

INDOWORTH HOLDINGS LIMITED

(Formerly UNIWORTH SECURITIES LIMITED)

**ANNUAL REPORT
2022-2023**

CORPORATE INFORMATION

CIN: L51900WB1985PLC0227336

(As on 04.09.2023)

BOARD OF DIRECTORS

HARISH KANT MANDHRE (DIN: 08396568) - Executive Director

MEENA LOHIA (DIN: 02331504)

KAUSHAL KUMAR (DIN: 08035025) - Independent Director

VIVEK CHAUDHARY (DIN: 08396579) - Independent Director

AUDIT COMMITTEE

KAUSHAL KUMAR

VIVEK CHAUDHARY

HARISH KANT MANDHRE

COMPANY SECRETARY

SHYAM KUMAR RATHI

CHIEF FINANCIAL OFFICER

RAMCHANDRA PYARELAL MEHTA

AUDITORS

M/s. GOENKA SHAW & CO.

Chartered Accountants

BANKERS

UNION BANK OF INDIA

REGISTERED OFFICE

GREEN ACRES

2, Nazar Ali Lane

4th Floor, Flat 4A,

Kolkata - 700 019

Phone : +91(033) 4072 6029

CORPORATE OFFICE

RAWDON CHAMBERS

11A, Sarojini Naidu Sarani

4th Floor, Unit – 4B,

Kolkata - 700 017

Phone : +91(033) 4006 1301

Email ID: uniworthsecuritieslimited@gmail.com

indoworthholdingslimited@gmail.com

Website: www.uniworthsecurities.com

REGISTRARS

M/s. C. B. Management Services (P) Limited

P-22, Bondel Road,

Kolkata - 700 019

Phone : (033) 4011-6700/6711/6718/6723

Fax : 033 – 4011 6739

Email : rta@cbmsl.com

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of **INDOWORTH HOLDINGS LIMITED** (Formerly Uniworth Securities Limited) will be held at the Corporate Office of the Company at Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata – 700 017 on Saturday, the 30th day of September, 2023 at 11:30 A. M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2023 together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass with and without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the company for the financial year ended 31st March, 2023 together with the Reports of Board of Directors and Auditors thereon laid before this meeting be and are hereby received, considered and adopted.”

2. To appoint Mrs. Meena Lohia (DIN: 02331504), who retires by rotation and being eligible, offers herself for re-appointment as a director and in this regard, to consider and if thought fit, to pass with and without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the Provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Meena Lohia (DIN: 02331504), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

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. Kaushal Kumar (DIN: 08035025) who was appointed as an Additional Director with effect from 4th September, 2023 on the Board of Director of the Company in term of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions, if any, of the companies act, 2023 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kaushal Kumar, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from 4th September, 2023 to 3rd September, 2028.

Registered Office:

Green Acres,
2, Nazar Ali Lane,
4th Floor, Flat 4A,
Kolkata – 700 019

Date: 4th September, 2023

By Order of the Board

Shyam Kumar Rathi
Company Secretary
Membership No. A45602

NOTES:

- a) **A member entitled to attend and vote at the 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. Proxies in order to be effective must be received at the Registered Office not less than 48 hours before the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.

Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- b) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2023 to 30th September, 2023 (both days inclusive).
- c) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under item No. 3 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed.
- d) Members holding shares in physical form are requested to notify change of address, if any, along with address proof i.e. self-attested copy of Voter Identity Card or Electricity or Telephone Bill or Driving License or Passport or Aadhaar Card or bank Statement to M/s. C B Management Services (P) Limited, Registrar and Share Transfer Agent of the Company and, in case the shares are held in dematerialized form, then this information should be passed on to the respective Depository Participants and not to the Registrar and Share Transfer Agent of the Company.
- e) SEBI vide its latest circular dated 16th March, 2023 in supersession of earlier Circular in this regards, has reiterated that it is mandatory for all holders of physical securities to furnish their PAN as well as other KYC documents to the RTA (Registrar and Share Transfer Agent) of the Company in respect of all concerned folios. The Folios wherein even any one of the PAN, Address with PIN Code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination by holders of physical securities are not available on or after October 01, 2023, such folios shall be frozen by the RTA. SEBI has introduced Form ISR – 1 alongwith other relevant forms to lodge any request for registering PAN, KYC details or any change/updation thereof.

In terms of the aforesaid SEBI Circular, effective from 1st January 2022, any service requests or complaints received from the member, are not processed by RTA till the aforesaid details /documents are provided to RTA.

Members may also note that SEBI vide its Circular dated January 25, 2022 has mandated listed companies to issue securities in dematerialized form only while processing service requests viz. issue of duplicate securities certificates, claim from unclaimed suspense account, renewal/exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. In view of the same and to eliminate all

risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.

- f) In case the mailing address mentioned on this Annual Report is either without Pin code or with incorrect Pin code, Members are requested to advise the correct Pin code to M/s. C B Management Services (P) Limited, Registrar and Share Transfer Agent of the Company or the respective Depository Participant(s), as the case may be, immediately, for speedier delivery of documents in future.
- g) Members holding Shares, in physical form, in identical order of names in multiple Folios, are requested to write to M/s. C B Management Services (P) Limited, Registrar and Share Transfer Agent of the Company requesting consolidation of such Folios into one Folio for their own convenience.
- h) As per section 72 of the Companies Act, 2013, the facility for making/varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation/ cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 (as amended) for the purpose. The forms can be obtained from M/s. C B Management Services (P) Limited, Registrar and Share Transfer Agent of the Company or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
- i)
 - (a) Members desirous of getting any information in relation to the Company's Annual Report 2022-23 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Annual General Meeting to the Company to enable the Management to keep the information readily available at the Meeting.
 - (b) Members holding shares in Electronic Form and in Physical Form are requested to bring their Depository ID Number and Client ID Number, folio Number respectively to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
- j) Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per the Listing Agreement, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
- k) The Ministry of Corporate Affairs (MCA) has vide its General circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, respectively and SEBI circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 & 15th January, 2021 and all other relevant circulars issued from time to time further provided relaxation from dispatching of physical copies of notice of Annual General Meeting (AGM) and Financial Statements for the year ended 31.03.2023 and considering the above. Notice of 37th Annual General Meeting alongwith the Annual Report for the Financial year 2022-23 (including Attendance Slip and Proxy Form) is being sent only through electronic mode to those shareholders whose e-mail IDs are registered with the Registrars/Depositories. Members may note that the Annual Report together with Notice shall be available in the Website of the Company/Stock exchange viz www.uniworth.com. The shareholders who have not registered their e-mail id, who may like to obtain the Annual Report and Notice of AGM are requested to get the email IDs registered by the Registrars/Depositories by following the procedure given below:
 - (i) Members holding shares in demat form can get their e-mail id registered by contacting their respective Depository Participant(s).
 - (ii) Members holding shares in physical form can register their email IDs and mobile number with Company's Registrars and Share Transfer Agent M/s. C B Management Services (P) Limited by sending an e-mail request at the email id rta@cbmsl.com along with signed scanned copy of the request letter proving the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email IDs and receiving the Annual report.

- l) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to M/s. C B Management Services (P) Limited, Registrar and Transfer Agent of the Company.
- m) Members may also note that the Notice of the 37th Annual General Meeting and the Annual Report for the financial year 2022-23 will also be available on the Company's website www.uniworthsecurities.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata, West Bengal for inspection during normal business hours on all working days.
- n) 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 under Section 189 will be made available for inspection by members of the Company at the meeting.
- o) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as mentioned from time to time and Regulation 44 of the SEBI (Listing Obligation & Disclosures Requirements) Regulations, 2015 the Company is pleased to provide to the Members the facility to exercise their right to vote at the 37th Annual General Meeting (AGM) of the Company by electronic means and the business mentioned in Notice relating thereto may be transacted through the remote E-Voting services provided by National Securities Depository Limited (NSDL). It is clarified that it is not mandatory for a member to vote using e-facility and a member may avail of said facility at his /her discretion following the procedure below.

The instructions for remote e-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility , please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the " Beneficial Owner " icon under "Login" which is available under " IDeAS " section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under

	<p>e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is

	12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to uniworthseccrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.
5. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
 - a) E-voting particulars as mentioned below, including initial password are provided in the Annexure to the Notice for E-voting, which is part of this Notice of AGM to be held on September 30, 2023:
 - b) Please follow all the steps as mentioned in step 1 and step 2 as above to cast vote.
6. Members, who do not have any access to e-voting, may requisite a Physical Ballot Form from the Office of the Registrars & Share Transfer Agents of the Company. Members are required to fill the Physical Ballot Form and enclose it in a Sealed Envelope and send it "To the Scrutinizer, Mr. Kamal Kumar Sanganeria (Unit: Uniworth Securities Limited) C/o. M/s. C B Management Services (P) Limited, P-22, Bondel Road, Kolkata- 700 019." Unsigned/wrongly signed, incomplete or incorrectly ticked forms shall be rejected. The Scrutinizer's decision on the validity of the form will be final. Members are required to vote either through the electronic system or through physical ballot and not in any other mode. In the event of Members casting votes through both the processes, the votes in the electronic system will be considered only. The Physical Ballot Form must be received by the Scrutinizer on or before September 30, 2023.
7. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
8. The e-voting period commences on September 27, 2023 (9:00 A.M. IST) and ends on September 29, 2023 (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2023 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
9. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 30, 2023.
10. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cutoff date, i.e. September 23, 2023 may obtain the login id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for E-voting then you can use your existing User Id and password for

- casting your vote. If you have forgotten your password, you may reset your password by using “forgot User Details/Password” option available on <https://www.evoting.nsdl.com>.
11. Members who have cast their vote by E-voting prior to the Annual General Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
 12. Shri Kamal Kumar Sangneria (Membership No. FCS 2643), Practicing Company Secretary and proprietor of M/s K. K. Sangneria & Associates, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 13. The chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Ballot paper for all those members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.
 14. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two 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.
 15. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.uniworthsecurities.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately communicated to the BSE Limited.
 16. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.
- p) The Ministry of Corporate Affairs (MCA), Government of India has introduced a ‘Green Initiative in Corporate Governance’, by allowing paperless compliances by the Companies for service of documents to their members through electronic modes, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder. The Shareholders (whether holding shares in physical or electronic mode), who are interested to receive soft copy of the Annual Reports and Accounts of the Company are requested to write to M/s. C B Management Services (P) Limited, Registrar and Share Transfer Agent of the Company to register their respective e-mail ids.
- q) The route map of the venue of the Annual General Meeting is given on the inside of the back cover page of the Annual Report.
- r) In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gift at the AGM or in connection therewith.
- s) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.

MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT TO THE MEETING

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS

Item No. 3

Mr. Kaushal Kumar was appointed by the Board of Directors of the Company (“the Board”) as an Additional Director, Category - Non Executive & Independent Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and holds office upto the date of this Annual General Meeting.

In view of his extensive and rich experience and considering the best interests of the Company, it is proposed to appoint him as an Independent Director of the Company for a period of five (5) consecutive years from the date of his appointment i.e. 04.09.2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, from a member proposing his candidature for the

office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act. The proposed term of the Director are mentioned hereunder:

Name of Independent Director	Appointment	
	From	Till
Mr. Kaushal Kumar	4th September 2023	3rd September, 2028

In the opinion of the Board, Mr. Kaushal Kumar fulfills the conditions specified in the Act and the Rules made thereunder for being appointed as an Independent Director of the Company and he is independent of the management of the Company. The Board considers that the association of the above Director as Independent Director would be of immense benefit to the Company.

The Resolution set out under item No. 3 of the Notice seek the approval of the Members for the appointment of the above director as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act and Rules made thereunder .

A copy of the draft letter of appointment of the above director as an Independent Director of the Company setting out the terms and conditions is available for inspection by the Members at the Company's Registered Office on any working day up to the date of the Annual General Meeting, and will also be made available at the AGM venue.

Mr. Kaushal Kumar may be deemed to be concerned or interested in the Resolution relating to his proposed appointment. None of the other Directors , key managerial personnel or their relatives has any concern or interest in the said Resolution.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard – 2 on General Meetings, requisite particulars for appointment are given in this Notice.

Registered Office:

Green Acres,
2, Nazar Ali Lane,
4th Floor, Flat 4A,
Kolkata – 700 019

By Order of the Board

Date: 4th September, 2023

Shyam Kumar Rathi
Company Secretary
Membership No. A45602

Additional Information:

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard – 2 are as under:

Name	Mrs. Meena Lohia	Mr. Kaushal Kumar
Designation	Non-Executive Director w.e.f. 17.02.1992	Non-Executive and Independent Director
Date of Birth	03-12-1955	05-02-1984
Qualifications	Graduate	Commerce Graduate and MBA.
Experience	Mrs. Meena Lohia is an Industrialist having wide experience in Marketing and Management.	Mr. Kaushal Kumar is a Commerce Graduate and MBA in Material Management from the National Institute of Management having wide experience in the purchase, stores and inventory Management.
Terms and Conditions of Appointment	In terms of Section 152(6) of the companies Act, 2013 and as per the Nomination and Remuneration Policy of the company Mrs. Meena Lohia, who is proposed to be re-appointed as Director for the company, is liable to retire by rotation and entitled for Sitting Fees, if any.	Appointed as Non Executive and Independent Director with effect from 04.09.2023
Remuneration	NIL	NIL
Date of First Appointment on the Board	17.02.1992	04.09.2023
Directorship in other Indian Companies	NIL	1. Uniworth International Ltd 2. R B Properties Pvt Ltd 3. Uniworth Textiles Ltd 4. Unirama Industries s Ltd 5. Uniworth Biotech Ltd 6. Metro Arrow Amenities Pvt Ltd
Number of shares held in the Company	3,21,300 Equity Shares	NIL
Relationship, if any, with other Directors, Manager and other Key Managerial Personnel	-	-
Position in Committees constituted by the Board of Directors of the Company	N.A.	Audit Committee – Chairman Stakeholder Relationship Committee – Member
Number of Board Meeting attended (in F.Y. 2022-2023)	1	-

DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2022-23

To
The Members,

Your directors have pleasure in presenting their 37th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2023.

FINANCIAL HIGHLIGHTS:

During the year under review, financial performance of your Company was as under:

Particulars	31st March, 2023 (Rs. in Lakhs)	31st March, 2022 (Rs. in Lakhs)
Total Income	29.60	26.75
Profit before Interest and Depreciation	2.44	5.45
Less: Interest	-	-
Profit before Depreciation	2.44	5.45
Less: Depreciation	1.72	1.59
Profit before Extra- Ordinary item	0.72	3.86
Less : Extra Ordinary Item	-	-
Profit before Tax before Extra- Ordinary item	0.72	3.86
Less: Provision for Taxation	2.83	1.20
Less : Deferred Tax	(0.20)	(0.34)
Profit After Tax for the year	(1.91)	3.00
Other Comprehensive Income	4.49	0.64
Total comprehensive Income of the year	2.58	3.64
Add : Balance b/f from previous year		-
Profit available for appropriation		-
Appropriations :		
General Reserve		-
Dividend on Equity Shares		-

STATE OF COMPANY'S AFFAIRS:

During the year under review, total Income mainly from commission activities stood increased to Rs. 29.60 Lakhs as against Rs. 26.75 Lakhs in the previous year. Loss after Tax amounts to Rs. 1.91 Lakhs as against Profit of Rs. 3.00 Lakhs in Previous year.

BUSINESS/FUTURE OUTLOOK:

Steps are being taken to increase existing business activities and also consider possibilities of starting fresh ventures.

DIVIDEND:

In view of losses, the Directors regret their inability to recommend any dividend for the Financial Year 2022-23.

AMOUNTS TRANSFERRED TO RESERVES:

In view of losses incurred by the Company, the Directors regret their inability to recommend any amount to be transferred to the reserves for the Financial Year 2022-23.

CHANGE IN NATURE OF BUSINESS:

No change in the nature of the Business has taken place during the year under review.

CHANGES IN SHARE CAPITAL:

During the Financial Year 2022-23, there have been no changes in the share capital of the Company.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31st March, 2023 the applicable accounting standards have been followed and there are no material departures;
- b. they 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. they have taken proper and sufficient care for the 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 fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively except deficiencies in operating effectiveness in respect of old outstanding of trade receivables, advances to parties and some old creditors for expenses;
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Meena Lohia (DIN: 02331504), is liable to retire by rotation and being eligible, offers herself for re-appointment and the same is proposed for approval at the ensuing AGM.

During the year under review, there Mr. Kamal Sharma (DIN: 02946513) has resigned as the Director of the Company with effect from 03.09.2022.

Since the last Annual General Meeting Mr. Kaushal Kumar (DIN: 08035025) was appointed as an Independent Director of the Company with effect from 30.05.2023 and subsequently he has resigned from the Board with effect from 14.08.2023

Mr. Rejveersingh Baboosingh Jadon, (DIN : 08396518) Independent Director has resigned from the Board with effect from 30.05.2023.

The Board of Director of the Company at its meeting held on 04.09.2023, on the recommendation of the Nominations & Remuneration Committee again co opted Mr. Kaushal Kumar (DIN : 08035025) as an Additional Director (Non-executive & Independent Director) of the Company subject to the approval of members of at the ensuing Annual General Meeting, in accordance with the provision of sections 149, 152, 161 read with schedule IV and any together applicable provisions, if any, of the companies Act, 2013 and rules framed thereunder.

The Board, on the recommendation from Nominations & Remuneration Committee, proposes to the members for their approval through ordinary resolution to appoint Mr. Kaushal Kumar as an Independent Director of the company for a period of 5 years with effect from 04.09.2023.

DECLARATION BY INDEPENDENT DIRECTORS:

Pursuant to Section 149(7) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in Section 149(6) of the Act.

DEPOSITS:

Your Company has not accepted any deposit within the meaning of deposits, covered under Chapter V of the Companies Act, 2013.

FIXED DEPOSITS:

The Company did not accept/renew any fixed deposits from public and no fixed deposits were outstanding or remained unclaimed as on March 31, 2023.

MEETING OF BOARD:

5 (Five) Board meetings were held during the financial year 2022-23 under review. The details of which are given below: -

Board Meeting held during the year		
Date of Board Meeting	Total Strength of the Board	No. of Directors present
28.05.2022	05	04
12.08.2022	05	03
03.09.2022	04	03
21.11.2022	04	03
14.02.2023	04	02

MEETING OF AUDIT COMMITTEE:

4 (Four) meetings of Audit Committee were held during the financial year 2022-23 under review. The details of which are given below: -

Audit Committee Meeting held during the year		
Date of Audit Committee Meeting	Total Strength of the Audit Committee	No. of Members present
28.05.2022	3	3
12.08.2022	3	2
21.11.2022	3	2
14.02.2023	3	2

MEETING OF STAKEHOLDERS RELATIONSHIP COMMITTEE:

4 (Four) meetings of Stakeholders Relationship Committee were held during the financial year 2022-23 under review. The details of which are given below: -

Stakeholders Relationship Committee Meeting held during the year		
Date of Stakeholders Relationship Committee Meeting	Total Strength of the Stakeholders Relationship Committee	No. of Members present
19.04.2022	3	2
15.07.2022	3	2
14.10.2022	3	2
19.01.2023	3	2

SHARE TRANSFER COMMITTEE:

The role of the Committee is to deal with issuance of duplicates of share certificates, transmission of shares and transfer of shares.

As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from 1st April, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

The Board of Directors has appointed the Company Secretary as compliance officer of the Company to monitor the share transfer process.

The composition and attendance of the members in the following Committee Meetings during the year 2022-23 were as under:

Name of the Director	Category	Number of meetings during the Financial Year 2022-23	
		Held	Attended
Mr. Harish Kant Mandhre	Chairman Non Independent, Executive	1	1
Mr. Kaushal Kumar (from 04.09.2023)	Member Independent, Non-Executive	1	1
Mrs. Meena Lohia	Member Non Independent, Non-Executive	1	1

CORPORATE GOVERNANCE REPORT:

Corporate Governance Report is not applicable to the Company as the paid up capital of the Company is less than Rs. 10 Crores and Net Worth was less than Rs. 25 Crores as on the last day of the previous financial year i.e. 31st March, 2023.

MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented in a separate section which forms part of the Annual Report.

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return in format MGT -9 for the Financial Year 2022-23 has been enclosed with this report as "Annexure II".

CORPORATE SOCIAL RESPONSIBILITIES:

The provisions of Section 135 of the Act in connection with Corporate Social Responsibility are not applicable to the Company since the Company falls below the threshold limit.

AUDITORS REPORT:

The observations made by Auditors in their Auditor's Report with reference to notes to financial statements are self explanatory and need no comments, forms part of this report.

STATUTORY AUDITORS:

M/s. Goenka Shaw & Co., Chartered Accountants, (Firm Registration Number 319075E) were appointed as Statutory Auditors of the Company for a period of second term of 5 consecutive years till i.e. from the conclusion 36th Annual General Meeting till the 41st Annual General Meeting of the Company to be held in the year 2027.

APPOINTMENT OF INTERNAL AUDITORS:

The Company has appointed M/S. P. K. Bothra & Co., Chartered Accountants, as an Internal Auditors of the Company for the financial year 2023-24.

SECRETARIAL AUDITORS:

In terms of Section 204 of the Companies Act 2013, the Board of Directors at their meeting held on 30th May, 2023 have appointed M/s K K Sangneria & Associates, Company Secretaries, as Secretarial Auditors, for conducting Secretarial Audit of the Company for the Financial Year 2023-24. Report of the Secretarial Auditor for the financial year ended 31.03.2023 is given as "Annexure I" which forms part of this report.

BOARDS VIEW:

The observations of the Auditor's report have been dealt with in the Notes on Financial Statements for the year ended 31st March, 2023, and being self explanatory, do not call for any further clarifications.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

The Company has not issued any Equity Shares with differential Rights during the financial year.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS:

The Company has not issued any Employee Stock Options during the financial year.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES:

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

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Related Party transactions that were entered during the financial year on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions which were in conflict with interest of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

In accordance with the provisions of Section 134(3)(m) of Companies Act, 2013 and the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 the required information relating to the "Conservation of Energy, Technology Absorption" do not apply to the Company.

RISK MANAGEMENT POLICY:

In terms of Section 134(3)(n) of the Act, the Board of Directors has adopted a comprehensive risk management policy which includes identification of element of risk, its mitigation and other related factor. The Board periodically reviews the same. No Risk Management Committee has been constituted since it is not covered by the requirements of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the Individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and elected Chairman of the each meeting was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

- The Nomination and Remuneration Committee as specified u/s 178 of the Companies Act, 2013 was formed with a view to reviewing and making recommendations on annual salaries, performance, commissions, perquisite and other employment conditions of Executives and Officials. The Committee's also takes into consideration

remuneration practices followed by leading Companies as well as information provided by reputed consultants while determining the overall remuneration package.

- During the year under review the Nomination and Remuneration Committee met once on 14.02.2023.
- The following are the members of the Committee at present:

Name	Designation	Executive/Non-Executive/Independent
Mr. Kaushal Kumar (from 04.09.2023)	Chairman	Non- Executive & Independent
Mr. Vivek Chaudhary	Member	Non- Executive & Independent
Mrs. Meena Lohia	Member	Non- Executive & Non-Independent

RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM ITS HOLDING OR SUBSIDIARY:

No receipt of any commission by MD / WTD from a Company has been made.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES :

Your Company doesn't have any subsidiary, Joint Venture or associates.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

No significant & material orders passed by the regulators or courts or tribunal.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adequate internal control procedures commensurate with the size, scale and complexity of its operations, which are well supplemented by surveillance of Internal Auditors.

DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM:

In pursuant to the provision of Section 177(9) & (10) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company i.e. www.uniworthsecurities.com.

HEALTH, SAFETY AND ENVIRONMENT PROTECTION:

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

POLICY ON PREVENTION OF SEXUAL HARASSMENT:

The Company is committed to provide a safe and conducive work environment to its employee and has formulated "Policy for Prevention of Sexual Harassment".

During the Financial Year ended 31st March, 2023, the Company has not received any complaints pertaining to Sexual Harassment.

FRAUD REPORTING:

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

PARTICULARS OF EMPLOYEES:

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

CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON NON-DISQUALIFICATION OF DIRECTORS:

Certificate from Practicing Company Secretary that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board Ministry of Corporate Affairs or any such statutory authority is annexed as "Annexure IV".

ACKNOWLEDGEMENT:

Your Directors acknowledge with gratitude the co-operation and assistance received from all concerned and particularly the Shareholders of the Company for continuing to bear with the adversities of the Company.

On Behalf of the Board

Harish Kant Mandhre

Kaushal Kumar

Executive Director

DIN: 08396568

Director

DIN: 08035025

Place: Kolkata

Date: 4th September, 2023

ANNEXURE I

SECRETARIAL AUDIT REPORT

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[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

Indoworth Holdings Limited (Formerly Uniworth Securities Limited)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indoworth Holdings Limited (Formerly Uniworth Securities Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of Indoworth Holdings Limited'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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of (as amended):

- (1) The Companies Act, 2013 (the Act) and the rules made there under;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, to the extent of Foreign Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) 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;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the audit period)

- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable to the Company during the audit period)
- (6) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (7) Indian Contract Act, 1872
- (8) Income Tax Act, 1961 and Indirect Tax Laws
- (9) Indian Stamp Act, 1999
- (10) Payment of Bonus Act, 1965
- (11) Payment of Gratuity Act, 1972
- (12) Payment of Wages Act, 1936 and other applicable labour laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that this report also refers the Statutory Auditors Report dated 30th May, 2023 and observations as mentioned in notes to the Financial Statement and Directors Report for the year ended 31.03.2023.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors.

The changes, if any, 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.

I 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.

I further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.

- (v) Foreign technical collaborations.

This Report is to be read with our letter which is annexed as **Annexure A** and forms an Integral part of this report.

Kamal Kumar Sangneria
M/s K. K. Sangneria & Associates
FCS No.: 2643
C.P. No. : 3880
UDIN F002643E000934607

Place: Kolkata

Date: 4th September, 2023

ANNEXURE I: SECRETARIAL AUDIT REPORT (CONTD.)

‘Annexure A’

(To the Secretarial Audit Report of M/s. Uniworth Securities Limited for the Financial Year ended 31.03.2023)

To

The Members

Indoworth Holdings Limited (Formerly Uniworth Securities Limited)

Green Acres, 2, Nazar Ali Lane,

4th Floor, Flat 4A

Kolkata – 700 019

Our Secretarial Audit Report for the Financial Year ended 31.03.2023 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Kamal Kumar Sangneria

M/s K. K. Sangneria & Associates

FCS No.: 2643

C.P. No. : 3880

UDIN F002643E000934607

Place: Kolkata

Date: 4th September, 2023

ANNEXURE II

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2023

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

FORM NO. MGT – 9

I. Registration and other details

CIN	L51900WB1985PLC227336
Registration Date	19th March, 1985
Name of the Company	Indoworth Holdings Limited (formerly Uniworth Securities Limited)
Category/Sub-Category of the Company	Company having Share Capital
Address of the Registered Office	Green Acres, 2, Nazar Ali Lane, 4th Floor, Flat 4A, Kolkata-700019
Address of the Corporate Office	Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B Kolkata - 700 017, West Bengal
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	M/s C. B. Management Services (P) Ltd. P-22, Bondel Road, Kolkata- 700 019 Tel No. (033) 4011-6700/6711/6718/6723

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:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Commission received	70200	100%

[illegible]

[illegible]

[illegible]

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDR's and ADR's)

For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year			Cumulative Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
R. B. Properties Pvt. Ltd.	85600	6.88	NIL	NIL	NIL	85600	6.88
Vikram Buildcon Pvt. Ltd.	84000	6.75	NIL	NIL	NIL	84000	6.75
Touchstone Housing Projects Pvt. Ltd.	77500	6.23	NIL	NIL	NIL	77500	6.23
Dhanrashi Vinimay Pvt. Ltd.	72300	5.81	NIL	NIL	NIL	72300	5.81
Madgul Estates Pvt. Ltd.	55000	4.42	NIL	NIL	NIL	55000	4.42
Rituraj Kathju	5000	0.40	NIL	NIL	NIL	5000	0.40
A. K. Agarwal	5000	0.40	NIL	NIL	NIL	5000	0.40
Krishna Kumar Gupta	5000	0.40	NIL	NIL	NIL	5000	0.40
Surendra Khandelwal	3000	0.24	NIL	NIL	NIL	3000	0.24
Nina Sharma	3000	0.24	NIL	NIL	NIL	3000	0.24

v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year			Cumulative Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
Meena Lohia	321300	25.81	NIL	NIL	NIL	321300	25.81

VI. Indebtedness

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

Particulars	Secured Loans (excluding deposits)	Unsecured Loans	Deposits	Total Indebtedness (Amount in Rs.)
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	129850000	NIL	129850000
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	129850000	NIL	129850000
Change in Indebtedness during the financial year				
Addition	NIL	NIL	NIL	NIL
Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	NIL	129850000	NIL	129850000
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	129850000	NIL	129850000

VII. Remuneration of Directors and Key Managerial Personnel

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

Particulars of Remuneration	Name of the WTD/MD/Manager	Total Amount (in Rs.)
	Harish Kant Mandhre	
1 Gross salary		
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—
2 Stock Option	—	—
3 Sweat Equity	—	—
4 Commission - as % of profit - others, specify	—	—
5 Others, please specify	—	—
Total (A)	—	—
Ceiling as per the Act		6000000

B. Remuneration to other Directors:

Particulars of Remuneration	Name of the Directors				Total Amount (in Rs.)
	Meena Lohia	Kamal Sharma	R B Jadon	Vivek Chaudhary	
1 Independent Directors					
• Fee for attending board/committee meetings	—	—	—	—	—
•	—	—	—	—	—

Commission					
• Others, please specify	–	–	–	–	–
Total (1)	–	–	–	–	–
2 Other Non- Executive Directors					
• Fee for attending board/ committee meetings	–	–	–	–	–
• Commission	–	–	–	–	–
• Others, please specify	–	–	–	–	–
Total (2)	–	–	–	–	–
Total (B)=(1+2)	–	–	–	–	–
Total Managerial Remuneration	–	–	–	–	–
Overall Ceiling as per the Act*	–	–	–	–	6000000

