

**INDOWORTH
HOLDINGS LIMITED**
(Formerly Uniworth Securities Limited)

**ANNUAL
REPORT
2016-2017**

CORPORATE INFORMATION

CIN : L51900MH1985PLC035670

(As on 28.08.2017)

BOARD OF DIRECTORS

NURANI SUBRAMANIAN RAMANATHAN (DIN : 03326478) – Executive Director

MEENA LOHIA (DIN : 02331504)

KAMAL SHARMA (DIN : 02946513)

RAJENDRA PANDEY (DIN : 07144144) – Independent Director

MOHANA SURENDRA PINGALE (DIN : 07093321) – Independent Director

AUDIT COMMITTEE

MOHANA SURENDRA PINGALE

RAJENDRA PANDEY

KAMAL SHARMA

COMPANY SECRETARY

SHYAM KUMAR RATHI

CHIEF FINANCIAL OFFICER

RAMCHANDRA PYARELAL MEHTA

AUDITORS

M/s R. K. CHANDAK & CO.,
Chartered Accountants

BANKERS

ANDHRA BANK

REGISTERED OFFICE

B-130, MIDC

Butibori Industrial Area

Nagpur - 441122

Phone : +91 (7104) 265321

CORPORATE OFFICE

RAWDON CHAMBERS

11A, Sarojini Naidu Sarani

4th Floor, Unit 4B

Kolkata – 700 017

Phone : +91(33) 4003 1301

E-mail ID : uniworthsecuritieslimited@gmail.com

indoworthholdingslimited@gmail.com

Website : www.uniworthsecurities.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

INDOWORTH
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(Formerly UNIWORTH SECURITIES LIMITED)

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of **Indoworth Holdings Limited** (formerly Uniworth Securities Limited) will be held at the registered office of the Company at B-130, MIDC, Butibori Industrial Area, Nagpur-441122 (Maharashtra) on Tuesday, the 26th day of September, 2017 at 10.00 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, 2017 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kamal Sharma (DIN: 02946513), who retires by rotation and being eligible offers himself for re-appointment.
3. **Appointment of Statutory 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 hereby accorded to appoint M/s Goenka Shaw & Co., Chartered Accountants (FRN - 319075E), as the auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting of the Company to be held in the financial year 2022-23 subject to ratification of the appointment at every Annual General Meeting and the Board of Directors be and are hereby authorized to fix their remuneration for the said period.”

Registered Office:
B-130, MIDC, Butibori Industrial Area,
Nagpur- 441122 (Maharashtra)

By Order of the Board

Shyam Kumar Rathi
Company Secretary

Date: 28th August, 2017

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 SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2017 to 26th September, 2017 (both days inclusive).
- c) Intimation of any change of address should be given to the Registrar and Transfer Agent/ Company immediately.

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- d) 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/re-appointment at the Annual General Meeting, forms integral part of the Notice.
- e) Electronic copy of the Annual Report for the financial year 2016-17 along with the Notice of the 31st 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 Participant(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 2016-17 along with Notice of the 31st 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.
- 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 31st Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website www.uniworthsecurities.com. The physical copies of the aforesaid documents will also be available at the Company's Corporate 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**
 - l. 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 Regulation 44 of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 31st 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 Participant(s)] :
 - i. Open email and open PDF file viz, "USL 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 (DPID+ClientID).
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No Folio No).

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- 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 Securities 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 uniworthsecsscruinizer@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 Participant(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 26, 2017:
 - 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: Indoworth Holdings Limited (formerly Uniworth Securities 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 26, 2017.
- 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> 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 23, 2017 (9:00 a.m) and ends on September 25, 2017 (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 19, 2017, 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 26, 2017.
- 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 cutoff date, i.e. September 19, 2017 may

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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 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.
- 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.uniworthsecurities.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 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. Kamal Sharma is a senior Professional having wide experience in Project Management and Administration. He was appointed as a Director of the Company on 25.02.2014 and continues to hold the said office since then. He is also a Director of Uniworth International Ltd, Uniworth Textiles Ltd, Unirama Industries Ltd, Uniworth Biotech Ltd, KDL Pharma Ltd, Metro Arrow Amenities Pvt Ltd and R. B. Properties Pvt Ltd. He is also a Member of various Committees of the Board of Uniworth International Limited, Uniworth Textiles 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:
B-130, MIDC, Butibori Industrial Area,
Nagpur- 441122 (Maharashtra)

Date: 28th August, 2017

By Order of the Board

Shyam Kumar Rathi
Company Secretary

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DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2016-2017

To

The Members

Your directors have pleasure in presenting their 31st Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2017.

