

WORTH INVESTMENT AND TRADING COMPANY LIMITED

CIN: L671 20W81 980PLC 032932

NPS Business Centre, 7A, Kiran Shankar Roy Road, Kolkata – 700001

Tel:-03322101541 Email:worthinvestmenttrading@gmail.com Site: www.worthinv.com

Date: 6th September, 2019

To
The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai - 400 001

Sub. :- Notice of Annual General Meeting and Annual Report for FY 2018-19

Ref. :- Scrip Code - 538451

Dear Sir / Madam,

With regards to the captioned subject find enclosed herewith Notice of the 39th Annual General Meeting and Annual Report for the FY 2018-2019 of WORTH INVESTMENT & TRADING COMPANY LIMITED to be held on 30th September, 2019.

Kindly take the same on your records.

Thanking you,

Yours faithfully,

For Worth Investment & Trading Company Ltd.


Nimit R Ghatalia
Director
DIN: 07069841



Encl: as above

WORTH INVESTMENT AND
TRADING COMPANY LIMITED

39th ANNUAL REPORT

(2018-19)

39TH ANNUAL GENERAL MEETING | 2019

Corporate Information

Board of Director

MIHIR RAJESH GHATALIA	EXECUTIVE DIRECTOR
NIMIT RAJESH GHATALIA	EXECUTIVE DIRECTOR & CEO
DAMAYANTIBEN PRANLAL GHATALIA	EXECUTIVE DIRECTOR
BINA RAJESH GHATALIA	CHIEF FINANCIAL OFFICER (CFO)
CHETAN KIRITBHAI MEHTA	INDEPENDENT DIRECTOR
LALIT RADHA KRISHNA TULSIANI	INDEPENDENT DIRECTOR
ANIL MANDAL	INDEPENDENT DIRECTOR

Company Secretary & Compliance Officer

HIMANI GUPTA

REGISTRAR & SHARE TRANSFER AGENT

MAHESHWARI DATAMATICS PVT.LTD.
SEBI Authorised Registrar & Share Transfer Agents
23, R.N.Mukherjee Road, 5th Floor
Kolkata-700001
Phone: 22435029/5809
Email: mdpldc@yahoo.com
Website: www.mdpl.in

Statutory Auditor

DMKH & Co.
Chartered Accountant,
(FRN 116886W)

Registered Office

NPS Business Centre
7A, Kiran Shankar Roy Road,
Kolkata – 700001.

Email-Id:

worthinvestmenttrading@gmail.com

Stock Exchange

Bombay Stock Exchange Ltd.
The Calcutta Stock Exchange Ltd

Website

www.worthinv.com

39TH ANNUAL GENERAL MEETING 2019

WORTH INVESTMENT & TRADING COMPANY LIMITED

CIN No.: L67120WB1980PLC032932

Registered Office: NPS Business Centre, 7A, Kiran Shankar Roy Road,
Kolkata – 700001, West Bengal

Email-ID: worthinvestmenttrading@gmail.com Website: www.worthinv.com

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the members of Worth Investment & Trading Company Limited will be held on Monday, the 30th day of September, 2019 at 11:00 A.M at its registered office at NPS Business Centre, 7A, Kiran Shankar Roy Road, Kolkata - 700001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019, Statement of Profit & Loss for the year ended on that date and the reports of the Board of Director's and Auditor's thereon.
2. To ratify the appointment of Statutory Auditors of the company, and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the Annual General Meeting (AGM) held on 28th September, 2018, the appointment of M/s. DMKH & Co., Chartered Accountants, Mumbai (Firm's Registration No. 116886W), as Statutory Auditors of the Company for a term of five years i.e. till the conclusion of the 43rd AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 43rd AGM of the Company to be held in the year 2023, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

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

To regularize the appointment of Mr. Mihir Rajesh Ghatalia (DIN: 00581005) as Executive Director of the Company:

"RESOLVED THAT Mr. Mihir Rajesh Ghatalia (DIN: 00581005), who was appointed as an Additional Director with effect from 18th January, 2019 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as a Executive Director of the company, not liable to retire by rotation."

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

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

To regularize the appointment of Mr. Nimit Rajesh Ghatalia (DIN: 07069841) as Executive Director of the Company:

“RESOLVED THAT Mr. Nimit Rajesh Ghatalia (DIN: 07069841), who was appointed as an Additional Director with effect from 18th January, 2019 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as a Executive Director of the company, not liable to retire by rotation.”

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

To regularize the appointment of Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) as Executive Director of the Company:

“RESOLVED THAT Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741), who was appointed as an Additional Director with effect from 18th January, 2019 on the Board of the Company in terms of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160(1) of the Companies Act, 2013 proposing her candidature for the office of a Director, be and is hereby appointed as a Executive Director of the company, not liable to retire by rotation.”

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

To regularize the appointment of Mr. Chetan Kiritbhai Mehta (DIN: 01639366) as Non-Executive Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Chetan Kiritbhai Mehta (DIN: 01639366), who was appointed as Additional Director on 14th February, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five years from 30th September, 2019 to 29th September, 2024.

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

To regularize the appointment of Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630) as Non-Executive Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630), who was appointed as Additional Director on 14th February, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five years from 30th September, 2019 to 29th September, 2024.

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

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

To regularize the appointment of Mr. Anil Mandal (DIN: 08291619) as Non-Executive Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Anil Mandal (DIN: 08291619), who was appointed as Additional Director on 14th February, 2019 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Independent Director of the Company for a period of five years from 30th September, 2019 to 29th September, 2024.

RESOLVED FURTHER THAT Directors of the Company, be and is hereby severally authorized to file necessary returns/forms to the Registrar of Companies and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

9. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

To consider and, if thought fit to pass the following resolution, as a Special Resolution, for shifting of registered office of the Company from “State of West Bengal” to the “State of Maharashtra” and consequent amendment to Memorandum of Association of the Company:

“**RESOLVED THAT** pursuant to the provisions of Section 12, 13 read with Rule 30 of Companies (Incorporation) Rules, 2014, as amended and other applicable provisions, if any, of the Companies Act, 2013 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to approval of Regional Director or the Central Government and such other approvals, permissions and sanction, as may be required under the provisions of the said laws or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded to shift the registered office of the Company from “State of West Bengal” to the “State of Maharashtra” and that Clause-II of the Memorandum of Association of the Company be substituted by the following Clause II.

II. The registered office of the Company will be situated in the State of Maharashtra.

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RESOLVED FURTHER THAT upon the approval of the Regional Director and the aforesaid resolution becoming effective, the Registered Office of the Company will be shifted from the State of West Bengal to such place in the State of Maharashtra as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and is hereby authorized to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

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

Sd/-
Himani Gupta
Company Secretary

Place: Kolkata

Date: 3rd September' 2019

Registered office:

NPS Business Centre

7A, Kiran Shankar Roy Road,

Kolkata – 700001.

NOTES:

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

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

2. The Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of this notice
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.

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5. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.
6. 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 details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents.
7. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the meeting.
8. Brief resume of the Directors seeking appointment/re-appointment at the ensuing AGM as required under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 Secretarial Standard on General Meetings is annexed to the Notice. The Company is in receipt of relevant disclosures from the Directors pertaining to their appointment/re-appointment.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive) in connection with the AGM.
10. Members are requested to bring their attendance slips along with copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and/or be made available at the meeting.
11. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.
12. All relevant documents referred to in the Notice are available for inspection by the members at the registered office of the Company during business hours on working days up to the date of the AGM.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
14. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the RTA, Maheshwari Datamatics Pvt. Ltd., 23, R.N.Mukherjee Road, 5th Floor, Kolkata – 700001 in respect of physical share folios, if any.
15. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN to the Company / RTA.
16. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members. Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.

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17. The Annual Report 2018-19, the Notice of 39th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s), unless a member has requested for physical copy of the documents. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode.
18. Information and other instructions relating to e-voting.
- (a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 39th AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as agency to provide e-voting facility.
- (b) The Board of Directors of the Company has appointed CS Praveen Sharma, Practicing Company Secretary (ACS No.: 30365/ CP No.: 14501), Proprietor, Sharma Praveen & Associates, Company Secretaries, Kolkata, as the Scrutinizer to conduct and scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.
- (c) The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (d) The remote e-voting period commences on Friday, 27th September, 2019 (9:00 a.m.) and ends on Sunday, 29th September, 2019 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 23rd September, 2019, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (e) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. 23rd September, 2019. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.
- (f) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 23rd September, 2019 may obtain the User Id and password by sending a request at helpdesk.evoting@cdslindia.com or contact to the RTA at 2243 5029/5809. However, if the member is already registered with CDSL for remote evoting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at the toll free no.: 1800-200-5533.
- (g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed

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format within forty-eight hours of conclusion of the AGM. The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website www.worthinv.com and on the website of CDSL www.cdslindia.com. The result shall simultaneously be communicated to the BSE Ltd & CSE Ltd.

(h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 30th September, 2019.

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

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

(ii) The shareholders should log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

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

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the WORTH INVESTMENT & TRADING COMPANY LIMITED on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

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

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

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

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

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

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy:

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

(B) The voting period will commence from Friday, 27th September, 2019, (9.00 a.m.) and will end on Sunday, 29th September, 2019, (5.00 p.m.). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date i.e. 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under section or write an email to helpdesk.evoting@cdslindia.com.

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

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

Item No. 3

Mr. Mihir Rajesh Ghatalia (DIN: 00581005) was appointed as an Additional Director by the Board with effect from 18th January, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Mihir Rajesh Ghatalia (DIN: 00581005) will hold office up to the date of the ensuing AGM, was appointed as Additional Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Mihir Rajesh Ghatalia (DIN: 00581005) as Executive Director under Section 149 read with Schedule IV to the Act of the Companies Act, 2013 and received in writing a notice from a member, proposing her candidature for the office of Director.

