

**41<sup>ST</sup> ANNUAL GENERAL MEETING | 2021**

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**WORTH INVESTMENT AND  
TRADING COMPANY LIMITED**

**41<sup>ST</sup> ANNUAL REPORT**

**(2020-21)**

# 41<sup>ST</sup> ANNUAL GENERAL MEETING 2021

## **Corporate Information**

### **Board of Director**

|                             |                               |
|-----------------------------|-------------------------------|
| MIHIR RAJESH GHATALIA       | EXECUTIVE DIRECTOR            |
| NIMIT RAJESH GHATALIA       | EXECUTIVE DIRECTOR& CEO       |
| ARCHANA PRAMOD WANI         | NON- EXECUTIVE DIRECTOR       |
| BINA RAJESH GHATALIA        | CHIEF FINANCIAL OFFICER (CFO) |
| CHETAN KIRITBHAI MEHTA      | INDEPENDENT DIRECTOR          |
| LALIT RADHAKRISHNA TULSIANI | INDEPENDENT DIRECTOR          |

### **Company Secretary & Compliance Officer**

HIMANI GUPTA

### **REGISTRAR & SHARE TRANSFER AGENT**

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

### **Statutory Auditor**

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

### **Registered Office**

497/501, Village Biloshi,  
Taluka Wada, Thane,  
Maharashtra - 421303

### **Email-Id:**

[worthinvestmenttrading@gmail.com](mailto:worthinvestmenttrading@gmail.com)

### **Stock Exchange**

BSE Limited  
The Calcutta Stock Exchange Limited

### **Website**

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

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## WORTH INVESTMENT & TRADING COMPANY LIMITED

CIN No.: L67120MH1980PLC343455

Registered Office: 497/501, Village Biloshi, Taluka Wada Thane, Maharashtra 421303

Email-ID: [worthinvestmenttrading@gmail.com](mailto:worthinvestmenttrading@gmail.com) Website: [www.worthinv.com](http://www.worthinv.com)

### NOTICE

Notice is hereby given that the 41<sup>st</sup> Annual General Meeting of the members of Worth Investment & Trading Company Limited will be held on Monday, the 20<sup>th</sup> day of September, 2021 at 9:15 A.M. at its registered office at 497/501, Village Biloshi, Taluka Wada, Thane, Maharashtra - 421303 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 31<sup>st</sup> March, 2021, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2021, 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 appoint a Director in place of Mr. Mihir Ghatalia (DIN: 00581005), who retires by rotation and being eligible, offer himself for re-appointment.

#### **SPECIAL BUSINESS:**

#### **3. Increase In Authorised Share Capital And Consequential Alteration Of Capital Clause Of The Memorandum of Association**

To consider and thought fit to pass the following resolution as **Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 61 read with Sections 13, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and in accordance with the provisions of the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing is Rs. 3,60,00,000/- (Rupees Three Crores sixty Lakh only) divided into 36,00,000(thirty six Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each, to Rs 6,60,00,000 (Rupees Six Crores Sixty lakh only) divided into 66,00,000(Sixty Six Lakh only) Equity Shares of Rs.10/- (Rupees Ten only) ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

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**FURTHER RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

V\*\*\* The Authorized Share Capital of the Company is Rs. 6,60,00,000/- (Rupees Six Crores Sixty Lakh only) divided into 66,00,000 (Sixty Six Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each with rights, privileges and conditions attaching thereto as may be determined by the Board of Directors of the Company at the time of issue, with power to increase and reduce the capital for the Company and to attach thereto respectively such preferential deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by the Board of Directors of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the resolution of the Board of Directors of the Company.

**FURTHER RESOLVED THAT** approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

#### **4. Issue Upto 32,50,000 Equity Shares On Preferential Issue Basis:**

To consider and thought fit to pass the following resolution as **Special Resolution**

**RESOLVED THAT** pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeover) Regulations, 2011 as amended as amended from time to time, the listing agreement entered into by the Company with BSE Limited ( the "Stock Exchange") on which the equity shares of the Company having face value of Rs. 10/- each ("Equity Shares") are listed, the Foreign Exchange Management Act, 1999, the Foreign Exchange (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000 and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/or

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any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, issue, offer and allot upto 32,50,000 (Thirty Two Lakh Fifty Thousand) Equity Shares of the Company, having face value of Rs. 10/- (Rupees Ten only) each, at a price of Rs. 18.72/- as determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable law, to proposed allottees as mentioned in the explanatory statement (hereinafter referred to as the 'Proposed Allottees') by way of a preferential issue and in such manner and on such terms and conditions, as may be deemed appropriate by the Board at its absolute discretion but subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations, 2018 and Companies Act, 2013.

**FURTHER RESOLVED THAT** in accordance with Regulation 161 of the ICDR Regulations, the "Relevant Date", for determining the minimum price of the Equity Shares to be allotted to the Proposed Allottees, on a preferential basis, is 20<sup>th</sup> August, 2021, being the date which is 30 (Thirty) days prior to the date of this Annual General Meeting i.e. 20<sup>th</sup> September, 2021

**FURTHER RESOLVED THAT**, if required, price determined for preferential issue shall be subject to appropriate adjustments in accordance with the provisions of Regulation 166 of the ICDR Regulations.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above Resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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- b) The Equity Shares to be allotted shall be locked-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals.
- c) The Equity Shares shall be allotted in dematerialised form within a period of fifteen (15) days from the date of passing of the Special Resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents(including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

**FURTHER RESOLVED THAT** the Board hereby delegates (to the extent permitted by law) all or any of the powers herein conferred to any committee of Directors or any Director(s) or executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to the aforesaid resolutions and all the actions that may be taken by the Board or Committee duly

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constituted for this purpose in this connection be and are hereby ratified and confirmed in all respects."

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

Sd/-  
Himani Gupta  
Company Secretary

Place: Mumbai  
Date: 26<sup>th</sup> August, 2021

**Registered office:**  
497/501, Village Biloshi,  
Taluka Wada, Thane,  
Maharashtra -421303

## **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. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 07<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in

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the Annual General Meeting, held on 28<sup>th</sup> September, 2018.

5. Road-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
6. 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.
7. 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.
8. 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.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 14<sup>th</sup> September, 2021 to Monday, 20<sup>th</sup> September, 2021 (both days inclusive) in connection with the AGM.
10. Members are requested to bring their attendance slips alongwith copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and/or be made available at the meeting.
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 Private Limited, 23, R.N. Mukherjee Road, 5<sup>th</sup> 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



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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.
17. The Annual Report 2020-21, the Notice of 41<sup>st</sup> 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 41<sup>st</sup> 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 Parbat Chaudhari, Practicing Company Secretary (COP No.: 22429), 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, 17<sup>th</sup> September, 2021 (9:00 a.m.) and ends on Sunday, 19<sup>th</sup> September, 2021 (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. 13<sup>th</sup> September, 2021, may cast their vote through remote e-voting. The remote

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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. 13<sup>th</sup> September, 2021. 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. 13<sup>th</sup> September, 2021 may obtain the User Id and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact to the RTA at 2243 5029/5809. However, if the member is already registered with CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com) or contact CDSL at the toll free no.: 1800-200-5533.

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

(h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 20<sup>th</sup> September, 2021.

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered

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with the Company.

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

5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

|  |   |
|--|---|
|  | For Shareholders holding shares in Demat Form other than individual 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)<br><br>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.  |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both 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 (v).</li></ul> |

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

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

(ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(x) 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.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [viz;worthinvestmenttrading@gmail.com](mailto:worthinvestmenttrading@gmail.com) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

### **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.

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(B) The voting period will commence from Friday, 17<sup>th</sup> September, 2021, (9.00 a.m.) and will end on Sunday, 19<sup>th</sup> September, 2021, (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. 13<sup>th</sup> September, 2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

### **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.

The existing Authorised Capital of the Company is Rs. 3,60,00,000/- (Rupees Three Crores Sixty Lakh only) divided into 36,00,000 (Thirty six Lakh) Equity Shares of Rs.10/- (Rupees Ten only). Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act") provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its Members, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

In view of this, the Company proposes to increase the existing Authorised Equity Capital from Rs 3,60,00,000./- (Rupees Three Crores Sixty Lakh only) divided into 36,00,000 (Thirty six Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each, to Rs 6,60,00,000./- (Rupees Six Crore Sixty Lakh only) by creation of additional 30,00,000 (Thirty Lakh) Equity Shares of face value of Rs.10/- each.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

The draft Memorandum of Association after incorporating the proposed change is available for inspection at the registered office of the Company during business hours on all working days excluding Saturdays and Sundays between 11.00 am to 1.00 pm upto the date of the meeting.

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None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as an Ordinary Resolution.

## Item No.4

In terms of Section 62(1)(c) read with Sections 42 of the Companies Act, 2013 and Rules made thereunder (the "Act"), and in accordance with provisions of Chapter V - "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), as amended, and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, a Company can undertake preferential issue / private placement only after obtaining prior approval of the Shareholders by way of Special Resolution. Accordingly, the Company proposes to issue and allot fully paid-up 32,50,000 Equity Shares having face value of Rs.10/- (Rupees Ten Only) each at or above the minimum price as determined as on Relevant Date, in accordance with Regulation 164 of the SEBI (ICDR) Regulations, 2018

***The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:***

**(i) Particulars of the Preferential Issue including date of passing of Board resolution**

The Board of Directors at its meeting held on 26<sup>th</sup> August, 2021, had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 32,50,000 Equity Shares at a price of Rs. 18.5/- per Equity Share, to proposed allottees, for cash consideration, on a preferential basis.

**(ii) Kinds of securities offered and the price at which security is being offered**

Up to 32,50,000 Equity Shares of the Company, at a price of Rs. 18.5/- (including a premium of Rs. 8.5/-) per Equity Share aggregating up to Rs. 6.01/- crore, such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBIICDR Regulations.

**(iii) Objects of the Preferential Issue and aggregate amount proposed to be raised**

The Company proposes to raise an amount aggregating up to Rs. 6.01/- crore through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for

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meeting future funding requirements and other general corporate purposes of the Company.

**(iv) Relevant Date**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 20<sup>th</sup> August, 2021, being the date 30 days prior to the date of this Annual General Meeting (AGM).

**(v) Basis on which the price has been arrived at and justification for the price (including premium, if any).**

The Equity Shares of the Company are listed on BSE Limited (hereinafter referred to as the "Stock Exchange"). The Equity Shares are not frequently traded in terms of the SEBI ICDR Regulations and BSE has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of the applicable provisions of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued is Rs. 18.72/- per Equity Share, being higher of the following:

- a) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on BSE , during the twenty six (26) weeks preceeding the Relevant date i.e. Rs 18.72/-per Equity Share
- b) Average of the weekly high and low of the volume weighted average price of the Equity Shares of the Company quoted on BSE , during the twenty six (26) weeks preceeding the Relevant date i.e. Rs 15.46/-per Equity Share

The pricing of the Equity Shares to be allotted on preferential basis is Rs. 18.72/- per Equity Share which is not lower than the floor price determined in the manner set out above.

**(vi) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects**

The Equity Shares shall be issued to the Promoter of the Company and also to Non-Promoters. All Promoters and one Director has indicated their intention to subscribe to the Preferential Issue under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the so objects specified herein

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above.

(vii) **Time frame within which the Preferential Issue shall be completed**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution ,provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority ,the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(viii) **Principal terms of assets charged as securities**

Not applicable.

(ix) **Shareholding pattern of the Company before and after the Preferential Issue**

The pre issue and post issue shareholding pattern of the Company after considering the preferential issue to be made to Proposed Allottees is provided hereunder:

| Sr<br>n<br>o | Category                                    | Pre – Issue as of June, 2021  |                      | Post – Issue*                 |                      |
|--------------|---|-------------------------------|----------------------|-------------------------------|----------------------|
|              |   | Number of<br>Equity<br>Shares | % of<br>Shareholding | Number of<br>Equity<br>Shares | % of<br>Shareholding |
| A            | Shareholding of Promoter and Promoter Group | 1607066                       | 49.00                | 3457066                       | 52.94                |
| 1            | Promoter and Promoter Group                 | 1607066                       | 49.00                | 3457066                       | 52.94                |
|              | Sub Total (A)                               | 1607066                       | 49.00                | 3457066                       | 52.94                |
| B            | Non Promoters Shareholding                  |                               |                      |                               |                      |
| 1            | Institutions                                | 0.00                          | 0.00                 | 0.00                          | 0.00                 |
| 2            | Non Institutions                            | 1672924                       | 51.00                | 3072934                       | 47.06                |
| 3            | Bodies Corporate                            | 0.00                          | 0.00                 | 0.00                          | 0.00                 |
| 4            | Others                                      | 0.00                          | 0.00                 | 0.00                          | 0.00                 |
|              | Sub- Total (B)                              | 1672934                       | 51.00                | 3072934                       | 47.06                |
|              | GRAND TOTAL [(A)+(B)]                       | 3280000                       | 100.00               | 6530000                       | 100.00               |

(x) **The Class or Classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Promoters of the Company as well as Non-Promoters as mentioned in the list of Proposed Allottee.



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- (xi) **The Identity of the Proposed Allottees, maximum number of Equity Share proposed to be issued and the Percentage of Pre and Post issue capital that may be held by the Proposed Allottees:**

**Details of proposed Allottees for issue of equity shares:**

| Proposed Allottee        | Natural Person who ultimately controls the Proposed Allottee | Maximum no of Equity Shares to be allotted | Pre- Issue Shareholding as on 30 <sup>th</sup> June 2021 |           | Post - Issue Shareholding |           |
|--------------------------|--|--|--|-----------|---------------------------|-----------|
|                          |  |  | No of shares   | %         | No of shares              | %         |
| Tejpal Ambalal Shah HUF  | Tejpal Ambalal Shah HUF                                      | 1,00,000                                   | -  | -         | 1,00,000                  | 1.53      |
| Tejpal Ambalal Shah      | Tejpal Ambalal Shah  | 1,00,000                                   | -  | -         | 1,00,000                  | 1.53      |
| Penil Doshi              | Penil Doshi  | 1,50,000                                   | -  | -         | 1,50,000                  | 2.30      |
| Zil Doshi                | Zil Doshi  | 3,50,000                                   | -  | -         | 3,50,000                  | 5.36      |
| Nipa Doshi               | Nipa Doshi   | 2,00,000                                   | -  | -         | 2,00,000                  | 3.06      |
| Chirag J Bajaria         | Chirag J Bajaria   | 75000                                      | -  | -         | 75000                     | 1.15      |
| Viraj Anil Bajaria       | Viraj Anil Bajaria   | 75000                                      | -  | -         | 75000                     | 1.15      |
| Chetan Mehta             | Chetan Mehta   | 1,00,000                                   | 150000   | 4.57      | 2,50,000                  | 3.83      |
| Priti Mehta              | Priti Mehta  | 1,00,000                                   | 509563   | 15.54     | 609563                    | 9.33      |
| Mira Mihir Ghatalia      | Mira Mihir Ghatalia  | 4,00,000                                   | -  | -         | 4,00,000                  | 6.13      |
| Bina Rajesh Ghatalia     | Bina Rajesh Ghatalia   | 300000                                     | 427401   | 13.03     | 7,27,401                  | 11.14     |
| Mihir Rajesh Ghatalia    | Mihir Rajesh Ghatalia  | 150000                                     | 225665   | 6.88      | 375665                    | 5.75      |
| Nimit Rajesh Ghatalia    | Nimit Rajesh Ghatalia  | 200000                                     | 654000   | 19.94     | 854000                    | 13.08     |
| Suraj Tradelinks Pvt Ltd | Suraj Tradelinks Pvt Ltd                                     | 400000                                     | 150000   | 4.57      | 550000                    | 8.42      |
| Nimit Impex Pvt Ltd      | Nimit Impex Pvt Ltd  | 400000                                     | 150000   | 4.57      | 550000                    | 8.42      |
| Kavita Jhatakia          | Kavita Jhatakia  | 50,000                                     | -  | -         | 50,000                    | 0.77      |
| Ketul Enterprises        | Ketul Enterprises  | 1,00,000                                   | -  | -         | 1,00,000                  | 1.53      |
| <b>TOTAL</b>             | <b>NA</b>  | <b>32,50,000</b>                           | <b>NA</b>  | <b>NA</b> | <b>NA</b>                 | <b>NA</b> |