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

Particulars of Remuneration	Name of the KMP		Total Amount (in Rs.)
	CFO	Company Secretary	
1 Gross salary	R. P. Mehta	S. K. Rathi	
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	–	–	–
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	–
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	–	–	–
2 Stock Option	–	–	–
3 Sweat Equity	–	–	–

4 Commission - as % of profit-others, specify	–	–	–
5 Others, please specify	–	–	–
Total	–	–	–

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)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Director					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officer in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

On behalf of the Board

Harish Kant Mandhre

Kaushal Kumar

Executive Director
DIN: 08396568

Director
DIN: 08035025

Place: Kolkata

Date: 4th September, 2023

Annexure III

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

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

To
The Members of
Indoworth Holdings Limited
(Formerly Uniworth Securities Limited)
GREEN ACRES, 2, Nazar Ali Lane
4th Floor, Flat 4A
Kolkata – 700 019

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Indoworth Holdings Limited (Formerly Uniworth Securities Limited) (herein after referred to as 'the Company') having CIN-L51900WB1985PLC227336 and having registered office at 2, Nazar Ali Lane, 4th Floor, Flat 4A, Kolkata – 700 019, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority :

Sl. No.	Name of Director	DIN	Date of appointment
1.	Mr. Harish Kant Mandhre	08396568	14/07/2021
2.	Mrs. Meena Lohia	02331504	17/02/1992
3.	Mr. Rajveersingh Baboosingh Jadon	08396518	29/03/2019
4.	Mr. Vivek Chaudhary	08396579	29/03/2019

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Kamal Kumar Sanganeria
M/s K. K. Sanganeria & Associates
FCS No.: 2643
C.P. No. : 3880
UDIN F002643E000934321

Place: Kolkata
Date: 4th September, 2023

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry Structure & Development

The scenario all over is changing and accordingly the Company is also changing in outlook and currently engaged aggressively in the commissioning business activity. The Company is exploring all aspects of new opportunities in the field and ways and means to do the business cost effectively.

Opportunities and Threats

To survive and sustain in the current scenario where the industry is attempting to shift models, has been a very challenging task.

Increase in significant growth rate and momentum in economy has also created competitive environment and the Company is trying to grab all the opportunities on its way which would enhance the company's performance.

Segment wise Performance

The Company is currently engaged in the commission activities. The Company is constantly taking steps forward to sustain in the competitive economy.

Further, the Company is showing substantial growth and is making all due efforts in achieving its business objectives in the most efficient manner.

Operational and Financial Performance, Management Discussion and analysis

The Company is basically into commission activities. During the financial year under review, the Company recorded Rs. 29.60 lakhs total revenue as compared to Rs. 26.75 lakhs in previous year. Loss after tax amounting to Rs. 1.91 lakhs as against profit of Rs. 3.00 lakhs in previous year.

Risk & Concerns

The primary risk for the Company is with the volatile domestic markets and the uncertainty prevailing in the Economy after government measures like Demonetisation, implementation of Goods and Service Tax (GST). However, the Company is taking all measures to cope with all these challenges by continuous efforts at cost optimization, process improvements, diversification of products and improving efficiencies.

Internal Control System

The Company has adequate system of internal controls to ensure that all assets are safeguarded and protected against loss and that all transactions are authorized, recorded and reported correctly. The systems are designed to support the reliability of the financial and other records for preparing financial statements and other data. The Statutory Auditors

also discuss their comments and findings with the management as well as with the audit committee.

The Company has also regularly placed before the Board, Internal Audit Reports, Financial Results with Provisional Balance Sheets, Performance Review Report of various Units together with Executive Summary, Current Workings and all Current matters of commercial importance and various other information as generally required under the various Stock Exchange Listing Agreements.

Human Resources

The Company continues to recognize the importance of good human relations in the smooth working of the organization.

Cautionary Statement

The facts and views mentioned in this report on Management Discussion and Analysis describing the Company's views about the industry or otherwise, and the forecasts made, are entirely based on opinion formed by the Management of the Company, and actual position or results may differ from those implied therein. Important factors that could make a difference include economic developments within India and outside, and also the economic performance of other countries with which the Company conducts business, as well as availability of raw materials and prices and other incidental factors.

On Behalf of the Board

Harish Kant Mandhre

Kaushal Kumar

Executive Director

DIN: 08396568

Director

DIN: 08035025

Place: Kolkata

Date: 4th September, 2023

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF INDOWORTH HOLDINGS LIMITED
Report on the Standalone Financial Statements**

1. Qualified Opinion

We have audited the standalone financial statements of **INDOWORTH HOLDINGS LIMITED** ("the Company"), which comprise the balance sheet as at 31st March, 2023, and the statement of Profit and Loss, (*statement of changes in equity*) and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matter described in the Basis for Qualified opinion section of our report*, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Qualified Opinion

a) *The Company hold shares in unlisted equities and these investments are shown at cost, The physical share certificates were not produced before us and the Company has not assessed the fair value measurement of above investments nor has provided for any provision for diminution.*

b) *Attention is invited to loans and advances given in earlier years which are subject to confirmation and no provision for doubtful debt has been done by the management.*

c) *The Company has not done -provision of gratuity under Ind AS- 19 during the year.*

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

3. Emphasis on matters

a) Attention is invited to Note 21.9 wherein a sum Rs 11,25,.Lakhs is included in other current assets ,paid to Asset Reconstruction Company (India) Limited (ARCIL) towards part consideration for settlement of dues of other entities and their respective guarantors.

b) Note No 21.10 wherein a sum of Rs 137.13 Lakh paid to respective Banks towards part consideration for settlement of dues of other entities and their respective guarantors.
Our opinion is not modified in respect of the above matter.

4. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were

addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters.

5. Other matter

The Company has provided for diminution in value of its investments held in its subsidiaries companies and written off the balance owing to such subsidiaries companies as these subsidiaries Companies has opted for the strike off process during the period under review and the company has no control over such Companies .

6. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

7. Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

8. Report on Other Legal and Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Sub-section (11) of Section 143 of the Act, we enclose in the **Annexure - A**, a statement on the matters specified in the said Order, to the extent applicable to the Company.
- As required by Section 143(3) of the Act, based on our audit we report that
 - We have sought and, except for the matters described in the Basis for Qualified Opinion paragraph, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.

- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement Cash Flows dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act.;
- e) On the basis of written representations received from the Directors as on 31st March, 2023 taken on record by the Board of Directors, none of the Director is disqualified as on 31st March, 2023 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.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, Company has not paid any remuneration to its directors during the year.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with amended Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position, wherever ascertainable.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there was any material foreseeable loss.
 - iii. There were no amounts required to be transferred by the Company to the Investor Education and Protection Fund.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. There has been no declaration of dividend by the Company during the year.

Proviso to Rule 3(1) of the Companies (Accounts) Rules , 2014 for maintaining books of account using accounting software which has a feature of recording audit trail(edit log) facility is applicable to the Company with effect from April 1,2023 and accordingly, reporting under Rule 11(g)of Companies (Audit and Auditors) rules ,2014 is not applicable for the financial year ended March 31,2023.

For Goenka Shaw & Co
Firm Registration No: 310975E
Chartered Accountants

(CA Kishore Kumar Shaw)
Partner
Membership No: 052284
UDIN:
Place: Kolkata
Dated: The 30TH day of May 2023

Annexure A to the Independent Auditors' Report

Referred to in paragraph 8 of the Independent Standalone Auditors' Report of even date to the members of **M/s. INDOORTH HOLDINGS LIMITED (Formerly Uniworth Securities Limited)** on the Standalone Ind AS financial statements for the year ended March 31, 2023.

- i)
 - a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
 - b) Property, Plant and Equipment have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company and the nature of its fixed assets. As informed to us no discrepancies were noticed on such physical verification.
 - c) The Company does not hold any immoveable property hence this clause is not applicable.
 - d) The Company has not revalued its property, plant and equipment. Accordingly, the requirements under paragraph 3(i)(d) of the order are not applicable to the Company.
 - e) There are no proceeding initiated or pending against the Company for holding benami against the Company for holding benami property under the Benami Transactions (Prohibition) Act ,1988 and the rules made thereunder. Accordingly, the provisions stated in paragraph 3(i)(e) of the Order are not applicable to the Company.
- ii)
 - a) The Company has no inventory during the period under audit hence clause 3 ii(a) of the order are not applicable to Company.
 - b) The Company has not been sanctioned working capital limits hence clause 3 ii(a) of the order are not applicable to Company.
- iii) The Company has not made any investments in, provided any guarantee or security or granted any loans or advances in nature of loans, secured or unsecured to companies , firms , limited Liability Partnerships or any other parties .Hence , the requirement under paragraphs 3(ii) of the Order are not applicable to the Company .
- iv) The Company has not granted any loans or made any investments or provided any guarantees or security to the parties covered under Sections 185 and 186. Therefore,the reporting under clause 3(iv) of the Order are not applicable to the Company .
- v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73,74,75, and 76 of the Act and the Rules framed there under to the extend notified.
- vi) Maintenance of Cost records as prescribed by the Central Government under section 148(1) the Act, is not applicable.
- vii)
 - a) On the basis of examination of books of account of the Company and on the basis of information and explanation given to us, the Company is regular in depositing undisputed statutory dues including goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues and no undisputed amount payable in respect of aforesaid dues were outstanding as at 31st March, 2023 for a period of more than six months from the date of becoming payable.

- b) On the basis of examination of books of account of the Company and on the basis of information and explanation given to us by the management, there were no dues of goods and service tax, provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as on the last day of the financial year concerned which have not been deposited on account of any dispute.
- viii) According to the records of the company examined by us and the information and explanation given to us, there are no transactions in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Acts, 1961, that has not been recorded in the books of accounts.
- ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, the Company has not raised funds on short term and hence reporting on clause 3(ix)(d) of the Order is not applicable.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its related companies.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) As represented to us by the management, there are no whistle –blower complaints received by the Company during the year. Accordingly, the provisions stated in clause (xi)(c) of the Order is not applicable to us .