In the opinion of the Board Mr. Mihir Rajesh Ghatalia (DIN: 00581005) fulfills the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as Director of the Company. Further Mr. Mihir Rajesh Ghatalia (DIN: 00581005) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director.

Mr. Mihir Rajesh Ghatalia (DIN: 00581005) is interested in the above resolution as appointee as set out in item no. 3 of the Notice with regard to his appointment.

The Directors, therefore, recommend the Resolution as set out in item no. 3 for the approval of the Members of the Company.

Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution other than Nimit Rajesh Ghatalia and Damayantiben Pranlal Ghatalia since they are relatives.

Item No. 4

Mr. Nimit Rajesh Ghatalia (DIN: 07069841) was appointed as an Additional Director by the Board with effect from 18th January, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Nimit Rajesh Ghatalia (DIN: 07069841) will hold office up to the date of the ensuing AGM, was appointed as Additional Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Nimit Rajesh Ghatalia (DIN: 07069841) as Executive Director under Section 149 read with Schedule IV to the Act of the Companies Act, 2013 and received in writing a notice from a member, proposing her candidature for the office of Director.

In the opinion of the Board Mr. Nimit Rajesh Ghatalia (DIN: 07069841) fulfills the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as Director of the Company. Further Mr. Nimit Rajesh Ghatalia (DIN: 07069841) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director.

Mr. Nimit Rajesh Ghatalia (DIN: 07069841) is interested in the above resolution as appointee as set out in item no. 4 of the Notice with regard to his appointment.

The Directors, therefore, recommend the Resolution as set out in item no. 4 for the approval of the Members of the Company.

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Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution other than Mihir Rajesh Ghatalia and Damayantiben Pranlal Ghatalia since they are relatives.

Item No. 5

Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) was appointed as an Additional Director by the Board with effect from 18th January, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) will hold office up to the date of the ensuing AGM, was appointed as Additional Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) as Executive Director under Section 149 read with Schedule IV to the Act of the Companies Act, 2013 and received in writing a notice from a member, proposing her candidature for the office of Director.

In the opinion of the Board Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) fulfills the conditions specified in the Act and rules made there under as also under the Listing Agreement for his appointment as Director of the Company. Further Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given him consent to act as Director.

Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) is interested in the above resolution as appointee as set out in item no. 5 of the Notice with regard to his appointment.

The Directors, therefore, recommend the Resolution as set out in item no. 5 for the approval of the Members of the Company.

Except as disclosed above none of the Directors, Key Managerial Personnel and their relatives are in any way, financially or otherwise concerned or interested in this Resolution other than Nimit Rajesh Ghatalia and Mihir Rajesh Ghatalia since they are relatives.

Item No. 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Chetan Kiritbhai Mehta (DIN: 01639366), as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 30th September, 2019 to 29th September, 2024, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Mr. Chetan Kiritbhai Mehta (DIN: 01639366) shall hold office up to the date of this AGM and is eligible to be appointed as a Non-Executive Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Chetan Kiritbhai Mehta (DIN: 01639366) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Chetan Kiritbhai Mehta (DIN: 01639366), fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 1:00 P.M. to 3:00 P.M. up to date of AGM.

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In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Chetan Kiritbhai Mehta (DIN: 01639366) as an Independent Director is now being placed before the Members for their approval.

Board recommends the Resolution at Item No. 6 of this Notice for approval of the Members.

Except Mr. Chetan Kiritbhai Mehta (DIN: 01639366) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 6 of this Notice.

Item No. 7

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630), as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 30th September, 2019 to 29th September, 2024, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630) shall hold office up to the date of this AGM and is eligible to be appointed as a Non-Executive Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630), fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 1:00 P.M. to 3:00 P.M. up to date of AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630) as an Independent Director is now being placed before the Members for their approval.

Board recommends the Resolution at Item No. 7 of this Notice for approval of the Members.

Except Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 7 of this Notice.

Item No. 8

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Anil Mandal (DIN: 08291619), as an Additional Director of the Company and also an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 30th September, 2019 to 29th September, 2024, subject to approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and Article of the Articles of Association of the Company, Mr. Anil Mandal (DIN: 08291619) shall hold office up to the date of this AGM and is eligible to be appointed as a Non-Executive Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from Mr. Anil Mandal (DIN: 08291619) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation

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16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

In the opinion of the Board, Mr. Anil Mandal (DIN: 08291619), fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company on all working days (Monday to Friday) between 1:00 P.M. to 3:00 P.M. up to date of AGM.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Anil Mandal (DIN: 08291619) as an Independent Director is now being placed before the Members for their approval.

Board recommends the Resolution at Item No. 8 of this Notice for approval of the Members.

Except Mr. Anil Mandal (DIN: 08291619) and his relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 8 of this Notice.

Item No. 9

Presently, the Company’s Registered Office is situated in the State of West Bengal. However, to have effective and smooth conduct of the Company’s operations and to explore the new areas and expand the business of the company, the Board of Directors of the Company vide their authorization dated (3rd September, 2019 date of meeting in which the proposal of shifting of registered office was approved), approved the shifting of registered office of the Company to any place in the State of Maharashtra as may be determined by the Board of Directors of the Company and consequential amendments in the Memorandum of Association of the Company, subject to all applicable regulatory approvals. The proposed shifting would also enable the Company Management to monitor its business more economically, viably and efficiently and to streamline its various corporate functions at reduced cost with better administrative control, supervision and convenience which would facilitate enlarging its business operations.

In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, the proposed shifting of registered office requires the Company to alter MOA of the Company and to obtain necessary approval of the Members by way of Special Resolution. The Board recommends the Resolution as set out at Item No. 9 for approval of the members as Special Resolution. The MOA, proposed to be amended in the manner as mentioned above, is being uploaded on the Company’s website for perusal by the Members. A copy of the existing and proposed MOA would also be available for inspection by the members at the registered office and corporate office of the Company on all working days (Monday to Friday) between 1.00 P.M. to 3.00 P.M. up to the date of AGM.

None of the Directors or Key Managerial Persons of the Company or their relatives is/are in any way concerned or interested, financially or otherwise, in the said resolution, set out at Item No. 9 of the Notice.

By order of the Board of Directors
For Worth Investment & Trading Co. Ltd
Sd/-
Himani Gupta
Company Secretary

Place: Kolkata
Date: 3rd September’ 2019
Registered office:
NPS Business Centre
7A, Kiran Shankar Roy Road,
Kolkata – 700001.

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

Particulars	Mihir Rajesh Ghatalia	Nimit Rajesh Ghatalia	Damayantiben Pranlal Ghatalia
Date of Birth	1 st November, 1983	4 th May, 1996	21 st April, 1929
Date of Appointment	18 th January' 2019	18 th January' 2019	18 th January' 2019
Expertise in specific functional area/Brief Resume	Having a experience in the field of Administration & Marketing and also in the matter of Accounts and Taxation.	Having a experience in the field of Finance & Administration.	Having a experience in the field of Finance & Administration.
Qualification	B.SC	B.B.A	B.Com
No. of equity shares held in the Company	2,13,665	6,41,000	1,67,770
List of Directorship in other entities	1. Aarey Drugs & Pharmaceuticals Ltd 2. Enam Organics India Ltd	1. Enam Organics India Ltd.	1. Aarey Drugs & Pharmaceuticals Ltd 2. Enam Organics India Ltd
Membership/Chairmanship of Committees of other listed entities	3	NIL	2
No. of Board Meetings attended during the year	1 (One)	1 (One)	1 (One)
Terms and Conditions of re-appointment	To be decided on mutual basis.	To be decided on mutual basis.	To be decided on mutual basis.
Remuneration to be paid (if applicable)	NIL	NIL	NIL
Relationship with any Director (s)/Key Managerial Personnel of the Company.	Brother of Nimit Ghatalia Grandson of Damayantiben Ghatalia	Brother of Mihir Ghatalia Grandson of Damayantiben Ghatalia	Grand Mother of Mihir and Nimit Ghatalia

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Justification for appointing as a Director	To look after the Finance and Taxation Matters.	To look after the Finance and Administration Matters.	To look after the Finance and Administration Matters.
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Particulars	Chetan Kiritbhai Mehta	Lalit R Tulsiani	Anil Mandal
Date of Birth	29 th November' 1968	11 th October' 1957	5 th August, 1991
Date of Appointment	14 th February' 2019	14 th February' 2019	14 th February' 2019
Expertise in specific functional area/Brief Resume	Having a experience in the field of finance and also in the matter of Administration	Having a experience in the field of finance and also in the matter of Administration	Having a experience in the field of finance and also in the matter of Administration
Qualification	B.Com	B.Com	Graduate
No. of equity shares held in the Company	NIL	NIL	NIL
List of Directorship in other entities	1. Aarey Drugs & Pharmaceuticals Ltd	NIL	1. Aarey Drugs & Pharmaceuticals Ltd
Membership/Chairmanship of Committees of other listed entities	3	NIL	2
No. of Board Meetings attended during the year	NIL	NIL	NIL
Terms and Conditions of re-appointment	To be decided on mutual basis.	To be decided on mutual basis.	To be decided on mutual basis.
Remuneration to be paid (if applicable)	NIL	NIL	NIL

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Relationship with any Director (s)/Key Managerial Personnel of the Company.	NIL	NIL	NIL
Justification for appointing as an Independent Director	To look after the finance and Taxation Matters.	To look after the finance and Taxation Matters.	To look after the finance and Taxation Matters.