FINANCIAL HIGHLIGHTS :

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

(₹ in 000's)

	31st March, 2017	31st March, 2016
Total Income	15463.50	15839.30
Profit before Interest and Depreciation	1039.08	561.15
Less: Interest	89.02	83.39
Profit before Depreciation	950.06	477.76
Less: Depreciation	150.57	177.97
Profit before Extra- Ordinary item	799.49	299.79
Less : Extra Ordinary Item	–	–
Profit before Tax before Extra- Ordinary item	799.49	299.79
Less: Provision for Taxation	245.17	224.31
Less : Deferred Tax	1.87	(54.82)
Profit After Tax for the year	552.45	130.30
Add : Balance B/F from the Previous year	5105.20	4974.90
Profit available for appropriation	5657.65	5105.20
Appropriations :		
General Reserve	–	–
Dividend on Equity Shares	–	–
Tax on Proposed Dividend	–	–
Surplus Balance carried to Balance Sheet	5657.65	5105.20

STATE OF COMPANY'S AFFAIRS :

During the year under review, total Income mainly from trading activities stood decreased to Rs.154.63 lakhs as against Rs. 158.39 lakhs in the previous year. However, Profits after Tax increased to Rs. 5.52 lakhs as against Rs. 1.30 lakhs.

BUSINESS/FUTURE OUTLOOK :

Steps are being taken to increase existing business activities and also consider possibilities of starting fresh ventures.

CHANGE IN NATURE OF BUSINESS :

No change in the nature of the Business taken place during the year under review.

DIVIDEND :

During the F.Y. 2016-17, with the view to conserve the resources of Company, the Directors are not recommending any dividend.

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AMOUNTS TRANSFERRED TO RESERVES :

The Board of the Company has proposed to carry Rs. 5.52 lakhs to its reserve.

CHANGE IN NAME AND REGISTERED OFFICE:

During the F.Y. 2016-17, name of the Company was changed from Uniworth Securities Limited to Indoworth Holdings Limited with effect from 21.11.2016.

The registered office of the Company was changed from 113, 114, Gambhir Industrial Estate, C Wing, Vishweshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai – 400 063 to B-130, MIDC, Butibori Industrial Area, Nagpur- 441 122 with effect from 07.08.2017

CHANGES IN SHARE CAPITAL :

During the Financial Year 2016-17, 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.

EXTRACT OF ANNUAL RETURN :

The extract of Annual Return in format MGT -9 for the Financial Year 2016-17 has been enclosed with this report as "Annexure II".

MEETING OF BOARD :

Nine Board meetings were held during the financial year under review:

Board Meeting held during the year		
Date of Board Meeting	Total Strength of the Board	No. of Directors present
30.05.2016	04	03
12.08.2016	04	03
31.08.2016	05	03
14.10.2016	05	02
09.11.2016	05	03
28.11.2016	05	02
30.12.2016	05	02
09.02.2017	05	03
13.02.2017	05	02

MEETING OF AUDIT COMMITTEE:

Four meetings of Audit Committee were held during the financial year under review:

Audit Committee Meeting held during the year		
Date of Audit Committee Meeting	Total Strength of the Audit Committee	No. of Members present
30.05.2016	4	3
12.08.2016	4	3
09.11.2016	3	2
09.02.2016	3	2

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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 on arm's length basis and in the ordinary force of business. There were no Materially significant related party transactions which were in conflict of the Company.

AUDITORS REPORT :

The observations made by Auditors in their Auditor's Report with reference to notes to financial statements are self explanatory and need no comments, forms part of this report.

