

**WORTH INVESTMENT & TRADING CO.
LIMITED**

THIRTY SECOND ANNUAL REPORT 2011-2012

REGISTERED OFFICE:

34, C.R AVENUE, 1ST FLOOR, CABIN NO.2

KOLKATA-700012

WORTH INVESTMENT & TRADING CO. LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at 34, C. R. Avenue, 1st Floor, Cabin No.2, Kolkata - 700 012 on Friday, the 28th day of September, 2012 at 4:00 p.m. to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1

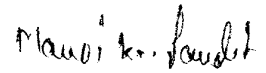
To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2012, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

ITEM NO. 2

To appoint Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s Maroti & Associates, Chartered Accountant, be and are hereby appointed as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company."

By order of the Board



Chairman

Place: Kolkata

Date: The 3rd day of July, 2012

Registered Office:

34, C. R. Avenue, 1st Floor, Cabin No.2
Kolkata - 700012

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend the meeting and vote on a Poll, if any, in his/her stead and the proxy need not be a member of the Company. The instrument appointing proxies, in order to be effective, must be received by the Company at the registered office, not less than 48 hours before the scheduled time of the meeting. A blank proxy form is annexed to this notice.
2. Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in Form No.2B in duplicate.
3. Members are requested to send their queries, if any on the operations of the Company, to reach the Company at the Company's Registered Office, at least 10 days before the meeting, so that the information can be compiled in advance.
4. 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.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the meeting.
6. Copies of Annual Report will not be distributed at the venue of the meeting. Members may bring the copy of the Annual Report of the Company for the year 2011-12 circulated to them.

DIRECTORS' REPORT

To the Members of WORTH INVESTMENT & TRADING CO. LIMITED

The Directors present their 32nd Annual Report together with the accounts of your Company for the year ended 31st March, 2012.

FINANCIAL HIGHLIGHTS

| PARTICULARS | 2011-2012 | 2010-2011 |
|--|-------------|-----------|
| Total Revenue | 13,42,917 | 726,415 |
| Total Expenses | 258,110 | 201,377 |
| Profit/(Loss) Before Exceptional & Extraordinary Items & Tax | 10,84,807 | 525,038 |
| Less: Exceptional Items | 795,349 | 8,394 |
| Profit/(Loss) Before Tax | 289,458 | 516,644 |
| Provision for Taxation | 261,927 | NIL |
| Profit/(Loss) After Tax | 27,531 | 516,644 |
| Less: Transferred to Reserve Fund u/s 45IC of RBI Act, 1934 | 3,399,506 | NIL |
| Profit/(Loss) After Appropriation | (3,371,975) | 516,644 |
| Add: Profit/(Loss) Brought Forward | 3,029,528 | 2,512,884 |
| Profit/(Loss) Carried to Balance Sheet | (342,447) | 3,029,528 |

DIVIDEND

Your directors do not recommend any dividend.

AUDITORS

M/s Maroti & Associates, Chartered Accountant Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment.

The Company has received letters from them to the effect that their appointment / reappointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such appointment / reappointment within the meaning of Section 226 of the said Act.

The Notes on Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

EMPLOYEES

In terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, the names and other particulars of the employees are required to be set out in the Annexure to the Directors' Report. However, your company has no such employees.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars relating to energy conservation, technology absorption as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the company. Details of foreign exchange earnings and outgo, as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given hereunder :-

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DIRECTORS' RESPONSIBILITY STATEMENT

The Directors, based on the representations received from the operational management, confirm in pursuance of Section 217 (2AA) of the Companies Act, 1956, that:

- i) your Company has, in the preparation of the annual accounts for the year ended 31st March, 2012, followed the applicable accounting standards along with proper explanations relating to material departures, if any;
- 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 as at 31st March, 2012 and of the profit of your Company for the financial year ended 31st March, 2012;
- iii) they have taken proper and sufficient care to the best of their knowledge and ability, 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; and
- iv) The annual accounts have been prepared on a going concern basis.

SECRETARIAL COMPLIANCE CERTIFICATE

As required by Section 383A of the Companies Act, 1956, the Compliance Certificate received from Company Secretary in whole time practice is enclosed herewith

ACKNOWLEDGEMENT

Your Directors would like to express their grateful appreciation for assistance and co-operation received from the Banks, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services of the Executives, Staff and Workers of the Company.

