

WORTH INVESTMENT & TRADING COMPANY LIMITED

36TH ANNUAL REPORT

2016

34, C.R AVENUE, 1ST FLOOR CABIN NO. 2, KOLKATA-700012

Corporate Information

Board of Director

RAKESH KUMAR MISHRA	MANAGING DIRECTOR
DILIP KUMAR SHAW	DIRECTOR
SUMAN PAL	DIRECTOR
ARCHANA SHARMA	DIRECTOR

Company Secretary & Compliance Officer

KALPANA TEKCHANDANI

REGISTRAR & SHARE TRANSFER AGENT

MAHESHWARI DATAMATICS PVT.LTD.

SEBI Authorised Registrar & Share Transfer Agents

Head Office:

6, Mango lane, 2nd Floor
Kolkata-700001
Phone: 22435029/5809
Email: mdpldc@yahoo.com
Website: www.mdpl.in

Statutory Auditor

MAROTI & ASSOCIATES,
Chartered Accountant,
(FRN 322770E)

Registered Office

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

Email-Id: info@worthinv.com

Stock Exchange

Bombay Stock Exchange Ltd.
The Calcutta Stock Exchange Ltd

Website

www.worthinv.com

36TH ANNUAL GENERAL MEETING

Worth Investment & Trading Company Limited**CIN No.: L67120WB1980PLC032932****Registered Office:** 34, C.R. Avenue 1st Floor Cabin No. 2

Kolkata-700012, West Bengal

Email-ID: info@worthinv.com**NOTICE**

Notice is hereby given that the 36th Annual General Meeting of the members of Worth Investment & Trading Company Limited will be held on Friday, the 30th day of September, 2016 at 10:30 A.M at its registered office at 34, C.R Avenue 1st Floor Cabin No. 2, Kolkata-700012 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2016, including the audited Balance Sheet as at 31st March' 2016, Statement of Profit & Loss for the year ended on that date and the reports of the Board of Director's and Auditor's thereon.

2. To ratify the appointment of Statutory Auditors.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the resolution passed by the members at the Annual General Meeting (AGM) held on 30th September, 2015, the appointment of M/s. Maroti & Associates, Chartered Accountants, Kolkata (Firm's Registration No. 322770E), as Statutory Auditors of the Company for a term of five years i.e. till the conclusion of the 40th AGM, which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 37th AGM of the Company to be held in the year 2017, at such remuneration as may be determined by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT Ms. Archana Sharma (DIN: 07137760), who was appointed as an Additional Director with effect from 30th June, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a Independent Director of the company for a term of five year up to 40th Annual General Meeting of the Company liable to retire by rotation."

36TH ANNUAL GENERAL MEETING

By order of the Board of Directors

Sd/-

Mr. Kalpana Tekchandani
Company Secretary

Place: Kolkata
Date: 27th May' 2016

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 (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE TIME OF COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights provided that a member holding more than 10% 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 proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.

4. Members/proxies are requested to produce the enclosed attendance slip duly filled up and signed as per specimen signature recorded with the Company for admission to the meeting hall.

5. Members who hold shares in dematerialized form are requested to bring their client ID and DPID numbers for easier identification of attendance at the meeting.

6. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2016 to Sunday, 2nd October, 2016 (both days inclusive) in connection with the AGM.

7. Members are requested to bring their attendance slips alongwith copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will NOT be distributed and/or be made available at the meeting.

8. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.

9. All relevant documents referred to in the Notice are available for inspection by the members at the registered office of the Company during business hours on working days up to the date of the AGM.

36TH ANNUAL GENERAL MEETING

10. The Register of Directors 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, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

11. Members are requested to notify immediately any change of address or bank mandates to their respective Depository Participant(s) in respect of their holding in electronic form and to the RTA, Maheshwari Datamatics Pvt. Ltd., 6, Mango Lane, 2nd Floor, Kolkata – 700001 in respect of physical share folios, if any.

12. The shares of the Company are listed on BSE Ltd. and Calcutta Stock Exchange. Listing fees for the financial year 2015-16 has been paid to the said stock exchanges.

13. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form can submit their PAN to the Company / RTA.

14. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members. Members are thus requested to kindly submit their e-mail ID and other details vide Members Database Updation Form attached with this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the RTA. The e-mail ID provided shall be updated subject to successful verification of your signature(s) as per record available with the RTA of the Company.

15. The Annual Report 2015-16, the Notice of 36th AGM and instructions for e-voting along with Attendance Slip and Proxy Form are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s), unless a member has requested for physical copy of the documents. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode.