- xii) A the Company is not a Nidhi Company and the the Nidhi Rules ,2014 are not applicable to it , the reporting under clause 3(xiii) of the Order are not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company , transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv) In our opinion and based on our examination, the Company does not require to comply with provision of Section 138 of the Act .Hence , the provisions stated paragraph 3(xiv) (a) to (b) of the Order are not applicable to the Company..
- xv) In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi) a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) and
- xvii) (a) of the Order is not applicable.
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable
- xviii) The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- xix) There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) is not applicable.
- xx) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xxi) (a) The provisions of Section 135 of the Companies Act, 2013 is not applicable as the Company is yet to attain the required amount of net worth, turnover or net profit as

specified in Section 135 and accordingly reporting under clause 3(xx) is not applicable

- xxii) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of the Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For Goenka Shaw & Co
Firm Registration No: 310975E
Chartered Accountants

(CA Kishore Kumar Shaw)
Partner
Membership No: 052284
Place: Kolkata
Dated: The 30th day of May 2023

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 8(f) of the Independent Standalone Auditors' Report of even date to the members of M/s INDOWORTH HOLDINGS LIMITED (Formerly Uniworth Securities Limited) on the standalone Ind AS financial statements for the year ended March 31, 2023

Report on the Internal Financial Controls under clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of M/s **Indoworth Holdings Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for the financial Controls

2. 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 controls stated in the Guidance Notes 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 timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Notes") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and issued by ICAI. 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 controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. 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 based on the assessed risk. The procedure selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud and error.
5. We believe that the audit evidence we have obtained is sufficient to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. 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 Ind AS 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
 - i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company.

- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS 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 the directors of the company; and
- iii. Provide reasonable assurance regarding prevention or timely detection of unamortized acquisition, use, or disposition of the company's assets that could have material effect on the financial statements.

Inherent Limitations of Internal Financial Control over Financial Reporting

- 7. 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

- 8. In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Goenka Shaw & Co
Firm Registration No: 310975E
Chartered Accountants

(CA Kishore Kumar Shaw)
Partner
Membership No: 052284
Place: Kolkata
Dated: The 30th day of May 2023

INDOWORTH HOLDINGS LIMITED
Balance Sheet as at March 31, 2023

Rs. in Lakhs

Particulars	Note No.	As at 31.03.2023	As at 31.03.2022
ASSETS			
Non-current assets			
(a) Fixed Assets			
(i) Property, plant and equipment	1	1.97	2.79
(b) Financial Assets			
(i) Investments	2	28.72	38.21
Deferred Tax Assets		0.54	0.34
(c) Other non-current assets	3	1,410.11	1,422.47
Current assets			
(a) Inventories	4	0.31	0.31
(b) Financial Assets			
(i) Trade receivable	5	2.40	16.84
(ii) Cash and cash equivalents	6	20.74	13.45
(c) Current tax assets	7	17.23	15.78
(d) Other current assets	8	15.56	14.02
Total Assets		1,497.58	1,524.21
EQUITY AND LIABILITIES			
Equity :			
(a) Equity Share capital	9	124.48	124.48
(b) Other Equity	10	53.80	60.20
Total		178.28	184.68
Current liabilities			
(a) Financial liabilities			
(i) Current Borrowings		-	-
(ii) Current maturities of long term borrowings		-	-
(a) Other current liabilities	11	1,303.22	1,326.28
(b) Current Income tax liabilities	12	16.08	13.25
Total		1,319.30	1,339.53
Total Equity and Liabilities		1,497.58	1,524.21
As per our report of even date			
Significant Accounting Policies	20		
Notes on Financials Statements	21		
For Goenka Shaw & Co		For and on behalf of Board of Directors	
Chartered Accountants			
(Firm Registration No.310975E)			
		H. K. Mandhre	Kaushal Kumar
		Executive Director	Director
CA Kishore Kumar Shaw		DIN:08396568	DIN : 08035025
Partner			
(Membership Number:052284)			
Place: Kolkata		S. K. Rathi	R. P. Mehta
Dated 30th May, 2023		Company Secretary	CFO

INDOWORTH HOLDINGS LIMITED**Statement of Profit and loss for the year ended March 31,2023**

Rs. in Lakhs

	Particulars	Note No.	For the year ended 31.03.2023	For the year ended 31.03.2022
I	Income			
	Revenue from operations	13	29.40	26.75
	Other income	14	0.20	
	Total Income		29.60	26.75
II	Expenses:			
	Purchase of stock in trade	15	-	-
	Change in Stock in trade	16	-	-
	Employee benefits expenses	17	11.78	12.95
	Finance cost	18	-	-
	Depreciation on tangible assets	1	1.72	1.59
	Other expenses	19	15.38	8.36
	Total expenses		28.88	22.89
III	Profit before tax		0.72	3.86
IV	Tax expense:			
	(1) Current tax		2.83	1.20
	(2) Deferred tax		(0.20)	(0.34)
V	Profit for the year		(1.91)	3.00
VI	Other comprehensive income			
	A) Items that will be reclassified to profit or loss			
	B) Items that will not be reclassified to profit or loss		4.49	0.64
	iii) Income tax relating to items that will not be reclassified to profit or loss			
	Other comprehensive income for the year		4.49	0.64
VII	Total Comprehensive Income for the year		2.58	3.64
VIII	Earnings per equity share of Rs 10 each:			
	(1) Basic (Rs)		(0.15)	0.24
	(2) Diluted (Rs)		(0.15)	0.24

As per our report of even dated

Significant Accounting Policies

20

Notes on Financials Statements

21

For Goenka Shaw & Co

Chartered Accountants

(Firm Registration No.310975E)

For and on behalf of Board of DirectorsH. K. Mandhre
Executive DirectorKaushal Kumar
Director

DIN:08396568

DIN : 08035025

CA Kishore Kumar Shaw

Partner

(Membership Number:052284)

Place: Kolkata

S. K. Rathi
Company Secretary

R. P. Mehta

Dated 30th May, 2023

CFO

INDOWORTH HOLDINGS LIMITED
Statement of Cash Flows for the year ended March 31, 2023
Rs. in Lakhs

Particulars	For the year ended 31 Mar 2023	For the year ended 31 Mar 2022
A. Cash flow from operating activities		
Profit before tax	0.72	3.86
Adjustments for :		
Depreciation and amortisation	1.72	1.58
Interest Paid	-	-
Operating cash flow before working capital changes	2.44	5.43
Movements in working capital :		
(Increase)/Decrease in Trade & other receivables	26.82	14.80
(Increase)/Decrease in Other Current Assets	(1.54)	0.65
Increase (Decrease) in Other Current Liabilities	(23.06)	(6.96)
Increase (Decrease) in Other non Current Liabilities	-	-
	4.65	13.93
Income tax paid net of refunds	(1.45)	(1.34)
Net cash flows from operating activities (A)	3.20	12.59
B. Cash flow from investing activities		
Investments	5.00	-
Purchase of Fixed Assets	(0.90)	-
Net cash flows from investing activities (B)	4.10	-
C. Cash flow from financing activities		
Increase/(Decrease) in Long term borrowings	-	-
Increase /(Decrease) in Short term borrowings	-	-
Interest Paid	-	-
Net cash flows from financing activities (C)	-	-
D. Net Increase in Cash & Cash Equivalents (A)+(B)+(C)	7.30	12.59
Cash and cash equivalent at the beginning of the Year	13.45	0.85
Cash and cash equivalent at the end of the Year	20.75	13.43
Cash on hand	2.82	3.61
Balance with Banks in current account and deposit account	17.92	9.84
Cash and cash equivalents (as per Note)	20.74	13.45

As per our report attached

For M/s Goenka Shaw & Co

Chartered Accountants

(Firm Registration No.310975E)

CA Kishore Kumar Shaw

Partner

(Membership Number:052284)

Place: Kolkata

Dated 30th May, 2023

For and on behalf of Board of Directors

H. K. Mandhre

Executive Director

DIN:08396568

Kaushal Kumar

Director

DIN : 08035025

S. K. Rathi

Company Secretary

R. P. Mehta

CFO

INDOWORTH HOLDINGS LIMITED								
Statement of Changes in Equity for the year ended March 31, 2023								
A. Equity Share Capital					Rs. in Lakhs			
As at 01.04.2022			Changes in equity share capital during the year		As at 31.03.2023			
12,448,000.00			-		12,448,000.00			
B. Other Equity								
Rs. in Lakhs								
	Reserves and Surplus				Capital Redemption reserve	Debenture redemption reserve	FVTOCI - Equity instruments	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings				
Balance as at 01 Apr 2022	-	9.50	-	66.09	-	-	(15.39)	60.20
Changes in accounting policy or prior period errors								-
Restated balance at the beginning of the reporting period	-	9.50	-	66.09	-	-	(15.39)	60.20
Profit for the year				(1.91)				(1.91)
Other comprehensive income for the year							(4.49)	(4.49)
Total comprehensive income for the year				-			(19.88)	(19.88)
Dividends (including taxes)				-				-
Transfer from retained earnings				-		-		-
Amortisation of premium		-						-
Balance at the end of the reporting period	-	9.50	-	64.18	-	-	(19.88)	53.80
	Reserves and Surplus				Capital Redemption reserve	Debenture redemption reserve	FVTOCI - Equity instruments	Total
	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings				
Balance as at 01 Apr 2020	-	9.50	-	63.09	-	-	(16.03)	56.56
Changes in accounting policy or prior period errors								-
Restated balance at the beginning of the reporting period	-	9.50	-	63.09	-	-	(16.03)	56.56
Profit for the year				3.00				3.00
Other comprehensive income for the year							0.64	0.64
Total comprehensive income for the year				-			(15.39)	(15.39)
Dividends (including taxes)				-				-
Transfer from retained earnings				-				-
Amortisation of premium								-
Balance at the end of the reporting period	-	9.50	-	66.09	-	-	(15.39)	60.20
As per our report attached					For and on behalf of Board of Directors			
For M/s Goenka Shaw & Co								
Chartered Accountants								
(Firm Registration No.310975E)								
CA Kishore Kumar Shaw					H. K. Mandhre			
Partner					Executive Director			
					DIN:08396568			
					Kaushal Kumar			
					Director			
					DIN : 08035025			
(Membership Number:052284)								
Place: Kolkata					S. K. Rath			
Dated 30th May, 2023					Company Secretary			
					R. P. Mehta			
					CFO			