MIGRATION TO INDIAN ACCOUNTING STANDARDS (IND AS):

As per the Directions issued by Ministry of Corporate Affairs, the companies and their auditors shall comply with Indian Accounting standards for the accounting periods beginning on or after 1st April 2017, with comparatives for the periods ending on 31st March 2017 for companies whose equity or debt securities are listed or in the process of being listed on any stock exchange in India or outside India and having networth of less than Rs. 500 Crores. The Company is in the process of migrating to Indian Accounting Standards.

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.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING 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.

DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES :

The details regarding Company's subsidiaries are provided in Form AOC 1 annexed hereto as "Annexure- III" and forms part of this report.

RISK MANAGEMENT POLICY :

In terms 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 reviews the same. In view of Paragraph 4.1 of SEBI Circular CIR/CFD/POLICY CELL/2/2014 dated 17th April, 2014, no Risk Management Committee has been constituted since it is not covered by the requirements of the above-mentioned Paragraph.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Mr. Kamal Sharma (DIN: 02946513) who retires by rotation and being eligible offers himself for re-appointment.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL :

No significant & material orders passed by the regulators or courts or tribunal.

STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS :

The Company has adequate internal control procedures commensurate with the size, scale and complexity of its operations, which are well supplemented by surveillance of Internal Auditors.

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DEPOSITS :

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

RECEIPT OF ANY COMMISSION BY MD / WTD FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM IT HOLDING OR SUBSIDIARY :

No receipt of any commission by MD / WTD from a Company has been made.

DECLARATION BY INDEPENDENT DIRECTOR :

Pursuant to Section 149(7) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in Section 149(6) of the Act.

STATUTORY AUDITORS :

The Company's auditors M/s. R. K. Chandak & Co. (Firm Registration Number 319248E) have already completed more than ten years as Statutory Auditors of the Company.

In accordance with provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 regarding mandatory rotation of auditor requirement, it is proposed to appoint M/s. Goenka Shaw & Co. (Firm Registration Number 319075E) as Statutory Auditors for a period of 5 continuous years i.e., from the conclusion of 31st Annual General Meeting till the conclusion of 36th Annual General Meeting of the Company to be held in the financial year 2022-23.

M/s. Goenka Shaw & Co., have informed the Company that their appointment if made would be within the limits prescribed under Section 141 of the Companies Act, 2013.

M/s. Goenka Shaw & Co., have also furnished a declaration confirming their independence as well as their arm's length relationship with the Company and declared that they have not taken up any prohibited non-audit assignments for the Company.

APPOINTMENT OF INTERNAL AUDITOR :

The Company has appointed M/S. P. K. Bothra & Co., Chartered Accountants, as an Internal Auditor of the Company for the financial year 2017-18. M/S. P. K. Bothra & Co., placed the internal audit report to the Company which is self explanatory and need no comments.

SECRETARIAL AUDITOR :

In terms of Section 204 of the Companies Act 2013, the Board of Directors at their meeting held on 29th May, 2017, have appointed M/s K K Sangneria & Associates, Practicing Company Secretaries, as Secretarial Auditor, for conducting Secretarial Audit of the Company for the Financial Year 2017-18. Report of the Secretarial Auditor for the financial year ended 31.03.2017 is given as "Annexure I" which forms part of this report.

BOARDS VIEW :

The observations of the Auditor's report have been dealt with in the Notes on Financial Statements for the year ended 31st March, 2017, and being self explanatory, do not call for any further clarifications.

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 & 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.

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The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the Individual Directors on the basis of the criteria such as the contribution of the Individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and elected Chairman of the each meeting was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

- The Nomination and Remuneration Committee as specified u/s 178 of the Companies Act, 2013 was formed with a view to reviewing and making recommendations on annual salaries, performance, commissions, perquisite and other employment conditions of Executives and Officials. The Committee’s also takes into consideration remuneration practices followed by leading Companies as well as information provided by reputed consultants while determining the overall remuneration package.
- During the year under review the Nomination and Remuneration Committee met on 09.02.2017.
- The following are the members of the Committee at present:

Name	Designation *	Executive/Non-Executive/Independent
Mr. Kamal Sharma	Member	Non- Executive
Mr. Rajendra Pandey	Member	Non- Executive & Independent
Mr. Mohana Surendra Pingale	Member	Non- Executive & Independent

* Members present at the meeting elect one of themselves as Chairman of the Meeting.

MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges in India, is presented in a separate section which forms part of the Annual Report.

DETAILS OF SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL:

No significant & material orders passed by the regulators or courts or tribunal.

DISCLOSURE ON ESTABLISHMENT OF A VIGIL MECHANISM :

In pursuant to the provision of Section 177(9) & (10) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company’s code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company i.e. www.uniworthsecurities.com

HEALTH, SAFETY AND ENVIRONMENT PROTECTION :

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

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POLICY ON PREVENTION OF SEXUAL HARASSMENT :

The Company is committed to provide a safe and conducive work environment to its employee and has formulated "Policy for Prevention of Sexual Harassment".

During the financial year ended 31st March, 2017, the Company has not received any complaints pertaining to Sexual Harassment.

FRAUD REPORTING

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Companies Act, 2013, to the Audit Committee or the Board of Directors during the year under review.

PARTICULARS OF EMPLOYEES :

During the period under review, no employee of the Company drew remuneration in excess of the limits specified under the provisions of Section 197(12) of the Companies Act, read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and hence no disclosure is required to be made in the Annual Report.

CORPORATE GOVERNANCE REPORT:

Corporate Governance Report is not applicable to the Company as the paidup capital of the Company is less than Rs. 10 Crores and Net Worth was less than Rs. 25 Crores as on the last day of the previous financial year i.e. 31st March, 2017.

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;
- 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.

ACKNOWLEDGEMENT

Your Directors acknowledge with gratitude the co-operation and assistance received from all concerned and particularly the Shareholders of the Company for continuing to bear with the adversities of the Company.

On Behalf of the Board

Place : Kolkata
Date : 28th August, 2017

N S Ramanathan	Kamal Sharma
Executive Director	Director
DIN: 03326478	DIN: 02946513

INDOWORTH
HOLDINGS
LIMITED
(Formerly UNIWORTH SECURITIES LIMITED)

ANNEXURE I

SECRETARIAL AUDIT REPORT

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Indoworth Holdings Limited (formerly Uniworth Securities Limited)

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indoworth Holdings Limited (formerly Uniworth Securities Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of Indoworth Holdings Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- (1) The Companies Act, 2013 (the Act) and the rules made there under;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, to the extent of Foreign Direct Investment and External Commercial Borrowings;
- (5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period)
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period)
- (6) Employees Provident Fund and Miscellaneous Provisions Act, 1952
- (7) Employees State Insurance Act, 1948
- (8) Indian Contract Act, 1872
- (9) Income Tax Act, 1961 and Indirect Tax Laws

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- (10) Indian Stamp Act, 1999
- (11) Industrial Dispute Act, 1947
- (12) Minimum Wages Act, 1948
- (13) Payment of Bonus Act, 1965
- (14) Payment of Gratuity Act, 1972
- (15) Payment of Wages Act, 1936 and other applicable labour laws

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

In the same period, following events have occurred:

- (i) The name of the Company was changed from Uniworth Securities Limited to Indoworth Holdings Limited pursuant to Special Resolution passed by members in Extra-ordinary General Meeting held on 08.11.2016 as approved by Registrar of Companies, Maharashtra vide fresh Certificate of Incorporation dated 21.11.2016
- (ii) Five wholly-owned subsidiaries were incorporated namely: Indoworth Yarns Pvt. Ltd., Indoworth Services Pvt. Ltd., Indoworth Power Pvt. Ltd., Indoworth Fabrics (Raipur) Pvt. Ltd. and Indoworth Fabrics (Nagpur) Pvt. Ltd.
- (iii) The registered office of the Company was changed from 113, 114, Gambhir Industrial Estate, C Wing, Vishweshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai – 400 063 to B-130, MIDC, Butibori Industrial Area, Nagpur- 441 122 with effect from 07.08.2017 by way of Special Resolution passed through process of Postal Ballot/remote e-voting.

