

BOOK POST

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WORTH INVESTMENT & TRADING CO. LTD

REGISTERED OFFICE:

34, C.R Avenue, 1st Floor

Cabin No.2, Kolkata- 700012

WORTH INVESTMENT & TRADING CO. LTD

33rd ANNUAL REPORT
FOR THE YEAR
2012-2013

REGISTERED OFFICE:

34, C.R Avenue, 1st Floor
Cabin No.2, Kolkata- 700012

DIRECTORS:

Rakesh Kumar Mishra
Manoj Kumar Pandit
Dilip Kumar Shaw

AUDITORS:

Maroti & Associates
Chartered Accountants
9/12, Lal Bazar Street, Mercantile Building
3rd Floor, E-Block, Room No- 02
Kolkata-700001

REGISTRAR & TRANSFER AGENTS:

Maheswari Datamatics Pvt Ltd
6, Mango lane, 2nd Floor,
Kolkata-700001

REGISTERED OFFICE:

34, C.R Avenue, 1st Floor
Cabin No.2, Kolkata- 700012

WORTH INVESTMENT & TRADING CO. LTD

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

ATTENDANCE SLIP

Members attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Name and address of the shareholder/Proxy: _____

Folio No.: _____

DP ID & Client ID: _____

No. of Shares held: _____

I/We hereby record my/our presence at the Annual General Meeting of the Company held on Saturday, 24th day of August, 2013 at 11.30 A.M.at 34, C.R. Avenue 1st Floor, Cabin No.2, Kolkata-700012 .

Signature of the Shareholder or Proxy*: _____

*Strike out whichever is not applicable

WORTH INVESTMENT & TRADING CO. LTD

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

PROXY FORM

Folio No.: _____

DP ID & Client ID: _____

I/We _____ of _____

_____ being a member/members of Satya

Miners & Transporters Limited hereby appoint _____ of

_____ or failing him/her

_____ of _____

_____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting to be held at its Registered Office at 34, C.R. Avenue 1st Floor, Cabin No.2, Kolkata-700012 on Saturday, 24th day of August, 2013 at 11.30 A.M. and at any adjournment thereof.

Agenda Item No.	Vote in Favour #	Vote Against #
1.		
2.		
3.		
4.		
5.		
6.		

Signed this _____ day of _____ 2013

Signature.....

*Applicable for Investors holding shares in Demat form.

Please Tick (✓)

Affix Re.1/-
Revenue
Stamp

Note: Proxy Form, duly completed, must reach the Company's Registered Office at least 48 hours before the commencement of the Meeting.

WORTH INVESTMENT & TRADING CO. LTD

NOTICE

NOTICE is hereby given that 33rd Annual General Meeting of the members of the Company will be held on Saturday, 24th day of August, 2013 at 11.30 A.M. at the Registered Office of the Company at 34, C.R. Avenue 1st Floor, Cabin No.2, Kolkata-700012 to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri Manoj Kumar Pandit who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remuneration.

Regd. Office:
34, C R Avenue
1st Floor, Cabin No.2
Kolkata-700012
Dated: 30th day of May, 2013

By order of the Board

Dilip Kumar Shaw
Director

NOTES

01. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on behalf of the member and such proxy need not be a member. The proxies, however to be effective should be deposited at the Registered office of the Company at least 48 Hrs. before the commencement of the meeting.
02. The Register of Members and the Share Transfer Register of the Company shall remain closed from 17th August, 2013 to 24th August, 2013 (both days inclusive)

Regd. Office:
34, C R Avenue
1st Floor, Cabin No.2
Kolkata-700012
Dated: 30th day of May, 2013

By order of the Board

Dilip Kumar Shaw
Director

Directors' Report

To
The Members,
Your Directors have the pleasure in presenting their report together with audited accounts of the Company for the year ended 31st March, 2013.

Working Results	31.03.2013 Rs.	31.03.2012 Rs.
Profit/(Loss) after tax	239,680	27,531
Add: Profit brought forward from Previous Year	(342,447)	3,029,528
Less: Transferred to Special Reserve	48,000	3,399,506
Balance transferred over to next year	(150,767)	(342,447)

Working

During the year, your Company has carried on the business of investment in shares and securities including units of Mutual Fund and providing financial assistance by way of loan.

