



**UNIORTH
INTERNATIONAL
LIMITED**

**A N N U A L
R E P O R T
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UNI WORTH
INTERNATIONAL
LIMITED

CORPORATE INFORMATION

CIN : L51226WB1992PLC055739

BOARD OF DIRECTORS

(As on 29.05.2014)

KAMAL SHARMA (DIN : 02946513) – *Executive Director*
SANJOY KUMAR SETT (DIN : 00527824)
SHYAM KUMAR RATHI (DIN : 01386151)

AUDIT COMMITTEE

(As on 29.05.2014)

SANJOY KUMAR SETT
SHYAM KUMAR RATHI
KAMAL SHARMA

AUDITORS

M/s. S. S. KOTHARI & CO.
Chartered Accountants

BANKERS

CENTURION BANK LTD.
THE HONGKONG & SANGHAI
BANKING CORPORATION LTD.
PUNJAB & SIND BANK
PUNJAB NATIONAL BANK

REGISTERED OFFICE

'GREEN ACRES'
2, Nazar Ali Lane, Flat-4A
Kolkata - 700 019
Phone : (033) 40061301 / 8444012233
Fax : (033) 2280-3620

REGISTRARS

M/s. C.B. Management Services (P) Limited
P-22, Bondel Road
Kolkata - 700 019
Phone : (033) 4011-6700/6711/6718/6723
Fax : (033) 4011-6739



UNI WORTH
INTERNATIONAL
LIMITED

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Members of UNI WORTH INTERNATIONAL LIMITED will be held at Science City, Seminar Hall, JBS Haldane Avenue, Kolkata - 700 046 on Friday, the 26th day of September, 2014 at 12.00 Noon to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report and the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit & Loss for the year ended on that date and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. S. K. Sett (DIN : 00527824), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following resolution :

As Ordinary Resolution :

RESOLVED THAT Mr. S. K. Rathi (DIN : 01386151), who was appointed as an Additional Director of the Company by the Board of Directors pursuant to Section 161 of the Companies Act, 2013 and Article 80 (a) of the Company's Article of Association and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received due notice in writing under Section 160 of the Companies Act, 2013 alongwith requisite deposit, proposing his candidature for the Office of the Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Registered Office :

"GREEN ACRES"

2, Nazar Ali Lane, Flat-4A

Kolkata - 700 019

Date : 29th May, 2014

By Order of the Board

Kamal Sharma
Executive Director

NOTES :

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

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

- b) The Register of Members and Transfer Books of the Company will be closed from 19th September, 2014 to 26th September, 2014 both days inclusive.



UNI WORTH
INTERNATIONAL
LIMITED

- c) Intimation of any Change of Address should be given to the Registrar & Transfer Agent / Company immediately.
- d) Explanatory Statement U/s 102 of the Companies Act, 1956 is annexed herewith in respect of items of Special Business.
- e) Brief profile of the Directors seeking appointment /re-appointment at the ensuing Annual General Meeting is annexed hereto in compliance of Clause 49(IV)(G)(i) of the Listing Agreement with Stock Exchanges.

f) **Voting through Electronic means :**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 21st Annual General Meeting (AGM) of the Company by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a member receives an email from NSDL [for members whose email Ids are registered with the Company/Depository Participants (s)] :
 - i. Open email and open PDF file viz, "Uniworth International Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - **Login**
 - iv. Now Enter your User ID (For Members holding shares in **NSDL**: 8 character DPID followed by 8 Digits Client ID ; For Members holding shares in **CDSL**: 16 digits beneficiary ID; For Members holding shares in Physical Form should enter Folio Number registered with the company and then enter the Image verification as displayed and Click on Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
 - vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
 - vii. Select "EVEN" of Uniworth International Limited
 - viii. Now you are ready for e-Voting as Cast Vote page opens
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail



UNI WORTH
INTERNATIONAL
LIMITED

uniworthintscrutinizer@gmail.com with a copy marked to **evoting@nsdl.co.in**.

- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants (s) or requesting physical copy]:
- a. E-voting particulars as mentioned below, including initial password are provided in the Annexure to the Notice for E-voting, which is part of this Notice of AGM to be held on September 26, 2014:
EVEN (E-Voting Event Number) USER ID PASSWORD
 - b. Please follow all the steps from Sl. No. (ii) to (xii) above, to cast vote.
- II. Members who do not have any access to e-voting, may requisite a Physical Ballot Form from the Office of the Registrars & Share Transfer Agents of the Company. Members are required to fill the Physical Ballot Form and enclose it in a Sealed Envelope and send it "To The Scrutinizer, Mr. Kamal Kumar Sangneria (Unit : Uniworth International Limited) C/o. C. B. Management Services Private Limited, P-22, Bondel Road, Kolkata - 700 019." Unsigned/ wrongly signed, incomplete or incorrectly ticked forms shall be rejected. The Scrutinizer's decision on the validity of the form will be final. Members are required to vote either through the electronic system or through physical ballot and not in any other mode. In the event of Members casting votes through both the processes, the votes in the electronic system will be considered only. The Physical Ballot Form must be received by the Scrutinizer on or before September 19, 2014.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The e-voting period commences on September 18, 2014 (9:00 am) and ends on September 19, 2014 (6:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 29, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VII. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, August 29, 2014.
- VIII. Shri Kamal Kumar Sangneria (Membership No. FCS 2643), practicing company secretary and proprietor of K.K.Sangneria & Associates, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- IX. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in



UNI WORTH
INTERNATIONAL
LIMITED

favour or against, if any, forthwith to the Chairman of the Company.