I further report that this report also refers the Statutory Auditors Report dated 29th May, 2017.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors.

The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of:

- (i) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- (ii) Redemption / buy-back of securities.
- (iii) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- (iv) Merger / amalgamation / reconstruction etc.
- (v) Foreign technical collaborations.

This Report is to be read with our letter which is annexed as **Annexure A** and forms an Integral part of this report.

Kamal Kumar Sanganeria
K. K. Sanganeria & Associates
FCS No.: 2643
C.P. No. : 3880

Place : Kolkata
Date : 28.08.2017

INDOWORTH
HOLDINGS
LIMITED
(Formerly UNIWORTH SECURITIES LIMITED)

ANNEXURE I: SECRETARIAL AUDIT REPORT (CONTD.)

'Annexure A'

(To the Secretarial Audit Report of M/s. Uniworth Securities Limited for the financial year ended 31.03.2017)

To

The Members

Indoworth Holdings Limited (formerly Uniworth Securities Limited)

B-130, MIDC, Butibori Industrial Area

Nagpur - 441122

Our Secretarial Audit Report for the financial year ended 31.03.2017 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Kamal Kumar Sanganeria

K. K. Sanganeria & Associates

FCS No.: 2643

C.P. No. : 3880

Place : Kolkata

Date : 28.08.2017

INDOWORTH
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ANNEXURE II

EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2017

[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT – 9

I. Registration and other details

CIN	L51900MH1985PLC035670
Registration Date	19th March, 1985
Name of the Company	Indoworth Holdings Limited (formerly Uniworth Securities Limited)
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered Office	B-130, MIDC Butibori Industrial Area Nagpur - 441122 (Maharashtra)
Address of the Corporate Office	Rawdon Chambers, 11A, Sarojini Naidu Sarani 4th Floor, Unit 4-B Kolkata - 700 017, West Bengal
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	C. B. Management Services (P) Ltd. P-22, Bondel Road, Kolkata- 700 019 Tel No. (033) 4011-6700/6711/6718/6723

II. Principal Business Activities of the Company

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Sale of Sarees	46419	94.32%

III. Particulars of Holding, Subsidiary and Associate Companies

Sl. No.	Name and Address of the Company	CIN /GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1	Indoworth Yarns Pvt. Ltd.	U74999WB2017PTC219636	Subsidiary	100%	2(87)
2	Indoworth Services Pvt. Ltd.	U74999WB2017PTC219575	Subsidiary	100%	2(87)
3	Indoworth Power Pvt. Ltd.	U74999WB2017PTC219548	Subsidiary	100%	2(87)
4	Indoworth Fabrics (Raipur) Pvt. Ltd.	U74999WB2017PTC219657	Subsidiary	100%	2(87)
5	Indoworth Fabrics (Nagpur) Pvt. Ltd.	U74999WB2017PTC219645	Subsidiary	100%	2(87)

INDOWORTH
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IV. Shareholding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category –wise Share holding

Sl. No.	Category of Shareholders	No. of Share held at the beginning of the year				No. of Share held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A	PROMOTERS									
1	Indian									
a)	Individuals/ Hindu Undivided Family	–	505800	505800	40.63	–	505800	505800	40.63	–
b)	Central Government/ State Government(s)	–	–	–	–	–	–	–	–	–
c)	Bodies Corporate	–	73300	73300	5.89	76900	–	76900	6.18	0.29
d)	Financial Institutions/ Banks	–	–	–	–	–	–	–	–	–
e)	Any Others(Specify)									
e) i)	Trust	–	247700	247700	19.90	–	247700	247700	19.90	–
	Sub Total(A)(1)	–	826800	826800	66.42	76900	753500	830400	66.71	0.29
2	Foreign									
a)	Individuals (Non-Residents Individuals / Foreign Individuals)	–	–	–	–	–	–	–	–	–
b)	Bodies Corporate	–	–	–	–	–	–	–	–	–
c)	Institutions	–	–	–	–	–	–	–	–	–
d)	Qualified Foreign Investor	–	–	–	–	–	–	–	–	–
e)	Any Others(Specify)	–	–	–	–	–	–	–	–	–
	Sub Total(A)(2)	–	–	–	–	–	–	–	–	–
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	–	826800	826800	66.42	76900	753500	830400	66.71	0.29
B	Public shareholding									
1	Institutions									
a)	Mutual Funds/ UTI	–	–	–	–	–	–	–	–	–
b)	Financial Institutions / Banks	–	–	–	–	–	–	–	–	–
c)	Central Government/ State Government(s)	–	–	–	–	–	–	–	–	–