Dividend

With a view to conserve the resources of the Company, the Board of Directors do not recommend any Dividend.

Particulars of Employees

Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1957 are not applicable to your Company.

Conservation of Energy & Technology absorption, Foreign Exchange Earnings and Outgo:

The Company has no activities relating to conservation of energy or technology absorption. The Company has not earned/expense any foreign exchange during the year.

Deposits

The Company has not accepted or invited /renewed any deposits from the Public during the year under review.

Bonus Issue

1,400,000 Shares were allotted as Fully Paid-up Bonus shares in the ratio of 7:1 by way of capitalization of Reserves of the Company during the year under review.

Listing on Stock Exchange

The Company's Equity Shares are listed on the Calcutta Stock Exchange. Company has paid Listing fee up-to-date.

Share Transfer system and Registers & Share Transfer Agents

During the year under review, the Company has got connectivity with both Depositories, namely NSDL and CDSL (INE114O01012 & Kolkata- 700012). The Company has appointed M/s Maheswari Datamatics Private Limited at 6, Mango Lane, 2nd Floor, Kolkata-700012 as

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Registrar and Share Transfer Agent to facilitate shares transfer job to its members. Members are requested to send their requests for share transfer, split, issue of duplicate shares etc to RTA or secretarial department of the Company at its registered office.

Auditors

M/s Maroti & Associates, Chartered Accountant Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and is eligible for reappointment. Pursuant to Section 224 (1B) of the Companies Act, 1956; they have furnished a Certificate regarding their eligibility for appointment as Auditors.

Your Directors are recommending their name for re-appointment.

Directors' Responsibility statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (a) That in the preparation of the annual accounts for the financial year ended 31st March, 2013. The applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year under review;
- (c) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) That the directors had prepared the accounts for the Financial Year ended 31st March, 2013 on a going concern basis

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

By order of the Board

Dated: 30th day of May, 2013

Dilip Kumar Shaw
Director

Rakesh Kumar Mishra
Director

WORTH INVESTMENT & TRADING CO. LTD

SECRETARIAL COMPLIANCE CERTIFICATE

[Under Rule 3 of the Companies (Compliance Certificate) Rules, 2001]

CIN of the Company : L67120WB1980PLC032932
Registration No. of the Company : 032932
Nominal Capital : Rs. 16,000,000 /-
Paid-up Capital : Rs. 16,000,000 /-

To

The Members
M/s. Worth Investment & Trading Co. Limited
34, C.R Avenue, 1st Floor
Cabin No. 2, Kolkata – 700 012

I have examined the registers, records, books and papers of M/s. Worth Investment & Trading Co. Limited as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the Company, its officers and agents, we certify that in respect of the aforesaid financial year: affairs of the Company.

1. The Company has kept and maintained all register as stated in Annexure 'A' to this certificate, as per the provision and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act or rules made there under.
3. The Company, being a Public Limited Company has the minimum prescribed paid up Capital and the maximum number of members was not required.
4. The Board of Directors duly met 9(Nine) times respectively on 09/04/2012, 30/05/2012, 03/07/2012, 30/07/2012, 03/10/2012, 26/10/2012, 07/11/2012, 06/02/2013, 28/02/2013 in respect of which Meetings proper Notices were given and proceedings thereof were properly recorded and signed in the Minutes Books maintained for the purpose.
5. The Company has closed its Register of Members from 22nd September, 2012 to 28th September during the year under review.
6. The Annual General Meeting for the financial year ended 31.03.2012 was held on 29th September, 2012 after giving due notice to the members of the Company and resolution passed there at were duly recorded in the Minutes Books maintained for the purpose.
7. One Extraordinary General Meeting was held during the financial year on 16th November 2012 for increase of Authorised Capital and Issue of Bonus Shares.
8. According to the information provided, the Company has not advanced any loans to its directors or persons or firms or Companies referred to under Section 295 of the Act.
9. According to the information and explanations furnished to me, the Company had duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained U/s 301 of the Companies Act, 1956.