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

**Sd/-
Himani Gupta
Company Secretary**

Place: Kolkata

Date: 3rd September, 2019

39TH ANNUAL GENERAL MEETING 2019

DIRECTOR'S REPORT

Dear Members,

Your Directors hereby present the 39th Annual Report together with the audited Financial Statements of the Company for the financial year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year ended 31st March, 2019 is summarised below:

(Amount in Rs.)

Particulars	2018-19	2017-18
Revenue from Operations	28,26,257	19,14,135
Other Income	-	-
Total	28,26,257	19,14,135
Profit before Finance Cost, Depreciation & Taxation	4,44,911	2,47,534
Less: Finance Cost	-	-
Less: Depreciation	-	-
Profit before Taxation	4,44,911	2,47,534
Less: Tax Expenses	1,17,059	64,086
Profit after Tax	3,27,860	1,83,448
Profit for the year	3,27,860	1,83,448

DIVIDEND

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

RESERVES AND SURPLUS

Your Directors have proposed to transfer Rs. 65,572/- to the Statutory Reserve Fund in the present financial year as per the guideline prescribed by the Reserve Bank of India, being a Non-Banking Financial Company.

BUSINESS OPERATIONS & OUTLOOK

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

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

CHANGE IN NATURE OF BUSINESS

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

CHANGE IN MANAGEMENT

During the year the company had a change in management through open offer.

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SHARE CAPITAL OF THE COMPANY

The authorised share capital of your company as on 31st March, 2019 was Rs. 3,60,00,000 (Rupees Three Crores Sixty Lakhs only) divided into 36,00,000 equity shares of Rs. 10/- each (previous year 36,00,000 equity shares of Rs. 10/- each)

The paid up equity share capital of your Company as on 31st March, 2019 was Rs. 3,28,00,000 (Rupees Three Crores Twenty Eight Lakhs only) divided into 32,80,000 equity shares of the face value of Rs. 10/- each fully paid up (previous year Rs. 3,28,00,000 divided into 32,80,000 equity shares of the face value of Rs. 10/- each fully paid up).

RISKS AND AREAS OF CONCERN

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

EXTRACT OF ANNUAL RETURN

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

(a) Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Articles of Association of the Company, none of the Directors of the Company, retires by rotation at the ensuing Annual General Meeting of the Company.

(b) Appointment

The Board of Directors of the Company has appointed Mr. Mihir Rajesh Ghatalia (DIN: 00581005) was appointed as an Additional Director by the Board with effect from 18th January, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Mihir Rajesh Ghatalia (DIN: 00581005) will hold office up to the date of the ensuing AGM, was appointed as Additional Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Mihir Rajesh Ghatalia (DIN: 00581005) as Executive Director under Section 149 read with Schedule IV to the Act of the Companies Act, 2013 and received in writing a notice from a member, proposing his candidature for the office of Director. Your Board recommends his

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appointment as a Executive Director of the company. Brief resume of the Director proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 39th Annual General Meeting of the Company.

The Board of Directors of the Company has appointed Mr. Nimit Rajesh Ghatalia (DIN: 07069841) was appointed as an Additional Director by the Board with effect from 18th January, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Nimit Rajesh Ghatalia (DIN: 07069841) will hold office up to the date of the ensuing AGM, was appointed as Additional Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mr. Nimit Rajesh Ghatalia (DIN: 07069841) as Executive Director under Section 149 read with Schedule IV to the Act of the Companies Act, 2013 and received in writing a notice from a member, proposing his candidature for the office of Director. Your Board recommends his appointment as a Executive Director of the company. Brief resume of the Director proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 39th Annual General Meeting of the Company.

The Board of Directors of the Company has appointed Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) was appointed as an Additional Director by the Board with effect from 18th January, 2019 pursuant to Section 161 of the Companies Act, 2013, read with Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) will hold office up to the date of the ensuing AGM, was appointed as Additional Director in terms of the provisions of the Companies Act, 2013 and amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It is proposed to appoint Mrs. Damayantiben Pranlal Ghatalia (DIN: 05288741) as Executive Director under Section 149 read with Schedule IV to the Act of the Companies Act, 2013 and received in writing a notice from a member, proposing her candidature for the office of Director. Your Board recommends her appointment as a Executive Director of the company. Brief resume of the Director proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 39th Annual General Meeting of the Company.

The Board of Directors of the Company has appointed Mr. Chetan Kiritbhai Mehta (DIN: 01639366) as a Non- Executive Independent Director of the Company with effect from 14th February, 2019 who holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice along with requisite deposit from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Company. Your Board recommends his appointment as an Independent Director not liable to retire by rotation. Brief resume of the Director proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 39th Annual General Meeting of the Company.

The Board of Directors of the Company has appointed Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630) as a Non- Executive Independent Director of the Company with effect from 14th February, 2019 who holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice along with requisite deposit

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from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Company. Your Board recommends his appointment as an Independent Director not liable to retire by rotation. Brief resume of the Director proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 39th Annual General Meeting of the Company.

The Board of Directors of the Company has appointed Mr. Anil Mandal (DIN: 08291619) as an Non- Executive Independent Director of the Company with effect from 14th February, 2019 who holds office upto the date of the ensuing Annual General Meeting of the Company. The Company has received notice along with requisite deposit from a member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Company. Your Board recommends his appointment as a Independent Director not liable to retire by rotation. Brief resume of the Director proposed to be appointed/re-appointed as stipulated under Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the Notice convening the 39th Annual General Meeting of the Company.

(c) Cessation

Mr. Rakesh Kumar Mishra (DIN: 00558379), Managing Director of the company, and Dilip Kumar Shaw (DIN: 02880928), Director of the company, resigned from Directorship of the Company with effect from 18th January, 2019. The Board places on record its appreciation for the valuable services rendered by them during their tenure with the Company.

Mrs. Archana Sharma (DIN: 07137760) and Mr. Dhawal Doshi (DIN: 07920872), both Non-Executive Independent Director of the company, resigned from Directorship of the Company with effect from 14th February, 2019. The Board places on record its appreciation for the valuable services rendered by them during their tenure with the Company.

(d) Declaration from Independent Directors

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

(e) Annual Performance and Board Evaluation

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

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

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

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

(f) Key Managerial Personnel (KMP)

The Key Managerial Personnel of the Company are as follows:

Nimit Rajesh Ghatalia	C.E.O
Bina Rajesh Ghatalia	C.F.O
Himani Gupta	Company Secretary

MANAGERIAL REMUNERATION AND OTHER DETAILS

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

AUDIT COMMITTEE AND ITS COMPOSITION

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

As on 31st March, 2019, the Audit Committee comprised of the following directors:

Name	Designation
Lalit Radha Krishna Tulsiani	Chairman & Independent Director
Chetan Kiritbhai Mehta	Member, Independent Director
Nimit Rajesh Ghatalia	Member, Executive Director

Mrs. Himani Gupta, Company Secretary of the Company acts as the Secretary of the Audit Committee.

MEETINGS OF THE BOARD

During the financial year 2018-2019, the Board met 6 (Six) times viz. 20th May 2018, 14th August 2018, 14th November, 2018, 29th November, 2018, 18th January, 2019 and 14th February, 2019. The intervening gap between any two consecutive meetings was within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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DIRECTORS' RESPONSIBILITY STATEMENT

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

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

DEPOSITS

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

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

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

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company has occurred between the ends of the financial year of the Company 31st March, 2019 till the date of this report.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVE

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

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WHISTLE BLOWER / VIGIL MECHANISM POLICY

As required under section 177(9) & (10) of the Companies Act, 2013, the Company has established a mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avails of the mechanism and also provides for direct access to the Chairman of the Audit Committee in the exceptional cases. Vigil Mechanism policy is duly posted on the website of the company. We affirm that during the financial year 2018-2019, no employee or director was denied access to the Audit Committee.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013, and Rules made thereunder and based on the recommendation of the Audit Committee, the Board of Directors of the Company has ratified the appointment of M/s DMKH & Co., Chartered Accountants, (Firm's Registration No. 116886W), Mumbai as the Statutory Auditors of the Company, subject to the approval of the Members of the Company in the Company's ensuing Annual General Meeting. M/s DMKH & Co., shall hold office for a term of five years, from the conclusion of the 38th Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2023, subject to ratification of their appointment by the members, if required, at every intervening Annual General Meeting held after this Annual General Meeting. The proposal of their appointment is included in the Notice of the ensuing Annual General Meeting for approval of the Members of the Company. M/s DMKH & Co has furnished written consent and a confirmation to the effect that they are not disqualified to be appointed as the Statutory Auditor of the Company in terms of the provisions of Section 139 of the Companies Act, 2013 and Rules framed thereunder.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the Board had appointed CS Sourav Kedia, Practising Company Secretary [C.P.No, 15259], to undertake Secretarial Audit of the Company for the financial year 2018-2019. The Secretarial Audit Report is annexed to this report as **"Annexure B"**.

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COST AUDITOR

Our Company being an NBFC, not meeting the criteria of appointing the cost Auditor. Hence the same is not applicable on our company.

AUDITORS' REPORT AND SECRETARIAL AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimer neither made by the Statutory Auditor in their Auditors' report nor by the Secretarial Auditor in their Secretarial Audit Report for the financial year 2018-2019.

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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

CORPORATE GOVERNANCE

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

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

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

INTERNAL FINANCIAL CONTROL SYSTEMS WITH REFERENCE TO THE FINANCIAL STATEMENTS

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

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

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

ACKNOWLEDGEMENTS

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

**For and on behalf of the Board of Directors
Worth Investment & Trading Co. Ltd**

**Sd/-
Mihir Rajesh Ghatalia
Director
DIN: 00581005**

**Sd/-
Nimit Rajesh Ghatalia
Director & CEO
DIN: 07069841**

Place: Kolkata

Date: 3rd September, 2019.

