



**UNIWORTH
TEXTILES
LIMITED**

**ANNUAL
REPORT
2015-2016**

CORPORATE INFORMATION

CIN : L17299WB1992PLC055442

(As on 11.08.2016)

BOARD OF DIRECTORS

NIRMAL KUMAR GARG (DIN : 01648057) – Executive Director

NARESH BHIMRAO KHARPKAR (DIN : 06373389)

KAMAL SHARMA (DIN : 02946513)

MOHANA SURENDRA PINGALE (DIN : 07093321)

MUKESH MANDWAL (DIN : 07144137)

AUDIT COMMITTEE

MOHANA SURENDRA PINGALE

MUKESH MANDWAL

NIRMAL KUMAR GARG

COMPANY SECRETARY

AKASH GHUWALEWALA

CHIEF FINANCIAL OFFICER

ANIL KUMAR MEHROTRA

AUDITORS

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

BANKERS

CENTURION BANK LTD.

THE HONGKONG & SANGHAI BANKING
CORPORATION LIMITED

PUNJAB & SIND BANK

STATE BANK OF INDIA

REGISTERED OFFICE

RAWDON CHAMBERS

11A, Sarojini Naidu Sarani

4th Floor, Unit 4B

Kolkata – 700 017

Phone : +91(33) 4006 1301, 4072 6028

E-mail ID: uniworthtextileslimited@gmail.com

Website : www.uniworthtextiles.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

WORKS

Weaving Unit (DTA)

Urla Growth Centre

Raipur, Chattisgarh

100% EOU Finishing Unit

MIDC, Butibori

Nagpur, Maharashtra



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NOTICE :

Notice is hereby given that the 24th Annual General Meeting of the Members of **UNI WORTH TEXTILES LIMITED** will be held at Science City, Seminar Hall, JBS Haldane Avenue, Kolkata – 700 046 on Thursday, the 29th day of September, 2016 at 11.30 A.M. 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, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. N. B. Kharpkar (DIN : 06373389), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kamal Sharma (DIN : 02946513), who retires by rotation and being eligible offers himself for re-appointment.

4. Appointment of Auditors

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, the company here by accorded to appoint M/s S. S. Kothari & Co., Chartered Accountants (FRN - 302034E), as the auditors of the Company, to hold office till the audit of the accounts of the Company for the F.Y. 2016-17 at such remuneration as may be mutually agreed between the Board of Directors and auditors.

Registered Office:

Rawdon Chambers
11A, Sarojini Naidu Sarani
4th Floor, Unit 4B
Kolkata – 700 017

Date: 11th August, 2016

By Order of the Board

Akash Ghuwalewala
Company Secretary

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.

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.

- b) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Register of Members and Share



Transfer Books of the Company will remain closed from 23rd September, 2016 to 29th September, 2016 (both days inclusive).

- c) Intimation of any change of address should be given to the Registrar and Transfer Agent/ Company immediately.
- d) Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and as per the Listing Agreement, in respect of the Directors seeking re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
- e) Electronic copy of the Annual Report for the financial year 2015-16 along with the Notice of the 24th 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 2015-16 along with Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
- f) 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 their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
- g) Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for the financial year 2015-16 will also be available on the Company's website www.uniworthtextiles.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 day.
- h) 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.
- i) 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.

j) 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 24th 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 Textiles Limited e-Voting.pdf" with your Client



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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 Textiles 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 uniworthtexscrutinizer@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 29, 2016:
 - 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 Sanganeria (Unit: Uniworth Textiles 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 29th, 2016.
- 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, 2016 (9:00 a.m) and ends on September 28, 2016 (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 of September 22, 2016, 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, 2016.
 - 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, 2016 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 Sanganeria (Membership No. FCS 2643), Practicing Company Secretary and proprietor of K K Sanganeria & 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.uniworthtextiles.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.
- k. **Particulars relating to Directors seeking appointment /re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

Mr. Naresh Bhimrao Kharpkar

Mr. Naresh Bhimrao Kharpkar is a qualified professional with qualifications like Post Graduate (Honours) in Analytical Chemistry from Pune University and Diploma in Chemical Processing from Mumbai Board. He has rich Industrial experience of over 21 years having worked in similar industries earlier. He has been appointed as a Director of the Company on 13.08.2012 and continues to hold the said office since then. He is also a director of Fibres & Fabrics Pvt. Ltd. and Texworth Credit & Commercial Pvt. Ltd. He does not hold Directorship of any other Company and Membership of Committees of the Board of any other Company. He also does not hold, either directly or indirectly, any Equity Shares of the Company.

Mr. Kamal Sharma

Mr. Kamal Sharma is a senior Professional having wide experience in Project Management and Administration. 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 International Ltd, Uniworth Securities



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Ltd, Unirama Industries Ltd, Uniworth Biotech Ltd, KDL Pharma Ltd., Metro Arrow Amenities Pvt. Ltd., R. B. Properties Pvt. Ltd. and Touchstone Housing Projects Pvt. Ltd. He is also a Member of various Committees of the Board of Uniworth International Ltd, Uniworth Securities Ltd and Unirama Industries Ltd. He also does not hold, either directly or indirectly, any Equity Shares of the Company.