WORTH INVESTMENT & TRADING CO. LTD

11. According to the information and explanations furnished to me, there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the board of directors, members, or the Central Government.
12. The Company has not issued any duplicate Share Certificate during the financial year.
13. The Company:
 - i. Wherever required delivered all the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act.
 - ii. has not declared any dividend during the financial year.
 - iii. was not required to post warrants to any member of the Company as no dividend was declared during the financial Year.
 - iv. Was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured debentures and the interest accrued thereon which has remain unclaimed or unpaid for a period of seven years and hence transferring of the same to the Investor Education and Protection Fund does not arise.
 - v. has duly complied with the applicable requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted in compliance with the provisions of the Act.
15. The Company has not appointed any Managing Director/ Whole time Director/ Manager during the financial year under review.
16. As per the information provided, the Company has not appointed any sole selling agents during the financial year.
17. During the financial year, the Company was not required to obtain any approvals of the Central Governments, Company Law Board, Regional Director, Register of Companies and/or such other Authorities as prescribed under the various provisions of the Act.
18. The Directors have duly disclosed their interest in other Firms/Companies to the Board of Directors pursuant to the Provisions of the Act and the Rules made there under.
19. The Company has issued 1,400,000 shares as fully paid up Bonus Shares in the ratio of 7:1 by way of Capitalisation of Reserves of the Company during the year under review.
20. The Company has not bought back any shares/debentures during the financial year.
21. The Company has not issued/redeemed any preference shares /debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, right shares and bonus shares, pending registration of transfer of shares.
23. The Company has not taken deposits under the provisions of Section 58A of the Act, during the financial year.
24. The Company has not borrowed any sum during the financial year.
25. According to the information and explanation furnished, the Company has not made loans and investments or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the act and no longer required to make entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum during the year under scrutiny with respect to situation of the Company's Registered Office from one state to another.
27. The Company has not altered the provisions of the Memorandum during the year under scrutiny with respect to the Objects of the Company.
28. The Company has not altered the provisions of the Memorandum during the year under

WORTH INVESTMENT & TRADING CO. LTD

scrutiny with respect to the Name of the Company.

29. The Company has altered the provisions of the Memorandum during the year under scrutiny with respect to Share Capital of the Company.
30. The Company has altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the year.
33. The Company has not constituted any provident fund with reference to Section 418 of the Companies Act, 1956.

Place: Kolkata

Name of Company Secretary: Swati Kedia

Date: 30th day of May, 2013

Membership No: 30664

C. P. No. : 11228

Annexure A

Registers as maintained by the company

Sr.No	Particulars	Under Section
1.	Register of Members	150
2.	Register of Transfer	108
3.	Minutes of Board Meetings and General Meetings	193
4.	Books of Accounts	209
5.	Disclosure of interest by Directors	299
6.	Register of Companies & Firms in which Directors are interested	301
7.	Register of Directors/Managing Directors/Manager/Secretary	303
8.	Register of Directors shareholding	307
9.	Register of Charges	143
10.	Register of Loan and Investment	372A

Annexure B

Forms and returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2013.

SN	Form No./ Return	Date of filing	SRN	Whether filed within prescribed Time Yes/No	If delay in filing whether requisite additional fees paid Yes/No
1	FORM 23B	19/07/2012	S09809070	Yes	N.A
2	FORM 23AC,ACA	16/01/2013	P69257681	No	Yes
3	FORM 66	16/01/2013	Q05965918	No	Yes
4	FORM 20B	16/01/2013	Q05967377	No	Yes
5	FORM 5	10/01/2013	B65668303	No	Yes
6	FORM 2	09/03/2013	S20486130	Yes	N.A
7	FORM 23	16/03/2013	B70466057	No	Yes

INDEPENDENT AUDITORS' REPORT

To the Members

WORTH INVESTMENT & TRADING COMPANY LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **WORTH INVESTMENT & TRADING COMPANY LIMITED**, which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to

design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the statement of Profit and Loss, of the PROFIT for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. 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 and proper returns adequate for the purposes of our audit have been received from branches not visited by us;
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from branches not visited by us;
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For MAROTI & ASSOCIATES

Chartered Accountants

M.K.MAROTI

(Proprietor)

(M. No.057073)

(Firm Reg. No: 322770E)

Place : Kolkata

Date : 30th Day of May, 2013

ANNEXURES TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 3 of our Report of even date on the Accounts for the year ended on 31.03.2013.