- (xii) **Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue:**

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The Equity Shares are proposed to be allotted to Proposed Allottees as mentioned above in point (xi). Details of shareholding prior to and after the proposed Preferential Issue, are also provided in point (xi) above.

| Srno      | Name of the Proposed Allottee | Name of the Ultimate Beneficial Owner   | Pre issue Equity Shareholding |       | Number of warrants / Equity shares proposed to be issued | Post issue equity holding (After allotment of Equity shares and exercise/conversion of warrants) |       |
|-----------|-------------------------------|---|-------------------------------|-------|--|--|-------|
|           |                               |   | Number of Equity shares       | %     |  | Number of Equity shares  | %     |
| <u>1.</u> | Tejpal Ambalal Shah HUF       | Tejpal Ambalal Shah - Karta   | 0                             | 0.00% | 100000   | 100000   | 0.39% |
| <u>2.</u> | Suraj Tradelinks Pvt Ltd      | 1. Nimit Ghatalia – Director<br>2. Rajesh Ghatalia – Director & Shareholder<br>3. Bina Ghatalia - Shareholder | 150000                        | 4.57% | 400000   | 550000   | 8.42% |
| <u>3.</u> | Nimit Impex Pvt Ltd           | 1. Nimit Ghatalia – Director<br>2. Rajesh Ghatalia – Director & Shareholder<br>3. Bina Ghatalia – Shareholder | 150000                        | 4.57% | 400000   | 550000   | 8.42% |
| <u>4.</u> | Ketul Enterprises Pvt Ltd     | 1. Ketul Jhatakia – Director & Shareholder  | 0                             | 0.00% | 100000   | 100000   | 1.53% |

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|  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|
|  |  | 2. Atul Zatakia – Director & Shareholder |  |  |  |  |  |
|--|--|--|--|--|--|--|--|

- (xiii) undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- (xiv) undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees.
- (xv) **The Change in control, if any, in the Company that would occur consequent to the preferential offer:**

There shall be no change in management or control of the Company pursuant to the proposed issue. However, the percentage of shareholding, will change in accordance with the change in the shareholding pattern as set in the point (xi).

(xvi) **Lock-in Period**

The Equity Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

(xvii) **Undertakings:**

- a) None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Promoters and Directors are fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue to its Promoter as well as Non-Promoter under Chapter V of the SEBI ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

(xviii) **Certificate from Statutory Auditors:**

The certificate from DMKH & Co., Chartered Accountants, being the Statutory Auditors of the Company certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting.

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(xix) **Other Disclosures:**

- a) During the period from 01<sup>st</sup> April, 2021 until the date of Notice of this AGM, the Company has not made any preferential issue of Equity Shares.
- b) Report of the registered valuer is required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.
- c) Neither Promoter nor any member of the promoter group of the Company including Proposed Allottees have sold or transferred any Equity Shares during the six months preceding the Relevant Date.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Proposed Allottees is being sought by way of a Special Resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company after increase of the Authorised Share Capital.

Mr. Mihir Ghatalia, Director; Mr. Nimit Ghatalia, Director; Mrs. Bina Ghatalia, Chief Finance Officer and their relatives and Chetan Mehta and his relatives are concerned or interested in the above referred resolution to the extent of their shareholding in the Company and the proposed allotment.

None of the Directors, Key Managerial Personnel of the Company their relatives other than specified above, are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.: 04 of the accompanying Notice for approval by the Members of the Company.

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

Place: Mumbai  
Date: 26<sup>th</sup> August, 2021  
**Registered office:**  
497/501, Village Biloshi,  
Taluka Wada, Thane,  
Maharashtra - 421303

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## DIRECTOR'S REPORT

Dear Members,

Your Directors hereby present the 41<sup>st</sup> Annual Report together with the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021.

### FINANCIAL HIGHLIGHTS

The Company's financial performance for the financial year ended 31<sup>st</sup> March, 2021 is summarised below:

| <b>Particulars</b>                                  | <b>(Amount in Rs.)</b> |                |
|---|------------------------|----------------|
|   | <b>2020-21</b>         | <b>2019-20</b> |
| Revenue from Operations                             | 15,71,362              | 14,95,624      |
| Other Income  | -                      | -              |
| Total   | 15,71,362              | 14,95,624      |
| Profit before Finance Cost, Depreciation & Taxation | 6,00,425               | 5,92,955       |
| Less: Finance Cost                                  | -                      | -              |
| Less: Depreciation                                  | -                      | -              |
| Profit before Taxation                              | 6,00,425               | 5,92,955       |
| Less: Tax Expenses                                  | 1,56,111               | 1,54,168       |
| Profit after Tax                                    | 4,44,315               | 4,38,787       |
| Profit for the year                                 | 4,44,315               | 4,38,787       |

### COVID 19 PANDEMIC IMPACT & RESPONSE

The first quarter of 2020 saw an unprecedented outbreak of COVID-19 pandemic which caused an all-round disruption of economies around the world and dampened the already bleak economic prospects. It has proved to be one of the most damaging events of human history and believed to have deep and cascading impact across the entire economic chain. Another significant disruption was in the area of Global supply chain wherein China is the key link and was being heavily impacted by the Pandemic.

The second half of the year showcased the resilience of the Pharmaceutical Industry with significant outcome of efforts on vaccine development with multiple vaccine approvals. The launch of vaccination in some countries in End 2020 raised hopes of an eventual end to the pandemic. Moreover, economic data released after the October 2020 World Economic Organisation (WEO) forecast suggest stronger-than-projected momentum on average across regions in the second half of 2021.

The Office of the Company was closed due to nationwide lockdown imposed by the Government of India and the Company has adopted work from home policy for safety of the employees.

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## **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. 88,863/-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.

## **SHARE CAPITAL OF THE COMPANY**

The authorised share capital of your company as on 31<sup>st</sup> March, 2021 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 31<sup>st</sup> March, 2021 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).

## **RISK MANAGEMENT:**

The Company has its Risk Management Plan & Policy in place which is also displayed on the website of the Company. In the opinion of the Board, during the financial year 2020-21, no elements of risk which may threaten the existence of the Company were noticed by the Board. The Committee monitors the risk management plan and ensures its effectiveness. The details of Committee are set out in the Corporate Governance Report

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## **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**

As on 31<sup>st</sup> March 2021, the Board consists of five members, two of whom are Executive Directors, two are Independent Directors and one is Non-Executive Director.

Mrs. Archana Pramod Wani (DIN: 03121886) was appointed as an Additional Non-Executive Director of the Company and has been regularised at the Annual General Meeting of the members held on 29<sup>th</sup> December, 2020.

In accordance with the provisions of Section 152(6) of the Act, Mr. Mihir Ghatalia (DIN: 00581005) Executive Director, retires by rotation and being eligible, offers himself for re-appointment. His background is given in the Corporate Governance Report, which forms part of this report.

Pursuant to the provisions of Section 203 of the Act, Mr. Nimit Ghatalia, Chief Executive Officer ('CEO'), Mrs. Bina Rajesh Ghatalia, Chief Financial Officer and Ms. Himani Gupta, Company Secretary are the Key Managerial Personnel of the Company as on the date of this Report.

During the year, none of the Director or Key Managerial Personnel has resigned.

## **DECLARATION BY INDEPENDENT DIRECTORS**

All the Independent Directors of the Company have furnished a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). In the opinion of the Board, all the Independent Directors possess the integrity, expertise and experience including the proficiency required to be Independent Directors of the Company, fulfil the conditions of independence as specified in the Act and the Listing Regulations and are independent of the management and have also complied with the Code for Independent Directors as prescribed in Schedule IV of the Act.

## **PERFORMANCE EVALUATION AND ITS CRITERIA:**

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The Board of Directors carried out an evaluation of its own performance, of the Board, Committees and of the individual Directors pursuant to the provisions of the Act and Corporate Governance requirements as prescribed by the Listing Regulations.

The performance of the Board and its Committees was evaluated by the Board after seeking inputs from the Board / Committee Members based on criteria such as composition of the Board / Committees and structure, effectiveness of the Board / Committee processes, providing of information and functioning etc. The Board and the Nomination and Remuneration Committee reviewed the performance of individual Directors based on criteria such as attendance in Board / Committee meetings, contribution in the meetings like preparedness on issues to be discussed etc.

The Independent Directors at its separate meeting held on 27<sup>th</sup> February, 2021 reviewed the performance of Non-Independent Directors and performance of the Board as a whole, performance of the Chairman of the Company taking into account the views of Executive and Non-executive Directors and assessed the quality, quantity and timeliness of flow of information to the Board to perform their duties effectively and reasonably.

## **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 31<sup>st</sup> March, 2021, the Audit Committee comprised of the following directors:

| <b>Name</b>                  | <b>Designation</b>              |
|------------------------------|---------------------------------|
| 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.

## **INTER-SE RELATIONSHIP BETWEEN DIRECTORS:**

Mihir R Ghatalia Director and Nimit R Ghatalia Director and CEO are relatives (siblings). Apart from this none of the Directors of the Company are in any way related to each other.

## **MEETINGS OF THE BOARD**

During the financial year 2020-2021, the Board met 7 (Seven) times viz. 23<sup>rd</sup> April 2020,



# **41<sup>ST</sup> ANNUAL GENERAL MEETING 2021**

07<sup>th</sup>August 2020, 26<sup>th</sup>August, 2020, 13<sup>th</sup> November, 2020, 05<sup>th</sup> December, 2020, 13<sup>th</sup>February, 2021 and 10<sup>th</sup> March, 2021. The intervening gap between any two consecutive meetings was within the period as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

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

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

## **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**

The details of Loans given, Guarantees given and Investments made, if any and covered under the provisions of Section 186 of the Act, read with Companies (Meetings of Board and Its Powers) Rules, 2014 are given in the notes to the Financial Statements forming part of this Annual Report.

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## **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY.**

Except as disclosed elsewhere in the Report, there have been no material changes and commitment affecting, the financial position of your Company, which have occurred between the end of the financial year of the Company and 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.

## **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 2020-2021, 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**

At the 38<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018 the Members approved appointment of M/s DMKH & Co., Chartered Accountants, (Firm's Registration No. 116886W), Mumbai as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 43<sup>rd</sup> Annual General Meeting, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to

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appointment of auditors for ratification by Members at every Annual General Meeting has been done away by the Companies (Amendment) Act, 2017 with effect from 07<sup>th</sup> May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

## **STATUTORY AUDITORS' REPORT:**

The Statutory Auditors' Report to the Shareholders for the year under review does not contain any qualification, reservations or adverse remarks or disclaimers.

The report of the Statutory Auditors along with the Notes to Schedules forms part of the Annual Report and contains an Unmodified Opinion without any qualification, reservation, disclaimer or adverse remark.

The Statutory Auditors of the Company have not reported any fraud as specified in Section 143(12) of the Act.

## **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 Parbat Chaudhari, Practicing Company Secretary [COP No.: 22429], to undertake Secretarial Audit of the Company for the financial year 2020-2021. The Secretarial Audit Report is annexed to this report as "**Annexure B**".

## **The Company's reply to the Secretarial Auditor's Observations:**

The Secretarial Auditor has mentioned qualifications regarding the compliance of Regulations 7(3), 31, 33, 34, 40(9), 46, 47 of of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other SEBI Circulars in his report and Regulation 76 of the SEBI (Depository and Participants) Regulations, 2018. Form No.: NBS-9 and Auditors Certificate to the Reserve Bank of India.

Due to Covid-19 pandemic and nationwide lockdown imposed by Government of India, the Office of the Company was closed and the employees are not habited to do work from home so the Company has inadvertently delayed in filing the same.

In respect of non-filing of certain Board Resolutions, the Company is in process of filing the same at the earliest.

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## **DISCLOSURE REGARDING MAINTENANCE OF COST RECORDS UNDER SECTION 148 OF THE COMPANIES ACT, 2013:**

During the year under review, Maintenance of cost records under section 148 of Companies Act, 2013 is not applicable to the Company as the Company did not carry on any activity as specified in Table A and B of Rule 3 of the Companies (Cost Records and Audit) Rules, 2014.

## **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 the Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance Report and Certificate of Non-disqualification of Directors are not applicable to the Company.

## **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 Board is responsible for establishing and maintaining adequate internal financial control as per Section 134 of the Act.

Your Company has in place an adequate system of internal controls to ensure compliance with various policies, practices and statutes. It has procedures covering all financial and operating functions and processes. These have been designed to provide a reasonable assurance with regards to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from

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unauthorized use or losses and compliance with regulations. Key controls have been tested during the year and corrective and preventive actions are taken for any weakness.

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

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The policy for Prevention of Sexual Harassment at Workplace is available on the website of the Company.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy who are also provided training about the Act.

## **POLICIES AND DISCLOSURE REQUIREMENTS:**

In terms of provisions of the Act and the Listing Regulations, the Company has adopted all the applicable policies. The policies are available on the website of the Company.

All Directors and Senior Management Personnel have affirmed their adherence to the provisions of the Code of Conduct during the financial year 2020-21.

The Company's policy on Directors' appointment, remuneration and other matters provided in Section 178(3) of the Act forms part of Nomination and Remuneration Policy and has been disclosed in the Corporate Governance Report.

## **PARTICULARS OF RELATED PARTY TRANSACTIONS:**

All transactions entered into with related parties during the financial year were in the ordinary course of business and on arm's length basis and do not attract the provisions of Section 188(1) of the Act. Suitable disclosures as required by the Indian Accounting Standards (IndAS-24) have been made in the notes to the Financial Statements. The Board has a policy for related party transactions which has been uploaded on the Company's website.

There were no material Related Party Transactions during the year. Accordingly, Form No. AOC-2, prescribed under the provisions of Section 134 (3)(h) of the Act and Rule 8 of the Companies (Accounts) Rules, 2014, for disclosure of details of Related Party Transactions, which are not "not at arm's length basis" and also which are "material and arm's length basis", is not provided as an annexure to this Report as it is not applicable.

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## **SIGNIFICANT AND MATERIAL ORDERS:**

No significant and material order has been passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

## **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS (IF ANY):**

The Directors of your Company confirm that no frauds or instances of mis-management were reported by the Statutory Auditors under sub-section (12) of Section 143 of the Companies Act, 2013.

## **COMPLIANCE WITH SECRETARIAL STANDARDS:**

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

## **SIGNIFICANT AND MATERIAL ORDERS:**

No significant and material order has been passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

## **PROMOTERS:**

The Promoter Group's holding in the Company as on 31st March, 2021 was 49% of the Company's paid up Equity Capital. The members may note that the shareholding and other details of Promoters has been provided in Annual Return as mentioned below.

## **EMPLOYEES:**

There were no employees coming under the purview of Section 197(12) of the Act read with Rules 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the rules frame there under.

## **REMUNERATION:**

As per Section 197 of the Companies Act, 2013, the ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year:

| Name of the Director | Ratio to Median employees |
|----------------------|---------------------------|
| NA                   | NA                        |

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## **DISCLOSURE UNDER SECTION 164**

None of the Directors of the company are disqualified for being appointed as Directors as specified under section 164 of the Companies Act, 2013.