For and on behalf of the Board

Manoj K. Pandey

Chairman

Place: Kolkata

Date : The 3rd day of July, 2012

CS SWATI KEDIA

Practicing Company Secretary

CIN: U67120WB1980PLC032932

Authorized Capital: Rs. 20,00,000/-

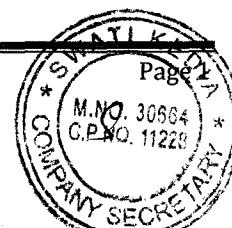
SECRETARIAL COMPLIANCE CERTIFICATE

[Rule 3 of Companies (Compliance Certificate) Rules, 2001]

TO,
THE MEMBERS,
M/S. WORTH INVESTMENT & TRADING CO. LIMITED.
KOLKATA, (WB)

I have examined the registers, records and books and papers of "WORTH INVESTMENT & TRADING CO. LTD" as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions of contained in the Memorandum and Articles of Association of the company for the financial year ended on 31st March 2012. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

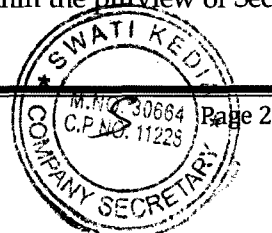
1. The company kept and maintained all the registers as stated in "Annexure-A" to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in "Annexure-B" to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The company, being a Public Limited Company, has the minimum prescribed paid-up capital, and comments on maximum number of members are not required.
4. The board of directors duly met 9 (Nine) Times duly on 15/04/2011, 25/05/2012, 01/06/2011, 01/07/2011, 10/07/2011, 18/07/2011, 16/08/2011, 11/11/2011, 23/11/2011 & 11/01/2012 in respect of which meetings proper notices was given and the proceedings were properly recorded and signed including the circulars resolutions passed in the minute's book maintained for the purpose.
5. The company has closed its Register of Members from 11th July, 2011 to 18th July, 2011 for the purpose of the record date for the Annual General Meeting during the financial year.
6. The Annual General Meeting for the financial year end on 31st March 2011 was held on 18th July, 2011 after giving due notice to the members of the company and the resolution passed there at were duly recorded and signed in the minutes books maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. According to the information provided, the company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. According to information and explanations furnished to me, the company has duly complied with the provisions of Section 297 of the Act in respect of contracts specified in that section.



CS SWATI KEDIA

Practicing Company Secretary

10. The company has made necessary entries in the register maintained under section 301 of the Companies Act, 1956.
11. According to information and explanations furnished to me, there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the board of directors, members, or the Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The company -
 - i. has delivered all the certificate of allotment and lodgment thereof for transfer or transmission of shares during the financial year.
 - ii. has not declared any dividend during the financial year.
 - iii. was not required to post warrants to any members of the Company as no dividend was declared during the financial year.
 - iv. was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - v. has duly complied with the requirements of section 217 of the Act.
14. The board of directors of the company is duly constituted and change among the directors has been duly made in accordance with the provisions of the Act.
15. The company has regularizes appointed the Directors in the previously held Annual General Meeting
16. As per the information provided, the company has not appointed any sole selling agent during the financial year.
17. According to the information and explanation furnished to me, the company has not require to obtain any approval from the Central Government, Company Law Board, Regional director, registrar or such other authorities as may be prescribed under the provisions of the act and the rules made there under.
18. The directors have disclosed their interest in other firms/companies to the board of directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any securities during the financial year.
20. The company has not bought back any shares/ debentures during the financial year.
21. There was no redemption of preference shares/ debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, right shares, and bonus shares pending registration, of transfer of shares.
23. The company has not invited/ accepted any deposits falling within the purview of Section 58-A of the Act, during the financial year.



CS SWATI KEDIA

Practicing Company Secretary

24. The company has not borrowed any sum during the financial year.
25. According to the information and explanation furnished, the company has not made loans and investments or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the act and no longer required to make entries in the register kept for the purpose.
26. The company has not altered the provisions of Memorandum with respect to the situation of the company's registered office from one state to another during the financial year.
27. The company has not altered the provisions of Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of Memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of Memorandum with respect to share capital of the company during the financial year.
30. The company has not altered its Articles of Association during the financial year.
31. On the basis of representation received from the Company there was no prosecutions initiated against or show cause notices received by the company for alleged offences under the Act and also no fines or penalties or any other punishments imposed on the company during the financial year.
32. The company has not received any money as security from its employees during the year.
33. The company has not constituted any provident fund with reference to section 418 of the Companies Act. 1956.

Place: KOLKATA

Date: 18.07.2012

Swati Kedia
C.P. No :- 11228
M. No :- 30684