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Annexure – A

Form No. MGT-9 EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

I REGISTRATION AND OTHER DETAILS

i)	CIN	L67120WB1980PLC032932
ii)	Registration Date	16.08.1980
iii)	Name of the Company	WORTH INVESTMENT & TRADING CO. LIMITED
iv)	Category / Sub - Category of the Company	Company Limited by Shares / Indian Non-Government Company
v)	Address of the registered office and contact details	65/B, Pathuria Ghat Street, 4th Floor Kolkata - 700006, West Bengal Phone: (033) 32632021, e-mail: worthinvestmenttrading@gmail.com
vi)	Whether Listed company	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MAHESHWARI DATAMATICS PVT. LTD. Sebi Authorised Registrar & Share Transfer Agents Head Office: 23, R.N.Mukherjee Road, 5th Floor, Kolkata-700001 Ph.No. 22435029/5809 Email: mdpldc@yahoo.com Website: www.mdpl.in

PRINCIPAL BUSINESS ACTIVITIES OF THE

II COMPANY

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

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

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE

III COMPANIES

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

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i) Indian	1050000	420000	1470000	44.82	420000	0	420000	12.80	-32.01
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholdings holding nominal share capital upto Rs. 1 lakh	2701	132900	135601	4.13	2716	133300	136016	4.15	0.01
ii) Individual shareholdings holding nominal share capital in excess of Rs. 1 lakh	1303599	138800	1442399	43.98	1303584	138400	1441984	43.96	-0.01
c) Others (specify)									
i) NRI	0	0	0	0.00	0	0	0	0.00	0.00
ii) Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (2) :-	2356300	691700	3048000	92.93	1726300	271700	1998000	60.91	-32.01
Total Public Shareholding (B) = (B) (1) + (B) (2)	2356300	691700	3048000	92.93	1726300	271700	1998000	60.91	-32.01
C. Shares held by Custodian for GDRs & ADRs (C)	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	2588300	691700	3280000	100.00	3008300	271700	3280000	100.00	0.00

(ii) Shareholding of Promoters

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year (As on 01.04.2018)			Shareholding at the end of the year (As on 31.03.2019)			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged / encumbered to total shares	
1	Mudra Dealtrade Pvt. Ltd.	116000	3.54	0.00	0	0.00	0.00	0.00
2	Sankalp Vintrade Pvt. Ltd.	116000	3.54	0.00	0	0.00	0.00	0.00
3	Nimit Rajesh Ghatalia	0	0	0.00	641000	19.54	0.00	19.54
4	Mihir Rajesh Ghatalia	0	0	0.00	213665	6.51	0.00	6.51
5	Bina Rajesh Ghatalia	0	0	0.00	259565	7.91	0.00	7.91
6	Damayanti Pranal Ghatalia	0	0	0.00	167770	5.11	0.00	5.11
	Total	232000	7.08	0.00	1282000	39.09	0.00	39.09

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

There were change in management of the company hence changes in the Promoter's shareholding during the Financial Year 2018-19

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (As on 01.04.2018)		Cumulative Shareholding during the year (01.04.2018 - 31.03.2019)	
		Name of the Shareholders	No of Shares	% of total shares of the company	No of Shares
1	Nayan Impex Pvt Ltd				
a	At the beginning of the year as on 01.04.2018	210000	6.40		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			210000	6.40
2	Newedge Vinmay Pvt. Ltd				
a	At the beginning of the year as on 01.04.2018	210000	6.40		
b	Changes during the year	-210000	-6.40		
c	At the end of the year as on 31.03.2019			0	0.00
3	Silversons Tradelinks Pvt Ltd				
a	At the beginning of the year as on 01.04.2018	210000	6.40		
b	Changes during the year	-210000	-6.40		
c	At the end of the year as on 31.03.2019			0	0.00
4	Swift Dealmark Pvt Ltd				
a	At the beginning of the year as on 01.04.2018	210000	6.40		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			210000	6.40
5	Unicon Tie-up Pvt. Ltd				
a	At the beginning of the year as on 01.04.2018	210000	6.40		
b	Changes during the year	-210000	-6.40		
c	At the end of the year as on 31.03.2019			0	0.00
6	Vedant Commercial Pvt. Ltd				
a	At the beginning of the year as on 01.04.2018	210000	6.40		

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b	Changes during the year	-210000	-6.40		
c	At the end of the year as on 31.03.2019			0	0.00
7	Devesh Commosale Pvt. Ltd				
a	At the beginning of the year as on 01.04.2018	210000	6.40		
b	Changes during the year	-210000	-6.40		
c	At the end of the year as on 31.03.2019			0	0.00
8	Kaushal A. Shah				
a	At the beginning of the year as on 01.04.2018	155000	4.73		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			155000	4.73
9	Jasmine Nanavati				
a	At the beginning of the year as on 01.04.2018	155000	4.73		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			155000	4.73
10	Priti Mehta				
a	At the beginning of the year as on 01.04.2018	151199	4.61		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			151199	4.61
11	Chetan M.				
a	At the beginning of the year as on 01.04.2018	150000	4.57		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			150000	4.57
12	Porva Jewrajka				
a	At the beginning of the year as on 01.04.2018	78400	2.39		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			78400	2.39
13	Subir Banerjee				
a	At the beginning of the year as on 01.04.2018	78400	2.39		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			78400	2.39
14	Kumud Patodia				
a	At the beginning of the year as on 01.04.2018	78400	2.39		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			78400	2.39

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15	Shashi Kant Modi				
a	At the beginning of the year as on 01.04.2018	78400	2.39		
b	Changes during the year	No Changes during the Year			
c	At the end of the year as on 31.03.2019			78400	2.39

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP Name of the Director/KMP	Shareholding at the beginning of the year (As on 01.04.2018)		Cumulative Shareholding during the year (01.04.2018 - 31.03.2019)	
		No of Shares	% of total shares of the company	No of Shares	% of total shares of the company
1	Mihir Rajesh Ghatalia - Executive Director				
a	At the beginning of the year as on 01.04.2018	0	0.00		
b	Changes during the year	Acquisition of Shares			
c	At the end of the year as on 31.03.2019			213665	6.51
2	Nimit Rajesh Ghatalia - Executive Director				
a	At the beginning of the year as on 01.04.2018	0	0.00		
b	Changes during the year	Acquisition of Shares			
c	At the end of the year as on 31.03.2019			641000	19.54
3	Damayanti Pranlal Ghatalia - Executive Director				
a	At the beginning of the year as on 01.04.2018	0	0.00		
b	Changes during the year	Acquisition of Shares			
c	At the end of the year as on 31.03.2019			167770	5.11
4	Bina Rajesh Ghatalia - CFO				
a	At the beginning of the year as on 01.04.2018	0	0.00		
b	Changes during the year	Acquisition of Shares			
c	At the end of the year as on 31.03.2019			259565	7.91

V. INDEBTEDNESS

(Amount in Rs.)

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				

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● Addition	-	-	-	-
● Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year		-	-	
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

(Amount in
Rs.)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
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) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commision			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	0	0	0
	Ceiling as per the Act			

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B. Remuneration to other directors

(Amount in Rs.)

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

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

(Amount in Rs.)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
					Total Amount
1	Gross Salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	1,10,000
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commision - as % of profit - others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	0	0	0	1,10,000

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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. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

**For and on behalf of the Board of Directors
Worth Investment & Trading Co. Ltd**

**Sd/-
Mihir Rajesh Ghatalia
Director
DIN: 00581005**

**Sd/-
Nimit Rajesh Ghatalia
Director & CEO
DIN: 07069841**

**Place: Kolkata
Date: 3rd September, 2019.**

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Annexure - B

Form No. MR - 3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

To,
The Members,
WORTH INVESTMENT & TRADING CO. LIMITED
65/B, Pathuria Ghat Street,
4th Floor,
Kolkata – 700006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **WORTH INVESTMENT & TRADING CO. LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

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

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iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

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

a. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified during the period under Audit)

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and Calcutta Stock Exchange.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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

For Sourav Kedia & Associates

Sd/-

CS Sourav Kedia

Practising Company Secretary

C.P. No.: 15259

M.No.: 40951

Place: Kolkata

Date: 3rd September, 2019

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“ANNEXURE – A”

(TO THE SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019)

To, The Members,

WORTH INVESTMENT & TRADING CO. LIMITED

Our report of even date is to be read along with this letter.

- 1.** Maintenance of Secretarial Records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2.** We have followed the Audit practices and processes as where 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.** Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- 5.** The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
- 6.** The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Sourav Kedia & Associates

Sd/-

CS Sourav Kedia
Practising Company Secretary
C.P. No.: 15259
M.NO.: 40951

Place: Kolkata
Date: 3rd September, 2019

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Annexure – C

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

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

**For and on behalf of the Board of Directors
Worth Investment & Trading Co. Ltd**

**Sd/-
Mihir Rajesh Ghatalia
Director
DIN: 00581005**

**Sd/-
Nimit Rajesh Ghatalia
Director & CEO
DIN: 07069841**

**Place: Kolkata
Date: 3rd September, 2019.**

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

OVERALL REVIEW

In Fiscal 2018-19, the global economic condition remained unpredictable and uncertain. The macro economic situation was bleak and witnessed inflationary pressure. The Indian rupee witnessed high volatility depreciating against USD and causing substantial economic losses. The slide was mainly caused on account of slowing down of economic decisions. Further the global environment also remained subdued.

INDUSTRY OUTLOOK

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

RISKS AND CONCERNS

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

OPERATIONAL REVIEW

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

- The assets are safeguarded against loss from unauthorized use or disposition;
- The transactions are authorized, recorded and reported correctly and
- Code of conduct, Policies and applicable statutes are duly complied with.

As a measure of Internal Control System, which has been evolved over the years, the Company has established a methodical system of Annual Budgeting and Management Information System (MIS).