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Sl. No.	Category of Shareholders	No. of Share held at the beginning of the year				No. of Share held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
e)	Insurance Companies	-	-	-	-	-	-	-	-	-
f)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
h)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	-
2	Non-institutions									
a)	Bodies Corporate	22900	351500	374400	30.08	157900	216500	374400	30.08	-
b)	Individuals									
i)	Individual shareholders holding nominal share capital up to Rs 1 lakh	3600	40000	43600	3.50	-	40000	40000	3.21	(0.29)
ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	-	-	-	-	-	-	-	-	-
c)	Any Other (specify)									
	Sub-Total (B)(2)	26500	391500	418000	33.58	157900	256500	414400	33.29	(0.29)
	Total Public Shareholding (B)= (B)(1)+(B)(2)	26500	391500	418000	33.58	157900	256500	414400	33.29	(0.29)
C	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	26500	1218300	1244800	100.00	234800	1010000	1244800	100.00	-

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ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered	No. of Shares	% of total shares of the Company	% of Shares Pledged/ encumbered	
Meena Lohia	321300	25.81	–	321300	25.81	–	–
Aman Lohia	138500	11.13	–	138500	11.13	–	–
Megha Lohia	46000	3.70	–	46000	3.70	–	–
Lohia Trust	247700	19.90	–	247700	19.90	–	–
Uniworth Projects Ltd.	73300	5.89	–	76900	6.18	–	0.29
Total	826800	66.42	–	830400	66.71	–	0.29

iii) Change in Promoters Shareholding (Please specify, if there is no change)

Shareholders Name	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year			Cumulative Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
Meena Lohia	321300	25.81	NIL	NIL	NIL	321300	25.81
Aman Lohia	138500	11.13	NIL	NIL	NIL	138500	11.13
Megha Lohia	46000	3.70	NIL	NIL	NIL	46000	3.70
Lohia Trust	247700	19.90	NIL	NIL	NIL	247700	19.90
Uniworth Projects Ltd.	73300	5.89	29.04.2016	3600	Transfer/Buy	76900	6.18

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDR's and ADR's)

For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year			Cumulative Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
R. B. Properties Pvt. Ltd.	85600	6.88	NIL	NIL	NIL	85600	6.88
Vikram Buildcon Pvt. Ltd.	84000	6.75	NIL	NIL	NIL	84000	6.75
Touchstone Housing Projects Pvt. Ltd.	77500	6.23	NIL	NIL	NIL	77500	6.23
Dhanrashi Vinimay Pvt. Ltd.	72300	5.81	NIL	NIL	NIL	72300	5.81
Madgul Estates Pvt. Ltd.	55000	4.42	NIL	NIL	NIL	55000	4.42
Rituraj Kathju	5000	0.40	NIL	NIL	NIL	5000	0.40
A. K. Agarwal	5000	0.40	NIL	NIL	NIL	5000	0.40
Krishna Kumar Gupta	5000	0.40	NIL	NIL	NIL	5000	0.40
Shubhendu Pal	3600	0.29	29.04.2016	(3600)	Transfer/Sell	NIL	NIL
Surendra Khandelwal	3000	0.24	NIL	NIL	NIL	3000	0.24
Nina Sharma	3000	0.24	NIL	NIL	NIL	3000	0.24