## **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. Limited**

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

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

**Place: Mumbai  
Date: 30<sup>th</sup> June, 2021.**

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## Annexure - A

### Form No. MGT-9 EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021

[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   | L67120MH1980PLC343455  |
| 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                      | 497/501, Village Biloshi,<br>Taluka Wada, Thane,<br>Maharashtra 421303<br>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.<br>Sebi Authorised Registrar & Share Transfer Agents<br>Head Office:<br>23, R.N.Mukherjee Road, 5th Floor, Kolkata-700001<br>Ph.No. 22435029/5809 Email:<br>mdpldc@yahoo.com<br>Website: www.mdpl.in |

#### PRINCIPAL BUSINESS ACTIVITIES OF

#### II THE COMPANY

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

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



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## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

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

### (i) Category – wise Share Holding

| Category of Shareholders          | No. of Shares held at the end of the year<br>(As on 31.03.2020) |          |                |                   | No. of Shares held at the end of the year<br>(As on 31.03.2021) |          |                |                   | % Change during the Year |
|-----------------------------------|---|----------|----------------|-------------------|---|----------|----------------|-------------------|--------------------------|
|                                   | Demat   | Physical | Total          | % of Total Shares | Demat   | Physical | Total          | % of Total Shares |                          |
| <b>A. Promoters</b>               |   |          |                |                   |   |          |                |                   |                          |
| <b>1. Indian</b>                  |   |          |                |                   |   |          |                |                   |                          |
| a) Individual/HUF                 | 1307066   | 0        | 1307066        | 39.85             | 1307066   | 0        | 1307066        | 39.85             | 0.00                     |
| b) Central Government             | 0   | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0.00                     |
| c) State Government(s)            | 0   | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0.00                     |
| d) Bodies Corporate               | 300000  | 0        | 300000         | 9.15              | 300000  | 0        | 300000         | 9.15              | 0.00                     |
| e) Banks / Financial Institutions | 0   | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0.00                     |
| f) Any other                      | 0   | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0.00                     |
| <b>Sub-total (A) (1) :-</b>       | <b>1607066</b>  | <b>0</b> | <b>1607066</b> | <b>48.99</b>      | <b>1607066</b>  | <b>0</b> | <b>1607066</b> | <b>48.99</b>      | <b>0.00</b>              |
| <b>2. Foreign</b>                 |   |          |                |                   |   |          |                |                   |                          |
| a) NRIs Individuals               | 0   | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0.00                     |
| b) Other Individuals              | 0   | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0.00                     |
| c) Bodies Corporate               | 0   | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0.00                     |
| d) Banks / Financial Institutions | 0   | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0.00                     |
| e) Any other                      | 0   | 0        | 0              | 0.00              | 0   | 0        | 0              | 0.00              | 0.00                     |

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|  |                |          |                |              |                |          |                |              |             |
|--|----------------|----------|----------------|--------------|----------------|----------|----------------|--------------|-------------|
| <b>Sub-total (A) (2) :-</b>  | <b>0</b>       | <b>0</b> | <b>0</b>       | <b>0.00</b>  | <b>0</b>       | <b>0</b> | <b>0</b>       | <b>0.00</b>  | <b>0.00</b> |
| <b>Total shareholdings of Promoter</b>   |                |          |                |              |                |          |                |              |             |
| <b>(A) = (A) (1) + (A) (2)</b>   | <b>1607066</b> | <b>0</b> | <b>1607066</b> | <b>48.99</b> | <b>1607066</b> | <b>0</b> | <b>1607066</b> | <b>48.99</b> | <b>0.00</b> |
| <b>B. Public Shareholding</b>  |                |          |                |              |                |          |                |              |             |
| <b>1. Institutions</b>   |                |          |                |              |                |          |                |              |             |
| a) Mutual Funds  | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| b) Banks / Financial Institutions  | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| c) Central Government  | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| d) State Government(s)   | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| e) Venture Capital Funds   | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| f) Insurance Companies   | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| g) Foreign Institutional Investors   | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| h) Foreign Venture Capital Funds   | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| i) Others (specify)  | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| <b>Sub-total (B) (1) :-</b>  | <b>0</b>       | <b>0</b> | <b>0</b>       | <b>0.00</b>  | <b>0</b>       | <b>0</b> | <b>0</b>       | <b>0.00</b>  | <b>0.00</b> |
| <b>2. Non-Institutions</b>   |                |          |                |              |                |          |                |              |             |
| a) Bodies Corporate  |                |          |                |              |                |          |                |              |             |
| i) Indian  | 0              | 0        | 0              | 0.00         | 0              | 0        | 0              | 0.00         | 0.00        |
| 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. 2 lakh          | 51068          | 132900   | 183968         | 5.61         | 53237          | 133100   | 186337         | 5.68         | 0.07        |
| ii) Individual shareholdings holding nominal share capital in excess of Rs. 2 lakh | 1350166        | 138800   | 1488966        | 45.40        | 1347997        | 138600   | 1486597        | 45.32        | 0.08        |
| c) Others (specify)  | 0              | 0        | 0              | 0            | 0              | 0        | 0              | 0            |             |
| 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        |

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|  |                |               |                |               |                |               |                |               |             |
|--|----------------|---------------|----------------|---------------|----------------|---------------|----------------|---------------|-------------|
| <b>Sub-total (B) (2) :-</b>            | <b>1401229</b> | <b>271700</b> | <b>1672929</b> | <b>51</b>     | <b>1401234</b> | <b>271700</b> | <b>1672934</b> | <b>51</b>     | <b>0.00</b> |
| <b>Total Public Shareholding</b>       |                |               |                |               |                |               |                |               |             |
| <b>(B) = (B) (1) + (B) (2)</b>         | <b>1401229</b> | <b>271700</b> | <b>1672929</b> | <b>51</b>     | <b>1401234</b> | <b>271700</b> | <b>1672934</b> | <b>51</b>     | <b>0.00</b> |
| <b>C. Shares held by Custodian for</b> |                |               |                |               |                |               |                |               |             |
| <b>GDRs &amp; ADRs (C)</b>             | <b>0</b>       | <b>0</b>      | <b>0</b>       | <b>0.00</b>   | <b>0</b>       | <b>0</b>      | <b>0</b>       | <b>0.00</b>   | <b>0.00</b> |
| <b>Grand Total (A+B+C)</b>             | <b>3008300</b> | <b>271700</b> | <b>3280000</b> | <b>100.00</b> | <b>3008300</b> | <b>271700</b> | <b>3280000</b> | <b>100.00</b> | <b>0.00</b> |

### (ii) Shareholding of Promoters

| Sl. No. | Name of the Shareholders   | Shareholding at the end of the year<br>(As on 31.03.2019) |                                  |   | Shareholding at the end of the year<br>(As on 31.03.2020) |                                  |   | % change in shareholding during the year |
|---------|----------------------------|---|----------------------------------|---|---|----------------------------------|---|--|
|         |                            | No. of Shares   | % of total shares of the company | % of Shares Pledged / encumbered to total | No. of Shares   | % of total shares of the company | % of Shares Pledged / encumbered to total |  |
| 1       | Nimit Rajesh Ghatalia      | 654000  | 19.94                            | 0.00                                      | 654000  | 19.94                            | 0.00                                      | 0.00                                     |
| 2       | Mihir Rajesh Ghatalia      | 225665  | 6.88                             | 0.00                                      | 225665  | 6.88                             | 0.00                                      | 0.00                                     |
| 3       | Bina Rajesh Ghatalia       | 259631  | 7.92                             | 0.00                                      | 427401  | 13.03                            | 0.00                                      | 5.1                                      |
| 4       | Damayanti Pranlal Ghatalia | 167770  | 5.11                             | 0.00                                      | -   | -                                | 0.00                                      | -5.11                                    |
|         | <b>Total</b>               | <b>1307066</b>  | <b>39.85</b>                     | <b>0.00</b>                               | <b>1307066</b>  | <b>39.85</b>                     | <b>0.00</b>                               | <b>0.00</b>                              |

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

There were changes in the Promoter's shareholding during the Financial Year 2020-21 as due to sad demise of Mrs. Damayanti Ghatalia all the shares were transferred to Mrs Bina Ghatalia (nominee)

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## (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<br>(As on 31.03.2020) |                                  | Cumulative Shareholding during the year<br>(31.03.2021) |                                  |
|----------|---|---|----------------------------------|---|----------------------------------|
|          | Name of the Shareholders                      | No of Shares  | % of total shares of the company | No of Shares  | % of total shares of the company |
| <b>1</b> | <b>Priti Mehta</b>                            |   |                                  |   |                                  |
| a        | At the beginning of the year as on 01.04.2020 | 151179  | 4.60                             |   |                                  |
| b        | Changes during the year                       | 358384  | 10.93                            |   |                                  |
| c        | At the end of the year as on 31.03.2021       |   |                                  | <b>509563</b>   | <b>15.53</b>                     |
| <b>2</b> | <b>Jasmine Nanavati</b>                       |   |                                  |   |                                  |
| a        | At the beginning of the year as on 01.04.2020 | <b>155000</b>   | <b>4.73</b>                      |   |                                  |
| b        | Changes during the year                       | <b>No Changes during the year</b>                               |                                  |   |                                  |
| c        | At the end of the year as on 31.03.2021       |   |                                  | <b>155000</b>   | <b>4.73</b>                      |
| <b>3</b> | <b>Kaushal Shah</b>                           |   |                                  |   |                                  |
| a        | At the beginning of the year as on 01.04.2020 | <b>155000</b>   | <b>4.73</b>                      |   |                                  |
| b        | Changes during the year                       | <b>No Changes during the year</b>                               |                                  |   |                                  |
| c        | At the end of the year as on 31.03.2021       |   |                                  | <b>155000</b>   | <b>4.73</b>                      |
| <b>4</b> | <b>Prova Jewrajka</b>                         |   |                                  |   |                                  |
| a        | At the beginning of the year as on 01.04.2020 | <b>78400</b>  | <b>2.39</b>                      |   |                                  |
| b        | Changes during the year                       | <b>No Changes during the year</b>                               |                                  |   |                                  |
| c        | At the end of the year as on 31.03.2021       |   |                                  | <b>78400</b>  | <b>2.39</b>                      |
| <b>5</b> | <b>Kumud Patodia</b>                          |   |                                  |   |                                  |
| a        | At the beginning of the year as on 01.04.2020 | <b>78400</b>  | <b>2.39</b>                      |   |                                  |
| b        | Changes during the year                       | <b>No Changes during the year</b>                               |                                  |   |                                  |
| c        | At the end of the year as on 31.03.2021       |   |                                  | <b>78400</b>  | <b>2.39</b>                      |
| <b>6</b> | <b>Subir Banerjee</b>                         |   |                                  |   |                                  |
| a        | At the beginning of the year as on 01.04.2020 | <b>78400</b>  | <b>2.39</b>                      |   |                                  |
| b        | Changes during the year                       | <b>-1100</b>  | <b>0.04</b>                      |   |                                  |
| c        | At the end of the year as on 31.03.2021       |   |                                  | <b>77300</b>  | <b>2.35</b>                      |
| <b>7</b> | <b>Dilip Shaw</b>                             |   |                                  |   |                                  |
| a        | At the beginning of the year as on 01.04.2020 | <b>60000</b>  | <b>1.82</b>                      |   |                                  |
| b        | Changes during the year                       | <b>No Changes during the year</b>                               |                                  |   |                                  |
| c        | At the end of the year as on 31.03.2021       |   |                                  | <b>60000</b>  | <b>1.82</b>                      |
| <b>8</b> | <b>Rohit Kumar Modi</b>                       |   |                                  |   |                                  |
| a        | At the beginning of the year as on 01.04.2020 | <b>200</b>  | <b>0.006</b>                     |   |                                  |
| b        | Changes during the year                       | 74200   | 2.26                             |   |                                  |
| c        | At the end of the year as on 31.03.2021       |   |                                  | <b>74400</b>  | <b>2.26</b>                      |
| <b>9</b> | <b>Vishnu Sharma</b>                          |   |                                  |   |                                  |
| a        | At the beginning of the year as on 01.04.2020 | <b>37929</b>  | <b>1.15</b>                      |   |                                  |

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|           |   |                            |      |       |      |
|-----------|---|----------------------------|------|-------|------|
| b         | Changes during the year                       | 9600                       | 0.29 |       |      |
| c         | At the end of the year as on 31.03.2021       |                            |      | 28329 | 0.86 |
| <b>10</b> | <b>Divya Rambhia</b>                          |                            |      |       |      |
| a         | At the beginning of the year as on 01.04.2020 | 14114                      | 0.43 |       |      |
| b         | Changes during the year                       | No Changes during the Year |      |       |      |
| c         | At the end of the year as on 31.03.2021       |                            |      | 14114 | 0.43 |

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

| Sl. No.  | For Each of the Directors and KMP                     | Shareholding at the beginning of theyear (As on 31.03.2020) |                                  | Cumulative Shareholding during the year 31.03.2021 |                                  |
|----------|---|---|----------------------------------|--|----------------------------------|
|          | Name of the Director/KMP                              | No of Shares  | % of total shares of the company | No of Shares                                       | % of total shares of the company |
| <b>1</b> | <b>Mihir Rajesh Ghatalia - Executive Director</b>     |   |                                  |  |                                  |
| a        | At the beginning of the year as on 01.04.2020         | 225665  | 6.88                             |  |                                  |
| b        | Changes during the year                               | Acquisition of Shares                                       |                                  |  |                                  |
| c        | At the end of the year as on 31.03.2021               |   |                                  | 2,25,665   | 6.88                             |
| <b>2</b> | <b>Nimit Rajesh Ghatalia - Executive Director</b>     |   |                                  |  |                                  |
| a        | At the beginning of the year as on 01.04.2020         | 641000  | 19.54                            |  |                                  |
| b        | Changes during the year                               | Acquisition of Shares                                       |                                  |  |                                  |
| c        | At the end of the year as on 31.03.2021               |   |                                  | 6,54,000   | 19.94                            |
| <b>3</b> | <b>Damayanti Pranal Ghatalia - Executive Director</b> |   |                                  |  |                                  |
| a        | At the beginning of the year as on 01.04.2020         | 167770  | 5.11                             |  |                                  |
| b        | Changes during the year                               | No changes during the year                                  |                                  |  |                                  |
| c        | At the end of the year as on 31.03.2021               |   |                                  | -  | -                                |
| <b>4</b> | <b>Bina Rajesh Ghatalia - CFO</b>                     |   |                                  |  |                                  |
| a        | At the beginning of the year as on 01.04.2020         | 259565  | 7.91                             |  |                                  |
| b        | Changes during the year                               | Acquisition of Shares                                       |                                  |  |                                  |
| c        | At the end of the year as on 31.03.2021               |   |                                  | 427401   | 13.03                            |
| <b>4</b> | <b>Chetan Mehta</b>                                   |   |                                  |  |                                  |
| a        | At the beginning of the year as on 01.04.2020         | 150000  | 4.57                             |  |                                  |
| b        | Changes during the year                               | No changes during the year                                  |                                  |  |                                  |
| c        | At the end of the year as on 31.03.2021               |   |                                  | 150000   | 4.57                             |

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## 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 |
|--|----------------------------------|-------------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                   |          |                    |
| i) Principal Amount  | -                                | 28,630,372        | -        | -                  |
| ii) Interest due but not paid                              | -                                | -                 | -        | -                  |
| iii) Interest accrued but not due                          | -                                | -                 | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | -                                | <b>28,630,372</b> | -        | -                  |
| <b>Change in Indebtedness during the financial year</b>    |                                  |                   |          |                    |
| • Addition   | -                                | 20258000          | -        | -                  |
| • Reduction  | -                                | -                 | -        | -                  |
| <b>Net Change</b>  | -                                | <b>20258000</b>   | -        | -                  |
| <b>Indebtedness at the end of the financial year</b>       |                                  |                   |          |                    |
| i) Principal Amount  | -                                | -                 | -        | -                  |
| ii) Interest due but not paid                              | -                                | -                 | -        | -                  |
| iii) Interest accrued but not due                          | -                                | -                 | -        | -                  |
| <b>Total (i+ii+iii)</b>                                    | -                                | <b>48888372</b>   | -        | -                  |

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (Amount in Rs.)