INDOWORTH HOLDINGS LIMITED

Notes on Financial Statements for the year ended 31st March,2023

Note-1: Property ,plant and equipment and intangible assets

Rs. in Lakhs

Description	Gross Carrying Amount				Depreciation				Net carrying	
	As at 01.04.2022	Addition Adjustment	Reduction Adjustment	As at 31.03.2023	As at 01.04.2022	For the Year	Reduction Adjustment	Upto 31.03.2023	As at 31.03.2023	As at 31.03.2022
Tangible Assets										
Motor Car	8.55			8.55	6.38	1.28		7.66	0.89	2.17
Office Equipments	0.17			0.17	0.16	-		0.16	0.02	0.02
Computers	1.83	0.90		2.73	1.23	0.45		1.68	1.06	0.60
Total	10.55	0.90		11.45	7.77	1.72	-	9.50	1.97	2.79
Previous Year	10.55			10.55	6.18	1.59	-	7.77	2.79	

INDOWORTH HOLDINGS LIMITED
Notes on Financial Statements for the year ended 31st March 2023
Rs in Lakhs
Note-2

Particulars	Face Value	As at March 31,2023		As at March 31,2022	
Non Current Investments					
In Equity Shares Fully paid up					
Quoted Investments					
Bhowmick International Ltd	10	10000	0.10	10000	0.10
Unisocks (India) Ltd	10	50000	2.50	50000	2.50
Uniworth International Ltd	10	12700	1.89	12700	1.89
Uniworth Ltd	10	1400	12.54	1400	12.54
Uniworth Textiles Ltd	10	51275	7.54	51275	7.54
Unirama Industries Ltd	10	12000	0.60	12000	0.60
Total			25.17		25.17
Less: Aggregate provision for diminution in value of Investment			23.02		18.53
Total (A)			2.15		6.64
In wholly owned Subsidiaries					
In Equity shares fully paid up					
Unquoted shown at cost					
Indoworth Fabrics (Raipur) Pvt Ltd	10	10000	1.00	10000	1.00
Indoworth Fabrics (Nagpur) Pvt Ltd	10	10000	1.00	10000	1.00
Indoworth Power Pvt Ltd	10	10000	1.00	10000	1.00
Indoworth Services Pvt Ltd	10	-	-	10000	1.00
Indoworth Yarns Pvt Ltd	10	10000	1.00	10000	1.00
Less: Provision in value of Investments			(4.00)		
Other Investments					
In Equity shares fully paid up					
Unquoted shown at cost					
Comfort (India) Ltd	10	1600	0.55	1600	0.55
Devpriya Vinimay Pvt Ltd	10	1990	0.20	1990	0.20
Dhanrashi Vinimay Pvt Ltd	10	1990	0.20	1990	0.20
Fibres & Fabrics Pvt Ltd	10	1550	0.16	1550	0.16
Madgul Estates Pvt Ltd	10	128200	10.25	128200	10.25
Manu Vanijya & Holdings Pvt Ltd	10	2000	0.20	2000	0.20
R B Properties Pvt Ltd	10	1500	0.15	1500	0.15
Rachit Textrade Pvt Ltd	10	1990	0.20	1990	0.20
Rewari Worsted Spinners Pvt Ltd	10	850	0.85	850	0.85
Texworth Credit & Commercial Pvt Ltd	10	1900	0.19	1900	0.19
Touchstone Housing Projects Pvt Ltd	10	9000	0.90	9000	0.90
Uniworth Apparel Ltd	10	100	0.01	100	0.01
Uniworth Projects Ltd	10	9600	0.96	9600	0.96
Uniworth Resorts Ltd	10	24200	2.46	24200	2.46
Vikram Buildcon Pvt Ltd	10	1000	0.10	1000	0.10
Tessuti Collezione Pvt Ltd	10	1000	0.10	1000	0.10
In preference shares fully paid up					
Unquoted shown at cost					
Madgul Estates Pvt Ltd	100	60000	8.85	60000	8.85
Others fully paid up- Quoted shown at cost					
Units 64 of Unit Trust of India	10	1498.423	0.24	1498.423	0.24
Total (B)			26.57		31.57
Total (A) + (B)			28.72		38.21
Aggregate value of unquoted Investments			26.57		31.57
Aggregate Market value of Quoted Investments			2.15		6.64

INDOWORTH HOLDINGS LIMITED
Rs. in Lakhs
Notes on Financial Statements for the year ended 31st March 2023

	Particulars	As at March 31,2023	As at March 31,2022
Note-3	Other non-current assets		
	Advances recoverable in cash or kind		
	Related parties		3.57
	Others - Refer Note 21.09 & 21.10	1,410.11	1,418.90
	Total	1,410.11	1,422.47

3.1	Classification of advances		
a)	Secured , Considered good		
b)	Unsecured ,Considered good	1,410.11	1,422.47
c)	Doubtful		
	Total	1,410.11	1,422.47

3.2 Loans or Advances granted to Promoters, Directors, KMPS and other related Parties in the nature of Loan with percentage to total loans and Advances

Type of Borrower		%	%	
Promoter		-		-
Directors		-		-
KMPS		-		-
Related Parties		-	-	3.57

Note-4	Inventories		
	Equity Shares	0.11	0.11
	Debentures	0.20	0.20
	Total	0.31	0.31

Note-5	Trade receivables		
	(Unsecured considered good unless otherwise stated)		
	Considered good		
	Trade receivables outstanding for a period more than six month from the date they become payable	-	16.84
	Other	2.40	-
	Total	2.40	16.84

Rs. in Lakhs
Note-5.1
Trade receivable ageing Schedule as at 31st March 2023

	Un Billed	Not Due	Outstanding for following periods from due date of payment				Total
			Not Due	Less Than Six months	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable							
Considered Good			-	-		16.84	16.84
Considered Doubtful							
(ii) Disputed Trade Receivable							
Considered Good							
Considered Doubtful							
TOTAL			-	-	-	16.84	16.84

Trade receivable ageing Schedule as at 31st March 2022

	Un Billed	Not Due	Outstanding for following periods from due date of payment				Total
			Not Due	Less Than Six months	2-3 years	More than 3 years	
(i) Undisputed Trade Receivable							
Considered Good			-	2.40		-	2.40
Considered Doubtful							
(ii) Disputed Trade Receivable							
Considered Good							
Considered Doubtful							
TOTAL			-	2.40	-	-	2.40

	Rs. in Lakhs	
Note-6	Cash and bank balance	
	Cash on Hand	2.82
	Balance with Bank	12.92
	Fixed deposit with Bank having maturity of less	5.00
	Total	20.74
		13.45

Note-7	Current tax assets	
	Income tax/ tax deducted at source	17.23
	Total	17.23
		15.78

Note-8	Other Current Assets	
	Advances to Staff	15.56
	Input Tax Receivable	
	Total	15.56
		14.02

Note-9	Equity Share Capital				
	Particulars	Number	Amount in ` in Lakhs	Number	Amount in ` in Lakhs
	<u>Authorised</u>				
	Equity shares of Rs 10/- each	1,250,000	125.00	1,250,000	125.00
	<u>Issued, Subscribed and Fully paid up</u>				
	Equity shares of Rs 10 each fully paid up	1,244,800	124.48	1,244,800	124.48
	Total	1,244,800	124.48	1,244,800	124.48

Note-9.1	Reconciliation of number of shares and amounts outstanding				
	Particulars	Number	Amount in ` in Lakhs	Number	Amount in ` in Lakhs
	Equity Shares outstanding at the beginning of the year	1244800	124.48	1244800	124.48
	Add: Shares issued during the year				
	Equity Shares outstanding at the end of the year	1,244,800	124.48	1,244,800	124.48

Note-9.2

Details of shareholders holding more than 5% shares in the company					
Name of Shareholder	Number of Shares held	% of holding	Number of Shares held	% of holding	
Meena Lohia	321,300	25.81	321,300	25.81	
Lohia Trust	247,700	19.90	247,700	19.90	
Aman Lohia	138,500	11.13	138,500	11.13	
Vikram Buildcon Private Limited	85,600	6.88	85,600	6.88	
R.B.Properties Limited	84,000	6.75	84,000	6.75	
Touchstone Housing Projects Private Limited	77,500	6.23	77,500	6.23	
Uniworth Projects Limited	76,900	5.89	76,900	5.89	
Dharashi Vinimay Private Limited	72,300	5.81	72,300	5.81	
Terms & Rights attached to Equity shares: The Company has only one class of equity shares having a face value of Rs.10 per share which is fully paid up. Equity shareholders are eligible for one vote per share held, and are entitled to dividends as and when declared by the Company. Interim dividend is paid as and when declared by the Board. Final dividend proposed/declared by the Board of Directors is subject to approval/regularisation by the share holders in the Annual General meeting. All dividends are paid in Indian Rupees. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.					