1. The company did not possess any fixed assets during the year. Therefore, provisions of clauses 4(i)(a) to 4(i)(c) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
2. The company did not possess any inventories during the year. Therefore, provisions of clauses 4(ii)(a) to 4(ii)(c) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
3. a) The Company has not granted unsecured loans to parties covered in the Register maintained under Sec 301 of the Companies Act. Hence clause 4 (III) (b) (c) and (d) are not applicable .
b) The Company has not taken unsecured Loan from Party covered in the Register maintained under Sec 301 of the Act Hence clause 4(III) (f) and (g) are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. Further on the basis of our examinations and according to the information and explanations given to us we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control systems.
5. a) In our opinion and according to the information and explanations given to us we are of the opinion that the transactions in which Directors are interested as contemplated under Sec 299 of the Companies Act, 1956 and which required to be so entered in the register maintained under Sec 301 of the said Act, have been so entered.
b) In our opinion and according to the information and explanations given to us the Company has not entered into any transaction made in pursuance of contracts or arrangements entered in the Register maintained under Sec 301 of the Companies Act 1956 exceeding Rs 5,00,000 / or more in respect of any party . Accordingly Paragraph (V) (b) of the order is not applicable.
6. The Company has not accepted any deposits from the public. In our opinion and according to the information and explanations given to us the directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Act and the rules framed there under, to the extent applicable have been complied with.
7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
8. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under clause (d) of sub-section (1) of Section 209 of the Companies Act, 1956 in respect of services carried out by the Company
9. a) According to the records examined by us, the company is regular in depositing with appropriate authorities undisputed Income Tax Wealth Tax, Service Tax, Cess and other statutory dues applicable to it.
As informed to us provisions relating to Custom Duty, Excise Duty, Investor Education Protection Fund, Provident Fund, Employees State Insurance, Sales Tax, are not applicable to it.
b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax Wealth Tax, Service Tax, Cess and other statutory dues were outstanding at the year end for a period of more than Six Months from the date they became payable.

WORTH INVESTMENT & TRADING CO. LTD

As informed to us provisions relating to Custom Duty, Excise Duty, Investor Education Protection Fund, Provident Fund, Employees State Insurance, Sales Tax, are not applicable to it.

10. The Company does not have any accumulated losses at the end of the Financial Year. Further it has not incurred any cash losses during the financial year ended on that date and in the immediately preceding financial year.
11. Based on our audit procedures and as per the information and explanations given by the management, the company has not defaulted in repayment of dues to financial institutions or bank. There were no outstanding debentures during the year.
12. According to the information and explanations given to us and based on the documents and records produced to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. In respect of dealing / trading in shares in our opinion and according to the information and explanations given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein in. The shares have been held by the Company in its own name.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
16. The Company has not obtained any term loans. Accordingly clause 4(xvi) of the Order is not applicable.
17. According to the information and explanations given to us and on the basis of an overall examination of the balance sheet of the Company, we report that the Company has not utilized any funds raised on short term basis for long term investments.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Accordingly, clause 4(xviii) of the order is not applicable.
19. The Company did not have any outstanding debentures during the year. Accordingly, clause 4(xix) of the order is not applicable.
20. The Company has not raised any money by public issues during the year. Accordingly, clause 4(xx) of the order is not applicable.
21. Based upon audit procedures performed for the purposes of reporting the true and fair view of the financial statements and as per the information and explanation given by the management, we report that no fraud on or by the company has been noticed or reported by the management during the year under audit.