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

| Sl. No.  | Particulars of Remuneration   | Name of MD / WTD / Manager |   | Total Amount |
|----------|---|----------------------------|---|--------------|
|          |   |                            |   |              |
| <b>1</b> | <b>Gross Salary</b>   |                            |   |              |
|          | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -                          | - | -            |
|          | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961                      | -                          | - | -            |
|          | (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961       | -                          | - | -            |

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|   |  |          |          |          |
|---|--|----------|----------|----------|
| 2 | <b>Stock Option</b>  | -        | -        | -        |
| 3 | <b>Sweat Equity</b>  | -        | -        | -        |
| 4 | <b>Commision</b><br>- as % of profit<br>- others, specify... | -        | -        | -        |
| 5 | <b>Others, please specify</b>                                | -        | -        | -        |
|   | <b>Total (A)</b>   | <b>0</b> | <b>0</b> | <b>0</b> |
|   | Ceiling as per the Act                                       |          |          |          |

### B. Remuneration to other directors

(Amount inRs.)

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

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD (Amount inRs.)

| Sl. No.  | Particulars of Remuneration   | Key Managerial Personnel |   |   | Total Amount |
|----------|---|--------------------------|---|---|--------------|
|          |   |                          |   |   |              |
| <b>1</b> | <b>Gross Salary</b>   |                          |   |   |              |
|          | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | -                        | - | - | 1,10,000     |
|          | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961                      | -                        | - | - | -            |

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|   |   |          |          |          |                 |
|---|---|----------|----------|----------|-----------------|
|   | (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961 | -        | -        | -        | -               |
| 2 | Stock Option  | -        | -        | -        | -               |
| 3 | Sweat Equity  | -        | -        | -        | -               |
| 4 | Commision<br>- as % of profit<br>- others, specify...                         | -        | -        | -        | -               |
| 5 | Others, please specify  | -        | -        | -        | -               |
|   | <b>Total</b>  | <b>0</b> | <b>0</b> | <b>0</b> | <b>1,10,000</b> |

## VII. PENALTIES /PUNISHMENT / COMPOUNDING OF OFFENCES

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

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

**Worth Investment & Trading Co. Ltd**

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

**Sd/-**  
**Nimit Rajesh Ghatalia**

**Place: Mumbai**  
**Date: 30<sup>th</sup> June, 2021**

**Director& CEO**  
**DIN: 0706984**



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## **Annexure - B**

### **Form No. MR - 3 SECRETARIAL AUDIT REPORT**

#### **FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021**

*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**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by the Worth Investment & Trading Co Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's statutory registers, minute books, forms and relevant returns filed with the Registrar of Companies ('the ROC'), soft copy of the various records sent over mail as provided by the Company and other relevant records maintained by the Company and also the information provided by the Company, its Officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2021 ("audit period"), has prima facie complied with the statutory provisions listed hereunder;

I have examined the statutory registers, minute books, forms and relevant returns filed with the ROC and other relevant records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) 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 –as applicable to the extent;
- (v) The following Regulations and Guidelines prescribed under the Securities and

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(vi) Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2021:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (b) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt securities) Regulations, 2008;
- (f) 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;

(vii) The management has identified and confirm the other laws as specifically applicable to the Company and as informed by the Company, it has prima facie proper system to comply with the provisions of the respective Acts, rules and Regulations;

I have also examined compliance with the applicable clauses of the following and I am of the opinion that the Company has prima facie complied with the applicable provisions except the qualifications mentioned in this report:

- (a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

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- (b) The Listing agreement entered into by the Company with Stock Exchange read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the audit period, I am of the opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above except the following:

- i. The Company has delayed in filing of the Shareholding Patterns for the quarter ended 31<sup>st</sup> March, 2020 under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- ii. The Company has delayed in filing of Reconciliation of Share Capital Audit Report in XBRL mode for the quarter ended 31<sup>st</sup> March, 2020 under Regulation 76 of the SEBI (Depository and Participants) Regulations, 2018.*
- iii. The Company has delayed in filing of the Statement of Asset and Liability and Cash flow statements for the half year ended 31<sup>st</sup> March, 2020 and 30<sup>th</sup> September, 2020 under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- iv. The Company has filed Compliance Certificates for the half year ended 31<sup>st</sup> March, 2020 and 30<sup>th</sup> September, 2020 without signing of Compliance Officer under Regulation 7(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- v. The Company has not maintained the website as required to be maintained under SEBI Regulations and other statutory laws as applicable.*
- vi. The Company has delayed in filing of the Notice of the Annual General Meeting and Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- vii. The Company has not published the notice of the Board Meeting schedule to be held for approval of financial results for the quarter/year ended 31<sup>st</sup> March, 2020 under Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.*
- viii. The Company has not intimated to the Designated Persons regarding closure of trading window but the Company has intimated to the Stock Exchange and it has delayed in intimation of closure of trading window for the quarter ended 31<sup>st</sup> March, 2020.*

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- ix. The Company has not updated information regarding Secretarial Auditor as required under BSE Circular No.: LIST/COMP/54/2019-20 dated 20<sup>th</sup> January, 2020.**
- x. The Company has delayed in filing of the Form No.: NBS-9 and Auditors Certificate for the financial year ended 31<sup>st</sup> March, 2020.**
- xi. The Company has held physical Annual General Meeting on 29<sup>th</sup> December, 2020 but the Notice of AGM does not contain attendance slip, proxy form, route map etc. as required under Secretarial Standard on General Meetings.**
- xii. The Company has not filed the forms MGT-14 as required to be filed under Section 179(3) of the Companies Act, 2013 for few Board Resolutions.**

I further report that:

1. I have not examined the Financial Statements, Financial books and related financial Act like Income Tax, Sales Tax, Value Added Tax, Goods and Services Tax, ESIC, Provident Fund, Professional Tax, Foreign Currency Transactions, Related Party Transactions etc., For these matters, I rely on the report of statutory auditor's and their observations, if any, and notes on accounts in Financial Statement for the year ended 31<sup>st</sup> March, 2021.
2. The Board of Directors of the Company is prima facie 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 audit period were prima facie carried out in compliance with the provisions of the Act.
3. As per the information provided, the Company has prima facie given adequate notice to all the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.
4. I was informed and I observed from the minutes of the Board and Committee Meetings that all the decisions at the Meetings were prima facie carried out unanimously.
5. There are prima facie 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 subject to observations and qualifications, if any made by the Statutory Auditors in their report.

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6. The management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/files required by the concerned authorities and internal control of the concerned department.
7. During the audit period, based on the approval received from the Regional Director, the Company has shifted its Registered Office from the 'State of West Bengal' to the 'State of Maharashtra'.
8. During the audit period, the Company has prima facie filed Forms within time, and few Forms under the Companies Fresh Start Scheme, 2020 ("CFSS").
9. I further report that during the audit period, there were no instances of:
  - i. Public/ Rights/debentures/ sweat equity, etc.;
  - ii. Issue of equity shares under Employee Stock Option Scheme;
  - iii. Redemption / Buy- back of securities;
  - iv. Major decisions taken by the Members in pursuance to the Section 180 of the Companies Act, 2013 which would have major bearing on the Company's affairs;
  - v. Merger / amalgamation / reconstruction etc.;
  - vi. Foreign Technical Collaborations.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of Company.
5. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was

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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 the efficacy or effectiveness with which the Management has conducted the affairs of the Company.
7. Further, I have to state that I have not carried out the physical inspection of any records maintained by the Company and due to prevailing lockdown conditions owing to the COVID-19 across the nation. I have relied on the records made available by the Company through digital mode and also on the Management Representation Letter issued by the Company.

**Date: 30<sup>th</sup> June, 2021**

**Place: Gujarat**

**UDIN:A057826C000553673**

**Parbat V. Chaudhari**  
**Practicing Company Secretary**  
**ACS No.: 57826**  
**COP No.: 22429**

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## Annexure - C DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

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

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

Sd/-  
Mihir Rajesh Ghatalia  
Director  
DIN: 00581005

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

Place: Mumbai  
Date: 30<sup>th</sup> June, 2021.

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

### **OVERALL REVIEW**

In Fiscal 2020-21, 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).



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

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

## **HUMAN RESOURCES**

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

## **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.

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**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: Mumbai  
Date: 30<sup>th</sup> June, 2021**

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## ANNEXURE TO THE DIRECTORS' REPORT

### REPORT ON CORPORATE GOVERNANCE

#### 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 31<sup>st</sup>March 2021, the Board of Directors consisted of 5 (Five) 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 31<sup>st</sup>March, 2021 are given below:

| Name of Directors            | Category               | No. of Board Meetings held | Attendance Particulars |          | No of Directorship sin public companies | Number of Committee positions held in other Company |           |
|------------------------------|------------------------|----------------------------|------------------------|----------|---|---|-----------|
|                              |                        |                            | Board Meeting          | Last AGM |   | As Chairman   | As Member |
| MihirRajesh Ghatalia         | Executive Director     | 7                          | 7                      | YES      | 1                                       | -   | 3         |
| NimitRajesh Ghatalia         | Executive Director     | 7                          | 7                      | YES      | 1                                       | -   | -         |
| Archana Wani *               | Non Executive Director | 7                          | 6                      | YES      | 1                                       | 1   | 1         |
| Chetan Kiritbhai Mehta       | Independent Director   | 7                          | 7                      | YES      | 1                                       | 2   | 2         |
| Lalit Radha Krishna Tulsiani | Independent Director   | 7                          | 7                      | YES      | 1                                       | 1   | 1         |

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\*Appointed w.e.f 23.04.2020

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

Seven Board meetings were held during the financial year 2020-2021 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 23<sup>rd</sup> April, 2020, 07<sup>th</sup> August, 2020, 26<sup>th</sup> August, 2020, 13<sup>th</sup> November, 2020, 05<sup>th</sup> December, 2020 and 13<sup>th</sup> February, 2021 and 10<sup>th</sup> March, 2021.

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

Mihir Rajesh Ghatalia and Nimit Rajesh Ghatalia are brothers.

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

As on 31st March, 2021, none of the Non-Executive Directors holds shares or convertible instruments in the Company except Chetan Mehta

## **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.

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- xiv. Discussion with internal auditors on any significant findings and follow up there on.
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- xvi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- xviii. To review the functioning of the whistle blower mechanism;
- xix. Approval of the appointment of CFO after assessing the qualifications, experience & background, etc., of the candidate.
- xx. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

## 3.2 Composition:

As on 31st March, 2021, 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 2020-2021 the Audit Committee met five times on 07<sup>th</sup> August 2020, 26<sup>th</sup> August, 2020, 13<sup>th</sup> November 2020, 13<sup>th</sup> February 2021 and 10<sup>th</sup> March, 2021. 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 | 5               | 5        |
| Chetan Kiritbhai Mehta       | Independent Director | Member   | 5               | 5        |
| Nimit Rajesh Ghatalia        | Executive Director   | Member   | 5               | 5        |

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## 4. NOMINATION AND REMUNERATION COMMITTEE:

### 4.1 Brief Description of terms of reference:

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

### 4.2 Composition:

As on 31<sup>st</sup> March, 2021, the Nomination and Remuneration Committee comprised of Mr. Chetan Kiritbhai Mehta as Chairman, and Mr. Lalit Radha Krishna Tulsiani, Mrs. Archana Wani, 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 2020-2021 the Nomination and Remuneration Committee met Two times on 22<sup>nd</sup> April, 2020 and 09<sup>th</sup> March 2021. 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 | 2               | 2        |
| Lalit Radha Krishna Tulsiani | Independent Director   | Member   | 2               | 2        |
| Archana Wani*                | Non Executive Director | Member   | 2               | 1        |

\* Appointed as on 23/04/2020

### 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

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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 2020-2021.

b) Non-Executive Directors did not draw any remuneration from the Company.

c) Details of remuneration and sitting fees paid / payable to Directors for the financial year ended 31<sup>st</sup> March 2021:

| Name of Directors            | Salary | Perquisites or Allowances | Contribution to PF & others | Sitting Fees | Total |
|------------------------------|--------|---------------------------|-----------------------------|--------------|-------|
| Mihir Rajesh Ghatalia        | -      | -                         | -                           | -            | -     |
| Nimit Rajesh Ghatalia        | -      | -                         | -                           | -            | -     |
| Chetan Kiritbhai Mehta       | -      | -                         | -                           | -            | -     |
| Lalit Radha Krishna Tulsiani | -      | -                         | -                           | -            | -     |
| Archana Wani*                | -      | -                         | -                           | -            | -     |

\*Appointed as on 23/04/2020

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

### 6.1 Composition:

As on 31<sup>st</sup> March, 2021, 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.



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## 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 01.04.2020 | NIL |
| Complaints received during the year        | NIL |
| Complaints disposed during the year        | NIL |
| No. of complaints pending as on 31.03.2021 | NIL |

## 7. GENERAL BODY MEETINGS:

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

| AGM                  | Financial Year | Date       | Time      | Venue             |
|----------------------|----------------|------------|-----------|-------------------|
| 40 <sup>th</sup> AGM | 2019-2020      | 29.12.2020 | 09:15 A.M | Registered Office |
| 39 <sup>th</sup> AGM | 2018-2019      | 30.09.2019 | 11.00 A.M | Registered Office |
| 38 <sup>th</sup> AGM | 2017-2018      | 28.09.2018 | 1.00 P.M  | Registered Office |

## 8. MEANS OF COMMUNICATION:

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

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

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

All Corporate Announcements made to the Stock Exchange during the year 2020-2021 are available on the website of the Company. During the year 2020-2021, the company has not made any presentations to institutional investors and analysts.

## 9. GENERAL SHAREHOLDERS INFORMATION:

a) **41<sup>st</sup> Annual General Meeting: Monday**, the 13<sup>th</sup> day of September, 2021 at 09:15 A.M. at its registered office at 497/501, Village Biloshi, Taluka Wada, Thane MH- 421303 IN.

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

c) **Dividend payment date:** Nil

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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 2020-21.

f) **Stock Code:** BSE: 538451, ISIN: INE114001012

g) **Trading of Securities:** The securities of the Company were not suspended from trading at any time during the financial year 2020-2021.

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

**MAHESHWARI DATAMATICS PVT.LTD.**

**SEBI Authorised Registrar & Share Transfer Agents**

**Head Office:**

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

Kolkata-700001

Phone: 22435029/5809

Email: mdpldc@yahoo.com

Website: www.mdpl.in

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.

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).

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## j) Distribution of Shareholding as at 31<sup>st</sup> March, 2021

| Range             | Shareholders |            | Equity shares  |             |
|-------------------|--------------|------------|----------------|-------------|
|                   | Number       | % of total | Number         | % of total  |
| Up to 500         | 478          | 90.3592    | 106614         | 3.2504%     |
| 501 to 1000       | 25           | 4.7258     | 24149          | 0.7363%     |
| 1,001 to 10,000   | 8            | 1.5123     | 30616          | 0.9334%     |
| 10,001 & 50,000   | 3            | 0.5671     | 53492          | 1.6309%     |
| 50,001 & 100,000  | 5            | 0.9452     | 368500         | 11.2347%    |
| 100,001 and Above | 10           | 1.8903     | 2696629        | 82.2143%    |
| <b>Total</b>      | <b>529</b>   | <b>100</b> | <b>3280000</b> | <b>100%</b> |

## k) Dematerialization of Equity Shares and Liquidity:

As on 31st March, 2021, 91.72% of the total shares of the Company were in dematerialized form.

## 10. DISCLOSURES:

**10.1 Related Party Transactions:** There were no transactions of material nature with related parties during the financial year 2020-2021 that had potential conflict with the interest of the Company at large. All the transactions entered during the financial year 2020-2021 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.

### **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 2019-2020, 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:**

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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 2020-2021, 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 2020-2021. 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 31<sup>st</sup> March, 2021. 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.

## **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 31<sup>st</sup> March, 2021. A declaration to this effect is annexed to this report. The code is available on the Company's

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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: Mumbai**

**Date: 30<sup>th</sup> June, 2021.**

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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 31<sup>st</sup> March, 2021.