- X. The Results shall be declared on or after the 21st Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.uniworth.com and on the website of NSDL within two(2) days of passing of the resolutions at the 21st Annual General Meeting of the Company on September 26, 2014 and communicated to the Calcutta Stock Exchange and BSE Limited.

- g) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.

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

ANNEXURE TO THE NOTICE :

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

Item No. 4

Mr. S. K. Rathi, who was appointed as an Additional Director of the Company with effect from 31st December, 2013 in terms of Section 161 of the Companies Act, 2013 and Article 80 (a) of the Article of Association of the Company, vacates his office at this Annual General Meeting. A notice under Section 160 of the Companies Act, 2013 alongwith requisite deposit has been received by the Company from a member proposing the appointment of Mr. Shyam Kumar Rathhi as a Director of the Company, liable to retire by rotation.

The proposed resolution is recommended for adoption. None of the Directors except Mr. Shyam Kumar Rathhi is concerned and/or interested in the aforesaid resolution.

Particulars relating to Directors seeking appointment /re-appointment pursuant to Clause 49(IV)(G)(i) of the Listing Agreement.

Mr. S. K. Rathi

S. K. Rathi is a highly experienced Professional in the field of Corporate Governance & Compliance and Qualified Company Secretary having wide experience in Shares, Secretarial and Company Law matters. He was appointed as a Director of the Company on 31.12.2013 and continues to hold the said officesince then. He is also a Director of Uniworth Textiles Ltd, Uniworth Securities Ltd, Unirama Industries Ltd, Uniworth Biotech Ltd, Uniworth Projects Ltd, KDL Pharma Ltd, Comfort (India) Ltd, Madgul Estates Pvt Ltd, Rachit Textrade Pvt Ltd, Vikram Buildcon Pvt Ltd, Tessuti Collezione Pvt Ltd, Fibres & Fabrics Pvt Ltd, Texworth Credit & Commercial Pvt Ltd, Novety Suppliers Pvt. Ltd, Marubhumi Traders Private Ltd, Everstronc Merchandise Pvt. Ltd and Brightstar Construction Pvt Ltd. He is also a Member of various Committees of the Board of Uniworth Textiles Ltd. He also does not hold, either directly or indirectly, any Equity Shares of the Company.



UNI WORTH
INTERNATIONAL
LIMITED

Mr. S. K. Sett

Mr. S. K. Sett is a senior Professional having wide experience in Project, Marketing, General Administration and Management. He was appointed as a Director of the Company on 26.03.2013 and continues to hold the said office since then. He is also a Director in Unirama Industries Ltd, Holiday Destinations Pvt Ltd, Impex Universal Pvt Ltd and Metro Arrow Amenities Pvt Ltd. He does not hold Membership of Committees of the Board of any other Company. He holds 3000 Equity Shares of the Company.

Registered Office :

"GREEN ACRES"

2, Nazar Ali Lane, Flat-4A

Kolkata - 700 019

Date : 29th May, 2014

By Order of the Board

Kamal Sharma

Executive Director

GREEN INITIATIVES - on sending Annual Report and Accounts to the members of the Company through electronic mode.

This initiative is pursuant to two Circulars bearing nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011, respectively, issued by the Ministry of Corporate Affairs, Govt. of India.

Under the aforesaid Circulars, service of documents, including Annual Reports and Accounts, upon the shareholders through e-mail - shall be in compliance with Section 53 of the Companies Act, 1956.

The Shareholders (whether holding shares in physical or electronic mode), who are interested to receive soft copy of the Annual Reports and Accounts of the Company on and from the year, i.e., 2011-12, are requested to register their respective e-mail ids at the web-page of our Registrar & Share Transfer Agent, C B Management Services (P) Ltd., at : www.cbmsl.com/green.php



UNI WORTH
INTERNATIONAL
LIMITED

DIRECTORS' REPORT TO THE MEMBERS :

Your Directors have pleasure in presenting the 21st Annual Report together with Audited Statement of Accounts for the year ended 31st March, 2014.

FINANCIAL HIGHLIGHTS :

	31st March 2014 (Rs. In Lacs)	31st March 2013 (Rs. In Lacs)
Turnover & other Income	–	6.14
Profit /(Loss) before Interest and Depreciation	(9.15)	(2.89)
Less: Interest	580.61	580.61
Profit /(Loss) before Depreciation	(589.76)	(583.50)
Less: Depreciation	–	–
Profit /(Loss) before Tax	(589.76)	(583.50)
Less: Provision for Taxation	–	–
Fringe Benefit Tax	–	–
Profit /(Loss) after Tax for the year	(589.76)	(583.50)
Add: Balance Brought Forward from the Previous year	(9157.60)	(8574.10)
Profit /(Loss) carried to Balance Sheet	(9747.36)	(9157.60)

OPERATIONS AND MANAGEMENT DISCUSSION & ANALYSIS :

There was no business activity in real terms during the year under review. So there was no income during the year, as against small income generated in previous year from miscellaneous resources.

