the year as on 01.04.2016	<b>210000</b>	<b>6.40</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>210000</b>	<b>6.40</b>
<b>8</b>	<b>Vedant Commercial Pvt Ltd</b>				
a	At the beginning of the year as on 01.04.2016	<b>210000</b>	<b>6.40</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>210000</b>	<b>6.40</b>
<b>9</b>	<b>Subir Banerjee</b>				
a	At the beginning of the year as on 01.04.2016	<b>78400</b>	<b>2.39</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>78400</b>	<b>2.39</b>
<b>10</b>	<b>Shashi Kant Modi</b>				
a	At the beginning of the year as on 01.04.2016	<b>78400</b>	<b>2.39</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>78400</b>	<b>2.39</b>

**(v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (As on 01.04.2016)		Cumulative Shareholding during the year (01.04.2016 - 31.03.2017)	
	Name of the Director/KMP	No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
<b>1</b>	<b>Dilip Kumar Shaw - Independent Director</b>				
a	At the begining of the year as on 01.04.2016	<b>60000</b>	<b>1.83</b>		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2017			<b>60000</b>	<b>1.83</b>

**V. INDEBTEDNESS**

(Amount in Rs.)

**Indebtedness of the Company including interest outstanding / accrued but not due for payment**

	<b>Secured Loans excluding deposits</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>				
● Addition	-	-	-	-
● Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

(Amount in Rs.)

**A. Remuneration to Managing Director, Whole-time Directors and / or Manager**

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
<b>1</b>	<b>Gross Salary</b> (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961  (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
<b>2</b>	<b>Stock Option</b>	-	-	-
<b>3</b>	<b>Sweat Equity</b>	-	-	-
<b>4</b>	<b>Commision</b> - as % of profit - others, specify...	-	-	-
<b>5</b>	<b>Others, please specify</b>	-	-	-
	<b>Total (A)</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Ceiling as per the Act			



**B. Remuneration to other directors**

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
<b>1</b>	<b>Independent Directors</b>					
	a) Fee for attending Board/ Committee meetings	-	-	-	-	-
	b) Commission	-	-	-	-	-
	c) others, please specify	-	-	-	-	-
	<b>Total (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Other Non-Executive Directors</b>					
	a) Fee for attending Board/ Committee meetings	-	-	-	-	-
	b) Commission	-	-	-	-	-
	c) others, please specify	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B) = (1+2)</b>					-
	<b>Total Managerial Remuneration (A+B)</b>					-
	Overall ceiling as per the Act					

**C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

(Amount in Rs.)

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

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>B. DIRECTORS</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors

Place: Kolkata  
Date: 7th August, 2017

Sd/-  
Rakesh Kumar Mishra  
Managing Director

Sd/-  
Dilip Shaw  
Executive Director & CFO

## 37TH ANNUAL GENERAL MEETING

**Annexure - B**  
**Form No. MR - 3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**WORTH INVESTMENT & TRADING CO. LIMITED**  
34, C.R Avenue, 1st Floor, Cabin No: 2  
Kolkata- 700012

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WORTH INVESTMENT & TRADING CO. 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 and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 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 31st March, 2017 according to the provisions of:

- a. The Companies Act, 2013 (the Act) and the rules made there under;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - iii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

I further report that, there were no actions / events in pursuance of;

## 37TH ANNUAL GENERAL MEETING

- a. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified during the period under Audit)
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and Calcutta Stock Exchange.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

### **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 directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place: Kolkata  
Date: 7<sup>th</sup> August, 2017.

Sd/-  
**CS Sneha Agarwal**  
Practising Company Secretary  
M.No. A45611  
C.P. No.: 17425

## 37TH ANNUAL GENERAL MEETING

**Annexure – C****DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

<b>(A) Conservation of Energy</b>		
1	the steps taken or impact on conservation of energy	Nil
2	the steps taken by the company for utilising alternative sources of energy	Nil
3	the capital investment on energy conservation equipments	Nil
<b>(B) Technology Absorption</b>		
1	the efforts made towards technology absorption	Nil
2	the benefits derived like product improvement, cost reduction, product development or import substitution	Nil
3	in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	N.A.
4	the expenditure incurred on Research and Development	Nil
<b>(C) Foreign exchange earnings and outgo</b>		
	The foreign exchange earned (actual inflows)	Rs. Nil (Previous Year Rs. Nil )
	The foreign exchange outgo (actual outflows)	Rs. Nil (Previous Year Rs. Nil )

**For and on behalf of the Board of Directors**

**Sd/-**  
**Rakesh Kumar Mishra**  
**Managing Director**  
**DIN: 00558379**

**Sd/-**  
**Dilip Kumar Shaw**  
**Director**  
**DIN: 02880928**

**Place: Kolkata**  
**Date: 7<sup>th</sup> August, 2017.**

# 37TH ANNUAL GENERAL MEETING

## **Annexure - D** **Management Discussion & Analysis Report**

### **OVERALL REVIEW**

In Fiscal 2016-17, the global economic condition remained unpredictable and uncertain. The macro economic situation was bleak and witnessed inflationary pressure. The Indian rupee witnessed high volatility depreciating against USD and causing substantial economic losses. The slide was mainly caused on account of slowing down of economic decisions. Further the global environment also remained subdued.

### **INDUSTRY OUTLOOK**

The demand is expected to increase in near future and the company is focusing to start its operations once it finalizes the product having better growth prospectus in the market.

### **RISKS AND CONCERNS**

The continued policies of Government regarding change on the interest rate on lending and the changing policies of RBI in the matter of REPO rate and reverse REPO rate and volatile economic environment have a bearing on the overall performance of the company.

### **OPERATIONAL REVIEW**

Considering the business environment your directors foresee the startup of business operation in the near future.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has suitable and adequate system of Internal Controls commiserating its size and nature of operations primarily to ensure that –

- The assets are safeguarded against loss from unauthorized use or disposition;
- The transactions are authorized, recorded and reported correctly and
- Code of conduct, Policies and applicable statutes are duly complied with. As a measure of Internal Control System, which has been evolved over the years, the Company has established a methodical system of Annual Budgeting and Management Information System (MIS). In addition, Administrative and HR activities of the Company are also brought within this purview.

The Company is conscious of importance of systems control and so continuously assesses the quality of integrated software package. Continuous reporting of these systems is made to the Board and Audit Committee for their review to upgrade, revise and to focus on determination of adequacy of the Control Systems. The composition and role of Audit Committee can be found in the Corporate Governance Report in the Annual Report.

### **HUMAN RESOURCES**

Human resources development, in all its aspect like training in safety and social values is under constant focus of the management. Relations between management and the employees at all levels remained healthy and cordial throughout the year. The management and employees are dedicated to achieve the corporate objective and the targets set before the Company.

## 37TH ANNUAL GENERAL MEETING

### **RISK MANAGEMENT**

Risk is an integral part of the business process. To enhance the risk management process, the company has mapped the risks. Risk arises for achieving business objectives are identified and prioritized. Risk mitigation activity plans are established and executed as and when need arises. Periodical reviews are carried out to assess the risk levels.