9.3 Shareholding held by Promotor

Name of Share Holder	No. of Share held
Shareholding held by Promotor at the end of the year March 31, 2023	
Meena Lohia	321,300
Shareholding held by Promotor at the end of the year March 31, 2022	
Meena Lohia	321,300

Note-10	Other Equity			
	Particulars	As at March 31,2023	As at March 31,2022	
	General reserve			
	Opening balance	9.50	9.50	
	Closing balance	9.50	9.50	
	Retained Earning			
	Opening Balance	66.09	63.09	
	Add: Profit for the year	(1.91)	3.00	
	Closing balance	64.18	66.09	
	FVCOI -Equity Instruments			
	As per last Account	(15.39)	(16.03)	
	Add: Gain/(Loss) on fair valuations of Investments	(4.49)	0.64	
		(19.88)	(15.39)	
	Total of other Equity	53.80	60.20	

Note-11	Other Current liabilities			
	Advance from body corporate-Refer Note 21.11	1,298.50	1,298.50	
	Other payable -for expenses	3.94	27.00	
	Output GST	0.78	0.78	
	Total	1,303.22	1,326.28	

Note-12	Current Income Tax Liabilities			
	Income tax liabilities	16.08	13.25	
	Total	16.08	13.25	

INDOWORTH HOLDINGS LIMITED

Notes on Financial Statements for the year ended 31st March 2023

Note-13	Revenue from operations	Rs in Lakhs	
Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022	
Sale of Products			
Professional Fees Received			-
Commission received	29.40		26.75
Total	29.40		26.75
Note-14			
Other Income			
Interest Received	0.20		
Total	0.20		-
Note-15			
Purchase of stock in trade			
Sarees			
Total	-		-
Note-16			
Change in stock in trade			
Closing Stock			
Stock in trade	0.31		0.31
Opening Stock			
Stock in trade	0.31		0.31
Total	-		-
Note- 17			
Employee benefits expenses			
Salaries , Wages & Bonus	11.78		12.76
Staff Welfare	-		0.19
Total	11.78		12.95
Note-18			
Finance Cost			
Interest to bank			-
Total	-		-
Note-19			
Other expense			
Auditor's Remmuneration			
Audit fees	0.25		0.25
For other services	0.10		0.10
Bank charges	0.01		-
Listing fees	3.00		3.00
Miscellaneous expenses	0.75		1.01
Postage , courier & telephone	0.16		0.13
Printing & stationary	0.08		0.04
Professional & Consultancy Charges	1.11		3.18
Rates & taxes	-		0.01
Sundry Balance written off	5.66		-
Provision for Dimunition in share	4.00		-
Travelling & conveyance	0.26		0.64
Total	15.38		8.36

INDOWORTH HOLDINGS LIMITED
(Formerly Uniworth Securities Limited)
CIN: L51900WB1985PLC227336

20. Statement of Significant accounting policies for the year ending on 31st March 2023

A. Corporate Information

Indoworth Holdings Limited is an entity incorporated in India. The registered office of the Company is located at GREEN ACRES, 2, Nazar ALI Lane 4th Floor, Flat 4A, Kolkata-700 019.

B. Significant Accounting Policies

B.1 Statement of Compliance

The financial Statements of the Company have been prepared in accordance with the “Ind AS” as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with Section 133 of the Companies Act, 2013. In accordance with the notification issued by the Ministry of Corporate Affairs, the holding Company M/s Indoworth Holdings Limited has adopted Indian Accounting Standards (referred to as “Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2017. The Company has prepared its financial statements in accordance with Indian accounting Standards (referred to as “Ind AS”).

B.2 Basis of Preparation and Presentation

- a) These Ind AS financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measured date.
- b) The preparation of the financial statements in conformity with the Ind AS, requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and disclosures as at date of the Ind AS financial statements and the reported amounts of these revenues and expenses for the years presented. The

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estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant.

Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

B.3 Critical Accounting estimates and judgements

The preparation of the Company's Ind AS Financial Statements requires management to make judgement, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in next financial years.

a) Recognition and measurement of provisions

The recognition and measurement of provisions are based on the assessment of the probability of an outflow of resources and on past experience and circumstances at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in provisions.

b) Contingencies and commitments

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, the same are treated as contingent liabilities.

B.4 Significant Accounting Policies

a) Property, Plant and Equipment

Property, Plant and Equipment are stated at cost, net of recoverable taxes, trade discounts and rebates less accumulated

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depreciation and impairment losses, if any. Such costs include purchase price, borrowing cost and any cost directly attributable to bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the items is material and can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced.

The Company reviews the estimated useful lives and residual values of property, plant and equipment at the end of each reporting period. Assumption is also made as to whether an item meets the description of asset so as to warrant its capitalization and which component of the asset may be capitalized. Reassessment of life may result in change in depreciation expense in future period.

b) Provisions

The recognition and measurement of provisions are based on the assessment of the probability of an outflow of resources and on past experience and circumstances known at the balance sheet date. The actual outflow of resources at a future date may therefore vary from the figure included in provisions.

c) Tax Expenses

The tax expense for the period comprises of current tax and deferred income tax. Tax is recognized in Statement of Profit & Loss, except to the extent that it relates to items recognized in the Other Comprehensive Income or in equity, in which case, the tax is also recognized in Other Comprehensive Income or Equity.

i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the Income Tax authorities, based on tax rates and laws that are enacted/prevaling at the Balance Sheet date.

ii) Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

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Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

d) Revenue Recognition

Revenue is recognized on accrual basis

e) Financial Instruments

Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into know amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financials assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income FVTOCI)

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows that give rise on specified dates to solely payments of principal and interest on the principal amount outstanding and by selling financial assets.

Financial assets at fair value through profit or loss (FVTPL)

Financial assets are measured at fair value through profit or loss unless it is measured at amortized cost or at fair value through other comprehensive income on initial recognition. The

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transactions costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognized in profit or loss.

Financial liabilities

Financial liabilities are measured at amortized cost using the effective interest rate method.

Offsetting of Financial instruments

Financial assets and financial liabilities are off set and the net amount is reported in financial statements if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

f) Provisions, Contingent Liabilities and Contingent Assets

In the normal course of business, contingent liabilities may arise from litigations and other claims against the Company. Where the potential liabilities have a low probability of crystallizing or are very difficult to quantify reliably, we treat them as contingent liabilities

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions (excluding retirement benefits and compensated leave) are not discounted to its present value and are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. These are reviewed at each reporting date adjusted to reflect the current best estimates.

Contingent liability is disclosed when the Company has a possible obligation or present obligation and it is probable that a cash flow will not be required to settle the obligation.

Contingent assets are not disclosed in the financial statements unless an inflow of economics benefits is probable.

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g) Earnings Per Share

Basic and Diluted Earnings per share is calculated by dividing the net profit attributable to equity shareholders by weighted average number of equity shares/dilutive potential equity shares outstanding as at end of the reporting period as the case may be.

h) Cash Flow

Cash flows are reported using the Indirect Method, whereby profit/loss before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financial cash flows. Cash flows from operating, investing and financial activities of the Company are segregated based on the available information.

For the purpose of cash flow statement, Cash and cash equivalents comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts, if any, Bank overdraft are disclosed within borrowings in current liabilities in the Balance Sheet.

21. Notes to Financial Statement for the financial year ended on March 31, 2023

21.1 Earning Per Share

Particulars	Current Year	Previous Year
Profit after tax attributable to Equity shareholders	(1.91)	3.00
Weighted average number of equity shares outstanding	1244800	1244800
Earning per share-Basis and diluted	(.15)	.24

21.2 Contingent liabilities are all Nil (Previous year Nil).

21.3 There are no Micro, Small & Medium enterprises to whom company owes dues, which are outstanding for more than 45 days as at 31st March 2023. This information is required to be determined under the Micro, Small & Medium Enterprise Development Act 2006 and has been determined to the extent such parties have been identified on the basis of information available with the company.

21.4 Due to Small Scale Undertakings to the extent and as such parties have been identified from available information as on 31st March, 2023 and outstanding for more than 30 days are Nil.

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21.5 Balances of trade receivables, trade payables, advances, advances from customers are subject to confirmation.

21.6 Inventories includes 623 Debentures of a body corporate which has been redeemed in three installments dated 23.04.1999, 23.04.2000 & 23.04.2001 respectively. Redemption proceeds for the same are yet to be received.

21.7 Related Party disclosure

Related party disclosure as identified by the management in accordance with the Accounting Standard (AS) 18 is on “Related Party Disclosures”

A) Name of related party and description thereof

i) Wholly owned subsidiaries

Indoworth Fabrics (Raipur) Pvt Ltd
Indoworth Fabrics (Nagpur) Pvt Ltd
Indoworth Power Pvt Ltd
Indoworth Services Pvt Ltd
Indoworth Yarns Pvt Ltd

B) Related party transaction

The following table provides the total amount of transactions, which have been entered into with related party for the relevant financial year.

	Wholly Owned Subsidiaries	
	For the year ended 31.03.2023 Rs	For the year ended 31.03.2022 Rs
Investments		500,000
Advances given		62,000
Advances Received		32000
Receivables		234,000

The Company has provided diminution in value of its investments held in its subsidiaries companies and written off the balance owing to such subsidiaries as these subsidiaries Companies has opted for the strike off process during the period under review and no control exist on such subsidiaries by the Company.

21.8 Business Segments:

Based on the nature of activities, risk and rewards and organization structure, the Company has a single segment namely “**Trading and Textiles**”.

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Therefore, the Company's business does not fall under different business segments as defined by "AS-17 "Segment Reporting" issued by the Institute of Chartered Accountants of India.

Geographic Segments:

The Company operates predominantly with the geographical limits of India. `

21.9 The Company advanced a sum Rs 1,125.00 Lakhs (Rs1125.00) in favor of Asset Reconstruction Company (India) Limited (ARCIL) towards part consideration of settlement of dues of their respective guarantors namely M/s Uniworth Limited, M/s. Uniworth International Limited, M/s. Indoworth India Limited and M/s Uniworth Textiles Limited.

21.10 A sum of Rs 137.13 Lakhs (Rs137.13,) paid to respective Banks towards part consideration for settlement of dues of other entities and their respective guarantors namely Uniworth Limited M/s Uniworth Limited, M/s Uniworth International Limited, M/s Indoworth India Limited and M/s Uniworth Textiles Limited.

21.11 Rs 1,298.50 Lakhs (Previous year Rs 1,298.50 Lakhs) received from body corporate for meeting the obligation towards ARCIL .

21.12 Fair value measurements

i) Financial instruments by category

(Amount in Rs)

Particulars	As at March 31,2023		As at March 31,2022	
	FVCOI	Amortized cost	FVCOI	Amortized cost
Financial assets				
Investments	2.15		6.64	
Equity Instruments				
Trade Receivables		2.40		16.84
Cash and Bank balances		20.74		13.45
Other current assets		15.56		14.02
Total financial assets				
Financial liabilities				
Current borrowings				
Others		1,303.22		1326.28
Total financial liabilities		1,303.22		1326.28

ii) **Fair value hierarchy**

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statement .To provide an indication about the reliability of the inputs used in determining fair value,the company has

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classified its financial instruments into the three levels prescribed under the accounting standards

Level 1:

Level 1 hierarchy includes financials instruments measured using quoted prices. This includes listed equity instruments that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2:

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

Level 3:

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

iii) Assets and liabilities which are measured at amortized cost for which fair values are disclosed

All the financial asset and financial liabilities measured at amortized cost, carrying value is an approximation of their respective fair value.