In addition, Administrative and HR activities of the Company are also brought within this purview.

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

HUMAN RESOURCES

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

RISK MANAGEMENT

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

CAUTIONARY STATEMENT

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

**For and on behalf of the Board of Directors
Worth Investment & Trading Co. Ltd**

**Sd/-
Mihir Rajesh Ghatalia
Director
DIN: 00581005**

**Sd/-
Nimit Rajesh Ghatalia
Director & CEO
DIN: 07069841**

Place: Kolkata

Date: 3rd September, 2019.

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ANNEXURE TO THE DIRECTORS' REPORT

REPORT ON CORPORATE GOVERNANCE

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

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

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

2. BOARD OF DIRECTORS:

2.1 Composition:

As on 31st March 2019, the Board of Directors consisted of 6 (Six) Directors. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and at the last Annual General Meeting, the number of Directorships in other public limited companies and chairmanships / memberships in committees held by them as on 31st March, 2019 are given below:

Name of Directors	Category	No. of Board Meetings held	Attendance Particulars		No of Other Directorships ¹	Number of Committee positions held (including Company) ²	
			Board Meeting	Last AGM		As Chairman	As Member
Mihir* Rajesh Ghatalia	Executive Director	6	1	N.A	3	-	3
Nimit* Rajesh Ghatalia	Executive Director	6	1	N.A	2	-	2
Damayant iben* Pranlal Ghatalia	Executive Director	6	1	N.A	3	1	1
Chetan** Kiritbhai Mehta	Independent Director	6	-	N.A	2	2	4
Lalit** Radha Krishna Tulsiani	Independent Director	6	-	N.A	1	2	1
Anil** Mandal	Independent Director	6	-	N.A	2	1	1

¹The directorship held by Directors as mentioned above does not include Directorships of private companies / Section 8 companies / foreign companies as on 31st March, 2018.

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

*Appointed w.e.f. 18.01.2019

**Appointed w.e.f. 14.02.2019

2.2 Number and date of Board Meetings held:

Six Board meetings were held during the financial year 2018-2019 and the gap between any two meetings did not exceed one hundred and twenty days as stipulated under Regulation 17(2) of the Listing Regulations. The dates on which the said meetings were held are 30th May 2018, 14th August 2018, 14th November 2018, 29th November, 2018, 18th January, 2019 and 14th February, 2019.

2.3 Disclosure of relationship between directors inter-se:

Damayantiben Pranlal Ghatalia is Grandmother to Mihir and Nimit Rajesh Ghatalia and Mihir and Nimit Ghatalia are brothers.

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

As on 31st March, 2019, none of the Non-Executive Directors holds shares or convertible instruments in the Company.

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

The details of the programmes for familiarization of Independent Directors with the Company their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company are put up on the website of the Company.

3. AUDIT COMMITTEE:

3.1 Brief description of terms of reference:

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

- i. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- iii. Approval of payment to statutory auditors for any other services rendered by statutory auditors.
- iv. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:

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- a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013.
 - b) Changes, if any, in accounting policies and practices and reasons for the same.
 - c) Major accounting entries involving estimates based on the exercise of judgment by management.
 - d) Significant adjustments made in the financial statements arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.
 - f) Disclosure of any related party transactions.
 - g) Modified opinions in the draft audit report.
- v. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- vi. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- vii. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- viii. Approval or any subsequent modification of transactions of the listed entity with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of assets or undertaking of the Company wherever required.
- xi. Evaluation of internal financial controls and risk management systems.
- xii. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- xiv. Discussion with internal auditors on any significant findings and follow up there on.

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xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

xviii. To review the functioning of the whistle blower mechanism;

xix. Approval of the appointment of CFO after assessing the qualifications, experience & background, etc., of the candidate.

xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

3.2 Composition:

As on 31st March, 2019, the Audit Committee comprised of Mr. Lalit Radha Krishna Tulsiani as Chairman, and Mr. Chetan Kiritbhai Mehta, Mr. Nimit Rajesh Ghatalia, as Members.

The Company Secretary of the Company acts as the Secretary of the Audit Committee.

3.3 Meeting and attendance during the year:

During the financial year 2018-2019 the Audit Committee met four times on 30th May 2018, 14th August 2018, 14th November 2018 and 14th February, 2019. The attendance of the Members at the meetings is as under:

Name of the Members	Category	Position	No. of Meetings	
			Held	Attended
Lalit Radha Krishna Tulsiani	Independent Director	Chairman	4	-
Chetan Kiritbhai Mehta	Independent Director	Member	4	-
Nimit Rajesh Ghatalia	Executive Director	Member	4	1

4. NOMINATION AND REMUNERATION COMMITTEE:

4.1 Brief Description of terms of reference:

The broad terms of reference of the Nomination and Remuneration Committee includes the areas laid out under Section 178 of the Companies Act, 2013 and Para A of Part D of Schedule II of the Listing Regulations. The scope of the Nomination and Remuneration Committee covers, inter alia, formulation of the criteria for determining qualifications, positive attributes and independence of a Director, recommendation to the Board of

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Directors on policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees, formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors, devising a policy on diversity of Board of Directors, identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board of Directors their appointment and removal and whether to extend or continue the term of appointment of the Independent Director on the basis of report of performance evaluation of Independent Directors.

4.2 Composition:

As on 31st March, 2019, the Nomination and Remuneration Committee comprised of Mr. Chetan Kiritbhai Mehta as Chairman, and Mr. Lalit Radha Krishna Tulsiani, Mr. Mihir Rajesh Ghatalia, as Members. The Company Secretary of the Company acts as the Secretary of the Nomination and Remuneration Committee.

4.3 Meeting and attendance during the year:

During the financial year 2018-2019 the Nomination and Remuneration Committee met One times on 14th February 2019. The attendance of the Members at the meetings is as under:

Name of the Members	Category	Position	No. of Meetings	
			Held	Attended
Chetan Kiritbhai Mehta	Independent Director	Chairman	1	-
Lalit Radha Krishna Tulsiani	Independent Director	Member	1	-
Mihir Rajesh Ghatalia	Executive Director	Member	1	1

4.4 Performance evaluation criteria for Independent Directors:

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

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

5. REMUNERATION OF DIRECTORS:

a) The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the financial year 2018-2019.

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- b) Non-Executive Directors did not draw any remuneration from the Company.
- c) Details of remuneration and sitting fees paid / payable to Directors for the financial year ended 31st March 2019:

Name of Directors	Salary	Perquisites or Allowances	Contribution to PF & others	Sitting Fees	Total
Mihir Rajesh Ghatalia	-	-	-	-	-
Nimit Rajesh Ghatalia	-	-	-	-	-
Damayantiben Pranlal Ghatalia	-	-	-	-	-
Chetan Kiritbhai Mehta	-	-	-	-	-
Lalit Radha Krishna Tulsiani	-	-	-	-	-
Anil Mandal	-	-	-	-	-

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

6.1 Composition:

As on 31st March, 2019, the Stakeholders' Relationship Committee comprised of Mr. Lalit Radha Krishna Tulsiani as Chairman, and Mr. Chetan Kiritbhai Mehta, Mr. Nimit Rajesh Ghatalia. The Company Secretary of the Company acts as the Secretary, of the Stakeholders' Relationship Committee.

6.2 Compliance Officer:

Mrs. Himani Gupta, Company Secretary is the Compliance Officer of the Company.

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

No. of complaints pending as on 01.04.2018	NIL
Complaints received during the year	NIL
Complaints disposed during the year	NIL
No. of complaints pending as on 31.03.2019	NIL

7. GENERAL BODY MEETINGS:

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

AGM	Financial Year	Date	Time	Venue
38 th AGM	2017-2018	28.09.2018	1.00 P.M	Registered Office
37 th AGM	2016-2017	25.09.2017	11.00 A.M	Registered Office
36 th AGM	2015-2016	30.09.2016	10:30 A.M	Registered Office

8. MEANS OF COMMUNICATION:

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

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

8.3 News releases, presentations, among others:

All Corporate Announcements made to the Stock Exchange during the year 2018-2019 are available on the website of the Company. During the year 2018-2019, the company has not made any presentations to institutional investors and analysts.

9. GENERAL SHAREHOLDERS INFORMATION:

a) **39th Annual General Meeting:** Monday, the 30th day of September, 2019 at 11:00 A.M. at its registered office at NPS Business Centre, 7A, Kiran Shankar Roy Road Kolkata-700001.

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

c) **Dividend payment date:** Nil

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

e) **Listing Fees:** The Company has paid the listing fees for the financial year 2018-19.

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

g) **Trading of Securities:** The securities of the Company were not suspended from trading at any time during the financial year 2018-2019.

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

MAHESHWARI DATAMATICS PVT.LTD.

SEBI Authorised Registrar & Share Transfer Agents

Head Office:

23, R.N.Mukherjee Road, 5th Floor
Kolkata-700001

Phone: 22435029/5809

Email: mdpldc@yahoo.com

Website: www.mdpl.in

i) **Share Transfer System:**

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

Shares lodged for transfer are normally processed within 15 days from the date of lodgement, if documents are found to be in order. Shares under objection are returned within two weeks.

All requests for dematerialization of shares are processed and the confirmation is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) within 21 days.

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

j) Distribution of Shareholding as at 31st March, 2019

Range	Shareholders		Equity shares	
	Number	% of total	Number	% of total
Up to 500	465	90.47	105740	3.23%
501 to 1000	24	4.67	23076	0.70%
1,001 to 10,000	4	0.78	7200	0.21%
10,001 & 50,000	1	0.19	14114	0.44%
50,001 & 100,000	9	1.75	666671	20.32%
100,001 and Above	11	2.14	2463199	75.10%
Total	514	100	32,80,000	100%

k) Dematerialization of Equity Shares and Liquidity:

As on 31st March, 2019, 91.72 % of the total shares of the Company were in dematerialized form.

