



**UNIWORTH
INTERNATIONAL
LIMITED**

**ANNUAL
REPORT
2018-2019**

CORPORATE INFORMATION

CIN: L51226WB1992PLC055739

(As on 03.09.2019)

BOARD OF DIRECTORS

KAMAL SHARMA (DIN : 02946513) – EXECUTIVE DIRECTOR
HARISH KANTH MANDRE (DIN: 08396568)
BAHADUR RAM MALLAH (DIN : 08035016)
RAJVEERSINGH B JADON (DIN : 08396518) – INDEPENDENT DIRECTOR
VIVEK CHAUDHARY (DIN : 08396579) – INDEPENDENT DIRECTOR

AUDIT COMMITTEE

RAJVEERSINGH B JADON
VIVEK CHAUDHARY
KAMAL SHARMA

CHIEF FINANCIAL OFFICER

KAMAL SHARMA

AUDITORS

M/s. KHANDELWAL RAY & CO.
Chartered Accountants

BANKERS

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

REGISTERED OFFICE

RAWDON CHAMBERS
11A, Sarojini Naidu Sarani
4th Floor, Unit – 4B,
Kolkata - 700 017
Phone : +91(033) 40061301, 40726028
Website : www.uniworthinternational.com
Email ID : uniworthinternationallimited@gmail.com

REGISTRARS

M/s. MCS Share Transfer Agent Limited
383, Lake Gardens, 1st Floor
Kolkata - 700 045
Phone : (033) 4072 4051-52
E-mail : mcssta@rediffmail.com



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NOTICE

Notice is hereby given that the 26th Annual General Meeting of the Members of **UNIORTH INTERNATIONAL LIMITED** will be held at Science City, Seminar Hall, JBS Haldane Avenue, Kolkata – 700 046 on Monday, the 30th day of September, 2019 at 11:45 A. M. to transact the following business:

ORDINARY BUSINESS :

1. a) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Reports of the Board of Directors and Auditors thereon.
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31 March, 2019, together with the Report of the Auditors thereon.

SPECIAL BUSINESS :

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

RESOLVED THAT Mr. Harish Kanth Mandre (DIN: 08396568), who was appointed as an Additional Director with effect from 29th March, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 152 and any other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Harish Kanth Mandre, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution.

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

RESOLVED THAT Mr. Rajveersingh Baboosingh Jadon (DIN: 08396518), who was appointed as an Additional Director with effect from 29th March, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rajveersingh Baboosingh Jadon, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from 29th March, 2019 to 28th March, 2024.



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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution.

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

RESOLVED THAT Mr. Vivek Chaudhary (DIN: 08396579), who was appointed as an Additional Director with effect from 13th August, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Vivek Chaudhary, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from 13th August, 2019 to 12th August, 2024.

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

RESOLVED THAT Mr. Bahadur Ram Mallah (DIN: 08035016), who was appointed as an Additional Director with effect from 13th August, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of section 152 and any other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Bahadur Ram Mallah, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution.

Registered Office :

Radwon Chambers
11A, Sarojini Naidu Sarani
4th Floor, Unit 4B
Kolkata - 700 017
Date: 3rd September, 2019

By Order of the Board

Kamal Sharma
Executive Director
DIN: 02946513



NOTES :

- a) Due to resignation of existing directors and new appointments/reconstitution thereof, all Directors except Mr. Kamal Sharma (DIN: 02946513), Whole-time Director are Additional Directors holding office, in terms of provisions of Section 161 of the Companies Act, 2013 upto the date of the ensuing Annual General Meeting. Ordinary Resolutions at Item nos. 2 to 5, proposes, inter alia, appointment of Additional Directors as Directors of the Company. Accordingly, the Company has as of date, no director liable to retire by rotation and hence the said notice does not need to contain any item of Ordinary Business for retirement of any Director in accordance with Section 152 of the Act.
- b) 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.
- Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.
- In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- c) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2019 to 30th September, 2019 (both days inclusive).
- d) Intimation of any change of address should be given to the Registrar and Transfer Agent/ Company immediately.
- e) Explanatory Statement U/s 102 of the Companies Act, 2013 is annexed herewith a respect of items of Special Business.
- f) Details under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Listing Agreement, in respect of the Directors seeking appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
- g) Electronic copy of the Annual Report for the financial year 2018-19 along with the Notice of the 26th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2018-19 along with Notice of the 26th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent at their registered addresses.
- h) 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 to their Depository Participants with whom they are maintaining



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their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.

- i) Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website www.uniworthinternational.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in West Bengal for inspection during normal business hours on all working days.
- j) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- k) The Register of Director 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 under section 189 will be made available for inspection by members of the Company at the meeting.

l) 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 amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 26th 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. Put your user ID and password. Click Login.
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DP ID + Client ID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No Folio No).
 - 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.



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- 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(is) 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 Annexure to the Notice for E-voting, which is part of this Notice of AGM to be held on September 30, 2019:
 - b. Please follow all the steps from Sl. No. (ii) to (xii) above, to cast vote.
- I. 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. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata, West Bengal - 700045" 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 30, 2019.
- II. 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.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. 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).
- V. The e-voting period commences on September 27, 2019 (9:00 am) and ends on September 29, 2019 (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 20, 2019, 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.
- VI. 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 30, 2019.
- VII. Any person who acquires shares of the company and becomes a Member of the Company after the



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dispatch of the AGM Notice and holds shares as on the cut off date, i.e. September 20, 2019 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>.

- VIII. 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.
- IX. 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.
- X. 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.
- XI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.uniworthinternational.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.
- m) The Ministry of Corporate Affairs(MCA), Government of India has introduced a 'Green Initiative in Corporate Governance', by allowing paperless compliances by the Companies for service of documents to their members through electronic modes, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.
- 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 are requested to write to our Registrar & Share Transfer Agent, M/s. MCS Share Transfer Agent Ltd., to register their respective e-mail ids
- The Shareholders holding shares in physical mode are requested to fill up the Mandate Form – Form for Register of Members Updation being sent with the Annual Report, which required by the Registrar & Share Transfer Agent of the Company i.e. M/s. MCS Share Transfer Agent Ltd., for catering better and speedy services.**
- n) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
- o) As per section 72 of the Companies Act, 2013, the facility for making /varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation/ cancellation thereof can be made by giving notice in Form SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 (as amended) for the purpose. The forms can be obtained from M/s. MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent of the Company or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in
- p) (i) Members desirous of getting any information in relation to the Company's Annual Report 2018-19 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Annual General Meeting to the Company to enable the Management to keep the information readily available at the Meeting.



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- (ii) Members holding shares in Electronic Form and in Physical Form are requested to bring their Depository ID Number and Client ID Number, folio Number respectively to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
- q) In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gift at the AGM or in connection therewith.

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS

Item no. 2

The Board of Directors of the Company ("the Board") at its meeting held on 29th March, 2019 appointed Mr. Harish Kanth Mandre as an Additional Director of the Company in terms of provisions of Section 161 of the Companies Act, 2013 and other applicable provisions of the Articles of Association (AOA) of the Company and holds office up to the date of this Annual General Meeting of the Company.

In terms of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Harish Kanth Mandre, is proposed to be appointed as a Non-Executive Director of the Company, liable to retire by rotation.

In the opinion of the Board, Mr. Harish Kanth Mandre fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as a Non-Executive Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Harish Kanth Mandre as a Non-Executive Director, for the approval of the shareholders of the Company.

Mr. Harish Kanth Mandre may be deemed to be concerned or interested in the Resolution relating to his proposed appointment. None of the other Directors, key managerial personnel or their relatives has any concern or interest in the said Resolution.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard - 2 on General Meetings, requisite particulars for appointment are given in this Notice

Item no. 3

Mr. Rajveersingh Baboosingh Jadon was appointed by the Board of Directors of the Company ("the Board") as an Additional Director, Category - Independent Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and holds office up to the date of this Annual General Meeting.

In view of his extensive and rich experience and considering the best interests of the Company, it is proposed to appoint the Independent Director of the Company for a period of five (5) consecutive years from the date of his appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act. The proposed term of the Director are mentioned hereunder:

Name of Independent Director	Appointment	
	From	Till
Mr. Rajveersingh Baboosingh Jadon	29th March, 2019	28th March, 2024

In the opinion of the Board, Mr. Rajveersingh Baboosingh Jadon fulfills the conditions specified in the Act and the Rules made thereunder for being appointed as an Independent Director of the Company and he is independent of the management of the Company. The Board considers that the association of the above Director as Independent Director would be of immense benefit to the Company.

The Resolutions set out under Item No. 3 of the Notice seek the approval of the Members for the appointment of the above director as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder.

A copy of the draft letter of appointment of the above director as an Independent Director of the Company setting out the terms and conditions is available for inspection by the Members at the Company's Registered Office on any working day up to the date of the Annual General Meeting, and will also be made available at the AGM venue.