For MAROTI & ASSOCIATES

Chartered Accountants

M.K.MAROTI

(Proprietor)

(M. No.057073)

(Firm Reg. No: 322770E)

Place : Kolkata

Date : 30th Day of May, 2013

WORTH INVESTMENT & TRADING CO. LTD

Balance Sheet as at 31st March, 2013

	<u>Note</u>	<u>As at 31st March, 2013</u>		<u>As at 31st March, 2012</u>	
		Rs.	Rs.	Rs.	Rs.
<u>EQUITY & LIABILITIES</u>					
Shareholders' Funds					
(a) Share Capital	2	16,000,000		2,000,000	
(b) Reserves & Surplus	3	<u>3,796,739</u>	19,796,739	<u>17,557,059</u>	19,557,059
Current Liabilities					
(a) Trade Payables	4	7,522,472		22,060	
(b) Other current liabilities	5	-		100,000	
(b) Short term provisions	6	<u>42,015</u>	<u>7,564,487</u>	-	<u>122,060</u>
TOTAL			<u>27,361,226</u>		<u>19,679,119</u>
<u>ASSETS</u>					
Non-Current Assets					
(a) Non-Current Investments	7	1,100,000		18,100,000	
(b) Other Non-current Assets	8	<u>85,655</u>	1,185,655	-	<u>18,100,000</u>
Current Assets					
(a) Trade Receivables	9	8,062,500		750,385	
(b) Cash and Cash equivalents	10	683,561		681,534	
(c) Short-term Loans and Advances	11	17,400,958		147,200	
(d) Other Current Assets	12	<u>28,552</u>	<u>26,175,571</u>	-	<u>1,579,119</u>
TOTAL			<u>27,361,226</u>		<u>19,679,119</u>
Significant Accounting Policies	1				
Notes to Accounts	20				

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

As per our report of even date

For and on behalf of the Board

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

Dilip Kr Shaw
Rakesh Kr Mishra
Directors

M. K. MAROTI

Proprietor
M. No. 057073

9/12, Lal Bazar Street, "E" Block, 3rd Floor
Room No.2, Kolkata - 700 001
Dated : The 30th day of May, 2013

WORTH INVESTMENT & TRADING CO. LTD

Statement of Profit and Loss for the year ended 31st March 2013

	<u>Note</u>	<u>Year ended 31st March, 2013</u>	<u>Year ended 31st March, 2012</u>
		Rs.	Rs.
II. Revenue from Operations			
Sale of Shares		8,223,715	39,524
Other Operating Revenue	13	834,110	749,258
II. Other Income	14	1,300	554,135
III. Total Revenue (I + II)		9,059,125	1,342,917
IV. Expenses:			
(a) Purchase of Shares		8,363,583	-
(b) Changes In Inventories Of Stock In Trade	15	-	111,604
(c) Employee Benefits Expenses	16	50,000	-
(d) Other expenses	17	266,120	146,506
Total expenses		8,679,703	258,110
V. Profit before Exceptional Items and Tax (III - IV)		379,422	1,084,807
VI. Exceptional Items	18	-	795,349
VII. Profit before Tax (V - VI)		379,422	289,458
VIII. Tax Expenses			
(a) Current Tax		139,742	261,927
(b) Deferred Tax		-	-
IX. Profit/(Loss) for the Period (VII - VIII)		239,680	27,531
X. Earning per Equity Share (nominal value of share Rs.10/- each)	19		
(a) Basic		0.74	0.14
(b) Diluted		0.74	0.14
Significant Accounting Policies	1		
Notes to Accounts	20		

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

For and on behalf of the Board

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

Dilip Kr Shaw
Rakesh Kr Mishra
Directors

M. K. MAROTI
Proprietor
M. No. 057073

9/12, Lal Bazar Street, "E" Block, 3rd Floor
Room No.2, Kolkata - 700 001
Dated : The 30th day of May, 2013