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

The Company has not issued any Global Depository Receipts (GDRs), American Depository Receipts (ADRs), warrants or any convertible instruments, which is likely to have impact on the Company's equity during the financial year ended 31st March, 2019.

m) Commodity price risk or foreign exchange risk and hedging activities:

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

n) Registered Office & Address for Correspondence:

Worth Investment & Trading Company Limited
NPS Business Centre
7A, Kiran Shankar Roy Road,
Kolkata – 700001.

10. DISCLOSURES:

10.1 Related Party Transactions: There were no transactions of material nature with related parties during the financial year 2018-2019 that had potential conflict with the interest of the Company at large. All the transactions entered during the financial year 2018-2019 with related parties were on arm's length basis and the same are disclosed in Notes on Accounts as appended to the financial statements. The policy on dealing with Related Party Transactions is available on Company's website.

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

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10.3 Whistle Blower policy / Vigil Mechanism and affirmation that no personnel has been denied access to the Audit Committee:

The Company has established a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of code of conduct or ethics policy. The mechanism also provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. We affirm that during the financial year 2018-2019, no employee or director was denied access to the Audit Committee. The policy on Vigil mechanism is uploaded at the Company website.

10.4 Adoption of mandatory and non-mandatory requirements of Regulation 27 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

The Company has complied with all mandatory requirements of Regulation 27 and Schedule V of Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of Listing Regulations.

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

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

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

10.5 Web- link for policy determining ‘material’ subsidiaries:

The Company does not have any subsidiary as defined under the Companies Act, 2013.

10.6 Compliance of the requirement of Corporate Governance Report:

During the financial year 2018-2019, the Company has complied with the requirements of Corporate Governance Report of sub paras (2) to (10) of the Point C of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

10.7 Disclosure of the Compliance with Corporate Governance:

The Company has complied with the regulations 17-20, 22-23, 25-27 and Clauses (b) to (i) of regulations 46(2) of Listing Regulations during the financial year 2018-2019. Regulations 21 and 24 of Listing Regulations are not applicable to the Company.

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

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2019. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

10.9 Disclosure of accounting treatment:

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

10.10 Code of Conduct for Prevention of Insider Trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its management, staff and directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. The Company Secretary has been appointed as the Compliance Officer and is responsible for adherence to the Code.

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10.11 Code of Conduct:

The Company has framed and adopted a Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. All the members of the Board and Senior Management Personnel have affirmed compliance to the Code as on 31st March, 2019. A declaration to this effect is annexed to this report. The code is available on the Company's website.

10.12 Compliance Certificate by Practicing Chartered Accountant:

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

10.13 Legal Proceedings:

There is no legal proceeding pending against the Company

**For and on behalf of the Board of Directors
Worth Investment & Trading Co. Ltd**

**Sd/-
Mihir Rajesh Ghatalia
Director
DIN: 00581005**

**Sd/-
Nimit Rajesh Ghatalia
Director & CEO
DIN: 07069841**

Place: Kolkata

Date: 3rd September, 2019.

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CERTIFICATE OF CODE OF CONDUCT

DECLARATION – CODE OF CONDUCT

Pursuant to Regulation 17 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct during the financial year ended 31st March, 2018.

**For and on behalf of the Board of Directors
Worth Investment & Trading Co. Ltd**

**Sd/-
Mihir Rajesh Ghatalia
Director
DIN: 00581005**

**Sd/-
Nimit Rajesh Ghatalia
Director & CEO
DIN: 07069841**

**Place: Kolkata
Date: 3rd September, 2019.**

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

To,
The Members of
WORTH INVESTMENT & TRADING COMPANY LIMITED

We have examined the compliance of conditions of Corporate Governance by **WORTH INVESTMENT & TRADING COMPANY LIMITED** for the year ended 31 March 2018, as stipulated in provisions of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") of the said company with the stock exchanges in India.

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

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

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

For DMKH & Co.
Chartered Accountant
FRN No. 0116886W

Sd/-
CA Manish Kankani
Partner
M. No. 158020

Place: Kolkata
Date: 3rd September, 2019

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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

Worth Investment & Trading Co. Ltd

65/B, Pathuria Ghat Street,

4th Floor, KOLKATA

WB 700006 IN

I have examined the relevant registers, records, forms , returns and disclosure received from the directors of WORTH INVESTMENT & TRADING CO. LTD (herein after referred to as “the Company”) having CIN L67120WB1980PLC032932 and having registered office at 65/B, Pathuria Ghat Street, 4th Floor, KOLKATA WB 700006 IN, 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 of India (Listing obligations and disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my 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 , 2019 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.	Mihir Rajesh Ghatalia	00581005	18-01-2019
2.	Nimit Rajesh Ghatalia	07069841	18-01-2019
3.	Damayantiben Pranal Ghatalia	05288741	18-01-2019
4.	Chetan Kiritbhai Mehta	01639366	14-02-2019
5.	Lalit Radha Krishna Tulsiani	01652630	14-02-2019
6.	Anil Mandal	08291619	14-02-2019

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.

For Sharma Praveen & Associates

Sd/-

Praveen Sharma

Practising Company Secretary

M.No. A30365

CP.No. 14501

Place: Kolkata

Date: 3rd September, 2019

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INDEPENDENT AUDITOR'S REPORT

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

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of WORTH INVESTMENT & TRADING COMPANY LIMITED ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit and its cash flows for the year ended on that date.

Basis for Opinion

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

Responsibilities of Management 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors 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 the Board of Directors 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.

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Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risk 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 control 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 has adequate internal financial controls systems 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 misstatement 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 misstatement 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 and significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we may 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.

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Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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

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

- (a) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books [and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.]
- (b) [The reports on the accounts of the branch offices of the Company audited under Section 143(8) of the Act by branch auditors have been sent to us and have been properly dealt with by us in preparing this report.]
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account [and with the returns received from the branches not visited by us]
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company {or, following are the instances of delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company or there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.}

For DMKH & Co.

Chartered Accountants

Firm's Registration No. : 116886W

Sd/-

Manish Kankani

Partner

Membership No. 158020

Place: Mumbai

Date: 30/05/2019

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ANNEXURE "A" TO INDEPENDENT AUDITORS' REPORT

Annexure referred to in Point 1 of the Auditor's Report of even date to the members of M/s WORTH INVESTMENT & TRADING COMPANY LIMITED for the year ended 31st March 2019.

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us, we state that: -

- i. a). The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b). As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
c). The Company does not own any immovable properties
- ii. The company is Service Company, thus clause 3(ii) of the order is not applicable to the company.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, company has complied with the provision of section 185 and 186 of the Companies Act, 2013 In respect of loans, investment, guarantees, and security.
- v. The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provision of sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regards to the deposits accepted from the public are not applicable.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. a). According to information and explanations given to us and on basis of our examination of the books of account, and records, the company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Custom Duty, GST, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2019 for a period of more than six months from the date they became payable.
b). According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, customs duty, GST and cess whichever applicable, which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institutions or banks or debenture holders during the year.

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- ix. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The company is not a Nidhi Company. Therefore clause xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or person connected with him. Accordingly, the provision of clause 3 (xv) of the Order are not applicable.
- xvi. In our opinion, the company is registered under section 45-IA of the Reserve Bank of India Act, 1934 as NBFC Company. And accordingly, the provisions of clause 3 (xvi) of the Order are is applicable to the Company.

For DMKH & Co.
Chartered Accountants
Firm's Registration No. : 116886W

Sd/-
Manish Kankani
Partner
Membership No. 158020

Place: Mumbai
Date: 30/05/2019

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ANNEXURE “B”

Annexure referred to in Point 2(e) of the Auditor’s Report of even date to the members of M/S **WORTH INVESTMENT & TRADING COMPANY LIMITED** for the year ended 31st March 2019.

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of M/S **WORTH INVESTMENT & TRADING COMPANY LIMITED** (“the Company”) as of 31st March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by ICAI and the Standards on Auditing prescribed under section 143(10) of the Companies Act 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted

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accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, 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 DMKH & Co.

Chartered Accountants

Firm's Registration No. : 116886W

Sd/-

Manish Kankani

Partner

Membership No. 158020

Place: Mumbai

Date: 30/05/2019

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WORTH INVESTMENT & TRADING COMPANY LIMITED

Balance Sheet as at 31st March, 2019

Particulars	Note	As on 31st March 2019		As on 31st March 2018	
<u>EQUITY & LIABILITIES</u>					
Shareholders' Funds					
(a) Share Capital	2	32,800,000		32,800,000	
(b) Reserves & Surplus	3	14,022,725	46,822,725	13,623,279	46,423,279
Non Current Liabilities					
(a) Deferred Tax Liabilities	4	-		-	
(b) Long Term Provisions	5	341,275	341,275	191,534	191,534
Current Liabilities					
(a) Other current Liabilities	6	232,398		196,906	
(b) Short term provisions	7	922,341	1,154,739	177,725	374,631
Total			48,318,739		46,989,444
<u>ASSETS</u>					
Non-Current Assets					
(a) Fixed assets					
Tangible assets	8	2,096		2,096	
(b) Non-Current Investments	9	9,450,000		15,050,000	
(c) Deferred Tax Assets	10	2,074		366	
(d) Long Term Loans & Advances	11	37,367,853		18,558,672	
(e) Other Non-current Assets	12	36,876	46,858,899	55,315	33,666,449
Current Assets					
(a) Cash and Cash equivalents	13	55,351		4,435,582	

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(b) Short-term Loans and Advances	14	1,404,489		8,887,413	
(c) Other Current Assets	15	-	1,459,840	-	13,322,995
Total			48,318,739		46,989,444