### **CAUTIONARY STATEMENT**

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. When used in this discussion, the words “anticipate,” “believe,” “estimate,” “intend,” “will,” and “expected” and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements, risks and opportunities could differ materially from those expressed or implied in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements as these are relevant at a particular point of time & adequate restraint should be applied in their use for any decision making or formation of an opinion.

**For and on behalf of the Board**  
**Sd/-**

Place: Kolkata  
Date: 7<sup>th</sup> August, 2017

**Mr. Rakesh Kumar Mishra**  
Managing Director  
DIN No.: 00558379



## 37TH ANNUAL GENERAL MEETING

**ANNEXURE TO THE DIRECTORS' REPORT****REPORT ON CORPORATE GOVERNANCE**

[In terms of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

Your Company has been practicing good Corporate Governance over the years. Corporate Governance is synonymous with efficient conduct of the business operations, maintaining utmost transparency in its activities, proper and timely disclosures to all the regulatory authorities, cementing the bond of confidence with all those who are an integral and inseparable part of the business activities – shareholders, employees, end-users, bankers, financiers and the society at large and thereby ensuring a perpetual relationship of trust and confidence. It is the philosophy of the Company to continue to have accountability, transparency and integrity in all its business transactions and practices.

**2. BOARD OF DIRECTORS:****2.1 Composition:**

As on 31st March, 2017, the Board of Directors consisted of 4 (Four) Directors. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting, the number of Directorships in other public limited companies and chairmanships / memberships in committees held by them as on 31st March, 2017 are given below:

Name of Directors	Category	No. of Board Meetings held	Attendance Particulars		No of Other Directorships <sup>1</sup>	Number of Committee positions held (including Company) <sup>2</sup>	
			Board Meeting	Last AGM		As Chairman	As Member
Rakesh Kumar Mishra	Executive Director	4	4	Yes	N.A	-	2
Dilip Kumar Shaw	Independent Director	4	4	Yes	N.A	-	3
Archana Sharma	Independent Director	4	4	Yes	N.A	1	-
Suman Pal	Independent Director	4	4	Yes	N.A	2	1

<sup>1</sup>The directorship held by Directors as mentioned above does not include Directorships of private companies/ Section 8 companies / foreign companies as on 31st March, 2017.

<sup>2</sup>Committee positions held in Indian listed and unlisted public limited companies are considered including the reporting Company. For this purpose, only two Committees viz. the Audit Committee and the Stakeholders' Relationship Committee are considered.

## 37TH ANNUAL GENERAL MEETING

### **2.2 Number and date of Board Meetings held:**

Four Board meetings were held during the financial year 2016-2017 and the gap between any two meetings did not exceed one hundred and twenty days as stipulated under Regulation 17(2) of the Listing Regulations. The dates on which the said meetings were held are 27<sup>th</sup> May 2016, 13<sup>th</sup> August 2016, 14<sup>th</sup> November 2016 and 4<sup>th</sup> February, 2017.

### **2.3 Disclosure of relationship between directors inter-se:**

None of the Directors of the Company are related with each other.

### **2.4 Number of shares and convertible instruments held by Non-executive Directors:**

As on 31st March, 2017, none of the Non-Executive Directors holds any shares or convertible instruments in the Company.

### **2.5 Web link where details of familiarization programmes imparted to independent directors is disclosed:**

The details of the programmes for familiarization of Independent Directors with the Company their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are put up on the website of the Company at [www.worthinv.com](http://www.worthinv.com)

## **3. AUDIT COMMITTEE:**

### **3.1 Brief description of terms of reference:**

The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Terms of Reference of the Audit Committee, inter alia, are as follows:

- i. 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.
- ii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- iii. Approval of payment to statutory auditors for any other services rendered by statutory auditors.
- iv. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.

## 37TH ANNUAL GENERAL MEETING

- d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions. g) Modified opinions in the draft audit report.
- v. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- vi. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of assets or undertaking of the Company wherever required.
- xi. Evaluation of internal financial controls and risk management systems.
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- xiv. Discussion with internal auditors on any significant findings and follow up there on.
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- xviii. To review the functioning of the whistle blower mechanism;
- xix. Approval of the appointment of CFO after assessing the qualifications, experience & background, etc., of the candidate.
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

## 37TH ANNUAL GENERAL MEETING

### 3.2 Composition:

As on 31st March, 2017, the Audit Committee comprised of Mr. Suman Pal as Chairman, and Mr. Dilip Kumar Shaw, Mr. Rakesh Kumar Mishra as Members. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

### 3.3 Meeting and attendance during the year:

During the financial year 2016-2017 the Audit Committee met four times on 27<sup>th</sup> May 2016, 13<sup>th</sup> August 2016, 14<sup>th</sup> November 2016 and 4<sup>th</sup> February, 2017. The attendance of the Members at the meetings is as under:

Name of the Members	Category	Position	No. of Meetings	
			Held	Attended
Suman Pal	Independent Director	Chairman	4	4
Dilip Kumar Shaw	Independent Director	Member	4	4
Rakesh Kumar Mishra	Independent Director	Member	4	4

## 4. NOMINATION AND REMUNERATION COMMITTEE:

### 4.1 Brief Description of terms of reference:

The broad terms of reference of the Nomination and Remuneration Committee includes the areas laid out under Section 178 of the Companies Act, 2013 and Para A of Part D of Schedule II of the Listing Regulations. The scope of the Nomination and Remuneration Committee covers, inter alia, formulation of the criteria for determining qualifications, positive attributes and independence of a Director, recommendation to the Board of Directors on policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees, formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors, devising a policy on diversity of Board of Directors, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors their appointment and removal and whether to extend or continue the term of appointment of the Independent Director on the basis of report of performance evaluation of Independent Directors.

### 4.2 Composition:

As on 31st March, 2017, the Nomination and Remuneration Committee comprised of Mr. Suman Pal as Chairman, and Mr. Dilip Kumar Shaw, Mr. Rakesh Kumar Mishra as Members. The Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee.

### 4.3 Meeting and attendance during the year:

During the financial year 2016-2017 the Nomination and Remuneration Committee met One times on 27th May 2016. The attendance of the Members at the meetings is as under:

## 37TH ANNUAL GENERAL MEETING

Name of the Members	Category	Position	No. of Meetings	
			Held	Attended
Suman Pal	Independent Director	Chairman	1	1
Dilip Kumar Shaw	Independent Director	Member	1	1
Rakesh Kumar Mishra	Independent Director	Member	1	1

**4.4 Performance evaluation criteria for Independent Directors:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of the Board as a whole, individually of all the Directors including Independent Directors and Chairman and all the Committees. The questionnaires are prepared considering the business of the Company. The evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

1. Attendance of Board Meeting and Committee Meetings;
2. Quality of contribution to Board deliberations;
3. Strategic perspectives or inputs regarding future growth of the Company and its performances;
4. Providing perspectives and feedback going beyond information provided by the management.