WORTH INVESTMENT & TRADING CO. LTD

Cash Flow Statement for the year ended 31st March 2013

	31st March, 2013	31st March, 2012
	Rs.	Rs.
Cash flow from operating activities		
Profit before tax	379,422	289,458
<u>Adjustments for:</u>		
Less: (Profit)/Loss on sale of investments	-	316,194
Add: Contingency provision for standard assets	42,015	-
Add: Preliminary expenses written off	28,552	-
Operating profit before working capital changes	449,989	605,652
<u>Movements in working capital :</u>		
(Increase)/ decrease in inventories	-	111,604
(Increase)/ decrease in short term loans & advances	(17,311,124)	-
(Increase)/decrease in trade receivables	(7,312,115)	(750,385)
Increase/(decrease) in trade payables	7,500,412	16,536
Increase/ (decrease) in advances and other liabilities	(100,000)	100,000
Cash generated from / (used in) operations	(16,772,838)	83,407
Direct taxes paid/Adjusted (net of refunds)	(82,376)	-
Net Cash flow from / (used in) operating activities (A)	(16,855,214)	83,407
Cash flow from investing activities		
Proceeds from sale/ (purchase) of non-current investments (Net)	17,000,000	(944,625)
Profit/(Loss) on sale of investments	-	(316,194)
Net Cash flow from / (used in) investing activities (B)	17,000,000	(1,260,819)
Cash flow from / (used in) financing activities		
Preliminary Expenses	(142,759)	-
Net Cash flow from / (used in) financing activities (c)	(142,759)	-
Net increase/(decrease) in cash and cash equivalents (A+B+C)	2,027	(1,177,412)
Cash and cash equivalents at the beginning of the year	681,534	1,858,946
Cash and cash equivalents at the end of the year	683,561	681,534

NOTES

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

2 Components of cash and cash equivalents

Balances with Banks in Current Account	182,147	565,435
Cash on hand	501,415	116,099
Total cash and cash equivalents	683,561	681,534

As per our report of even date **For and on behalf of the Board**

For MAROTI & ASSOCIATES

Firm Registration No.: 322770E

Chartered Accountants

Dilip Kr Shaw

Director

M. K. MAROTI

Proprietor

M. No. 057073

9/12, Lal Bazar Street, "E" Block, 3rd Floor

Room No.2, Kolkata - 700 001

Dated : The 30th day of May, 2013

Rakesh Kr Mishra

Director

Notes to the financial statements for the year ended 31st March, 2013

1. Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements

The Financial Statements have been prepared in conformity with generally accepted accounting principles to comply with the notified accounting standards under the Companies (Accounting Standard) Rules, 2006 and the guidelines issued by the Reserve Bank of India as applicable to a Non-banking Finance Company. The financial statements have been prepared under the historical cost convention and in accordance with the provisions of the Companies Act, 1956.

1.2 Revenue Recognition

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

1.4 Investments

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

1.5 Taxes on Income

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

1.6 Provisions, Contingent Liabilities and Contingent Assets

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

1.6 Inventories

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

1.7 Earnings per share

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

WORTH INVESTMENT & TRADING CO. LTD

Share Capital	<u>31 March, 2013</u>	<u>31 March, 2012</u>
	Rs.	Rs.
a) Capital Structure		
Authorised		
16,00,000 Equity Shares of Rs. 10/- each	16,000,000	2,000,000
(Previous year - 2,00,000 Equity Shares of Rs. 10/- each.)	<u>16,000,000</u>	<u>2,000,000</u>
Issued, Subscribed and Fully Paid Up		
16,00,000 Equity Shares of Rs. 10/- each.	16,000,000	2,000,000
(Previous year - 2,00,000 Equity Shares of Rs. 10/- each.)	<u>16,000,000</u>	<u>2,000,000</u>

b) 14,00,000 Shares were allotted as Fully Paid-up Bonus Shares in the ratio of 7:1 by way of capitalisation of Reserves.

c) Share Capital Reconciliation

	<u>31 March 2013</u>		<u>31 March 2012</u>	
	Nos	Amount	Nos.	Amount
Equity Shares				
Opening balance	200,000	2,000,000	200,000	2,000,000
Issued during the period	1,400,000	14,000,000	-	-
Closing Balance	<u>1,600,000</u>	<u>16,000,000</u>	<u>200,000</u>	<u>2,000,000</u>

d) Particulars of Equity Shareholders holding more than 5% Shares at Balance Sheet date

	<u>31 March 2013</u>		<u>31 March 2012</u>	
	No. of shares	% holding	No. of shares	% holding
Sankalp Vintrade Pvt Ltd	116,000	7.25%	14,500	7.25%
Mudra Dealtrade Pvt Ltd	116,000	7.25%	14,500	7.25%

f) Terms/rights attached to equity shares

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

3. Reserves & Surplus	<u>31 March, 2013</u>	<u>31 March, 2012</u>
	Rs.	Rs.
General Reserve		
Balance b/f	14,500,000	14,500,000
Less: Utilized during the year for bonus shares	14,000,000	-
	<u>500,000</u>	<u>14,500,000</u>
Statutory Reserve Fund		
Balance b/f	3,399,506	-
Add : Transferred during the year	48,000	5,506
Add : Transferred for earlier year	-	3,394,000
Balance c/f	<u>3,447,506</u>	<u>3,399,506</u>

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Surplus/(Deficit) in the Statement of Profit & Loss

Opening balance	(342,447)	3,029,528
Add: Profit/(Loss) for the year	239,680	27,531
Less: Transfer to Reserve Fund during the year	48,000	5,506
Less: Transfer to Reserve Fund for earlier year	-	3,394,000
Net Surplus/(Deficit) at the end of the year	<u>(150,767)</u>	<u>(342,447)</u>
Total Reserves & Surplus	<u>3,796,739</u>	<u>17,557,059</u>

4. Trade Payables

Sundry Creditors	7,500,000	22,060
Other advances	22,472	-
	<u>7,522,472</u>	<u>22,060</u>

5. Other Current Liabilities

Other Advances	-	100,000
	<u>-</u>	<u>100,000</u>

6. Short-term Provisions

Contingent Provision for Standard Assets	42,015	-
	<u>42,015</u>	<u>-</u>

7. Non-Current Investments

Other Investments

(a) Investments in Equity Instruments (Unquoted at cost)

(fully paid-up; FV Rs 10 each, unless otherwise stated)

Evergrow Dealmark Pvt. Ltd.	-	-	3,500	3,500,000
Grade Vintrade Pvt. Ltd.	-	-	3,500	3,500,000
Leisure Vincom Pvt. Ltd.	-	-	6,500	6,500,000
Crystal Dealmark Pvt. Ltd.	1,100	1,100,000	4,600	4,600,000

Total of Non-Current Investments	<u>1,100,000</u>	<u>18,100,000</u>
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Details of Non-Current Investments

Aggregate of Unquoted Investments	1,100,000	18,100,000
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31 March, 2013 31 March, 2012

Rs. Rs.

8. Other Non-current Assets

Preliminary Expenses	85,655	-
	<u>85,655</u>	<u>-</u>

9. Trade Receivables

(Unsecured, considered good)

Over six months	-	-
Others	8,062,500	750,385
	<u>8,062,500</u>	<u>750,385</u>

WORTH INVESTMENT & TRADING CO. LTD

10. Cash and Cash Equivalents

Balances with Banks in Current Account	182,147	565,435
Cash on hand	501,415	116,099
	683,561	681,534

11. Short-term Loans and Advances (Unsecured, considered good)

Loans and advances to

Related Parties	-	-
Others	17,311,124	-

Others

Balance with Income Tax Authorities (net of provisions)	89,834	147,200
	17,400,958	147,200

12. Other Current Assets

Preliminary Expenses	28,552	-
	28,552	-

2012-13

2011-12

Rs.

Rs.

13. Other operating Revenue

Profit/(Loss) from intraday trading of shares	-	(1,127)
Interest on Loan	834,110	-
Income from share dealings	-	750,385
	834,110	749,258

14. Other Income

Net gain/(loss) on sale of current Investments	-	479,155
Dividend income	1,300	74,980
	1,300	554,135

15. Changes in Inventories of Stock in Trade

CLS. STOCK	-	-
LESS: OP. STOCK		
Shares	-	111,604
	-	111,604

16. Employee Benefits Expenses

Salaries to Staff	50,000	-
	50,000	-

Schedule to the Balance sheet of a Non-Banking Financial Company As on 31st March, 2013

[as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007]