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 DMKH & Co

Chartered Accountants

Firm Registration No.:

0116886W

CA Manish Kankani

Partner

M. No. 158020

Place : Mumbai

Dated : 30-05-2019

Mihir Rajesh Ghatalia
(Managing Director)

Nimit Rajesh Ghatalia
(Director)

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WORTH INVESTMENT & TRADING COMPANY LIMITED Statement of Profit and Loss for the year ended 31st March 2019

Particulars	Note	As on 31st March, 2019	As on 31st March, 2018
I. Revenue from Operations		-	-
Other Income	16	2,826,257	1,914,135
II. Total Revenue		2,826,257	1,914,135
III. Expenses:			
(a) Employee Benefits Expenses	17	1,238,230	881,500
(b) Depreciation		-	-
(c) Other expenses	18	1,143,116	785,101
Total expenses		2,381,346	1,666,601
IV. Profit before Tax (III - IV)		444,911	247,534
V. Tax Expenses			
(a) Current Tax		117,055	(62,382)
(b) Deferred Tax		4	(1,704)
VI. Profit/(Loss) for the Year (V - VI)		327,860	183,448
VII. Earning per Equity Share (nominal value of share Rs.10/- each)	19		
(a) Basic		0.10	0.06
(b) Diluted		0.10	0.06

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 DMKH & Co

Chartered Accountants

Firm Registration No.: 0116886W

Mihir Rajesh Ghatalia
(Managing Director)

Nimit Rajesh Ghatalia
(Director)

CA Manish Kankani

Partner

M. No. 158020

Place : Mumbai

Dated : 30-05-2019

WORTH INVESTMENT & TRADING COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH , 2019

	Figures at the end of the reporting period as on 31st March 2019		Figures at the end of the reporting period as on 31st March 2018	
		Rs		Rs
1. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/(Loss) before Tax (a)		444,911		247,534
Add :				
Depreciation	-		-	
Contingency provision for standard assets				
Preliminary expenses written off	18,439		130,799	
Sub Total - (b)		18,439		130,799
Operating Profit before Working Capital Changes (a+b)		463,350		378,333
Adjustments for :				
(Increase) / Decrease in Short term Loans & advances	7,482,924		(1,193,385)	
(Increase) / Decrease in Long term Loans & advances	(18,823,667)		19,480,229	
(Increase) / Decrease in other current assets	-		-	
Increase/ (Decrease) in Short Term Provisions	744,616		1,000,000	
Increase/ (Decrease) in other Liabilities	35,492	(10,560,635)	(68,100)	19,218,744
Cash generated from/(used in) operations		(10,097,286)		19,597,077
Direct taxes paid/adjusted (net of refund)		117,055		131,677
Net Cash flow from Operating Activities A		(9,980,231)		19,465,400
2. CASH FLOW FROM INVESTING ACTIVITIES				
Proceeds from sale/(purchase) of non current Investment	5,600,000		(14,900,000)	
Net Cash flow from Investing Activities B		5,600,000		(14,900,000)
3. CASH FLOW FROM FINANCING ACTIVITIES				
Net Cash from Financing Activities C		-		-
Net Increase in Cash/Cash Equivalent (A+B+C)		(4,380,231)		4,828,754
Cash/Cash Equivalents (Opening)		4,435,582		86,827
Cash/Cash Equivalents (Closing)		55,351		4,915,581

Note :

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

2 Components of cash and cash equivalents

Cash in Hand
Cash at Bank

Figures at the end
of the reporting
period as on 31st
March 2019

655
54,696
55,351

Figures at the end
of the reporting
period as on 31st
March 2018

320,186
4,115,406
4,435,592

As per our report of even date

For DMKH & Co

Chartered Accountants

Firm Registration No.: 0116886W

Mihir Rajesh Ghatalia
(Managing Director)

Nimit Rajesh Ghatalia
(Director)

CA Manish Kankani

Partner

M. No. 158020

Place : Mumbai

Dated : 30-05-2019

WORTH INVESTMENT & TRADING COMPANY LIMITED

Notes to the financial statements for the year ended 31st March, 2019

1. Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements

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

1.2 Revenue Recognition

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

1.3 Investments

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

1.4 Taxes on Income

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

1.5 Provisions, Contingent Liabilities and Contingent Assets

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

1.6 Inventories

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

1.8 Fixed Assets

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

1.9 Depreciation

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

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

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

1.10 Impairment of Assets

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

1.11 Deferred Tax

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

	As on 31st March, 2019	As on 31st March, 2018
	Rs	Rs
2. Share Capital		
a) Capital Structure		
Authorised 36,00,000 Equity Shares of Rs. 10/- each.	36,000,000	36,000,000
	36,000,000	36,000,000
Issued, Subscribed and Fully Paid Up 32,80,000 Equity Shares of Rs. 10/- each.	32,800,000	32,800,000
	32,800,000	32,800,000

b) Share Capital Reconciliation

Equity Shares	31 March 2019		31 March 2018	
	Nos.	Amount	Nos.	Amount
Opening balance	3,280,000	32,800,000	3,280,000	32,800,000
Issued during the period	-	-		
Closing Balance	3,280,000	32,800,000	3,280,000	32,800,000

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

	31 March 2019		31 March 2018	
	No. of shares	% holding	No. of shares	% holding
Nayan Impex Pvt Ltd	210,000	6.40%	210,000	6.40%
Swift Dealmark Pvt Ltd	210,000	6.40%	210,000	6.40%
Nimit Rajesh Ghatalia	641,000	19.54%	-	-
Bina Rajesh Ghatalia	259,565	7.91%	-	-
Mihir Rajesh Ghatalia	213,665	6.51%	-	-
Damayanti Pranlal Ghatalia	167,770	5.11%	-	-

d) 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

	As on 31st March, 2019	As on 31st March, 2018
	Rs	Rs
Securities Premium Reserve		
Opening	8,400,000	8,400,000
Increased during the year	-	-
Closing	8,400,000	8,400,000
General Reserve	500,000	500,000
Statutory Reserve Fund		
Balance b/f	3,733,265	3,696,575
Add : Transferred during the year	65,572	36,690
Balance c/f	3,798,837	3,733,265
Surplus/(Deficit) in the Statement of Profit & Loss		
Opening balance	990,014	843,256
Add: Profit/(Loss) for the year	327,860	183,448
Less: Transfer to Reserve Fund during the year	(65,572)	(36,690)

Net Surplus/(Deficit) at the end of the year	<u>1,323,888</u>	<u>990,014</u>
Total Reserves & Surplus	<u>14,022,725</u>	<u>13,623,279</u>
4. Deferred Tax Liabilities		
Opening Balance	-	-
Add: Generated	-	-
Less: Reversed	-	-
Closing Balance	<u>-</u>	<u>-</u>
5. Long Term Provisions		
Contingent Provision for Standard Assets	341,275	191,534
	<u>341,275</u>	<u>191,534.00</u>
6. Other Current Liabilities		
Advances From Parties	-	-
Liabilities for Expenses	232,398	265,006
	<u>232,398</u>	<u>265,006</u>
7. Short-term Provisions		
Contingent Provision for Standard Assets	25,500	25,500
Provision for Income Tax	896,841	569,843
	<u>922,341</u>	<u>595,343</u>
9. Non-Current Investments		
Other Investments		
(a) Investments in Equity Instruments (Unquoted at cost) (fully paid-up; FV Rs 10 each, unless otherwise stated)		
Crystal Dealmark Pvt. Ltd.	8,350,000.00	9,550,000
Twister Vincom Pvt Ltd	1,100,000.00	5,500,000
Total of Non-Current Investments	<u>9,450,000</u>	<u>15,050,000</u>
10. Deferred Tax Assets		
Opening Balance	2,070.00	-
Add: Generated	-	2,070.00
Less: Reversed	4	-
Closing Balance	<u>2,074</u>	<u>2,070.00</u>
11. Long-term Loans and Advances (Unsecured, considered good)		
<u>Loans and advances to</u>		
Others	37,367,853	18,558,672
	<u>37,367,853</u>	<u>18,558,672</u>
	As on 31st March, 2019	As on 31st March, 2018
	Rs	Rs
12. Other Non-current Assets		
Preliminary Expenses	36,876	55,315
	<u>36,876</u>	<u>55,315</u>
13. Cash and Cash Equivalents		
Cash in hand	655	320,186
Balances with Banks in Current Account	54,696	4,115,406
Cheque in Hand	-	-
	<u>55,351</u>	<u>4,435,592</u>
14. Short-term Loans and Advances (Unsecured, considered good)		
<u>Loans and advances to</u>		
Others	-	7,765,549
<u>Others</u>		
Balance with Income Tax Authorities	1,404,489	1,121,864
	<u>1,404,489</u>	<u>8,887,413</u>
15. Other Current Assets		
Advances for investment	-	1,000,000
	<u>-</u>	<u>1,000,000</u>

16. Other Income

Interest on Loan
Loss on Futures & Options

As on 31st March,2019	As on 31st March, 2018
Rs	Rs
2,826,257	1,914,135
-	-
2,826,257	1,914,135

17. Employee Benefits Expenses

Salaries & Bonus to Staff

1,238,230	881,500
1,238,230	881,500

18. Other Expenses

Advertisement Expenses

Auditors' Remuneration

Audit Fees

Bank Charges

CDSL Charges

Filing Fees

Other Write offs

Scrutinizer Fees

Professional Fees

RTA Expenses

Interest on Income Tax

Preliminary Expenses Written Off

Printing & Stationery expenses

General Expenses

Listing Fees

Travelling & Conveyance

Misc Exp

21,630

47,200

531

23,000

-

149,741

-

62,540

63,010

-

18,439

49,070

245,720

310,000

70,230

82,005

1,143,116

39,867

35,400

1,677

11,000

9,600

-

7,500

13,500

-

35,092

130,799

22,238

143,980

295,000

39,448

-

785,101

19. Earning per share (EPS)

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

	31 March, 2019	31 March, 2018
Net Profit / (Loss) attributable to equity shareholders	327,860	183,448
Weighted average number of equity shares in calculating EPS	-	-
Nominal value of Equity Shares	10	10
Closing No. of Shares	3,280,000	3,280,000
Basic & Diluted EPS	0.10	0.06

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):

KALPANA TEKCHANDANI
MIHIR RAJESH GHATALIA
NIMIT GHATALIA

(ii) Transactions with related parties during the period:

The Related party transaction during the year to see disclose in term of AS - 18 are as

Sl. No.	Related Party Company	Nature of Transaction	31.03.2019	31.03.2018
	ENAM ORGANICS	LOAN ADVANCES	13,238,274	-
1	INDIA LIMITED			

Sl. No.	Key Management Personnel	31.03.2019	31.03.2018
1	Salary	110,000.00	130,000.00

c) Accounting for Taxes on Income

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

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) Information as required in terms of Paragraph 18 of Non-Banking Financial, Non Systematically Important (Non-Deposit Accepting or Holding) Companies (Reserve Bank) Directions, 2016 is attached in separate annexure.