- l) 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 register their respective e-mail ids at the web-page of our Registrar & Share Transfer Agent, M/s. C B Management Services (P) Ltd., at: www.cbmsl.com/green.php

- m) 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

Registered Office :

Radwon Chambers
11A, Sarojini Naidu Sarani
4th Floor, Unit 4B
Kolkata – 700 017
Date: 11th August, 2016

By Order of the Board

Akash Ghuwalewala
Company Secretary



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DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2015-2016

To

The Members,

Your Directors have pleasure in presenting their 24th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

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

	31st March 2016 (₹ In Lacs)	31st March 2015 (₹ In Lacs)
Sales	2692.66	2992.99
Profit/(Loss) before Interest and Depreciation & before prior period adjustment	1297.24	(529.96)
Previous year Adjustment & Extra Ordinary Income	125.37	34.91
Profit/(Loss) before Interest and Depreciation	(1422.61)	(564.87)
Less: Finance Cost	993.54	967.12
Profit / (Loss) before Depreciation	(2416.15)	(1531.99)
Less: Depreciation	45.29	45.76
Profit / (Loss) before Tax	(2461.44)	(1577.75)
Provision for Taxation	—	—
Net Profit /(Loss) after Tax for the Year	(2461.44)	(1577.75)
Add: Balance b/f from the Previous year	(24148.26)	(22570.51)
Balance carried to Balance Sheet	(26609.70)	(24148.26)

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK :

India Textile Industry is one of the leading textile industries in the world. Though it was predominantly unorganized industry even a few years back, but the scenario started changing after the economic liberalization of Indian economy in 1991. The opening up of economy gave the much-needed thrust to the Indian textile industry.

The Company was incorporated in 1992 and have much market share in worsted suiting in India. The Company is also making fresh and enthusiastic efforts to improve its performance in the world market, particularly Europe, Japan and the Middle East Countries.

Due to continued economic recession and crisis in Textile markets and as a result thereof, turnover decreases marginally to Rs. 26.93 crores as against Rs. 29.93 crores in the previous year. However, the Company's effort over the past years to enhance its presence in the Domestic sector bore fruit and by penetrating the Institutional segment, there was a significant rise in Domestic Sales.

Due to overall decrease in Turnover and increase in input costs the Company suffering cash loss. During the year under Review the Company continued to be as a Sick Industrial Undertaking as the Hon'ble High Court of Calcutta vide order dated 08.11.2013 passed in W.P. No. 31462 (W.P.) of 2013 has held that order of abatement passed by AAIFR cannot attain finality till S.A. No. 03 of 2012 is decided by Debt Recovery Tribunal, Nagpur. The matter is sub-judice before the Court of Law.

BUSINESS OUTLOOK :

The inherent strengths of the textile industry have seen the textile industry through rough days and hard times.

The World trading system have endangered the stability of the textile industry and created an atmosphere



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of uncertainty and turbulence in the industry. But it is also a fact that turbulence is necessary for any change in the system. In a World that is fast losing its traditional boundaries and borders are becoming invisible, there is need to bring about technological improvement, structural changes, liberalisation from controls and regulations, increased productivities of labour and machine and reliable quality assurance systems. If there is insecurity inherent in the globalised economy, there is also opportunity – opening up of vast markets to Indian textiles and Indian clothing that were earlier closed or regulated and Indian textile industry is ready to take up this opportunity of free trade and secure its well deserved position in the international textile arena.

The Economic crisis is continuing to affect the order situation adversely. The on-going competition with China is also making it difficult to generate fresh business. Although China is the number one apparel export country, and the Chinese-made fabrics are still not satisfactory in respect of color, texture, quality etc. To be more competitive in the domestic market, the management is pursuing with the Government Authorities for De-bonding of our processing unit.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY :

No material changes affecting the financial position of the company occurred between the end of the financial year to which this financial statements relate on the date of this report.

CHANGES IN SHARE CAPITAL :

During the Financial Year 2015-16, there have been no changes in the share capital of the Company.

DISCLOSURE REGARDING ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS :

The Company has not issued any Equity Shares with differential Rights during the financial year.

DISCLOSURE REGARDING ISSUE OF EMPLOYEE STOCK OPTIONS :

The Company has not issued any Employee Stock Options during the financial year.

DISCLOSURE REGARDING ISSUE OF SWEAT EQUITY SHARES :

The Company has not issued any Sweat Equity Shares during the financial year.

DIVIDEND :

In view of huge accumulated losses, the Directors regret their inability to recommend any dividend for the financial year 2015-16.

DEPOSITS :

Your Company has not accepted any deposit within the meaning of deposits, covered under Chapter V of the Companies Act, 2013

DIRECTORS RESPONSIBILITY STATEMENT :

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they 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;
- iii. they have taken proper and sufficient care for the 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 fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively except deficiencies in operating effectiveness in respect of old outstanding of trade receivables, advances to parties and some old creditors for expenses;



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- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Mr. N. B. Kharpkar (DIN : 06373389), retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

Mr. Kamal Sharma (DIN : 02946513) retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

Since the last Annual General Meeting, Mr. Akash Ghuwalewala has been appointed as Company Secretary w.e.f. 30th May, 2016 and Mr. Subid Chandra Majumder has resigned as Company Secretary w.e.f. 30th May, 2016.

DECLARATION BY INDEPENDENT DIRECTOR :

No Independent Director has been appointed during the year 2015-16 under section 149 (6) of the Companies Act, 2013.

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186 :

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 forms part of the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES :

Related party transactions that were entered during the financial year were on arm's length basis and in the ordinary course of business. There were no materially significant related party transactions which were in conflict of the Company.

SUBSIDIARY COMPANIES :

The Company does not have any subsidiary company.

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 2015-16.

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

The details pertaining to conservation of energy, technology, absorption, foreign exchange earnings and outgo are provided as Annexure I, which forms part of this report.

RISK MANAGEMENT POLICY :

In term of section 134 (3) (n) of the Act, the Board of Director has adopted a comprehensive risk management policy which include identification of element of risk, its mitigation and other related factor. The Board periodically review the same.

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.

BOARD EVALUATION :

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. 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 functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee