



UNIWORTH INTERNATIONAL LIMITED

**ANNUAL
REPORT
2014-2015**



UNI WORTH
INTERNATIONAL
LIMITED

CORPORATE INFORMATION

CIN : L51226WB1992PLC055739

(As on 12.08.2015)

BOARD OF DIRECTORS

KAMAL SHARMA (DIN : 02946513) – *Executive Director*
SANJOY KUMAR SETT (DIN : 00527824)
SHYAM KUMAR RATHI (DIN : 01386151)
PRANATI MAJUMDER (DIN : 07093313)

AUDIT COMMITTEE

SANJOY KUMAR SETT
PRANATI MAJUMDER
KAMAL SHARMA

AUDITORS

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

BANKERS

CENTURION BANK LTD.
THE HONGKONG & SANGHAI BANKING
CORPORATION LIMITED
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
E-mail : uniworthinternationallimited@gmail.com
Website : www.uniworth.com

REGISTRARS

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

NOTICE

Notice is hereby given that the 22nd 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 Tuesday, the 29th day of September, 2015 at 12.00 Noon to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. S. K. Rathi (DIN : 01386151), 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(s), the following resolution as an Ordinary Resolution :

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. S. K. Sett (holding DIN 00527824), Director of the company whose period of office is not liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for a tenure of 5 (Five) consecutive years up to 31st March, 2020.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Pranati Majumder (holding DIN : 07093313), Director of the company whose period of office is not liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director for a tenure of 5 (Five) consecutive years up to 31st March, 2020.

Registered Office :
“GREEN ACRES”
2, Nazar Ali Lane, Flat-4A
Kolkata – 700 019
Date : 12th August, 2015

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 on a Poll 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 23rd September, 2015 to 29th September, 2015 both days inclusive.
- 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, 2013 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(VIII)(E)(1) 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 as mentioned from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 22nd Annual General Meeting (AGM) of the Company by electronic means and the business mentioned in Notice relating thereto may be transacted through the E-Voting services provided by National Securities Depository Limited (NSDL). It is clarified that it is not mandatory for a member to vote using e-facility and a member may avail of said facility at his /her discretion following the procedure below.

The instructions for 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 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 Attendance Slip, which is an Annexure to the Notice for E-voting.
- 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 Sanganerla (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 29, 2015.
- 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 [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) or call on Toll Free No. 1800222990.
- 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 26, 2015 (9:00 am) and ends on September 28, 2015 (5:00 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 September 22, 2015, 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 September 29, 2015.
- VIII. Any person who acquires shares of the company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut off date , i.e. September 22, 2015 may obtain the login id and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for E-voting then you can use your existing User Id and password for casting your vote. If you have forgotten your password, you may reset your password by using "forgot User Details/ Password" option available on <https://www.evoting.nsdl.com>.
- IX. Members who have cast their vote by E-voting prior to the Annual General Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
- X. Shri Kamal Kumar Sanganerla (Membership No. FCS 2643), practicing company secretary and proprietor of K. K. Sanganerla & Associates, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least



two witnesses not in the employment of the Company and shall make, not later than 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.

- XII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.uniorth.com and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of result by the chairman or a person authorized by him in writing. The results shall also be immediately communicated to the Calcutta Stock Exchange Limited 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

ANNEXURES 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. Sett is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 26th March, 2013 and continues to hold the said office since then.

Mr. Sett is a senior Professional having wide experience in Marketing, Management and Administration.

He is also a Director in Unirama Industries Ltd, Metro Arrow Amenities Pvt Ltd, Uniworth Projects Ltd, Impex Universal Pvt Ltd & Holiday Destinations Pvt Ltd.

He also holds 3000 Equity Shares of the Company.

Mr. Sett is Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Sett being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for a tenure of five consecutive years upto 31st March 2020. A notice has been received from a member proposing Mr. Sett as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Sett fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an independent Director of the company and is independent of the management. Copy of the draft letter for appointment of Mr. Sett as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sett as an Independent Director. Accordingly, the Board recommends the resolution for your approval.

Except Mr. Sett, being an appointee, none of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 4. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 5

Mrs. Pranati Majumder is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company on 12th August, 2015, continues to hold the said office since then.

Mrs. Pranati Majumder is a senior professional having wide exposure and experience in various affairs of Shares and Secretarial matters.

She is also a Director in Unirama Industries Ltd .

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Pranati Majumder being eligible and offering herself for appointment is proposed to be appointed as an Independent Director for a tenure of five consecutive years upto 31st March 2020. A notice has been received from a member proposing Mrs. Pranati Majumder as a candidate for the office of Director of the Company.

In the opinion of the Board, Mrs. Pranati Majumder fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an independent Director of the company and is independent of the management. Copy of the draft letter for appointment of Mrs. Pranati Majumder as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Pranati Majumder as an Independent Director. Accordingly, the Board recommends the resolution for your approval.

Except Mrs. Pranati Majumder, being an appointee, none of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange

Particulars relating to Directors seeking appointment /re-appointment pursuant to Clause 49(VIII)(E)(1) of the Listing Agreement.

Mrs. Pranati Majumder

Mrs. Pranati Majumder is senior professional having wide exposure and experience in various affairs of Secretarial Management She was appointed as an Additional Director of the Company on 12.08.2015. She is also a Director of Unirama Industries Ltd. She is also a member of various committees of the Board of Unirama Industries Ltd. She also does not hold, either directly or indirectly, any Equity Shares of the Company.

Mr. S. K. Rathi

Mr. 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 office since then. He is also a Director of 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, and Brightstar Construction Pvt Ltd. He is also a member of various committees of the Board of Uniworth Securities Ltd and Unirama Industries Ltd. He also does not hold, either directly or indirectly, any Equity Shares of the Company.

Registered Office :
"GREEN ACRES"
2, Nazar Ali Lane, Flat-4A
Kolkata - 700 019
Date : 12th August, 2015

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 20 of the Companies Act, 2013.

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**

DIRECTORS' REPORT

To

The Members,

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS

During the year under review, performance of your company as under:

Particulars	31st March 2015 (Rs. in Lacs)	31st March 2014 (Rs. in Lacs)
Turnover & other Income	—	—
Profit /(Loss) before Interest and Depreciation	(17.26)	(9.15)
Less: Interest	580.61	580.61
Profit /(Loss) before Depreciation	(597.87)	(589.76)
Less: Depreciation	—	—
Profit /(Loss) before Tax	(597.87)	(589.76)
Less: Provision for Taxation	—	—
Profit /(Loss) after Tax for the year	(597.87)	(589.76)
Add: Balance Brought Forward from the Previous year	(9747.36)	(9157.60)
Profit /(Loss) carried to Balance Sheet	(10345.23)	(9747.36)

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK :

There was no business activity in real terms during the year under review. So there was no income during the year. But Company is reconsidering about other activities suitable for the Company.

MATERIAL CHANGE AND COMMITMENTS AFTER THE BALANCE SHEET DATE

There have been no material changes and commitments, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of this report

DIVIDEND :

In view of huge accumulated losses, the Directors regret their inability to recommend any dividend for the Financial Year 2014-15.

DEPOSITS

The Company has neither invited nor accepted deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance of Section 134 (5) of the Companies Act, 2013, your Directors state as follows :

- That in the preparation of accounts, applicable accounting standards have been followed and there are no material departures ;
- 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;



- d) That the Annual Accounts have been prepared on a going concern basis ;
- e) That internal financial controls had been laid down and are adequate and operating effectively ;
- f) That proper systems had been devised to ensure compliance with the provision of all applicable laws and such systems are adequate and operating effectively ;

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. S. K. Rathi (DIN : 01386151), retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

Since the last Annual General Meeting, Ms. Sarbani Moitra (DIN : 07091288) has been appointed as an Additional Directors of the Company w.e.f. 11.02.2015 . Appropriate Resolutions seeking your approval for their appointment are appearing in the Notice convening the Annual General Meeting.

DECLARATION FROM INDEPENDENT DIRECTOR

The Independent Directors has submitted their Disclosures to the Board that they fulfill all the requirements as stipulated under section 149 (6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186

The particulars of Loan Guarantee and Investments have been disclosed in the financial statements.

TRANSACTION WITH RELATED PARTY

None of the transactions with related party falls under the scope of section 188 (1) of the Act, the details pertaining to transactions are included in the Corporate Governance Report, which forms part of this report.

AMOUNTS TRANSFERRED TO RESERVES

In view of huge accumulated losses, the Directors regret their inability to recommend any amount to be transferred to reserves for the Financial Year 2014-15.

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

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

RISK MANAGEMENT

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.

CORPORATE SOCIAL RESPONSIBILITIES

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

CONSOLIDATED FINANCIAL STATEMENTS OF SUBSIDIARY COMPANY :

In accordance with Section 129 (3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company and its subsidiary, which is following part of the Annual Report. Summarized details of the subsidiary is provided in Form AOC 1 as Annexure I.

BOARD EVALUATION

The board of directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Clause 49 of the Listing Agreements ("Clause 49").

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and