Particulars	(Amounts in Rs.)	
Liabilities Side :		
(1) Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid :	Amount Outstanding	Amount Overdue
(a) Debentures : Secured	NIL	NIL
: Unsecured	NIL	NIL
(Other than falling within the meaning of public deposits)		
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate loans and borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Public Deposits	NIL	NIL
(g) Other Loans (specify nature)	NIL	NIL
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of Interest accrued thereon but not paid) :		
(a) In the form of Unsecured debentures	NIL	NIL
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	NIL	NIL
(c) Other Public Deposits	NIL	NIL
Assets side :	Amount Outstanding	
(3) Break-up of Loans and Advances including bills receivables [Other than those included in (4) below] :		
(a) Secured	NIL	
(b) Unsecured	17,311,124	
(4) Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities :		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial Lease	NIL	
(b) Operating Lease	NIL	
(ii) Stock on hire including hire charges under sundry debtors :		
(a) Assets on hire	NIL	
(b) Repossessed Assets	NIL	
(iii) Hypothecation loans counting towards EL/HP activities		
(a) Loans where assets have been repossessed	NIL	
(b) Loans other than (a) above	NIL	

WORTH INVESTMENT & TRADING CO. LTD

17. Other Expenses

Advertisement expenses	-	9,848
<u>Auditors' Remuneration</u>		
Audit Fees	22,472	22,060
Certification & other matters	412	-
Bank Charges	1,211	441
CDSL Charges	22,472	-
Contingent provision for sundry assets	42,015	-
Demat Charges	2,024	789
Filing Fees	8,500	12,180
Legal Charges	13,483	57,155
NSDL Expenses	22,472	-
Director's Sitting fees	15,000	-
Processing Fees for NSDL & CDSL	6,742	-
Professional Fees	7,500	2,759
Postage and Courier charges	3,900	25
Preliminary Expenses Written Off	28,552	-
Printing & Stationery expenses	29,375	2,932
General Expenses	38,460	550
Rates & Taxes	-	2,500
Listing Fees	-	11,581
Rent	-	12,000
Security Transaction Tax	1,023	10,074
Share Transaction Charges	507	1,612
	266,120	146,506

18. Exceptional Items

Loss on sale of non-current Investments	-	795,349
	-	795,349

19. Earning per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

	2012-13	2011-12
	Rs.	Rs.
Net Profit / (Loss) attributable to equity shareholders	239,680	27,531
Weighted average number of equity shares in calculating EPS	322,740	200,000
Nominal value of Equity Shares	10	10
Basic & Diluted EPS	0.74	0.14

20. Notes to Accounts :

a) Segment Reporting

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

b) Related Party Disclosures

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

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

1 Key Management Personnel (KMP):

Shri Rakesh Kumar Mishra	(w.e.f. 18/07/2011)
Shri Manoj Kumar Pandit	(w.e.f. 01/06/2011)
Shri Dilip Kumar Shaw	(w.e.f. 01/03/2011)

WORTH INVESTMENT & TRADING CO. LTD

(ii) Transactions with related parties during the period:

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

Sl. No. Key Management Personnel

	<u>31.03.2013</u>	<u>31.03.2012</u>
	Rs.	Rs.
1 Director's Sitting Fees	15,000	-

c) Accounting for Taxes on Income

As availability of future taxable income is not certain, on consideration of prudence, provision for deferred tax assets is not made in term of AS 22, Accounting for Taxes on Income.

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

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

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

f) Previous year figures have been recast/reclassified wherever appropriate to confirm to current year's presentation as per revised Schedule VI notified under the Companies Act, 1956.

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

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

For and on behalf of the Board

Dilip Kr Shaw
Director

Rakesh Kr Mishra
Director

M. K. MAROTI

Proprietor
M. No. 057073

9/12, Lal Bazar Street, "E" Block, 3rd Floor
Room No.2, Kolkata - 700 001
Dated : The 30th day of May, 2013

WORTH INVESTMENT & TRADING CO. LTD

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	
(c) Other related parties	NIL	NIL
2. Other than related parties	1,100,000	1,100,000
Total	1,100,000	1,100,000

(8) Other Information

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(ii) Net Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL

Notes :

- As defined in Paragraph 2 (1) (xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non -Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investment should be disclosed irrespective of whether they are classified as long term or current in column (5) above.

As per our report of even date
For MAROTI & ASSOCIATES
Firm Registration No.: 322770E
Chartered Accountants

For and on behalf of the Board

Dilip Kr Shaw
Director

M. K. MAROTI
Proprietor
M. No. 057073
9/12, Lal Bazar Street, "E" Block, 3rd Floor
Room No.2, Kolkata - 700 001
Dated : The 30th day of May, 2013

Rakesh Kr Mishra
Director