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v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Shareholding at the beginning of the year		Date wise increase / (decrease) in shareholding during the year			Cumulative Shareholding at the end of the year	
	No. of Shares	% of total shares of the Company	Date	No. of Shares	Nature	No. of Shares	% of total shares of the Company
Meena Lohia	321300	25.81	NIL	NIL	NIL	321300	25.81

V. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness (Amount in Rs.)
Indebtedness at the beginning of the financial year				
i) Principal Amount	780890.30	NIL	NIL	780890.30
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	133948.30	NIL	NIL	133948.30
Total (i+ii+iii)	914838.60	NIL	NIL	914838.60
Change in Indebtedness during the financial year				
Addition	NIL	114500000	NIL	114500000
Reduction	153984.10	NIL	NIL	153984.10
Net Change	(153984.10)	114500000	NIL	114346015.90
Indebtedness at the end of the financial year				
i) Principal Amount	626906.20	114500000	NIL	115126906.20
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	133948.30	NIL	NIL	133948.30
Total (i+ii+iii)	760854.50	114500000	NIL	115260854.50

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VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors, Executive Directors and/or Manager:

Particulars of Remuneration	Name of the WTD/MD/Manager	Total Amount (in ₹)
	N. S. Ramanathan (From 31.08.2016)	
1 Gross salary		
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2 Stock Option	-	-
3 Sweat Equity	-	-
4 Commission - as % of profit - others, specify	-	-
5 Others, please specify	-	-
Total (A)	-	-
Ceiling as per the Act		3000000

B. Remuneration to other Directors:

Particulars of Remuneration	Name of the Directors				Total Amount (in ₹)
	Meena Lohia	M. S. Pingale (From 31.08.2016)	Kamal Sharma	Rajendra Pandey	
1 Independent Directors					
• Fee for attending board/ committee meetings	-	-	-	-	-
• Commission	-	-	-	-	-
• Others, please specify	-	-	-	-	-
Total (1)	-	-	-	-	-
2 Other Non-Executive Directors					
• Fee for attending board/ committee meetings	-	-	-	-	-
• Commission	-	-	-	-	-
• Others, please specify	-	-	-	-	-
Total (2)	-	-	-	-	-
Total (B)=(1+2)	-	-	-	-	-
Total Managerial Remuneration	-	-	-	-	-
Overall Ceiling as per the Act*	-	-	-	-	3000000

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Particulars of Remuneration	Name of the KMP		Total Amount (in ₹)
	CFO	Company Secretary	
1 Gross salary	R. P. Mehta (From 31.08.2016)	S. K. Rathi	
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2 Stock Option	-	-	-
3 Sweat Equity	-	-	-
4 Commission - as % of profit- others, specify	-	-	-
5 Others, please specify	-	-	-
Total	-	-	-

VII. Penalties/Punishment/Compounding of Offences

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Director					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. Other Officer in Default					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

On Behalf of the Board

Place : Kolkata
Date : 28th August, 2017

N S Ramanathan Kamal Sharma
Executive Director **Director**
DIN: 03326478 DIN: 02946513

INDOWORTH
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(Formerly UNIWORTH SECURITIES LIMITED)

ANNEXURE III

FORM AOC – 1

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part “A”: Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details				
		1	2	3	4	5
1.	Sl. No.					
2.	Name of the subsidiary	Indoworth Yarns Pvt. Ltd.	Indoworth Services Pvt. Ltd.	Indoworth Power Pvt. Ltd.	Indoworth Fabrics (Raipur) Pvt. Ltd.	Indoworth Fabrics (Nagpur) Pvt. Ltd.
3.	The date since when subsidiary was acquired	27.02.2017	22.02.2017	21.02.2017	28.02.2017	27.02.2017
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	–	–	–	–	–
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	–	–	–	–	–
6.	Share capital	1,00,000.00	1,00,000.00	1,00,000.00	1,00,000.00	1,00,000.00
7.	Reserves & surplus	–	–	–	–	–
8.	Total assets	–	–	–	–	–
9.	Total Liabilities	–	–	–	–	–
10.	Investments	–	–	–	–	–
11.	Turnover	–	–	–	–	–
12.	Profit before taxation	–	–	–	–	–
13.	Provision for taxation	–	–	–	–	–
14.	Profit after taxation	–	–	–	–	–
15.	Proposed Dividend	–	–	–	–	–
16.	Extent of shareholding (In percentage)	100%	100%	100%	100%	100%