**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: Mumbai  
Date: 30<sup>th</sup> June, 2021.**

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## **REPORT ON CORPORATE GOVERNANCE & NON DISQUALIFICATION OF DIRECTORS**

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organisation's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values while meeting stakeholder's expectations.

It is imperative that our Company affairs are managed in a fair and transparent manner. This is vital to gain the trust of our stakeholder.

Pursuant to Regulation 15(2) of SEBI (Listing and Obligation Requirements) Regulations, 2015, compliance with the certain provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is not mandatory for the time being for Companies having paid up equity share capital not exceeding Rs 10 crore and Net Worth not exceeding Rs 25 crore, as on the last day of the previous financial year.

Since our Company falls in the ambit of foresaid exemption, compliance with the certain provisions of SEBI (Listing obligation and Disclosure Requirements) Regulations 2015 is not mandatory for our Company. Consequently our Company is not required to provide Certificate of Corporate Governance and Certificate of Non- Disqualification of Directors.

However, our Company has complied with all the disclosures and requirements which are applicable under all the rules, regulations for the time being in force.

**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: Mumbai  
Date: 30<sup>th</sup> June, 2021.**

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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 accompanying standalone financial statements of **WORTH INVESTMENT & TRADING COMPANY LIMITED** (the "Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2021, and the Statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year 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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit and total comprehensive income (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

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



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## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be key audit matter to be communicated in our report.

| Sr. No. | Key Audit Matter   | Auditors Response  |
|---------|--|--|
| 1.      | <p><b>Transition to Ind AS Accounting Framework</b></p> <p>The Company has adopted IND AS from 01<sup>st</sup> April, 2020 with and effective date of 01<sup>st</sup> April, 2019 for such transition. For periods upto and including the year ended 31<sup>st</sup> March, 2019, the company has prepared and presented its financials statements in accordance with the Indian GAAP. To give effect of the transition to Ind AS, these financial statements for the year ended 31<sup>st</sup> March, 2021, together with the comprataive financial information for the previous year ended 31<sup>st</sup> March, 2020 and the transition date Balance Sheet as at 01<sup>st</sup> April, 2019 have been prepared under Ind AS.</p> | <ul style="list-style-type: none"><li>• Read the Ind AS impact assessment performed by the management and the resultant changes made to the accounting policies considering the requirements of the new framework.</li><li>• Evaluated the exemptions and exceptions allowed be Ind AS and applied be the Management in applying the first-time adoption principles of Ind AS 101 in respect of fair valuation of assets and liabilities existing as at transition date.</li></ul> |

## Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

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Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

## **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making 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 standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

## **Auditor's Responsibility for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial 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 the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the 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.

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

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

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## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the "Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report, to the extent applicable that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.
  - 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 31 March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2021 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**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial.
  - 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations on its financial position in its standalone financial statements
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

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- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For DMKH & Co.  
Chartered Accountants  
(FRN: 116886W)**

**Manish Kankani  
Partner  
Membership No. 158020  
UDIN:21158020AAAAJJ5033  
Place: Mumbai  
Date: 30/06/2021**

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## **Annexure "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in Paragraph 1, under the "Report on Other Legal and Regulatory Requirements" section of our report of even date)**

### **Report on the Standalone Financial Statements of WORTH INVESTMENT & TRADING COMPANY LIMITED**

On the basis of such checks as we considered appropriate and in terms of the information and explanations given to us during the course of the audit, we state as under:

- i) In respect of companies fixed assets
  - a. The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. According to the information and explanation given to us, these fixed assets have been physically verified by the management at reasonable intervals.
  - c. The Company does not own any immovable properties
- ii) The Company is Service Company hence the provisions of clause (ii) are not applicable to the Company.
- iii) According to the information and explanations given to us, the Company has not granted 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. Accordingly, the provisions of clauses 3(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 in respect of loans, investments, guarantees and security, the provisions of sections 185 and 186 of the Act have been complied with.
- v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits. Therefore, the compliance with respect to directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under are not applicable to the company.
- vi) As explained to us, maintenance of cost records prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 is not applicable to the Company.
- vii)
  - a. According to the information and explanations given to us and the records examined by us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including, income tax, goods and service tax, cess and other material statutory dues with appropriate authorities wherever applicable.
  - b. According to the information and explanations given to us, no undisputed arrears of statutory due were outstanding as at March 31, 2021 for a period of more than 6 months from the date they became due.

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- viii) Based on our audit procedures and the information and explanations provided by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowing to financial institutions, banks and Government. The Company does not have any debenture holders.
- ix) In our opinion and according to the information and explanations given to us, the company has not raised any term loans during the year. The company has not raised any money by way of initial public offer or further public offer, including debt instruments.
- x) During the course of our examination of the books and records of the company carried in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no fraud by the company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) In our opinion and according to the information and explanations given to us, the 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 Act.
- xii) Since the company is not a Nidhi company, clause xii of para 3 of the Order is not applicable to the Company.
- xiii) In our opinion, and based on such checks as we considered appropriate, all the transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the Financial Statements, etc. as required by the applicable Accounting Standards.
- xiv) During the Year, the company has not made any preferential allotment or private placement of shares fully or partly paid convertible debentures and hence, reporting under clause 3 (xiv) of the Order is not applicable to the Company
- xv) In our opinion, and based on such checks as we considered appropriate, and according to the information and explanations given to us, the company has not entered in to any non-cash transactions with directors or persons connected with them. 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**  
**(FRN: 116886W)**

**Manish Kankani**  
**Partner**  
**Membership No. 158020**  
**UDIN: 21158020AAAAJJ5033**  
**Place: Mumbai**  
**Date: 30/06/2021**

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## **ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)  
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 **WORTH INVESTMENT & TRADING COMPANY LIMITED** (the “Company”) as of March 31, 2021 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 Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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 the Institute of Chartered Accountants of India 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



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internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the 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 financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

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

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

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

## **Opinion**

In our opinion, 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 March 31, 2021, based on "the criteria for internal financial control over financial reporting 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".

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**For DMKH & Co.  
Chartered Accountants  
(FRN: 116886W)**

**Manish Kankani  
Partner  
Membership No. 158020  
UDIN: 21158020AAAAJJ5033  
Place: Mumbai  
Date: 30/06/2021**

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## WORTHINVESTMENT&TRADINGCOMPANYLIMITED

BalanceSheetasat31stMarch2021

(Rupees in thousands, unless otherwise stated)

|   | Schedule | As<br>at31stMarch<br>2021 | As<br>at31stMarch<br>2020 | As<br>at1stApril<br>2019 |
|---|----------|---------------------------|---------------------------|--------------------------|
| <b>ASSETS</b>   |          |                           |                           |                          |
| <b>Financial assets</b>   |          |                           |                           |                          |
| Cash and cash equivalents   | 3        | 1,273,904                 | 1,318,540                 | 55,351                   |
| Investments   | 4        | 8,250,000                 | 8,250,000                 | 9,450,000                |
| Other financial assets  | 5        | 87,415,131                | 66,342,817                | 37,367,853               |
|   |          | <b>96,939,035</b>         | <b>75,911,357</b>         | <b>46,873,204</b>        |
| <b>Non-financial assets</b>   |          |                           |                           |                          |
| Current tax assets(Net)   | 7d)      | 446,187                   | 502,713                   | 507,648                  |
| Deferred tax assets(Net)  | 7c)      | 2,074                     | 2,074                     | 2,074                    |
| Property ,plant and equipment   | 8        | 2,096                     | 2,096                     | 2,096                    |
| Other non-financial assets  | 6        | 30,694                    | 18,438                    | 36,876                   |
| <b>Total assets</b>   |          | <b>97,420,086</b>         | <b>76,436,678</b>         | <b>47,421,898</b>        |
| <b>LIABILITIESANDEQUITY</b>   |          |                           |                           |                          |
| <b>LIABILITIES</b>  |          |                           |                           |                          |
| <b>Financial liabilities</b>  |          |                           |                           |                          |
| Trade payables  | 9        |                           |                           |                          |
| Total outstanding dues of microenterprisesandsmall enterprises                    |          | -                         | -                         | -                        |
| Total outstanding dues of creditor sotherthanmicro enterprisesandsmallenterprises |          | 27,244                    | 9,900                     | -                        |
| Borrowings  | 10       | 48,888,372                | 28,630,372                | -                        |
| Other financial liabilities   | 11       | 356,199                   | 116,199                   | 232,398                  |
| <b>Non-financial liabilities</b>  |          |                           |                           |                          |
| Provisions  | 12       | 442,445                   | 418,695                   | 366,775                  |
| <b>EQUITY</b>   |          |                           |                           |                          |
| Equity share capital  | 13       | 32,800,000                | 32,800,000                | 32,800,000               |
| Other equity  | 14       | 14,905,826                | 14,461,512                | 14,022,725               |
| <b>Total liabilities and equity</b>   |          | <b>97,420,086</b>         | <b>76,436,678</b>         | <b>47,421,898</b>        |

As per our report of even date

**For DMKH & Co**

Chartered Accountants

Firm RegistrationNo.:0116886W

CA Manish Kankani

Partner

M.No.158020

Place: Mumbai

Dated:30-06-2021

Mihir R Ghatalia

Director

Nimit R Ghatalia

Director

Himani Gupta (CS)

Bina Ghatalia

CFO

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| <b>WORTH INVESTMENT &amp; TRADING COMPANY LIMITED</b><br><b>Statement of Profit and Loss for the year ended 31stMarch 2021</b><br><b>(Rupees in thousands, unless otherwise stated)</b> |          |                                     |                                     |
|---|----------|-------------------------------------|-------------------------------------|
|   | Schedule | For the year ended<br>31stMarch2021 | For the year ended<br>31stMarch2020 |
| <b>Revenue from operations</b>  |          |                                     |                                     |
| Interest income   | 15       | 1,571,362                           | 1,495,624                           |
| <b>Total income</b>   |          | <b>1,571,362</b>                    | <b>1,495,624</b>                    |
| <b>Expenses</b>   |          |                                     |                                     |
| Employee benefits expense   | 16       | 285,520                             | 280,000                             |
| Others expenses   | 17       | 685,417                             | 622,669                             |
| <b>Total expenses</b>   |          | <b>970,937</b>                      | <b>902,669</b>                      |
| <b>Profit/(Loss)before tax</b>  |          | <b>600,425</b>                      | <b>592,955</b>                      |
| Tax expense:  | 7a)      |                                     |                                     |
| Current tax   |          | 156,111                             | 154,168                             |
| Deferred tax  |          | -                                   | -                                   |
| <b>Profit/(Loss)for the year(A)</b>   |          | <b>444,314</b>                      | <b>438,787</b>                      |
| <b>Other comprehensive income(B)</b>  |          |                                     |                                     |
| <b>(i)Items that will not be reclassified to profit or loss</b>   |          |                                     |                                     |
| Actuarial gain / loss on gratuity   |          | -                                   | -                                   |
| <b>(ii)Income tax relating to items that will not be<br/>Reclassified to profit or loss</b>   |          |                                     |                                     |
| Tax impact on actuarial gain / loss on gratuity   |          | -                                   | -                                   |
| <b>Other comprehensive income</b>   |          | -                                   | -                                   |
| <b>Total comprehensive income for the year (A +B)</b>   |          | <b>444,314</b>                      | <b>438,787</b>                      |
| <b>Earnings per equity share</b>  |          |                                     |                                     |
| Basic(Rs.)  | 18       | 0.14                                | 0.13                                |
| Diluted(Rs.)  |          | 0.14                                | 0.13                                |

As per our report of even date

**For DMKH &Co**

Chartered Accountants

**FirmRegistrationNo.:0116886W**

CA Manish Kankani

Partner

M.No. 158020

Place: Mumbai

Dated:30-06-2021

Mihir R Ghatalia  
Director

Himani Gupta  
CS

Nimit R Ghatalia  
Director

Bina Ghatalia  
CFO

# 41<sup>ST</sup> ANNUAL GENERAL MEETING 2021

**WORTH INVESTMENT & TRADING COMPANY LIMITED**  
**Statement of Cash Flows for the year ended 31st March 2021 (Rupees in thousands, unless otherwise stated)**

|  | For the<br>year ended<br>31st March<br>2021 | For the year ended<br>31st March<br>2020 |
|--|---|--|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>                          |   |  |
| Profit before tax  | 600,425                                     | 592,955                                  |
| <b>Adjustments for:</b>  |   |  |
| Preliminary Expenses Written Off                                       | -   | 18,438                                   |
| <b>Operating profit before working capital changes</b>                 | <b>600,425</b>                              | <b>611,393</b>                           |
| Decrease/(Increase) in Other Financial Assets                          | (21,072,314)                                | (28,974,964)                             |
| Decrease/(Increase) in Other Non Financial Assets                      | (12,256)                                    | -  |
| Increase/(Decrease) in Trade Payables                                  | 17,344                                      | 9,900                                    |
| Increase/(Decrease) in Other Financial Liabilities                     | 240,000                                     | (116,199)                                |
| Increase/(Decrease) in Provisions                                      | 23,750                                      | 51,920                                   |
| <b>Cashflow from operating activities post working capital changes</b> | <b>(20,203,051)</b>                         | <b>(28,417,950)</b>                      |
| Direct taxes   | (99,585)                                    | (149,233)                                |
| <b>Net cashflow from operating activities(A)</b>                       | <b>(20,302,636)</b>                         | <b>(28,567,183)</b>                      |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>                          |   |  |
| Proceeds from sale of Investment                                       | -   | 1,200,000                                |
| <b>Net cash used in investing activities(B)</b>                        | <b>-</b>                                    | <b>1,200,000</b>                         |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                          |   |  |
| Proceeds from Borrowings   | 20,258,000                                  | 28,630,372                               |
| <b>Net cash used in financing activities(C)</b>                        | <b>20,258,000</b>                           | <b>28,630,372</b>                        |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)</b>               | <b>(44,636)</b>                             | <b>1,263,189</b>                         |
| <b>Cash and cash equivalents as at 1st April</b>                       | <b>1,318,540</b>                            | <b>55,351</b>                            |
| <b>Cash and cash equivalents as at 31st March</b>                      | <b>1,273,904</b>                            | <b>1,318,540</b>                         |
| <b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>                       | <b>(44,636)</b>                             | <b>1,263,189</b>                         |

**Notes**

1. The Cash Flow Statement has been prepared in accordance with 'Indirect method' as set out in Ind AS-7 - 'Statement of Cash

|   |  |  | As<br>at 31st March<br>2021 | As<br>at 31st March<br>2020 | As at<br>1st April 2019 |
|---|--|--|-----------------------------|-----------------------------|-------------------------|
| <b>Cash and Cash Equivalents</b>                                      |  |  |                             |                             |                         |
| Balances with banks   |  |  | 96,968                      | 96,084                      | 54,696                  |
| Cash on hand  |  |  | 1,176,936                   | 1,222,456                   | 655                     |
| Bank deposit with maturity more than 3 months but less than 12 months |  |  |                             |                             |                         |
|   |  |  | <b>1,273,904</b>            | <b>1,318,540</b>            | <b>55,351</b>           |

This is the Statement of Cash Flow referred to in our report of even date

As per our report of even date

**For DMKH & Co**

Chartered Accountants

Firm Registration No.: 0116886W

Mihir R Ghatalia  
Director

Nimit R Ghatalia  
Director

CA Manish Kankani Partner

M.No.158020

Place: Mumbai Dated: 30-06-2021

Himani Gupta (CS)

Bina Ghatalia (CFO)

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## a. Equity share capital

| For the year ended on | Balance at the beginning of the reporting period | Changes in equity share capital during the year | Balance at the end of the reporting period |
|-----------------------|--|---|--|
| 1st April 2019        | 32,800,000                                       | -   | 32,800,000                                 |
| 31st March 2020       | 32,800,000                                       | -   | 32,800,000                                 |
| 31st March 2021       | 32,800,000                                       | -   | 32,800,000                                 |

## b. Other equity

|   | Reserves and surplus |                    |                        |                   | Total other equity |
|---|----------------------|--------------------|------------------------|-------------------|--------------------|
|   | General reserve      | Securities premium | Statutory Reserve Fund | Retained earnings |                    |
| <b>Balance as at 1st April 2019</b>                   | <b>500,000</b>       | <b>8,400,000</b>   | <b>3,798,837</b>       | <b>1,323,888</b>  | <b>14,022,725</b>  |
| Profit for the year                                   | -                    | -                  | -                      | 438,787           | 438,787            |
| Other comprehensive income for the year               | -                    | -                  | -                      | -                 | -                  |
| Transferred during the year to statutory reserve fund | -                    | -                  | 87,757                 | -87,757           | -                  |
| <b>Balance as at 31st March 2020</b>                  | <b>500,000</b>       | <b>8,400,000</b>   | <b>3,886,594</b>       | <b>1,674,918</b>  | <b>14,461,512</b>  |
| <b>Balance as at 1st April 2020</b>                   | <b>500,000</b>       | <b>8,400,000</b>   | <b>3,886,594</b>       | <b>1,674,918</b>  | <b>14,461,512</b>  |
| Profit for the year                                   | -                    | -                  | -                      | 444,314           | 444,314            |
| Other comprehensive income for the year               | -                    | -                  | -                      | -                 | -                  |
| Transferred during the year to statutory reserve fund | -                    | -                  | 88,863                 | -88,863           | -                  |
| <b>Balance as at 31st March 2021</b>                  | <b>500,000</b>       | <b>8,400,000</b>   | <b>3,975,457</b>       | <b>2,030,369</b>  | <b>14,905,826</b>  |

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

**Schedules forming part of the standalone financial statements  
(Rupees in thousands, unless otherwise stated)**

### **Schedules forming part of the standalone financial statements**

#### **1. Corporate information**

The Company, Worth Investment & Trading Company Limited has been incorporated on 16th August, 1980.

#### **2. Basis of Preparation**

##### **a) Statement of compliance:**

These financial statements have been prepared on a going concern basis following the accrual basis of accounting in accordance with the Generally accepted Accounting Principles (GAAP) in India (Indian Accounting standards referred to as "IndAS") as specified under the section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standard) Rules, 2015 and relevant amendments rules issued there after.

##### **b) Basis of measurement:**

The financial statements have been prepared on a historical cost convention, except for certain financial assets and financial liabilities that are measured at fair value as required under relevant IndAS.

##### **c) Significant accounting judgements, estimates and assumptions**

The preparation of the company's standalone financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### **3. Significant accounting policies**

##### **3.1 Property, Plant & Equipments**

###### **Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

###### **Subsequent measurement (depreciation and useful lives)**

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses, if any.

Depreciation on property, plant and equipment has been provided using written down value

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method using rates determined based on management's assessment of useful economic lives of the asset.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

## **Derecognition:**

An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is de-recognized.

## **Capital work-in-progress (CWIP)**

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in progress.

## **3.2 Impairment of non-financial assets**

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication of impairment exists, then the asset's recoverable amount is estimated. For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash generating units (CGUs).

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the Statement of Profit and Loss.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## **3.3 Provisions, Contingent Liabilities And Contingent Assets**

### **Provisions:**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.



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If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost in respective expense.

## **Contingent Liabilities and Contingent Assets**

Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

## **3.4 Income tax**

### **Current tax:**

Provision for current tax is made as per the provisions of the Income Tax Act, 1961.

### **Deferred tax:**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Minimum Alternative Tax ('MAT') credit entitlement under the provisions of the Income-tax Act, 1961 is recognised as a deferred tax asset when it is probable that future economic benefit associated with it in the form of adjustment of future income tax liability, will flow to the Company and the asset can be measured reliably. MAT credit entitlement is set off to the extent allowed in the year in which the Company becomes liable to pay income taxes at the enacted tax rates. MAT credit entitlement is reviewed at each reporting date and is recognised to the extent that is probable that future taxable profits will be available against which they can be used. MAT credit entitlement has been presented as deferred tax asset in Balance Sheet. Significant management judgement is required to determine the probability of recognition of MAT credit entitlement.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxation authority.

## **3.5 Employee Benefits:**

### **Short-term Employee Benefits:**

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Employee benefit liabilities such as salaries, wages and bonus, etc. that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at an undiscounted amount expected to be paid when the liabilities are settled.

## **Post-employment benefit plans:**

### **Defined Contribution Plans:**

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans. The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

### **Defined benefit plans**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's gratuity scheme is a defined benefit plan. Currently, the Company's gratuity scheme is unfunded. The Company recognises the defined benefit liability in Balance sheet. The present value of the obligation under such defined benefit plan and the related current service cost and, where applicable past service cost are determined based on an actuarial valuation done using the Projected Unit Credit Method by an independent actuary, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligations are measured at the present value of the estimated future cash flows.

Re-measurements, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) is reflected immediately in Other Comprehensive Income in the Statement of Profit and loss. All other expenses related to defined benefit plans are recognised in Statement of Profit and Loss as employee benefit expenses. Re-measurements recognised in Other Comprehensive Income will not be reclassified to Statement of Profit and Loss hence it is treated as part of retained earnings in the Statement of Changes In Equity.

## **3.6 Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ▶ In the principal market for the asset or liability, or
  - ▶ In the absence of a principal market, in the most advantageous market for the asset or liability
- The principal or the most advantageous market must be accessible to/ by the Company.

### **Fair value hierarchy**

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole;

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: valuation techniques for which the lowest level input that has a significant effect on the fair value measurement are observable, either directly or indirectly.

Level 3: valuation techniques for which the lowest level input which has a significant effect on the

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fair value measurement is not based on observable market data.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

## **3.7 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### **a) Financial assets**

#### **Initial recognition and measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

#### **Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- ▶ Debt instruments at amortised cost - The Company has cash & cash equivalents, loans and trade receivables classified within this category.
- ▶ Debt instruments at fair value through other comprehensive income (FVTOCI) - The Company does not have any financial asset classified in this category.
- ▶ Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL) - The Company does not have any financial asset classified in this category.
- ▶ Equity instruments measured at fair value through other comprehensive income (FVTOCI) - The Company does not have any financial asset classified in this category.

#### **Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation and losses arising from impairment are recognised in the Statement of Profit & Loss. The amortised cost of the financial asset is also adjusted for loss allowance, if any.

#### **Debt instrument at FVTPL**

##### **Derecognition**

#### **Impairment of financial assets**

In accordance with IndAS 109, the company applies expected credit loss (ECL) model for

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measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial assets that are debt instruments, and are measured at amortised cost e.g. Loans and trade receivables.

The company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

## **b) Financial liabilities**

### **Initial recognition and measurement**

All financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

All financial liabilities are initially measured at fair value deducted by, in the case of financial liabilities not recorded at fair value through profit or loss, transaction costs that are attributable to the liability.

### **Subsequent measurement**

Financial liabilities are classified as measured at amortised cost using the effective interest method. The Company's financial liabilities include trade payables, borrowings and other financial liabilities.

Under the effective interest method, the future cash payments are exactly discounted to the initial recognition value using the effective interest rate. The cumulative amortization using the effective interest method of the difference between the initial recognition amount and the maturity amount is added to the initial recognition value (net of principal repayments, if any) of the financial liability over the relevant period of the financial liability to arrive at the amortized cost at each reporting date. The corresponding effect of the amortization under effective interest method is recognized as expense over the relevant period of the financial liability in the Statement of Profit and Loss.

### **Derecognition:**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference between the carrying amount of the financial liability derecognized and the consideration paid is recognized in the Statement of Profit and Loss.

### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount presented in the Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

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## **3.8 Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

## **3.9 Revenue Recognition**

The Company recognises revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

A 5-step approach is used to recognise revenue as below:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

## **Interest Income**

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable

## **3.10 Earnings per share**

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity shares.

## **3.11 Cash flow statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## **3.12 Borrowing Cost**

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets up to the assets are substantially ready for their intended use. The loan origination costs directly attributable to the acquisition of borrowings (e.g. loan processing fee, upfront fee) are amortised in the year in which they occur. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

## **3.13 Standards issued but not yet effective**

On March 24, 2021, the Ministry of Corporate Affairs ("MCA") through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. Key amendments relating to Division III which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

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## **Balance Sheet:**

Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the beginning of the current reporting period.

Specified format for disclosure of shareholding of promoters.

Specified format for ageing schedule of trade receivables, trade payables, capital work-in-progress and intangible asset under development.

If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.

Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property held etc

## **Statement of profit and loss:**

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the standalone financial statements.

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## WORTH INVESTMENT & TRADING COMPANY LIMITED

Schedules forming part of the standalone financial statements

(Rupees in thousands, unless otherwise stated)

| 3          | Cash and cash equivalents:   | As at<br>31st March 2021 | As at<br>31st March 2020                      | As at<br>1st April 2019                       |
|------------|--|--------------------------|---|---|
|            | Cash in hand   | 1,176,936                | 1,222,456                                     | 655   |
|            | Balances with banks  |                          |   |   |
|            | - current accounts   | 96,968                   | 96,084  | 54,696  |
|            |  | <b>1,273,904</b>         | <b>1,318,540</b>                              | <b>55,351</b>                                 |
| 4          | Investments:   | As at<br>31st March 2021 | As at<br>31st March 2020                      | As at<br>1st April 2019                       |
|            | <b>At Amortised cost</b>   |                          |   |   |
|            | <b>Investment in equity instruments :-</b>                                   |                          |   |   |
|            | <b>a) Other companies (unquoted fully paid up)</b>                           |                          |   |   |
|            | Crystal Dealmark Pvt. Ltd.   | 7,150,000                | 7,150,000                                     | 8,350,000                                     |
|            | Twister Vincom Pvt Ltd   | 1,100,000                | 1,100,000                                     | 1,100,000                                     |
|            |  | <b>8,250,000</b>         | <b>8,250,000</b>                              | <b>9,450,000</b>                              |
| 5          | Other financial assets   | As at<br>31st March 2021 | As at<br>31st March 2020                      | As at<br>1st April 2019                       |
|            | Loans and advances to others   | 87,415,131               | 66,342,817                                    | 37,367,853                                    |
|            |  | <b>87,415,131</b>        | <b>66,342,817</b>                             | <b>37,367,853</b>                             |
| 6          | Other non-financial assets   | As at<br>31st March 2021 | As at<br>31st March 2020                      | As at<br>1st April 2019                       |
|            | Preliminary Expenses   | 18,438                   | 18,438  | 36,876  |
|            | Recoverable from government authorities                                      | 12,256                   | -   | -   |
|            |  | <b>30,694</b>            | <b>18,438</b>                                 | <b>36,876</b>                                 |
| 7          | Income tax   |                          |   |   |
| <b>7a)</b> | <b>The major components of income tax expense for the year are as under:</b> |                          |   |   |
| <b>i)</b>  | <b>Amounts recognised in the Statement of Profit and Loss comprises :</b>    |                          | <b>For the year ended<br/>31st March 2021</b> | <b>For the year ended<br/>31st March 2020</b> |
|            | <b>Current tax:</b>  |                          |   |   |
|            | - in respect of the current year   |                          | 156,111                                       | 154,168                                       |
|            |  |                          | <b>156,111</b>                                | <b>154,168</b>                                |
|            | <b>Deferred tax expense:</b>   |                          |   |   |
|            | <b>Attributable to -</b>   |                          |   |   |
|            | - Origination and reversal of temporary differences                          |                          | -   | -   |
|            |  |                          | -   | -   |
|            | <b>Total Income tax expense</b>  |                          | <b>156,111</b>                                | <b>154,168</b>                                |
| <b>ii)</b> | <b>Income tax recognised in Other Comprehensive Income</b>                   |                          | <b>For the year ended<br/>31st March 2021</b> | <b>For the year ended<br/>31st March 2020</b> |
|            | Net loss/(gain) on remeasurements of defined benefit plans                   |                          | -   | -   |
|            | <b>Income tax charged to OCI</b>   |                          | -   | -   |
| <b>7b)</b> | <b>Reconciliation of effective tax rate</b>                                  |                          | <b>For the year ended<br/>31st March 2021</b> | <b>For the year ended<br/>31st March 2020</b> |
|            | Profit before tax  | <b>A</b>                 | 600,425                                       | 592,955                                       |
|            | Company's domestic tax rate  | <b>B</b>                 | 26%   | 26%   |
|            | <b>Tax expense</b>   | <b>C = A * B</b>         | 156,111                                       | 154,168                                       |
|            | <b>Tax effect of :</b>   |                          |   |   |
|            | Others   |                          | -   | -   |
|            | <b>Tax expense as recognised in Statement of Profit and Loss</b>             |                          | <b>156,111</b>                                | <b>154,168</b>                                |

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| 7c) Deferred Tax Liabilities (Net)                 | As at<br>1st<br>April<br>2019 | Profit & Loss            | OCI                      | As at<br>31st March 2020 |
|--|-------------------------------|--------------------------|--------------------------|--------------------------|
| <b>Deferred tax relates to the following:</b>      |                               |                          |                          |                          |
| Others   | 2,074                         | -                        | -                        | 2,074                    |
| <b>Deferred Tax Liabilities (Net)</b>              | <b>2,074</b>                  | <b>-</b>                 | <b>-</b>                 | <b>2,074</b>             |
|  |                               |                          |                          |                          |
|  | As at<br>1st<br>April<br>2020 | Profit & Loss            | OCI                      | As at<br>31st March 2021 |
| <b>Deferred tax relates to the following:</b>      |                               |                          |                          |                          |
| Others   | 2,074                         | -                        | -                        | 2,074                    |
| <b>Deferred Tax Liabilities (Net)</b>              | <b>2,074</b>                  | <b>-</b>                 | <b>-</b>                 | <b>2,074</b>             |
|  |                               |                          |                          |                          |
| 7d) Income Tax Assets (Net)                        |                               | As at<br>31st March 2021 | As at<br>31st March 2020 | As at<br>1st April 2019  |
| Advance income-tax (net of provision for taxation) |                               | 446,187                  | 502,713                  | 507,648                  |
|  |                               | <b>446,187</b>           | <b>502,713</b>           | <b>507,648</b>           |

## 8 Property, plant and equipment

### Reconciliation of carrying amount

| Particulars                                       | Laptop       | Total        |
|---|--------------|--------------|
| <b>Gross carrying value</b>                       |              |              |
| <b>Balance as at 1st April 2019 (deemed cost)</b> | <b>2,096</b> | <b>2,096</b> |
| Add: Additions made during the year               | -            | -            |
| Less: Disposals /adjustments during the year      | -            | -            |
| <b>Balance as at 31st March 2020</b>              | <b>2,096</b> | <b>2,096</b> |
| Add: Additions made during the year               | -            | -            |
| Less: Disposals / adjustments during the year     | -            | -            |
| <b>Balance as at 31st March 2021</b>              | <b>2,096</b> | <b>2,096</b> |
| <b>Accumulated depreciation</b>                   |              |              |
| <b>Balance as at 1st April 2019</b>               | -            | -            |
| Add: Depreciation expense for the year            | -            | -            |
| Less: On disposals /adjustments during the year   | -            | -            |
| <b>Balance as at 31st March 2020</b>              | -            | -            |
| Add: Depreciation expense for the year            | -            | -            |
| Less: On disposals /adjustments during the year   | -            | -            |
| <b>Balance as at 31st March 2021</b>              | -            | -            |
| <b>Net carrying value</b>                         |              |              |
| <b>As at 31st March 2021</b>                      | <b>2,096</b> | <b>2,096</b> |
| <b>As at 31st March 2020</b>                      | <b>2,096</b> | <b>2,096</b> |
| <b>As at 1st April 2019</b>                       | <b>2,096</b> | <b>2,096</b> |

The Company has elected Ind AS 101 exemption and continue with the carrying value for all of its property, plant and equipment as its deemed cost as at the date of transition



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## 9 Trade payables

Total outstanding dues to micro, small and medium enterprises  
Total outstanding dues of creditors other than micro, small and medium enterprises

| As at<br>31st March<br>2021 | As at<br>31st March<br>2020 | As at<br>1st April<br>2019 |
|-----------------------------|-----------------------------|----------------------------|
| -                           | -                           | -                          |
| 27,244                      | 9,900                       | -                          |
| <b>27,244</b>               | <b>9,900</b>                | -                          |

### Notes:

Trade payables are non-interest bearing.

For explanations on the Company's liquidity risk management processes, refer to Note 21)

Details of Dues to Micro enterprises & small enterprises under MSMED Act, 2006

- The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year

- Principal amount due to micro and small enterprises
- Interest due on above

- The amount of interest paid by the buyer in terms of section 16 of MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year

- The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the Appointed day during the year ) but without adding the interest Specified under the MSMED Act 2006.

- The amount of interest accrued and remaining unpaid at the end of each accounting year

- The amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowances as deductible expenditure under section 23 of MSMED Act 2006

|   |   |   |
|---|---|---|
| - | - | - |
| - | - | - |
| - | - | - |
| - | - | - |
| - | - | - |
| - | - | - |
| - | - | - |

## 10 Borrowings

Loan from Related Parties  
Loan from others

| As at<br>31st March<br>2021 | As at<br>31st March<br>2020 | As at<br>1st April<br>2019 |
|-----------------------------|-----------------------------|----------------------------|
| 48,884,522                  | 28,630,372                  | -                          |
| 3,850                       | -                           | -                          |
| <b>48,888,372</b>           | <b>28,630,372</b>           | -                          |

## 11 Other financial liabilities

Accrued salary and benefits  
Liabilities for Expenses

| As at<br>31st March<br>2021 | As at<br>31st March<br>2020 | As at<br>1st April<br>2019 |
|-----------------------------|-----------------------------|----------------------------|
| 240,000                     | -                           | -                          |
| 116,199                     | 116,199                     | 232,398                    |
| <b>356,199</b>              | <b>116,199</b>              | <b>232,398</b>             |

## 12 Provisions

Contingent Provision for Standard Assets  
Provision for Expenses

| As at<br>31st March<br>2021 | As at<br>31st March<br>2020 | As at<br>1st April<br>2019 |
|-----------------------------|-----------------------------|----------------------------|
| 366,775                     | 366,775                     | 366,775                    |
| 75,670                      | 51,920                      | -                          |
| <b>442,445</b>              | <b>418,695</b>              | <b>366,775</b>             |

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## 13 Equity share capital

### (a) Authorised & Issued Share Capital

#### Authorised

#### Equity shares:

Equity shares of Rs.10 each

#### Total

#### Issued, subscribed and fully paid up

#### Equity shares:

Equity shares of Rs.10 each

#### Total

| As at 31st March 2021                       |                   | As at 31st March 2020 |                   | As at 1st April 2019 |                   |
|---|-------------------|-----------------------|-------------------|----------------------|-------------------|
| Number                                      | (Rs.)             | Number                | (Rs.)             | Number               | (Rs.)             |
| 3,600,000                                   | 36,000,000        | 3,600,000             | 36,000,000        | 3,600,000            | 36,000,000        |
| <b>3,600,000</b>                            | <b>36,000,000</b> | <b>3,600,000</b>      | <b>36,000,000</b> | <b>3,600,000</b>     | <b>36,000,000</b> |
| <b>Issued, subscribed and fully paid up</b> |                   |                       |                   |                      |                   |
| <b>Equity shares:</b>                       |                   |                       |                   |                      |                   |
| Equity shares of Rs.10 each                 |                   |                       |                   |                      |                   |
| 3,280,000                                   | 32,800,000        | 3,280,000             | 32,800,000        | 3,280,000            | 32,800,000        |
| <b>3,280,000</b>                            | <b>32,800,000</b> | <b>3,280,000</b>      | <b>32,800,000</b> | <b>3,280,000</b>     | <b>32,800,000</b> |

### (b) Terms and rights attached to equity shares

i) The Company has one class of equity shares referred to as equity shares having a par value of Rs 10 per share. Each holder of equity share is entitled to one vote per share.

ii) In the event of liquidation of the company, the holders of equity share will be entitled to received remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iii) The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. During the year ended 31st March, 2021, the company has not declared any dividend.

### (c) Disclosure of Shares in the company held by each shareholder holding more than 5%

#### Equity Shares

| Name of Shareholder         | As at 31st March 2021 |               | As at 31st March 2020 |               | As at 1st April 2019 |               |
|-----------------------------|-----------------------|---------------|-----------------------|---------------|----------------------|---------------|
|                             | No. of Shares         | % of          | No. of Shares         | % of          | No. of Shares held   | % of          |
| Nimit Rajesh Ghatalia       | 654,000               | 19.94%        | 654,000               | 19.94%        | 641,000              | 19.54%        |
| Bina Rajesh Ghatalia        | 427,401               | 13.03%        | 259,631               | 7.92%         | 259,565              | 7.91%         |
| Mihir Rajesh Ghatalia       | 225,665               | 6.88%         | 225,665               | 6.88%         | 213,665              | 6.51%         |
| Preeti Mehta                | 323,422               | 9.86%         | -                     | 0.00%         | -                    | 0.00%         |
| Damayanti Pranlal Ghatalia  | -                     | -             | 167,770               | 5.11%         | 167,770              | 5.11%         |
| Urmila Ramesh Chandra Mehta | -                     | -             | 172,243               | 5.25%         | -                    | -             |
|                             | <b>1,630,488</b>      | <b>49.71%</b> | <b>1,479,309</b>      | <b>45.10%</b> | <b>1,282,000</b>     | <b>39.07%</b> |

## 14 Other equity

#### General reserve

Balance at the beginning of the year

**Balance at the end of the year**

#### Securities premium

Balance at the beginning of the year

**Balance at the end of the year**

#### Statutory Reserve Fund

Balance at the beginning of the year

Add : Transferred during the year

**Balance at the end of the year**

#### Retained earnings

Balance at the beginning of the year

Add: Profit for the current year

Less: Transfer to Reserve Fund during the year

**Balance at the end of the year**

|  | As at 31st March 2021 | As at 31st March 2020 | As at 1st April 2019 |
|--|-----------------------|-----------------------|----------------------|
|  |                       |                       |                      |
|  | 500,000               | 500,000               | 500,000              |
|  | <b>500,000</b>        | <b>500,000</b>        | <b>500,000</b>       |
|  |                       |                       |                      |
|  | 8,400,000             | 8,400,000             | 8,400,000            |
|  | <b>8,400,000</b>      | <b>8,400,000</b>      | <b>8,400,000</b>     |
|  |                       |                       |                      |
|  | 3,886,594             | 3,798,837             | 3,798,837            |
|  | 88,863                | 87,757                | -                    |
|  | <b>3,975,457</b>      | <b>3,886,594</b>      | <b>3,798,837</b>     |
|  |                       |                       |                      |
|  | 1,674,918             | 1,323,888             | 1,323,888            |
|  | 444,314               | 438,787               | -                    |
|  | -88,863               | -87,757               | -                    |
|  | <b>2,030,369</b>      | <b>1,674,918</b>      | <b>1,323,888</b>     |
|  |                       |                       |                      |
|  | <b>14,905,826</b>     | <b>14,461,512</b>     | <b>14,022,725</b>    |

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## 15 Interest income

### On Financial Assets measured at Amortised Cost

Interest on Loan

|                  | For the year ended<br>31st March 2021 | For the year ended<br>31st March 2020 |
|------------------|---------------------------------------|---------------------------------------|
|                  |                                       |                                       |
| Interest on Loan | 1,571,362                             | 1,495,624                             |
|                  |                                       |                                       |
|                  | <b>1,571,362</b>                      | <b>1,495,624</b>                      |

## 16 Employee benefits expense

Salaries and bonus / incentives

Staff welfare expenses

|                                 | For the year ended<br>31st March 2021 | For the year ended<br>31st March 2020 |
|---------------------------------|---------------------------------------|---------------------------------------|
|                                 |                                       |                                       |
| Salaries and bonus / incentives | 276,000                               | 280,000                               |
| Staff welfare expenses          | 9,520                                 | -                                     |
|                                 |                                       |                                       |
|                                 | <b>285,520</b>                        | <b>280,000</b>                        |

## 17 Other expenses

Advertisement Expenses

Auditors' Remuneration

Bank Charges

Custody Fees

Filing Fees

Listing Fees

Preliminary Expenses Written Off

Professional Fees

RTA Expenses

Other Expenses

|                                  | For the year ended<br>31st March 2021 | For the year ended<br>31st March 2020 |
|----------------------------------|---------------------------------------|---------------------------------------|
|                                  |                                       |                                       |
| Advertisement Expenses           | 25,387                                | 16,480                                |
| Auditors' Remuneration           | 45,000                                | 51,920                                |
| Bank Charges                     | 1,113                                 | 1,577                                 |
| Custody Fees                     | 64,844                                | 14,000                                |
| Filing Fees                      | 4,200                                 | 22,400                                |
| Listing Fees                     | 300,000                               | 300,000                               |
| Preliminary Expenses Written Off | -                                     | 18,438                                |
| Professional Fees                | 134,300                               | 98,500                                |
| RTA Expenses                     | 19,500                                | 29,500                                |
| Other Expenses                   | 91,073                                | 69,854                                |
|                                  |                                       |                                       |
|                                  | <b>685,417</b>                        | <b>622,669</b>                        |

## 18 Earning per share

Total profit for the year

Weighted average number of equity shares of Rs. 10/- each (Nos)

EPS - Basic and Diluted ( per share in Rs.)

|   | For the year<br>ended<br>31st March<br>2021 | For the year<br>ended<br>31st March<br>2020 |
|---|---|---|
|   |   |   |
| Total profit for the year                                       | 444,314.23                                  | 438,786.93                                  |
| Weighted average number of equity shares of Rs. 10/- each (Nos) | 3,280,000                                   | 3,280,000                                   |
| EPS - Basic and Diluted ( per share in Rs.)                     | <b>0.14</b>                                 | <b>0.13</b>                                 |

## 19 Related Party Transactions

In accordance with the requirement of IndAS 24 on Related Parties notified under the Companies (Indian Accounting Standards) Rules, 2015, the name of related parties where control exists and / or with whom transactions have taken place during the year and description of relationships, as identified and certified by the Management are:

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**a) List of related parties and nature of relationship where control exists:**

**Key Managerial Personnel**

Kalpana Tekchandani  
Mihir Rajesh Ghatalia  
Nimit Ghatalia

**Enterprises over which Key Managerial Personnel and/ or their Relatives have control or significant influence**

Enam Organics India Limited

**b) Transactions with the related parties for the year ended**

| Particulars                 | Key Managerial Personnel | Enterprises over which Key Managerial Personnel and/ or their Relatives have control or significant influence |
|-----------------------------|--------------------------|---|
| <b>31st March 2021</b>      |                          |   |
| <b>Borrowings</b>           |                          |   |
| Enam Organics India Limited | -                        | 16,408,000  |
| <b>31st March 2020</b>      |                          |   |
| <b>Borrowings</b>           |                          |   |
| Enam Organics India Limited | -                        | 28,630,372  |
| <b>Salary</b>               |                          |   |
| Salary                      | 110,000                  | -   |

**c) Detail of Outstanding Balances are as follows:-**

| Particulars                  | Key Managerial Personnel | Enterprises over which Key Managerial Personnel and/ or their Relatives have control or significant |
|------------------------------|--------------------------|---|
| <b>As on 31st March 2021</b> |                          |   |
| <b>Borrowings</b>            |                          |   |
| Enam Organics India Limited  | -                        | 45,038,370  |
| <b>As on 31st March 2020</b> |                          |   |
| <b>Borrowings</b>            |                          |   |
| Enam Organics India Limited  | -                        | 28,630,372  |
| <b>As on 1st April 2019</b>  |                          |   |
| <b>Borrowings</b>            |                          |   |
| Enam Organics India Limited  | -                        | 13,238,274  |

**20 Financial instruments**

**Fair value measurements**

Following table shows the carrying amounts and fair values of financial assets and financial liabilities:

|                              | As at<br>31st March 2021 |                   | As at<br>31st March 2020 |                   | As at<br>1st April 2019 |                   |
|------------------------------|--------------------------|-------------------|--------------------------|-------------------|-------------------------|-------------------|
|                              | FVTPL                    | Amortised Cost    | FVTPL                    | Amortised Cost    | FVTPL                   | Amortised Cost    |
| <b>Financial assets</b>      |                          |                   |                          |                   |                         |                   |
| Cash and cash equivalents    | -                        | 1,273,904         | -                        | 1,318,540         | -                       | 55,351            |
| Investments                  | -                        | 8,250,000         | -                        | 8,250,000         | -                       | 9,450,000         |
| Other financial assets       | -                        | 87,415,131        | -                        | 66,342,817        | -                       | 37,367,853        |
|                              | -                        | <b>96,939,035</b> | -                        | <b>75,911,357</b> | -                       | <b>46,873,204</b> |
| <b>Financial liabilities</b> |                          |                   |                          |                   |                         |                   |
| Trade payables               | -                        | 27,244            | -                        | 9,900             | -                       | -                 |
| Borrowings                   | -                        | 48,888,372        | -                        | 28,630,372        | -                       | -                 |
| Other financial liabilities  | -                        | 356,199           | -                        | 116,199           | -                       | 232,398           |
|                              | -                        | <b>49,271,815</b> | -                        | <b>28,756,471</b> | -                       | <b>232,398</b>    |

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## Fair Value hierarchy

The following tables shows the levels in the fair value hierarchy of financial assets and financial liabilities

|                              | Fair value Measurement |         |                   |
|------------------------------|------------------------|---------|-------------------|
|                              | Level 1                | Level 2 | Level 3           |
| <b>As at 31st March 2021</b> |                        |         |                   |
| <b>Financial assets</b>      |                        |         |                   |
| Cash and cash equivalents    | -                      | -       | 1,273,904         |
| Other financial assets       | -                      | -       | 87,415,131        |
|                              | -                      | -       | <b>88,689,035</b> |
| <b>Financial liabilities</b> |                        |         |                   |
| Trade payables               | -                      | -       | 27,244            |
| Borrowings                   | -                      | -       | 48,888,372        |
| Other financial liabilities  | -                      | -       | 356,199           |
|                              | -                      | -       | <b>49,271,815</b> |
| <b>As at 31st March 2020</b> |                        |         |                   |
| <b>Financial assets</b>      |                        |         |                   |
| Cash and cash equivalents    | -                      | -       | 1,318,540         |
| Other financial assets       | -                      | -       | 66,342,817        |
|                              | -                      | -       | <b>67,661,357</b> |
| <b>Financial liabilities</b> |                        |         |                   |
| Trade payables               | -                      | -       | 9,900             |
| Borrowings                   | -                      | -       | 28,630,372        |
| Other financial liabilities  | -                      | -       | 116,199           |
|                              | -                      | -       | <b>28,756,471</b> |
| <b>As at 1st April 2019</b>  |                        |         |                   |
| <b>Financial assets</b>      |                        |         |                   |
| Cash and cash equivalents    | -                      | -       | 55,351            |
| Other financial assets       | -                      | -       | 37,367,853        |
|                              | -                      | -       | <b>37,423,204</b> |
| <b>Financial liabilities</b> |                        |         |                   |
| Trade payables               | -                      | -       | -                 |
| Borrowings                   | -                      | -       | -                 |
| Other financial liabilities  | -                      | -       | 232,398           |
|                              | -                      | -       | <b>232,398</b>    |

There were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements. The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other bank balances are considered to be the same as their fair values, due to their short-term nature.

The fair values of borrowings are based on discounted cash flows using a borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

## 21 Financial risk management objectives and policies

The Company's principal financial liabilities comprise borrowings, trade and other payables, etc. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents that derive directly from its operations. The Company also holds investments in the shares of other companies measured at amortised cost.