Significant estimates

The Company holds shares amounting to Rs. 31.57 in unlisted entities. Since the shares of these unlisted entities are unquoted, and being strategic investments, there is a wide range of possible value measurement. The management of the Company has concluded that cost represents the best estimate of fair value within range. Therefore the investment in Equity Shares of these unlisted entities will be carried at cost unless there any significant change in fair value.

21.13 Financial Ratios

Ratios	Numerator	Denominator	For year ended 31.3.2023	For year ended 31.3.2022	% Variance	Reason for Variance
Net profit	Net Profit	Sales	-6.45%	11.21%	-158%	Operating expenses high in 2022-2023
Return of Capital	Earnings before	Capital Employed	.40%	2.09%	-81%	Operating expenses

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employed	Interest & Tax					high in 2022-2023
Return on Equity	Profit after tax	Average Shareholder Fund	-1.05%	1.64%	-164%	Operating expenses high in 2022-2023
Return on Investment	Earnings before Interest & Tax	Average total Assets	.05%	.25%	-81%	Operating expenses high in 2022-2023
Current Ratio	Current Assets	Current Liability	.04%	-.05%	-5%	
Inventory Turnover	Cost of Goods Sold	Average Inventory	NA	NA	NA	The Company doesn't have any inventory
Trade Receivable	Net Credit Sales	Average Account Receivable	307.69%	108.96%	182%	Decrease in Trade receivables
Trade Payable	Purchase	Average Trade Payable	NA	NA	NA	No Trade payables
Net Capital	Net Sales	Working Capital	.02	.02	0	
Debt Equity	Total Debt	Shareholder Equity	NA	NA	NA	No Debts
Debt Service	Earnings Available for Debt Service	Debt Service	NA	NA	NA	No Debts

21.14 Additional regulatory information required by Schedule III

- a) **Details of benami property held**- There has been no proceedings initiated or are pending against the Company for holding benami property under the Benami Transactions (Prohibition)Act,1988(45 of 1988) and Rules made thereunder
- b) **Wilful defaulter**-Company has not been declared willful defaulter by any bank or financial institution or the lender.
- c) **Undisclosed income** - There has been no such transactions which have not been recorded in the books of accounts but have been surrendered or disclosed as income during the year in the tax assessments under Income Tax Act-1961.
- d) **Relationship with struck off Companies** -

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Name of Stuck off Company	Nature of transaction with Stuck off Companies	Balance outstanding as at 31 March,2023	Relationship with struck off companies
Rewari Worsted Spinners P Ltd	.85	Investment	

e) **Borrowing secured against current assets** - The Company do not have any borrowing secured against secured assets.

f) **Compliances with layers of Companies** - The Company has complied with the number of layers prescribed under Companies Act, 2013.

h) **Registration of charges or satisfaction with Registrar of Companies** -

There are no charges or satisfaction of charges which are yet to be registered with the Registrar of Company beyond statutory period.

i) **Valuation of PP&E and intangible assets** - The Company has not revalued its property, plant and equipment both during the current or previous year.

j) **Details of crypto currency or virtual currency** - The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

21.15 Previous year figures have been regrouped/re classified to conform to this year's classification.

21.16 Significant accounting policies and practices adopted by the company are disclosed in the statement annexed to these financial statements as Note 24.

For Goenka Shaw & Co
FRN: 310975E
Chartered Accountants

For and on behalf of Board

CA Kishore Kumar Shaw
Partner
Membership No: 052284
Place: Kolkata
Dated: 30TH DAY OF MAY, 2023

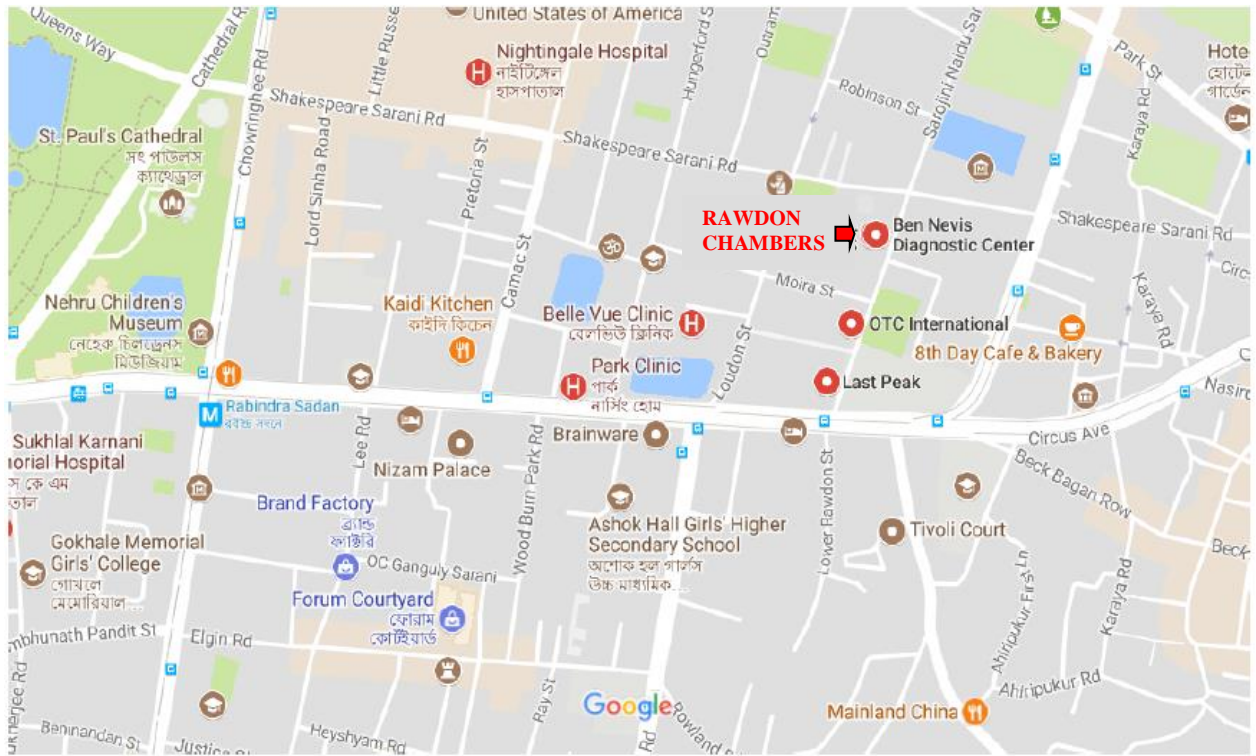
H.K. Mandhre
Executive Director
DIN: 08396568

Kaushal Kumar
Director
DIN: 08035025

R.P.Mehta
CFO

S.K.Rathi
Company Secretary

Route Map to 37th Annual General Meeting of the Company
RAWDON CHAMBERS, 11A, SAROJINI NAIDU SARANI, 4TH FLOOR, UNIT-4B, KOLKATA-700017



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(FORMERLY UNIWORTH SECURITIES LIMITED)

CIN : L51900WB1985PLC227336

Registered Office : GREEN ACRES, 2, Nazar Ali Lane, 4th Floor, Flat 4A, Kolkata – 700 019
Phone +91(33) 40726029, : Email : uniworthsecuritieslimited@gmail.com/indoworthholdingslimited@gmail.com

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Note : Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall.

ATTENDANCE SLIP

I/We hereby record my/our presence at the 37th Annual General Meeting of the Company, held on Saturday, September 30, 2023 at 11.30 A.M. at the Corporate Office of the Company at Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata – 700 017

Folio No/DP ID & Client ID :	
Share Holding :	
Serial No :	
Name :	
Name(s) of Joint Holder(s), if any :	
Address :	

Proxy's Name in Block Letters

Member's/Proxy's Signature

Note : Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall

INDOWORTH HOLDINGS LIMITED
(FORMERLY UNIWORTH SECURITIES LIMITED)
CIN : L51900WB1985PLC227336

PROXY FORM : MGT-11

Registered Office : GREEN ACRES, 2, Nazar Ali Lane, 4th Floor, Flat 4A, Kolkata – 700 019
Phone +91(33) 40726029, : Email : uniworthsecuritieslimited@gmail.com/indoworthholdingslimited@gmail.com

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

Name of the Member(s):
Registered Address :
E-mail ID :
Folio No/DP ID & Client ID :

I/We, being the Member(s) of Indoworth Holdings Limited, holding.....Equity Shares of the above named Company, hereby appoint :

- | | | | |
|----|-------------------|--------------|---------------------------------------|
| 1) | Name : | Address..... | Signature : or failing him/her; |
| | E-mail ID : | | |
| 2) | Name : | Address..... | Signature : or failing him/her; |
| | E-mail ID : | | |
| 3) | Name : | Address..... | Signature : or failing him/her; |
| | E-mail ID : | | |

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Saturday, September 30, 2023 at 11.30 A.M. at the Corporate Office at Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata – 700 017,, at any adjournment thereof in respect of following resolutions :

S. No.	Resolutions
Ordinary Business	
1.	Adoption of Audited Financial Statements of the Company for the year ended 31st March 2023 together with the Reports of the Board of Directors and Auditors thereon.
2	Appointment of Director in place of Mrs. Meena Lohia (DIN: 02331504) who retires by rotation and being eligible offers herself for re-appointment.
Special Business	
3	Appointment of Mr. Kaushal Kumar (DIN : 088035025) as an Additional Director (Non Executive & Independent) , liable to retire by rotation.

Signed thisday of2023

Signature of Shareholder(s).....Signature of Proxyholder(s).....

- Notes :**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.
 - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Annual General Meeting of the Company.
 - A proxy need not be a member of the Company

Affix
Revenue
Stamp

If undelivered, please return to :

INDOWORTH HOLDINGS LIMITED
(Formerly Uniworth Securities Limited)

Corporate Office:

Rawdon Chambers

11A, Sarojini Naidu Sarani

4th Floor, Unit 4B

Kolkata – 700 017

West Bengal