**5. REMUNERATION OF DIRECTORS:**

- a) The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2016-2017.
- b) Non-Executive Directors did not draw any remuneration from the Company.
- c) Details of remuneration and sitting fees paid /payable to Directors for the financial year ended 31<sup>st</sup> March 2017:

Name of Directors	Salary	Perquisites or Allowances	Contribution to PF & others	Sitting Fees	Total
Suman Pal	-	-	-	-	-
Dilip Kumar Shaw	-	-	-	-	-
Rakesh Kumar Mishra	-	-	-	-	-
Archana Sharma	-	-	-	-	-

**6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:****6.1 Composition:**

As on 31st March, 2017, the Stakeholders' Relationship Committee comprised of Mr. Archana Sharma as Chairman, and Mr. Dilip Kumar Shaw, Mr. Suman Pal. The Company Secretary of the Company acts as the Secretary, of the Stakeholders' Relationship Committee.

## 37TH ANNUAL GENERAL MEETING

### 6.2 Compliance Officer:

Mrs. Kalpana Tekchandani, Company Secretary is the Compliance Officer of the Company.

### 6.3 Status of Investors' complaints received from shareholders and disposed during the year:

No. of complaints pending as on 01.04.2016	<b>NIL</b>
Complaints received during the year	<b>NIL</b>
Complaints disposed during the year	<b>NIL</b>
No. of complaints pending as on 31.03.2017	<b>NIL</b>

## 7. GENERAL BODY MEETINGS:

### 7.1 Location and time, where last three Annual General Meetings held:

AGM	Financial Year	Date	Time	Venue
36 <sup>th</sup> AGM	2015-2016	30.09.2016	10:30 A.M	Registered Office
35 <sup>th</sup> AGM	2014-2015	30.09.2015	1.00 P.M	Registered Office
34 <sup>th</sup> AGM	2013-2014	24.09.2014	1.00 P.M	Registered Office

## 8. MEANS OF COMMUNICATION:

**8.1** The quarterly, half yearly and annual financial results of the company are sent to the Stock Exchange immediately after they are approved by the Board of Directors and posted on Company's website and also published in newspapers, viz, Financial Express (English) and Hari Bhumi (Bengali) in compliance with Listing Regulations, 2015.

**8.2 Website:** The Company's website [www.worthinv.com](http://www.worthinv.com) contains separate section 'Investor Relations' where shareholders information is available. The Company's financial results and annual reports are also available on the website in a user-friendly and downloadable form.

### 8.3 News releases, presentations, among others:

All Corporate Announcements made to the Stock Exchange during the year 2016-2017 are available on the website of the Company. During the year 2016-2017, the company has not made any presentations to institutional investors and analysts.

## 9. GENERAL SHAREHOLDERS INFORMATION:

a) **37th Annual General Meeting:** Monday, the 25<sup>th</sup> day of September, 2017 at 11:00 A.M at its registered office at 34, C.R Avenue 1<sup>st</sup> Floor Cabin No. 2, Kolkata-700012

b) **Financial Year:** April 1 to March 31

c) **Dividend payment date:** Nil

d) **Listing on Stock Exchange:** BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400001.

e) **Listing Fees:** The Company has paid the listing fees for the financial year 2016-17 & 2017-18.

## 37TH ANNUAL GENERAL MEETING

f) **Stock Code:** BSE: 538451, ISIN: INE114O01012

g) **Stock Market Price Data:**

Month	Share Price of the Company at BSE*			BSE Sensex (Points)*		
	High	Low	Close	High	Low	Close
April 2016	-	-	-	26,100.54	24,523.20	25,606.62
May 2016	-	-	-	26,837.20	25,057.93	26,667.96
June 2016	-	-	-	27,105.41	25,911.33	26,999.72
July 2016	-	-	-	28,240.20	28,240.20	28,051.86
August 2016	14.08	14.08	14.08	28,532.25	27,627.97	28,452.17
September 2016	-	-	-	29,077.28	27,716.78	27,865.96
October 2016	-	-	-	28,477.65	27,488.30	27,930.21
November 2016	14.78	14.08	14.08	28,029.80	25,717.93	26,652.81
December 2016	-	-	-	26,803.76	25,753.74	26,626.46
January 2017	-	-	-	27,980.39	26,447.06	27,655.96
February 2017	-	-	-	29,065.31	27,590.10	28,743.32
March 2017	-	-	-	29,824.62	28,716.21	29,620.50

\* Source: www.bseindia.com

h) **Trading of Securities:** The securities of the Company were not suspended from trading at any time during the financial year 2016-2017.

i) **Registrar and Share Transfer Agent:**

**MAHESHWARI DATAMATICS PVT.LTD.**

**SEBI Authorised Registrar & Share Transfer Agents**

**Head Office:**

23, R.N.Mukherjee Road, 5<sup>th</sup> Floor

Kolkata-700001

Phone: 22435029/5809

Email: mdpldc@yahoo.com

Website: www.mdpl.in

j) **Share Transfer System:**

In terms of Regulation 40(2) of the Listing Regulations, the Board of Directors have delegated the power to attend all the formalities relating to transfer of securities to the Registrar & Share Transfer Agent (RTA) pursuant to which the reports on transfer of securities received from the RTA are placed before the Board of Directors in each Board Meeting.

Shares lodged for transfer are normally processed within 15 days from the date of lodgment, if documents are found to be in order. Shares under objection are returned within two weeks. All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

The Company obtains Certificate of Compliance pertaining to share transfer formalities half-yearly as required under Regulation 40(9) and quarterly certificate of Reconciliation of Share Capital Audit Report from Company Secretary in Practice in compliance with the Listing Regulations and files the said certificates with the Stock Exchange (BSE).

## 37TH ANNUAL GENERAL MEETING

k) **Distribution of Shareholding as at 31<sup>st</sup> March, 2017**

Range	Shareholders		Equity shares	
	Number	% of total	Number	% of total
Up to 500	449	89.09	106451	3.25%
501 to 1000	23	4.56	22550	0.69%
1,001 to 5,000	4	0.79	7200	0.22%
10,001 & 50,000	2	0.39	68499	2.09%
50,001 & 100,000	16	3.17	1163300	35.47%
100,001 and Above	10	1.98	1912000	58.28%
<b>Total</b>	504	100	32,80,000	100%

l) **Dematerialization of Equity Shares and Liquidity:**

As on 31st March, 2017, 91.72 % of the total shares of the Company were in dematerialized form.

m) **Outstanding GDRs / ADRs / Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants or any convertible instruments, which is likely to have impact on the Company's equity during the financial year ended 31st March, 2017.

n) **Commodity price risk or foreign exchange risk and hedging activities:**

No such risks or activities to report during the financial year under review.

o) **Registered Office & Address for Correspondence:**

Worth Investment & Trading Company Limited  
34, C.R. Avenue  
1st Floor Cabin No. 2  
Kolkata-700012,  
West Bengal

**10. DISCLOSURES:**

**10.1 Related Party Transactions:** There were no transactions of material nature with related parties during the financial year 2016-2017 that had potential conflict with the interest of the Company at large. All the transactions entered during the financial year 2016-2017 with related parties were on arm's length basis and the same are disclosed in Notes on Accounts as appended to the financial statements. The policy on dealing with Related Party Transactions is available on Company's website at [www.worthinv.com](http://www.worthinv.com)

**10.2 Compliance by the Company:** The Company has complied with all the requirements of the Listing Regulations entered into with the Stock Exchange, as well as the regulations and guidelines of SEBI and other statutory authorities on all matters relating to capital market during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange, SEBI or other statutory authorities during the last three years.



## 37TH ANNUAL GENERAL MEETING

**10.3 Whistle Blower policy / Vigil Mechanism and affirmation that no personnel has been denied access to the Audit Committee:** The Company has established a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2016-2017, no employee or director was denied access to the Audit Committee. The policy on Vigil mechanism is uploaded at the Company website at [www.worthinv.com](http://www.worthinv.com)

**10.4 Adoption of mandatory and non-mandatory requirements of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:** The Company has complied with all mandatory requirements of Regulation 27 and Schedule V of Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of Listing Regulations.

(a) Audit Qualification - The Company is in the regime of unmodified audit opinion on financial statements.

(b) Separate posts of Chairman and CEO – The Company has separate Chairman and Chief Executive Officer.

(c) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

**10.5 Web- link for policy determining ‘material’ subsidiaries:** The Company does not have any subsidiary as defined under the Companies Act, 2013.

**10.6 Compliance of the requirement of Corporate Governance Report:**

During the financial year 2016-2017, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**10.7 Disclosure of the Compliance with Corporate Governance:**

The Company has complied with the regulations 17-20, 22-23, 25-27 and Clauses (b) to (i) of regulations 46(2) of Listing Regulations during the financial year 2016-2017. Regulations 21 and 24 of Listing Regulations are not applicable to the Company.

**10.8 Disclosure with respect to demat suspense account/unclaimed suspense account:**

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2017. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

**10.9 Disclosure of accounting treatment:**

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

**10.10 Code of Conduct for Prevention of Insider Trading:**

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its management, staff and directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst

## 37TH ANNUAL GENERAL MEETING

dealing in shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

### 10.11 **Code of Conduct:**

The Company has framed and adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. All the members of the Board and Senior Management Personnel have affirmed compliance to the Code as on 31st March, 2017. A declaration to this effect, is annexed to this report. The code is available on the Company's website at [www.worthinv.com](http://www.worthinv.com)

### 10.12 **Compliance Certificate by Practicing Chartered Accountant:**

The Company has obtained a certificate from the Practicing Chartered Accountant regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations, which is annexed herewith and forms part of this Annual Report.

**For and on behalf of the Board**  
**Sd/-**

Place: Kolkata  
Date: 7<sup>th</sup> August, 2017

**Mr. Rakesh Kumar Mishra**  
Managing Director  
DIN No.: 00558379

**37TH ANNUAL GENERAL MEETING**

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**CERTIFICATE OF CODE OF CONDUCT****DECLARATION - CODE OF CONDUCT**

Pursuant to Regulation 17 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year ended 31st March, 2017.

For and on behalf of the Board  
Sd/-

Place: Kolkata  
Date: 7<sup>th</sup> August, 2017

**Rakesh Kumar Mishra**  
Managing Director  
DIN No: 00558379

## 37TH ANNUAL GENERAL MEETING

### **INDEPENDENT AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

To,  
The Members of  
**WORTH INVESTMENT & TRADING COMPANY LIMITED**

We have examined the compliance of conditions of Corporate Governance by **WORTH INVESTMENT & TRADING COMPANY LIMITED** for the year ended 31 March 2017, as stipulated in provisions of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") of the said company with the stock exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For MAROTI & ASSOCIATES  
Chartered Accountant  
FRN No. 322770E

Place: Kolkata

Date: 7<sup>th</sup> August, 2017

Sd/-  
**Komal Surana**  
Partner  
Membership No. 303583

\*\*\*\*\*

## Independent Auditor's Report

To the Members of

**WORTH INVESTMENT & TRADING COMPANY LIMITED**

### REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **WORTH INVESTMENT & TRADING COMPANY LIMITED** ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March 2017, the Statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.



# MAROTI & ASSOCIATES

Chartered Accountants

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## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2017 and its Profit and its cash flows for the year ended on that date.



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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
  
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  
  - c. The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
  
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2017 taken on record by the Board of Directors, none of the directors are disqualified as on 31<sup>st</sup> March 2017 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"; and



# MAROTI & ASSOCIATES

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- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company does not have any pending litigations which would impact its financial position.
  - b. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
  - c. There were no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.
  - d. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management.

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



Radhika Patodia  
Partner  
Membership No. 309219

Place- Kolkata  
Date 29<sup>th</sup> May, 2017

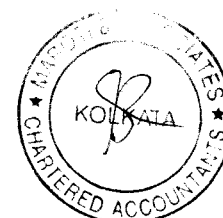


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## Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31<sup>st</sup> March 2017, we report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.  
c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company. Accordingly, this clause is not applicable.
2. The Company had no inventories during the year, thus, paragraph 3(ii) of the Order is not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has not given any guarantee(s) or provided any security for loan taken by third party.
5. The Company has not accepted any deposits from the public. Accordingly, the Directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable to the company for the year under audit.



# MAROTI & ASSOCIATES

Chartered Accountants

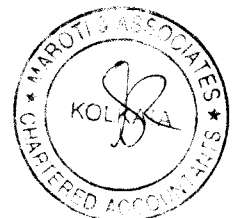
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6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act for any of the services rendered by the company. Accordingly, this clause is not applicable.
7. **a)** According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities as applicable for the year under audit.  
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2017 for a period of more than six months from the date they became payable.  
**b)** According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2017 for a period of more than six months from the date of becoming payable.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.



# MAROTI & ASSOCIATES

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

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

*Radhika Patodia*

Radhika Patodia  
Partner  
Membership No. 309219

Place- Kolkata  
Date 29th May, 2017

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### **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")**

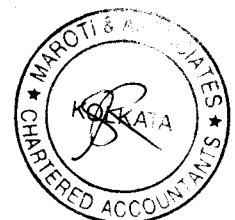
We have audited the internal financial controls over financial reporting of **WORTH INVESTMENT & TRADING COMPANY LIMITED** ("the Company") as of 31<sup>st</sup> March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

#### **AUDITORS' RESPONSIBILITY**

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



# MAROTI & ASSOCIATES

Chartered Accountants

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

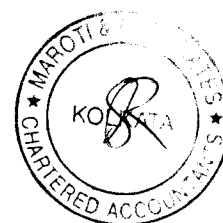
Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal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

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

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

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

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and



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3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

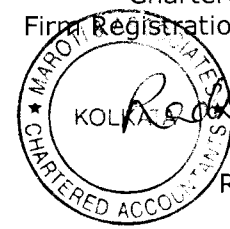
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal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

**OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place- Kolkata  
Date 29<sup>th</sup> May, 2017

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

  
Radhika Patodia  
Partner

Membership No. 309219

# WORTH INVESTMENT & TRADING COMPANY LIMITED

Balance Sheet as at 31<sup>st</sup> March, 2017

	Note	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
<b><u>EQUITY &amp; LIABILITIES</u></b>					
<b>Shareholders' Funds</b>					
(a) Share Capital	2	3,28,00,000		3,28,00,000	
(b) Reserves & Surplus	3	1,34,39,831	4,62,39,831	1,23,08,421	4,51,08,421
<b>Non Current Liabilities</b>					
(a) Deferred Tax Liabilities	4	-		1,504.00	
(b) Long Term Provisions	5	1,91,534.00	1,91,534	1,91,534.00	1,93,038
<b>Current Liabilities</b>					
(a) Other current Liabilities	6	2,65,006		8,04,549	
(b) Short term provisions	7	5,95,343	8,60,349	1,15,343	9,19,892
<b>TOTAL</b>			<b>4,72,91,714</b>		<b>4,62,21,351</b>
<b><u>ASSETS</u></b>					
<b>Non-Current Assets</b>					
(a) Fixed assets					
Tangible assets	8	2,096		13,663	
(b) Non-Current Investments	9	1,50,000		3,50,000	
(c) Deferred Tax Assets	10	2,070		-	
(d) Long Term Loans & Advances	11	3,80,38,901		3,49,03,535	
(e) Other Non-current Assets	12	1,86,114	3,83,79,181	3,16,913	3,55,84,111
<b>Current Assets</b>					
(a) Cash and Cash equivalents	13	86,827		12,06,790	
(b) Short-term Loans and Advances	14	78,25,706		94,30,450	
(c) Other Current Assets	15	10,00,000	89,12,533	-	1,06,37,240
<b>TOTAL</b>			<b>4,72,91,714</b>		<b>4,62,21,351</b>

Significant Accounting Policies 1  
Notes to Accounts 20

The accompanying notes are an integral part of the financial statements.

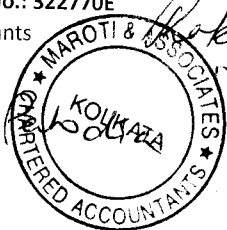
As per our report of even date

For and on behalf of the Board

For **MAROTI & ASSOCIATES** or **WORTH INVESTMENT AND TRADING COMPANY LIMITED** or **WORTH INVESTMENT AND TRADING COMPANY LIMITED**  
Firm Registration No.: 322770E

Chartered Accountants

*Radhika*  
**RADHIKA PATODIA**  
Partner  
M. No. 309219



*Rakesh Kumar Mishra*  
Rakesh Kumar Mishra  
(Managing Director)

*Dilip Kumar Shaw*  
Dilip Kumar Shaw  
(Director)

or **WORTH INVESTMENT AND TRADING COMPANY LIMITED**  
*Kalpana Tekchandani*  
Kalpana Tekchandani  
(Company Secretary)

Place : Kolkata  
Dated : 29-05-2017

**WORTH INVESTMENT & TRADING COMPANY LIMITED**  
Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2017

	Note	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
I. Revenue from Operations		-	-
Other Income	16	38,03,081	12,08,656
<b>II. Total Revenue</b>		<b>38,03,081</b>	<b>12,08,656</b>
III. Expenses:			
(a) Employee Benefits Expenses	17	12,32,000	4,34,500
(b) Depreciation	8	11,567	11,567
(c) Other expenses	18	9,51,678	6,89,417
<b>Total expenses</b>		<b>21,95,245</b>	<b>11,35,484</b>
<b>IV. Profit before Tax (III - IV)</b>		<b>16,07,836</b>	<b>73,172</b>
V. Tax Expenses			
(a) Current Tax		(4,80,000)	(62,343)
(b) Deferred Tax		3,574	(503)
<b>VI. Profit/(Loss) for the Year (V - VI)</b>		<b>11,31,410</b>	<b>10,327</b>
VII. Earning per Equity Share ( nominal value of share Rs.10/- each)	19		
(a) Basic		0.34	0.00
(b) Diluted		0.34	0.00

Significant Accounting Policies 1  
Notes to Accounts 20

The accompanying notes are an integral part of the financial statements

As per our report of even date

For and on behalf of the Board

For MAROTI & ASSOCIATES

Firm Registration No.: 3227708 INVESTMENT AND TRADING COMPANY LIMITED or WORTH INVESTMENT AND TRADING COMPANY LIMITED

Chartered Accountants

*Radhika*



**RADHIKA PATODIA**

Partner

M. No. 309219

*Rakesh K. Mishra*

Director **Rakesh Kumar Mishra**  
(Managing Director)

*Dilip K. Shaw*

Director **Dilip Kumar Shaw** / Authorised Signatory  
(Director)

or WORTH INVESTMENT AND TRADING COMPANY LIMITED

*Kalpana Tekchandani*

Director **Kalpana Tekchandani**  
(Company Secretary)

Place : Kolkata

Dated : 29-05-2017



**WORTH INVESTMENT & TRADING COMPANY LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017**

	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Rs		Rs	
<b>1. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Net Profit/(Loss) before Tax (a)		<b>16,07,836</b>		<b>73,173</b>
Add :				
Depreciation	11,567		11,567	
Contingency provision for standard assets	-		1,30,211	
Preliminary expenses written off	1,30,799		1,49,891	
Sub Total - (b)		<b>1,42,366</b>		<b>2,91,669</b>
<b>Operating Profit before Working Capital Changes (a+b)</b>		<b>17,50,202</b>		<b>3,64,842</b>
Adjustments for :				
(Increase) / Decrease in Short term Loans & advances	19,27,836		(85,00,000)	
(Increase) / Decrease in Long term Loans & advances	(31,35,366)		(1,74,470)	
(Increase) / Decrease in trade receivables	(10,00,000)		-	
Increase/ ( Decrease ) in other Liabilities	(5,39,543)	(27,47,073)	85,088	(85,89,382)
Cash generated from/(used in) operations:		(9,96,871)		(82,24,540)
Direct taxes paid/adjusted (net of refund)		(3,23,093)		(3,01,326)
<b>Net Cash flow from Operating Activities A</b>		<b>(13,19,964)</b>		<b>(85,25,866)</b>
<b>2. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Proceeds from sale/(purchase) of non current Investment	2,00,000		88,50,000	
<b>Net Cash flow from Investing Activities B</b>		<b>2,00,000</b>		<b>88,50,000</b>
<b>3. CASH FLOW FROM FINANCING ACTIVITIES</b>				
<b>Net Cash from Financing Activities C</b>				
Net Increase in Cash/Cash Equivalent (A+B+C)		(11,19,964)		3,24,134
Cash/Cash Equivalents (Opening)		12,06,790		8,82,655
<b>Cash/Cash Equivalents (Closing)</b>		<b>86,827</b>		<b>12,06,790</b>

**Note :**

1 The above cash flow statement has been prepared under the indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements

2 Components of cash and cash equivalents

Cash in Hand  
Cash at Bank

Figures as at the  
end of current  
reporting period

Figures as at the  
end of the previous  
reporting period

24,932  
61,895  
**86,827**

9,82,376  
2,24,414  
**12,06,790**

As per our report of even date

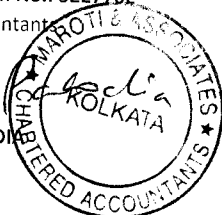
For and on behalf of the Board

For MAROTI & ASSOCIATES

Firm Registration No.: 322770E

Chartered Accountant

*Radhika*  
RADHIKA PATODI  
Partner  
M. No. 309219



or WORTH INVESTMENT AND TRADING COMPANY LIMITED

*Rakesh K. Mishra*

Rakesh Kumar Mishra  
Director / Authorised Signatory  
(Managing Director)

*Dilip K. Shaw*

Dilip Kumar Shaw  
Director / Authorised Signatory  
(Director)

or WORTH INVESTMENT AND TRADING COMPANY LIMITED

*Kalpana Tekchandani*

Kalpana Tekchandani  
Director / Authorised Signatory  
(Company Secretary)

Place : Kolkata

Dated : 29-05-2017

# WORTH INVESTMENT & TRADING COMPANY LIMITED

Notes to the financial statements for the year ended 31<sup>st</sup> March, 2017

## 1. Significant Accounting Policies

### 1.1 Basis of Preparation of Financial Statements

The Financial Statements have been prepared in conformity with generally accepted accounting principles to comply with the notified accounting standards under the Companies (Accounts) Rules, 2014 and the guidelines issued by the Reserve Bank of India as applicable to a Non-banking Finance Company. The financial statements have been prepared under the historical cost convention and in accordance with the provisions of the Companies Act, 2013.

### 1.2 Revenue Recognition

Income and expenditure are accounted for on accrual basis. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. Dividend income is recognized when the shareholder's right to receive payment is established by the balance sheet date.

### 1.3 Investments

Long-term Investments are carried at acquisition cost. Investments intended to be held for less than one year are classified as 'Current Investments' and carried at lower of cost and net realizable value. Provision for diminution in value is made if the decline in value is other than temporary in nature in the opinion of the management.

### 1.4 Taxes on Income

Provision for Income Tax is made on the basis of estimated taxable income for the period at current rates. Tax expense comprises both Current Tax and Deferred Tax at the applicable enacted or substantively enacted rates. Current Tax represents the amount of Income Tax payable/ recoverable in respect of taxable income/ loss for the reporting period. Deferred Tax represents the effect of timing difference between taxable income and accounting income for the reporting period that originates in one year and are capable of reversal in one or more subsequent years.

### 1.5 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the Notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

### 1.6 Inventories

Inventories of shares are valued at cost computed on FIFO Basis or fair value, whichever is lower.

### 1.7 Earnings per share

(A) Earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.

(B) For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

### 1.8 Fixed Assets

Fixed assets are stated at cost less accumulated depreciation and impairment, if any. Cost comprises the purchase price inclusive of duties, taxes, and incidental expenses upto the date, the asset is ready for its intended use

### 1.9 Depreciation

➤ Depreciation on Fixed Assets is provided based on useful life assigned to each asset prescribed in accordance with Part - "C" of Schedule II of the Companies Act, 2013.

➤ Depreciation on fixed assets added/disposed off during the year, is provided on pro-rata basis with reference to the date of addition/disposal.

➤ In a case of impairment, if any, depreciation is provided on the revised carrying amount of the assets over their remaining useful life.



For WORTH INVESTMENT AND TRADING COMPANY LIMITED

*Rakesh K. Mishra*

Director / Authorised Signatory

For WORTH INVESTMENT AND TRADING COMPANY LIMITED

*D. Up. K. Shaw*

Director / Authorised Signatory

## 1.10 Impairment of Assets

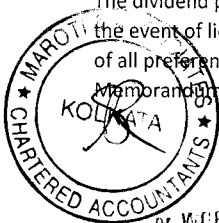
The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount which represents the greater of the net selling price and 'value in use' of the assets. The estimated future cash flows considered for determining the value in use, are discounted to their present value at the weighted average cost of capital.

## 1.11 Deferred Tax

Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future.

	Figures as at the end of current reporting period		Figures as at the end of the previous reporting period	
	Rs		Rs	
<b>2. Share Capital</b>				
<b>a) Capital Structure</b>				
Authorised				
36,00,000 Equity Shares of Rs. 10/- each.		3,60,00,000		3,60,00,000
		<b>3,60,00,000</b>		<b>3,60,00,000</b>
Issued, Subscribed and Fully Paid Up				
32,80,000 Equity Shares of Rs. 10/- each.		3,28,00,000		3,28,00,000
		<b>3,28,00,000</b>		<b>3,28,00,000</b>
<b>b) Share Capital Reconciliation</b>				
Equity Shares	31 March 2017		31 March 2016	
	Nos.	Amount	Nos.	Amount
Opening balance	32,80,000	3,28,00,000	32,80,000	3,28,00,000
Issued during the period	-	-	-	-
Closing Balance	<b>32,80,000</b>	<b>3,28,00,000</b>	<b>32,80,000</b>	<b>3,28,00,000</b>
<b>c) Particulars of Equity Shareholders holding more than 5% Shares at Balance Sheet date</b>				
	31 March 2017		31 March 2016	
	No. of shares	% holding	No. of shares	% holding
Anunay Commosale Pvt Ltd	2,10,000	6.40%	2,10,000	6.40%
Ishwar Commercial Pvt Ltd	2,10,000	6.40%	2,10,000	6.40%
Nayan Impex Pvt Ltd	2,10,000	6.40%	2,10,000	6.40%
Newedge Vinimay Pvt Ltd	2,10,000	6.40%	2,10,000	6.40%
Silverson Tradelinks Pvt Ltd	2,10,000	6.40%	2,10,000	6.40%
Swift Dealmark Pvt Ltd	2,10,000	6.40%	2,10,000	6.40%
Unicon Tie-Up Pvt Ltd	2,10,000	6.40%	2,10,000	6.40%
Vedant Commercial Pvt Ltd	2,10,000	6.40%	2,10,000	6.40%
<b>d) Terms/rights attached to equity shares</b>				

The Company has only one class of equity shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the subsequent Annual General Meeting. In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company after distributions of all preferential amount. The distributions will be in proportion to the number of equity shares held by the shareholders; and any other right as the Memorandum and Articles of Association of the Company may prescribe in relation to the aforesaid equity shares of the Company.