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

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

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

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

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

As per our report of even date

For DMKH & Co

Chartered Accountants

Firm Registration No.: 0116886W

CA Manish Kankani

Partner

M. No. 158020

Place : Mumbai

Dated : 30-05-2019

For and on behalf of the Board

Mihir Rajesh Ghatalia
(Managing Director)

Nimit Rajesh Ghatalia
(Director)

WORTH INVESTMENT & TRADING COMPANY LIMITED

NOTES FORMING PART OF THE BALANCE SHEET AS AT
& STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE - 8

FIXED ASSETS

Description	Gross Block			Depreciation			Net Block	
	As on 01.04.2018	Addition	As on 31.03.2019	Upto 31.03.2018	For the year	Upto 31.03.2019	As on 31.03.2019	As on 31.03.2018
TANGIBLE ASSETS								
Laptop	78,541	-	78,541	76,445	-	76,445	2,096	2,096
	78,541	-	78,541	76,445	-	76,445	2,096	2,096
Total (PY)	78,541		78,541	64,878	11,567	76,445	2,096	-

WORTH INVESTMENT & TRADING CO. LIMITED

CIN: L67120W81980PLC032932

NPS Business Centre, 7A, Kiran Shankar Roy Street, KOLKATA- 700001

Email: info@worthinv.com /Website: www.worthinv.com**39TH ANNUAL GENERAL MEETING ON 30TH SEPTEMBER, 2019****MGT- 11****PROXY FORM**

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

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

*Applicable to shareholders holding shares in electronic form.

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

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

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39th Annual General Meeting of Worth Investment & Trading Company Limited to be held on Monday, 30th September, 2019 at 11:00 A.M at NPS Business Centre, 7A, Kiran Shankar Roy Street, Kolkata – 700001 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No	Resolution	Vote (Optional See Note 2) No. (Please mention no. of shares)	
		For	Against
Ordinary Resolution			
1.	To receive, consider and adopt the audited financial statements of the company for the financial year ended 31 st March, 2019, including the audited Balance Sheet as at 31 st March, 2019, the statement of Profit and Loss for the year ended on that date and reports of the Board of Directors' and Auditors' thereon.		
2.	Ordinary Resolution to ratify the appoint M/s DMKH & Co., (FRN: 116886W) Chartered Accountants, Mumbai, as Statutory Auditors.		
Special Business			
3.	Ordinary Resolution for appointment of Mr. Mihir Rajesh Ghatalia (DIN: 00581005) as a Executive Director of the Company.		

4.	Ordinary Resolution for appointment of Mr. Nimit Rajesh Ghatalia (DIN: 07069841) as a Executive Director of the Company.		
5.	Ordinary Resolution for appointment of Mr. Damayantiben Pranlal Ghatalia (DIN: 05288741) as a Executive Director of the Company.		
6.	Ordinary Resolution for appointment of Mr. Chetan Kiritbhai Mehta (DIN: 01639366) as a Non-Executive Independent Director of the Company.		
7.	Ordinary Resolution for appointment of Mr. Lalit Radha Krishna Tulsiani (DIN: 01652630) as a Non-Executive Independent Director of the Company.		
9.	Special Resolution for shifting of Registered Office of the company from the State of West Bengal to the State of Maharashtra.		

Signed thisday of2019

Signature of the Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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

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

WORTH INVESTMENT & TRADING CO. LIMITED

CIN: L671 20W81 980PLC 032932

NPS Business Centre, 7A, Kiran Shankar Roy Street, KOLKATA- 700001

Email: worthinvestmenttrading@gmail.com /Website: www.worthinv.com

ATTENDANCE SLIP

39TH ANNUAL GENERAL MEETING ON 30TH SEPTEMBER, 2019

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

*Applicable to shareholders holding shares in electronic form.

I/We hereby record my/our presence at the 39th Annual General Meeting of Worth Investment & Trading Company Limited held on Monday, 30th September, 2019 at 11:00 A.M at NPS Business Centre, 7A, Kiran Shankar Roy Street, KOLKATA- 700001

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

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

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

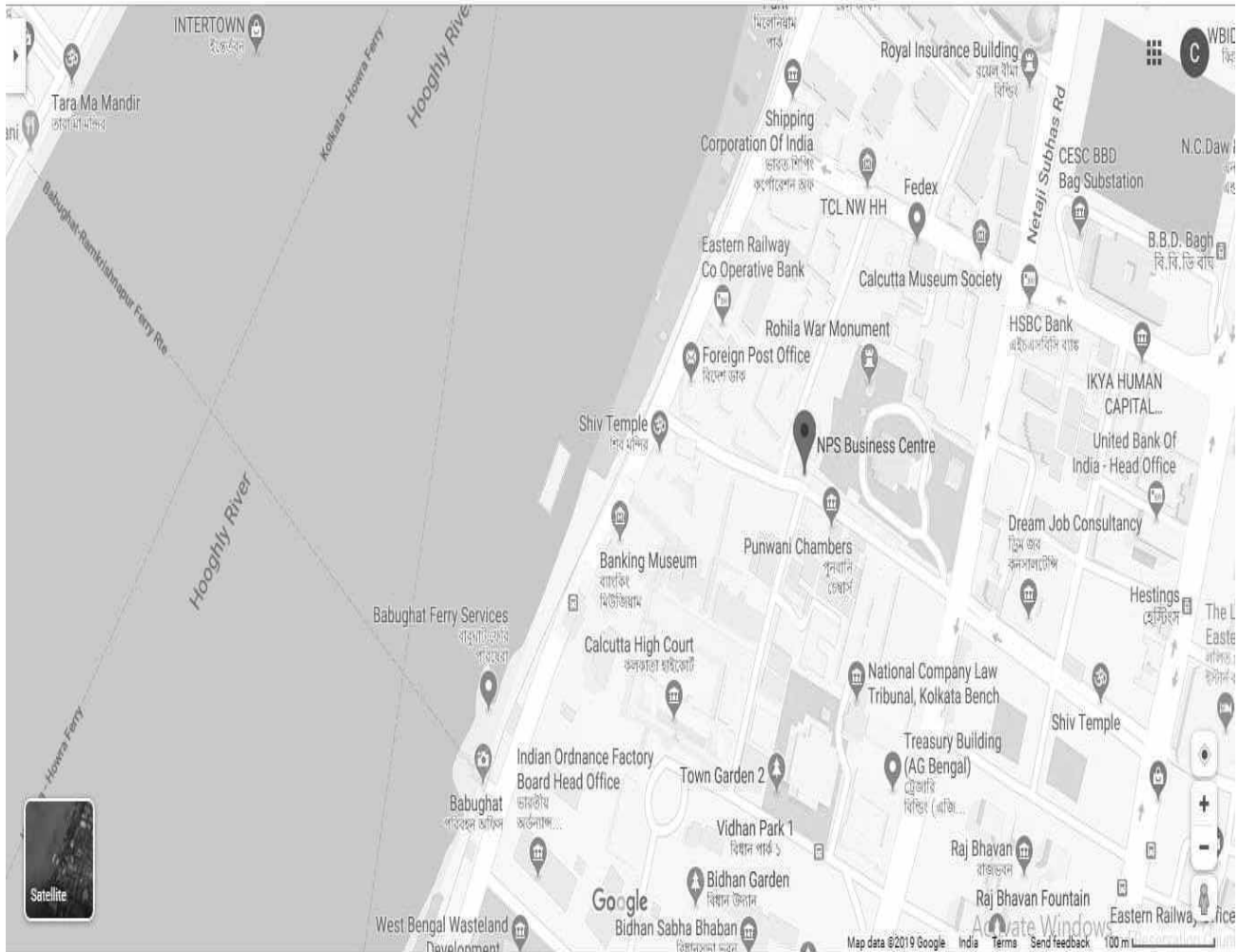
2. The electronic voting particulars are set out below:

EVSN (Remote E-Voting Sequence Number)	USER ID	PASSWORD

Please refer to the attached AGM Notice for instructions on remote e-voting

Remote e-voting facility is available during the following voting period:

Commencement of Remote e-voting	End of Remote e-voting
September 27, 2019 from 9.00 AM	September 29, 2019 till 5.00 PM



BOOK-POST

WORTH INVESTMENT AND TRADING COMPANY LIMITED
NPS Business Centre,
7A, Kiran Shankar Roy Road,
Kolkata - 700001