16. Information and other instructions relating to e-voting.

(a) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as substituted by the Companies (Management and Administration) Amendment, Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed at the 36th AGM by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as agency to provide e-voting facility.

(b) The Board of Directors of the Company has appointed CS Praveen Sharma, Practicing Company Secretary (ACS No.: 30365/ CP No.: 14501), Proprietor, Sharma Praveen & Associates, Company Secretaries, Kolkata, as the Scrutinizer to conduct and scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.

(c) The facility for voting through ballot paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The members who have cast their vote

36TH ANNUAL GENERAL MEETING

by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(d) The remote e-voting period commences on Tuesday, 27th September, 2016 (9:00 a.m.) and ends on Thursday, 29th September, 2016 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. 23rd September, 2016, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently

(e) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e. 23rd September, 2016. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through ballot paper.

(f) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 23rd September, 2016 may obtain the User Id and password by sending a request at helpdesk.evoting@cdslindia.com or contact to the RTA at 2243 5029/5809. However, if the member is already registered with CDSL for remote evoting then he can use his exiting user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evotingindia.com or contact CDSL at the toll free no.: 1800-200-5533.

(g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote 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. Further, in accordance with Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall submit to the Stock Exchange, details of the Voting results in the prescribed format within forty-eight hours of conclusion of the AGM. The results declared along with the consolidated scrutinizer's report shall be placed on the Company's website www.worthinv.com and on the website of CDSL www.cdslindia.com. The result shall simultaneously be communicated to the BSE Ltd & CSE Ltd.

(h) Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to have been passed on the date of the Meeting i.e. 30th September, 2016.

17. A. The instructions for remote e-voting are as under:

(i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

36TH ANNUAL GENERAL MEETING

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the WORTH INVESTMENT & TRADING COMPANY LIMITED on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

36TH ANNUAL GENERAL MEETING

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.

(B) The voting period will commence from Tuesday, 27th September, 2016, (9.00 a.m.) and will end on Thursday, 29th September, 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 i.e. 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

36TH ANNUAL GENERAL MEETING

Item No. 3

The Board of Directors of the Company had appointed Ms. Archana Sharma (Din: 07137760) as an Additional Director of the Company with effect from 30th June, 2015. The Company has received a notice under Section 160(1) of the said Act from a Member along with requisite deposit signifying his intention to propose Ms. Archana Sharma (Din: 07137760) for appointment as an Independent Director of the Company.

The Board considers that the expertise of Ms. Archana Sharma (Din: 07137760) should continue to remain available to the Company and therefore, recommends the Ordinary Resolution set out at item no. 4 of the Notice for your approval. Ms. Archana Sharma (Din: 07137760) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Ms. Archana Sharma (Din: 07137760) along with her relatives does not hold any shares in the Company.

Except Ms. Archana Sharma (Din : 07137760) none of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

By order of the Board of Directors

Sd/-
Mr. Kalpana Tekchandani
Company Secretary

Place: Kolkata
Date: 27th May, 2016

Registered office:

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

36TH ANNUAL GENERAL MEETING

Director's Report**For The Financial Year 2015-16**

Dear Members,

Your Directors have pleasure in presenting their 36th Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31st, 2016.

1. Financial Performance of the Company

(Amount in Rs.)

<u>FINANCIAL RESULTS</u>	<u>2015-16</u>	<u>2014-15</u>
Profit/(Loss) After Tax	10,327	42,421
Add: Profit Brought Forward From Previous Year	(69,699)	(1,03,620)
	(59,372)	(61,199)
Less: Transferred to Special Reserve	2500	8,500
Balance Transferred over to next year	(61,872)	(69,699)

2. Dividend

Your Directors have not recommended any dividend in view of the optimum profit in the present financial year in order to maintain a healthy capital adequacy ratio to support long term growth of your company.

3. Transfer Of Unclaimed Dividend To Investor Education And Protection Fund.

The provisions of Section 125(5) of the Companies Act, 2013 do not apply on the company as no dividend has been declared during the year.

4. Reserve

Your Directors have proposed to transfer Rs 2,500/- to the Statutory Reserve Fund in the present financial year as per the guideline prescribed by the Reserve Bank of India, being a Non-Banking Financial Company.

5. Share Transfer system and Registers & Share Transfer Agents

During the year under review, the Company has connectivity with both Depositories, namely NSDL and CDSL (ISIN No: INE114O01012). The Company has appointed M/s Maheswari Datamatics Private Limited at 6, Mango Lane, 2nd Floor, Kolkata-700001 as Registrar and Share Transfer Agent to facilitate shares transfer job to its members.