of WORTH INVESTMENT AND TRADING COMPANY LIMITED

*Rakesh Kri Mishra*

Director / Authorised Signatory

of WORTH INVESTMENT AND TRADING COMPANY LIMITED

*D. Vip K. Shaw*

Director / Authorised Signatory

	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	Rs	Rs
<b>3. Reserves &amp; Surplus</b>		
<b>Securities Premium Reserve</b>		
Opening		
Increased during the year	84,00,000	84,00,000
Closing	<u>-</u>	<u>-</u>
	<u>84,00,000</u>	<u>84,00,000</u>
<b>General Reserve</b>		
	<u>5,00,000</u>	<u>5,00,000</u>
<b>Statutory Reserve Fund</b>		
Balance b/f		
Add : Transferred during the year	34,70,293	34,67,793
Balance c/f	<u>2,26,282</u>	<u>2,500</u>
	<u>36,96,575</u>	<u>34,70,293</u>
<b>Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>		
Opening balance	(61,872)	(69,699)
Add: Profit/(Loss) for the year	11,31,410	10,327
Less: Transfer to Reserve Fund during the year	<u>(2,26,282)</u>	<u>(2,500)</u>
Net Surplus/(Deficit) at the end of the year	<u>8,43,256</u>	<u>(61,872)</u>
<b>Total Reserves &amp; Surplus</b>	<u>1,34,39,831</u>	<u>1,23,08,421</u>
<b>4. Deferred Tax Liabilities</b>		
Opening Balance	1,504.00	1,001.00
Add: Generated	-	503.00
Less: Reversed	<u>(1,504)</u>	<u>-</u>
Closing Balance	<u>-</u>	<u>1,504.00</u>
<b>5. Long Term Provisions</b>		
Contingent Provision for Standard Assets	<u>1,91,534</u>	<u>1,91,534.00</u>
	<u>1,91,534</u>	<u>1,91,534.00</u>
<b>6. Other Current Liabilities</b>		
Advances From Parties	-	6,85,753
Liabilities for Expenses	<u>2,65,006</u>	<u>1,18,796</u>
	<u>2,65,006</u>	<u>8,04,549</u>
<b>7. Short-term Provisions</b>		
Contingent Provision for Standard Assets	25,500	25,500
Provision for Income Tax	<u>5,69,843</u>	<u>89,843</u>
	<u>5,95,343</u>	<u>1,15,343</u>
<b>9. Non-Current Investments</b>		
<b>Other Investments</b>		
(a) Investments in Equity Instruments (Unquoted at cost) (fully paid-up; FV Rs 10 each, unless otherwise stated)		
Crystal Dealmark Pvt. Ltd.	150	350
	1,50,000	3,50,000
<b>Total of Non-Current Investments</b>	<u>1,50,000</u>	<u>3,50,000</u>
<b>10. Deferred Tax Assets</b>		
Opening Balance		
Add: Generated		
Less: Reversed	2,070.00	-
Closing Balance	<u>-</u>	<u>-</u>
	<u>2,070</u>	<u>-</u>
<b>11. Long-term Loans and Advances (Unsecured, considered good)</b>		
<b>Loans and advances to</b>		
Others	<u>3,80,38,901</u>	<u>3,49,03,535</u>
	<u>3,80,38,901</u>	<u>3,49,03,535</u>



or WORTH INVESTMENT AND TRADING COMPANY LIMITED

*Rakesh K. Mishra*

Director / Authorised Signatory

or WORTH INVESTMENT AND TRADING COMPANY LIMITED

*Dilip K. Shaw*

Director / Authorised Signatory

	Figures as at the end of current reporting period	Figures as at the end of the previous reporting period
	Rs	Rs
<b>12. Other Non-current Assets</b>		
Preliminary Expenses	1,86,114	3,16,913
	<b>1,86,114</b>	<b>3,16,913</b>
<b>13. Cash and Cash Equivalents</b>		
Cash in hand	24,932	9,82,376
Balances with Banks in Current Account	61,895	2,24,414
Cheque in Hand	-	-
	<b>86,827</b>	<b>12,06,790</b>
<b>14. Short-term Loans and Advances (Unsecured, considered good)</b>		
<u>Loans and advances to</u>		
Others	65,72,164	85,00,000
<u>Others</u>		
Balance with Income Tax Authorities	12,53,542	9,30,450
	<b>78,25,706</b>	<b>94,30,450</b>
<b>15. Other Current Assets</b>		
Advances for investment	10,00,000	-
	<b>10,00,000</b>	<b>-</b>
<b>16. Other Income</b>		
Interest on Loan	38,03,081	30,13,262
Loss on Futures & Options	-	(18,04,606)
	<b>38,03,081</b>	<b>12,08,656</b>
<b>17. Employee Benefits Expenses</b>		
Salaries & Bonus to Staff	12,32,000	4,34,500
	<b>12,32,000</b>	<b>4,34,500</b>
<b>18. Other Expenses</b>		
Advertisement Expenses	16,765	19,995
<u>Auditors' Remuneration</u>		
Audit Fees	34,500	34,350
Bank Charges	932	-
CDSL Charges	34,100	2,256
Contingent provision for standard assets	-	1,30,211
Demat Charges	-	969
Filing Fees	-	3,000
NSDL Expenses	22,500	-
Trade Licence	-	6,150
Professional Fees	-	8,850
RTA Expenses	46,636	22,290
Postage and Courier charges	-	18,245
Preliminary Expenses Written Off	1,30,799	1,49,891
Printing & Stationery expenses	34,040	17,852
General Expenses	3,13,956	28,340
Listing Fees	2,52,000	2,47,018
Travelling & Conveyance	51,650	-
ROC Filing Fees	13,800	-
	<b>9,51,678</b>	<b>6,89,417</b>
<b>19. Earning per share (EPS)</b>		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
	31 March, 2017	31 March, 2016
Net Profit / (Loss) attributable to equity shareholders	11,31,410	10,327
Weighted average number of equity shares in calculating EPS	-	-
Nominal value of Equity Shares	10	10
Closing No. of Shares	32,80,000	32,80,000
Basic & Diluted EPS	0.34	0.00



of WORTH INVESTMENT AND TRADING COMPANY LIMITED

*Rakesh K. Mishra*

Director / Authorised Signatory

of WORTH INVESTMENT AND TRADING COMPANY LIMITED

*D. L. P. K. Ghosh*

Director / Authorised Signatory

## 20. Notes to Accounts :

### a) Segment Reporting

The Company is predominantly engaged in the business of financial activities and is a 'Single Segment' Company.

### b) Related Party Disclosures

As per Accounting Standard 18 'Related Party Disclosures', the disclosure of transactions with related parties are given below:

#### (i) Names of the related parties and description of relationship

##### 1 Key Management Personnel (KMP):

Shri Rakesh Kumar Mishra

Shri Dilip Kumar Shaw

Kalpana Tekchandani

#### (ii) Transactions with related parties during the period:

There was no Related party transaction during the year to see disclose in term of AS - 18.

Sl. No.	Key Management Personnel	31.03.2017	31.03.2016
1	Salary	1,30,000.00	1,30,000.00

### c) Accounting for Taxes on Income

As availability of future taxable income is certain, provision for deferred tax assets is made in term of AS 22, Accounting for Taxes on Income.

### d) Details of dues to micro and small enterprises as defined under the MSMED Act,2006

On the basis of information available with the Company under the Micro, Small and Medium Enterprises Development Act, 2006, there are no Enterprises to whom the Company owes dues which are outstanding at year end. This has been relied upon by the Auditors.

e) Particulars as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 are given by way of an Annexure to the financial statements.

f) The Financial Statements and Notes on Accounts has been prepared as per the Companies Act, 2013 with their Schedule as the same is effective from 1st April, 2014.

g) Effective from 1st April, 2014, the Company has charged depreciation based on the useful life of the assets as per the requirement of Schedule II of the Companies Act, 2013. It has recomputed the depreciation on various fixed assets in accordance with and in the manner prescribed with Part C of Schedule II of the Companies Act, 2013. The aggregate difference between the depreciation so computed as per the companies Act, 2013 till 31st March, 2014 and the depreciation charged in the accounts till 31st March, 2014 has been debited to the opening balance of profit & Loss Account.

h) The management has assessed that there is no impairment of Fixed Assets requiring provision in the Accounts. Accordingly, there is no debit to the Statement of Profit & Loss for the impairment of Assets.

i) No provision has been made on account of gratuity as none of the employees have put in completed years of service as required by the payment of gratuity act.