The Company is exposed to market risk, credit risk and liquidity risk. The management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and periodically reviewing the same. The management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The management reviews and agrees policies for managing each of these risks, which are summarised below.

### (a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: interest rate risk, foreign currency risk and Equity price risk.

#### (i) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Since the Company has borrowings, therefore Company is exposed to such risk.

#### (ii) Foreign Currency Risk

The Indian Rupee is the Company's most significant currency. As a consequence, the Company's results are presented in Indian Rupee and exposures are managed against Indian Rupee accordingly. So, the Company is exposed to such risk.

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### (iii) Equity Price Risk

The Company's investment in shares are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the price risk through diversification and by placing limits on individual and total instruments. Reports on the portfolio are submitted to the management on a regular basis.

### (b) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2021:

|                             | Carrying amount   | Contractual Cash Flows |                   |           | Total             |
|-----------------------------|-------------------|------------------------|-------------------|-----------|-------------------|
|                             |                   | 0-1 year               | 1-5 years         | > 5 years |                   |
| Trade payables              | 27,244            | 27,244                 | -                 | -         | 27,244            |
| Borrowings                  | 48,888,372        | 20,258,000             | 28,630,372        | -         | 48,888,372        |
| Other financial liabilities | 356,199           | 239,999                | 116,200           | -         | 356,199           |
| <b>Total</b>                | <b>49,271,815</b> | <b>20,525,243</b>      | <b>28,746,572</b> | <b>-</b>  | <b>49,271,815</b> |

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31st March 2020:

|                             | Carrying amount   | Contractual Cash Flows |                   |           | Total             |
|-----------------------------|-------------------|------------------------|-------------------|-----------|-------------------|
|                             |                   | 0-1 year               | 1-5 years         | > 5 years |                   |
| Trade payables              | 9,900             | -                      | 9,900             | -         | 9,900             |
| Borrowings                  | 28,630,372        | -                      | 28,630,372        | -         | 28,630,372        |
| Other financial liabilities | 116,199           | -                      | 116,199           | -         | 116,199           |
| <b>Total</b>                | <b>28,756,471</b> | <b>-</b>               | <b>28,756,471</b> | <b>-</b>  | <b>28,756,471</b> |

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 1st April 2019:

|                             | Carrying amount | Contractual Cash Flows |                |           | Total          |
|-----------------------------|-----------------|------------------------|----------------|-----------|----------------|
|                             |                 | 0-1 year               | 1-5 years      | > 5 years |                |
| Other financial liabilities | 232,398         | -                      | 232,398        | -         | 232,398        |
| <b>Total</b>                | <b>232,398</b>  | <b>-</b>               | <b>232,398</b> | <b>-</b>  | <b>232,398</b> |

## 22 Capital management

The management policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The Company's management monitor the return on capital employed.

### Company's Gearing ratio

|                                 | As at<br>31st March<br>2021 | As at<br>31st March<br>2020 | As at<br>1st April<br>2019 |
|---------------------------------|-----------------------------|-----------------------------|----------------------------|
| Total Liabilities               | 49,714,260                  | 29,175,166                  | 599,173                    |
| Less: Cash and Cash Equivalents | (1,273,904)                 | (1,318,540)                 | (55,351)                   |
| Net Debt                        | 50,988,164                  | 30,493,706                  | 654,524                    |
| Total Equity                    | 47,705,826                  | 47,261,512                  | 46,822,725                 |
| <b>Gearing Ratio</b>            | <b>1.07</b>                 | <b>0.65</b>                 | <b>0.01</b>                |

## 23 Note on First Time Adoption of Ind AS:

The accounting policies set out in the note here have been applied in preparing the financial statements for the year ended 31st March, 2021, the comparative information presented in these financial statements for the year ended 31st March, 2020 and in the preparation of an opening Ind AS balance sheet at 1st April, 2019 [the Company's date of transition].

In preparing its opening Ind AS balance sheet, the Company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies [Accounting Standards] Rules, 2006 [as amended] and other relevant provisions of the Act [Indian GAAP]. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows is set out in the following notes.

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## Exemptions and exceptions availed:

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Indian GAAP to Ind AS.

### Optional exemptions

#### a Deemed cost

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. Accordingly, the Company has elected to measure all of its property, plant and equipment at their Indian GAAP carrying values.

### Mandatory exceptions

#### b Estimates

An entity's estimates in accordance with Ind AS at the date of transition shall be consistent with estimates made for the same date in accordance with Indian GAAP [after adjustments to reflect any difference in accounting policies], unless there is objective evidence that those estimates were in error.

considered in preparation of the financial statements that were not required under the previous GAAP are listed below:

- Impairment of financial assets based on the expected credit loss model.
- Determination of the discounted value for financial instruments carried at amortised cost.
- Discounted value of long term provisions.

### Classification and measurement of financial assets

Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

### Note on Transition to Ind AS - Reconciliations:

The following reconciliations provide the explanations and quantification of the differences arising from the transition from Indian GAAP to Ind AS in accordance with Ind AS 101:

- I. Reconciliation of Equity as at 1st April, 2019
- II. A. Reconciliation of Equity as at 31st March, 2020
- B. Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2020

Previous GAAP figures have been reclassified/regrouped wherever necessary to conform with financial statements prepared under Ind AS.

#### I. Reconciliation of Equity as at 1st April, 2019

| Sr. No                      | Particulars                   | As at 1st April, 2019<br>(Date of transition) |                 |                   |
|-----------------------------|-------------------------------|---|-----------------|-------------------|
|                             |                               | I GAAP  | Adjustment      | IND AS            |
| <b>I. ASSETS</b>            |                               |   |                 |                   |
| <b>Financial assets</b>     |                               |   |                 |                   |
|                             | Cash and cash equivalents     | 55,351  | -               | 55,351            |
|                             | Investments                   | 9,450,000                                     | -               | 9,450,000         |
|                             | Other financial assets        | 37,367,853                                    | -               | 37,367,853        |
|                             |                               | -   |                 |                   |
| <b>Non-financial assets</b> |                               |   |                 |                   |
|                             | Current tax assets (Net)      | 1,404,488                                     | -896,840        | 507,648           |
|                             | Deferred tax assets (Net)     | 2,074   | -               | 2,074             |
|                             | Property, plant and equipment | 2,096   | -               | 2,096             |
|                             | Other non-financial assets    | 36,876  | -               | 36,876            |
|                             | <b>Total assets</b>           | <b>48,318,738</b>                             | <b>-896,840</b> | <b>47,421,898</b> |

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## II. LIABILITIES AND EQUITY

### LIABILITIES

#### Financial liabilities

|                             |         |   |         |
|-----------------------------|---------|---|---------|
| Trade payables              | -       | - | -       |
| Borrowings                  | -       | - | -       |
| Other financial liabilities | 232,398 | - | 232,398 |

#### Non-financial liabilities

|            |           |          |         |
|------------|-----------|----------|---------|
| Provisions | 1,263,615 | -896,840 | 366,775 |
|------------|-----------|----------|---------|

### EQUITY

|                                     |                   |                 |                   |
|-------------------------------------|-------------------|-----------------|-------------------|
| Equity share capital                | 32,800,000        | -               | 32,800,000        |
| Other equity                        | 14,022,725        | -               | 14,022,725        |
| <b>Total liabilities and equity</b> | <b>48,318,738</b> | <b>-896,840</b> | <b>47,421,898</b> |

## II. A. Reconciliation of Equity as at 31st March, 2020

| Sr. No                            | Particulars                         | As at 31st March 2020<br>(Date of transition) |                   |                   |
|-----------------------------------|-------------------------------------|---|-------------------|-------------------|
|                                   |                                     | I GAAP  | Adjustment        | IND AS            |
| <b>I. ASSETS</b>                  |                                     |   |                   |                   |
| <b>Financial assets</b>           |                                     |   |                   |                   |
|                                   | Cash and cash equivalents           | 1,318,540                                     | -                 | 1,318,540         |
|                                   | Investments                         | 8,250,000                                     | -                 | 8,250,000         |
|                                   | Other financial assets              | 66,342,817                                    | -                 | 66,342,817        |
|                                   |                                     | -   |                   |                   |
| <b>Non-financial assets</b>       |                                     |   |                   |                   |
|                                   | Current tax assets (Net)            | 1,553,722                                     | -1,051,009        | 502,713           |
|                                   | Deferred tax assets (Net)           | 2,074   | -                 | 2,074             |
|                                   | Property, plant and equipment       | 2,096   | -                 | 2,096             |
|                                   | Other non-financial assets          | 18,438  | -                 | 18,438            |
|                                   | <b>Total assets</b>                 | <b>77,487,687</b>                             | <b>-1,051,009</b> | <b>76,436,678</b> |
| <b>II. LIABILITIES AND EQUITY</b> |                                     |   |                   |                   |
| <b>LIABILITIES</b>                |                                     |   |                   |                   |
| <b>Financial liabilities</b>      |                                     |   |                   |                   |
|                                   | Trade payables                      | 9,900   | -                 | 9,900             |
|                                   | Borrowings                          | 28,630,372                                    | -                 | 28,630,372        |
|                                   | Other financial liabilities         | 116,199                                       | -                 | 116,199           |
|                                   |                                     | -   | -                 |                   |
| <b>Non-financial liabilities</b>  |                                     |   |                   |                   |
|                                   | Provisions                          | 1,469,704                                     | -1,051,009        | 418,695           |
|                                   |                                     | -   | -                 |                   |
| <b>EQUITY</b>                     |                                     |   |                   |                   |
|                                   | Equity share capital                | 32,800,000                                    | -                 | 32,800,000        |
|                                   | Other equity                        | 14,461,512                                    | -                 | 14,461,512        |
|                                   | <b>Total liabilities and equity</b> | <b>77,487,687</b>                             | <b>-1,051,009</b> | <b>76,436,678</b> |



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## B. Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2020

| Sr. No   | Particulars  | As at 31st March 2020 |            |                  |
|--|--|-----------------------|------------|------------------|
|  |  | I GAAP                | Adjustment | IND AS           |
| <b>Revenue from operations</b>   |  |                       |            |                  |
|  | Interest income  | 1,495,624             | -          | 1,495,624        |
|  | <b>Total income</b>                                    | <b>1,495,624</b>      | <b>-</b>   | <b>1,495,624</b> |
| <b>Expenses</b>  |  |                       |            |                  |
|  | Employee benefits expense                              | 280,000               | -          | 280,000          |
|  | Others expenses  | 622,669               | -          | 622,669          |
|  | <b>Total expenses</b>                                  | <b>902,669</b>        | <b>-</b>   | <b>902,669</b>   |
| <b>Profit/ (Loss) before tax</b>   |  |                       |            |                  |
|  | Tax expense:   |                       |            |                  |
|  | Current tax  | 154,168               | -          | 154,168          |
|  | Deferred tax   | -                     | -          | -                |
|  | <b>Profit/ (Loss) for the year (A)</b>                 | <b>438,787</b>        | <b>-</b>   | <b>438,787</b>   |
| <b>Other comprehensive income (B)</b>  |  |                       |            |                  |
| <b>(i) Items that will not be reclassified to profit or loss</b>                         |  |                       |            |                  |
|  | Actuarial gain / loss on gratuity                      | -                     | -          | -                |
| <b>(ii) Income tax relating to items that will not be reclassified to profit or loss</b> |  |                       |            |                  |
|  | Tax impact on actuarial gain / loss on gratuity        | -                     | -          | -                |
|  | <b>Other comprehensive income</b>                      | <b>-</b>              | <b>-</b>   | <b>-</b>         |
|  | <b>Total comprehensive income for the year (A + B)</b> | <b>438,787</b>        | <b>-</b>   | <b>438,787</b>   |

### Foot Note to the Reconciliations

#### a Other comprehensive income

Under Indian GAAP, the Company has not presented other comprehensive income (OCI) separately. Hence, it has reconciled Indian GAAP profit or loss to profit or loss as per Ind AS. Further, Indian GAAP profit or loss is reconciled to total comprehensive income as per Ind AS.

#### b Estimates

The estimates at 1st April 2019 and 31st March 2020 are consistent with those made for the same dates in accordance with previous GAAP (after adjustments to reflect any differences in accounting policies). The estimates used by the Company to present these amounts in accordance with Ind AS reflect conditions on 1st April 2019, the date of transition to Ind AS and as of 31st March 2020.

#### c Reclassification as per requirement of Ind AS

Reclassification have been done in respective heads as per requirement of Indian Accounting Standards (Ind AS).

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**24** The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

**25** Previous year's figures have been regrouped / reclassified, where necessary, to conform to current year's classification. This does not impact recognition and measurement principles followed for preparation of financial statements.

# 41<sup>ST</sup> ANNUAL GENERAL MEETING 2021

**WORTH INVESTMENT AND TRADING COMPANY LIMITED**

**CIN: L67120MH1980PLC343455**

Reg Off: 497/501, Village Biloshi, Taluka Wada, Thane MH- 421303

**41<sup>ST</sup> ANNUAL GENERAL MEETING ON 20<sup>TH</sup> SEPTEMBER, 2021**

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)

DP ID :- \_\_\_\_\_

Client ID:- \_\_\_\_\_

I \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ in the district of \_\_\_\_\_

Member (s) of the above named Company hereby appoint \_\_\_\_\_

Of \_\_\_\_\_ district of \_\_\_\_\_

as my /our Proxy to attend and vote for me / us and my/ our behalf at the Forty First Annual General Meeting of the Company to be held on 20<sup>th</sup>September, 2021 at 9:15 a.m. at 497/501, Village Bilohi, Taluka Wada, Thane MH- 421303 and at any adjournment thereof.

| <b>Resolutions</b>  |            |                |
|---|------------|----------------|
| <b>Ordinary Business</b>  | <b>For</b> | <b>against</b> |
| 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2021, including the Audited Balance Sheet as at 31 <sup>st</sup> March, 2021, 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 appoint a Director in place of Mihir Ghatalia (DIN: 00581005), who retires by rotation and being eligible, offerhimself for re-appointment  |            |                |
| <b>Resolutions</b>  |            |                |
| <b>Special Business</b>   | <b>For</b> | <b>against</b> |
| 3. Increase In Authorised Share Capital And Consequential Alteration Of Capital Clause Of The Memorandum Of Association   |            |                |
| 4. Issue Upto 32,50,000 Equity Shares On a Preferential Basis   |            |                |

Signed on the \_\_\_ day of \_\_\_\_\_ 2021

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix a  
revenue  
stamp

# **41<sup>ST</sup> ANNUAL GENERAL MEETING | 2021**

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## **Notes:**

- 1. The Proxy Form in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.**
- 2. A member entitled to attend and vote at the annual General meeting is entitled to appoint proxy/proxies to attend and vote instead of himself and such proxy/proxies need not be a member of the Company.**
3. Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. 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 a proxy for any other person or shareholder.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
5. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remain sun stamped/inadequately stamped or forms in which the stamps are not cancelled shall be treated as invalid.

# 41<sup>ST</sup> ANNUAL GENERAL MEETING | 2021

## *Attendance Slip*

FULL NAME OF THE FIRST SHAREHOLDER: \_\_\_\_\_

Joint Shareholders, if any: \_\_\_\_\_

Father's / Husband Name: \_\_\_\_\_

Address in full: \_\_\_\_\_

FULL NAME(S) OF THE PERSON ATTENDING THE MEETING AS A PROXY: \_\_\_\_\_

I hereby record my attendance at the Annual General Meeting of Members of the Entity, to be held on Monday, the 20<sup>th</sup> day of September, 2021 at 9:15 a.m. at the Registered Office of the Company situated at 497/501, Village Biloshi, Taluka Wada, Thane, Maharashtra - 421303 .

Folio No.: \_\_\_\_\_ No. of Shares held: \_\_\_\_\_

DP ID No.: \_\_\_\_\_ Client ID No.: \_\_\_\_\_

Signature of the Member/Proxy \_\_\_\_\_

Time: \_\_\_\_\_

Place: Wada, Thane



**41<sup>ST</sup> ANNUAL GENERAL MEETING | 2021**

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