DEPOSITS :

Your Company has not accepted any deposit within the meaning of Section 58A of the Companies Act, 1956 and the rules made thereunder.

DIRECTORS' RESPONSIBILITY STATEMENT :

In compliance of Section 217 (2AA) of the Companies Act, 1956, your Directors state as follows:

- That in the preparation of accounts, applicable accounting standards have been followed.
- That appropriate accounting policies have been selected and applied consistently with reasonable and prudent judgements and estimates so as to give true and fair view of the state of affairs of the Company.
- That proper and sufficient care have been taken for the maintenance of adequate accounting records for safeguarding assets and for preventing fraud and other irregularities.
- That the Annual Accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE :

As a Listed Company, necessary measures are taken to comply with Clause 49 of Listing Agreements with the Stock Exchanges. A report on Corporate Governance along with a Certificate from the Auditors is annexed hereto and forms part of this Report.



UNI WORTH
INTERNATIONAL
LIMITED

AUDITORS' REPORT :

The observations of the Auditors' Report have been dealt with in the Notes to Profit & Loss Account and the Balance Sheet of the Accounts, and being self-explanatory, do not call for any further clarifications.

DIRECTORS :

Mr. S. K. Sett (DIN : 00527824), retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

During the year 2013-14, Mr. P. P. Chowdhury (DIN : 01460839) has been ceased from the Board w.e.f. 06.03.2014.

Mr. S. K. Rathi (DIN : 01386151), has been appointed as Additional Director of the Company w.e.f. 31.12.2013. Appropriate Resolution seeking your approval for his appointment is appearing in the Notice convening the Annual General Meeting.

AUDITORS :

M/s S S Kothari & Co., Chartered Accountants, are retiring at the ensuing Annual General Meeting and are eligible for re-appointment.

SECRETARIAL AUDITOR

In terms of Section 204 of the Companies Act 2013, the Board of Directors at their meeting held on 29th May, 2014, have appointed M/s K.K.Sanganeria & Associates, Practicing Company Secretaries, as Secretarial Auditor, for conducting Secretarial Audit of the Company for the Financial Year 2014-2015.

PARTICULARS OF EMPLOYEES:

The Company has no employee whose remuneration is more than the limit specified in Section 217 (2A) of the Companies Act, 1956.

ADDITIONAL INFORMATION :

Statement showing particulars pursuant to Section 217(1) (e) of the Companies Act, 1956 and the rules framed thereunder, are not applicable this year to the Company, in as much as there has been no commercial activity during the year.

ACKNOWLEDGEMENT :

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

On Behalf of the Board

Place : Kolkata
Date : 29th May, 2014

Kamal Sharma
Executive Director

S. K. Sett
Director



MANAGEMENT DISCUSSION & ANALYSIS REPORT FOR THE YEAR ENDED 31.03.2014

Industry Structure & Development

Indian Textiles Industry is one of the leading textile industries in the world. Though the global economic downtrend during the past decade have been somewhat arrested, but still the markets for high-end products have not recovered fully as yet. Competition from new manufacturing countries like Korea and China have posed great threats to the future of the Industry in India especially in the Wool / Poly-wool segment of the Industry.

The fast growing retail apparel industry in the organized sector with multiple and strong Brands in every sphere of fabric and clothings, have further increased the importance and demand for textiles products and quality yarns in particular.

Opportunities and Threats

After global economic revival picks up the pace, the demand for value added premium products is expected to rise in the developed countries. The per capita consumption of textile in India is only around 8 kgs as against a global average of 12 kgs which is itself an enormous growth potential. However, the rising cost of raw materials is a matter of concern, together, as mentioned earlier, with the growing competition from other developing countries.

Segmentwise Performance

The Company presently is not having any business activities and hence only one Segment of Trading can be inferred.

Financial Performance

During the year under review, Loss before interest, depreciation and taxes was Rs. 9.15 Lacs as against Rs. 2.89 Lacs in the previous year.

Operations, Management Discussion and analysis

There was no business activity in real terms during the year under review. So there was no income during the year, as against small income generated in previous year from miscellaneous resources.

Risk & Concerns

The primary risk for the Company is with the volatile Export markets and the uncertainty prevailing in the Global Economy. Having to compete with low cost producers from countries like China and Korea, is always a concern. There are no significant current borrowings and thus the company seems isolated from financial risks and concerns, especially in the face of increasing interest rates and cost of Capital.

Risk Management

A comprehensive risk management policy for the purpose of management policy in the Company for periodical review by the Board of Directors is in place. In addition, Risk Management issues are generally discussed in the Audit Committee, and will start being effective once business / trading activities are in swing.

Internal Control System

The Company has adequate system of internal controls to ensure that all assets are safeguarded and protected against loss and that all transactions are authorized, recorded and reported correctly. The systems