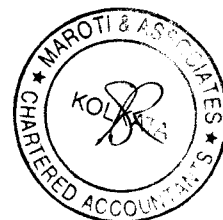
j) No provision has been made on account of leave salary as there are no leave to the credit of employees as at the end of the year.

k) Provision for Outstanding Standard Assets have been made @ 0.25% as per RBI Circular No.: DNBPS.PD.CC.No. 207/03.02.002 /2010-11 dated: 17-01-2011

l) There are no outstanding contract of future & option which has not been squared off as on the date of Balance Sheet.

m) During the year, the company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

	SBN	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016		24,239	24,239
Permitted Receipts	-	-	-
Permitted Payments	-	(9,116)	(9,116)
Amount deposited in Banks		-	-
Closing cash in hand as on 30.12.2016	-	33,355	33,355



WORTH INVESTMENT AND TRADING COMPANY LIMITED

Rakesh Kr Mishra

Director / Authorised Signatory

WORTH INVESTMENT AND TRADING COMPANY LIMITED

Dilip Kr Shaw

Director / Authorised Signatory

\*\* For the purpose of this clause, the term "Specified bank Notes" shall have the same meaning provided in the notification of the Government of India in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E) dated 8th November, 2016.

m) Previous year figures have been recast/reclassified wherever appropriate to confirm to current year's presentation as per revised Schedule III notified under the Companies Act, 2013.

n) All the figures in these notes are in 'Rs' except otherwise stated.

As per our report of even date

For **MAROTI & ASSOCIATES**

Firm Registration No.: 322770E

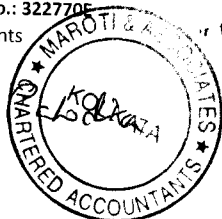
Chartered Accountants

*Radhika*

**RADHIKA PATODIA**

Partner

M. No. 309219



Place : Kolkata

Dated : 29-05-2017

For and on behalf of the Board

**WORTH INVESTMENT AND TRADING COMPANY LIMITED**

*Rakesh Kumar Mishra*

Rakesh Kumar Mishra

Director / Authorised Signatory

*Dilip Kumar Shaw*

Dilip Kumar Shaw

(Director)

**WORTH INVESTMENT AND TRADING COMPANY LIMITED**

*Kalpana Tekchandani*

Kalpana Tekchandani

(Company Secretary) Authorised Signatory

# WORTH INVESTMENT & TRADING COMPANY LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AS AT  
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

NOTE - 8

## FIXED ASSETS

Description	Gross Block			Depreciation		Net Block		
	As on 01.04.2016	Addition	As on 31.03.2017	Upto 31.03.2016	For the Year	Upto 31.03.2017	As on 31.03.2017	As on 31.03.2016
TANGIBLE ASSETS								
Laptop	78,541	-	78,541	64,878	11,567	76,445	2,096	13,663
	78,541	-	78,541	64,878	11,567	76,445	2,096	13,663
<b>Total (PY)</b>	<b>78,541</b>		<b>78,541</b>	<b>53,311</b>	<b>11,567</b>	<b>64,878</b>	<b>13,663</b>	-

WORTH INVESTMENT AND TRADING COMPANY LIMITED

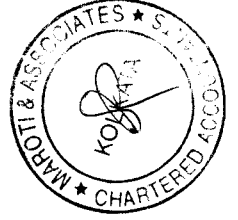
*Rakesh K R Mishra*  
Director / Authorised Signatory

WORTH INVESTMENT AND TRADING COMPANY LIMITED

*Dilip Kumar Shaw*  
Director / Authorised Signatory

Director / Authorised Signatory

Director / Authorised Signatory





**WORTH INVESTMENT & TRADING CO. LIMITED**  
 CIN: L671 20W81 980PLC 032932  
 34, C.R AVENUE, 1ST FLOOR, CABIN NO.2, KOLKATA-700012  
 Email: info@worthinv.com /Website: www.worthinv.com

**ATTENDANCE SLIP**

**37<sup>TH</sup> ANNUAL GENERAL MEETING ON 25<sup>TH</sup> SEPTEMBER, 2017**

Registered Folio No/ DP ID & Client Id*	
Name and Address of the Shareholder(s)	
Name of joint holders, if any	
No. of Shares held	

\*Applicable to shareholders holding shares in electronic form.

I/We hereby record my/our presence at the 37<sup>th</sup> Annual General Meeting of Worth Investment & Trading Company Limited held on Monday, 25<sup>th</sup> September, 2017 at 11:00 A M at 34 C.R Avenue 1<sup>st</sup> Floor Cabin No. 2, Kolkata-700012.

.....  
 Member's/Proxy Name in Block Letter

.....  
 Member's/Proxy's Signature

**Notes:** 1. Members/Proxy holders are requested to bring this slip with them when they come to the meeting and hand it over at the entrance of the Meeting Hall duly signed.

2. The electronic voting particulars are set out below:

<b>EVSN (Remote E-Voting Sequence Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>

Please refer to the attached AGM Notice for instructions on remote e-voting  
 Remote e-voting facility is available during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
<b>September 22, 2017 from 9.00 AM</b>	<b>September 24, 2017 till 5.00 PM</b>

**WORTH INVESTMENT & TRADING CO. LIMITED**

CIN: L671 20W81 980PLC 032932

34, C.R AVENUE, 1ST FLOOR, CABIN NO.2, KOLKATA.700012

Email: info@worthinv.com /Website: www.worthinv.com

**37<sup>TH</sup> ANNUAL GENERAL MEETING ON 25<sup>TH</sup> SEPTEMBER, 2017**

**MGT- 11**

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rules, 2014]

Name of the Member(s): Registered address: E-mail Id: Folio No./Client Id*: DP ID*:	
---	--

\*Applicable to shareholders holding shares in electronic form.

I/We, being the member(s) of ..... Shares of the above named Company, hereby appoint:

- Name:.....  
Address:.....  
E-mail ID: .....Signature:.....or failing him;
- Name:.....  
Address:.....  
E-mail ID: .....Signature:.....or failing him;
- Name:.....  
Address:.....  
E-mail ID: .....Signature:.....

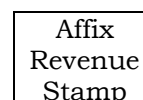
as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37<sup>th</sup> Annual General Meeting of Worth Investment & Trading Company Limited to be held on Monday, 25<sup>th</sup> September, 2017 at 11:00 A.M at 34, C.R. Avenue, 1<sup>st</sup> Floor Cabin No. 2, Kolkata – 700012 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No	Resolution	Vote (Optional See Note 2) No. (Please mention no. of shares)	
		For	Aganist
<b>Ordinary Resolution</b>			
1.	To receive, consider and adopt the audited financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2017, including the audited Balance Sheet as at 31 <sup>st</sup> March, 2017, the statement of Profit and Loss for the year ended on that date and reports of the Board of Directors' and Auditors' thereon.		
2.	Ordinary Resolution to ratify M/s Maroti & Associates, (FRN: 322770E) Chartered Accountants, Kolkata, as Statutory Auditors.		
<b>Special Business</b>			
3.	Ordinary Resolution for appointment of Mr. Dhawal Doshi (DIN NO.07920872) as an Independent Director of the Company, not liable to retire by rotation.		

Signed this .....day of .....2017

Signature of the Shareholder .....

Signature of Proxy holder(s) .....



**Note : 1. This form of Proxy, to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Annual General Meeting.**

**2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner he/she may deem appropriate.**

## ROUTE MAP OF 37<sup>TH</sup> ANNUAL GENERAL MEETING