On Behalf of the Board

Place : Kolkata
Date : 28th August, 2017

N S Ramanathan Kamal Sharma
Executive Director **Director**
DIN: 03326478 DIN: 02946513

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry Structure & Development

The global economy is witnessing dynamic changes in business conditions, consumer preferences which is creating an increasingly competitive market environment. The priorities of the industry are changing, concentrating more on re-organization of operations, development of new markets and marketing techniques, giving the organization's vision a global outlook and retaining and building upon customer relationships. Fragmented markets provide many opportunities for company to expand and increase market share. New markets allow company to expand their business and diversify their portfolio of products and services.

Opportunities and Threats

To survive and sustain in the current global scenario where the industry is attempting to shift from linear to non-linear growth models has been a very challenging task though new programmes and initiative taken by the government has created new opportunities for the Company.

Increase in significant growth rate and momentum in economy has also created competitive threats to the Company by existing as well as new entrants but the Company is trying to grab all the opportunities on its way which would enhance the company's performance. The current economic environment is combined of substantial growth as well as evolving risks for which appropriate changes are done to face them.

Segment wise Performance

The Company is currently engaged in the trading and distribution of different types of products and materials. The Company is constantly taking steps forward to sustain in the competitive economy.

Further, the Company is showing substantial growth and is making all due efforts in achieving its business objectives in the most efficient manner.

Operational and Financial Performance, Management Discussion and analysis

The Company is into trading business. During the financial year under review, the Company recorded Rs. 154.63 lakh total revenue as compared to Rs. 158.39 lakh in previous year which reflects de-growth of 2.37% in total revenue generation. Whereas due to decrease in expenditure borne by the Company during the reporting financial year the profit before tax during the year has risen to Rs. 7.99 lakh as compared to Rs. 2.99 lakh previous year.

The Company recorded minor dip in the revenue during the year under review as compared to previous year and aims to maintain steady growth in revenue in the coming years.

Risk & Concerns

The primary risk for the Company is with the volatile domestic markets and the uncertainty prevailing in the Economy after government measures like Demonetisation implementation of Goods and Service Tax (GST). However, the Company is taking all measures to cope with all these challenges by continuous efforts at cost optimisation, process improvements, diversification of products and improving efficiencies.

Internal Control System

The Company has adequate system of internal controls to ensure that all assets are safeguarded and protected against loss and that all transactions are authorized, recorded and reported correctly. The systems are designed to support the reliability of the financial and other records for preparing financial statements and other data. The Statutory Auditors also discuss their comments and findings with the management as well as with the audit committee.

The Company has also regularly placed before the Board, Internal Audit Reports, Financial Results with Provisional Balance Sheets, Performance Review Report of various Units together with Executive Summary,

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Current Workings and all Current matters of commercial importance and various other information as generally required under the various Stock Exchange Listing Agreements.

Human Resources

The Company continues to recognize the importance of good human relations in the smooth working of the organization.

Cautionary Statement

The facts and views mentioned in this report on Management Discussion and Analysis describing the Company's views about the industry or otherwise, and the forecasts made, are entirely based on opinion formed by the Management of the Company, and actual position or results may differ from those implied therein. Important factors that could make a difference include economic developments within India and outside, and also the economic performance of other countries with which the Company conducts business, as well as availability of raw materials and prices and other incidental factors.

On Behalf of the Board

Place : Kolkata
Date : 28th August, 2017

N. S. Ramanathan	Kamal Sharma
Executive Director	Director
DIN: 03326478	DIN: 02946513

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(Formerly UNIWORTH SECURITIES LIMITED)

INDEPENDENT AUDITORS' REPORT

To The Members Of
INDOWORTH HOLDINGS LIMITED
(Formerly UNIWORTH SECURITIES LIMITED)

Report on the Financial Statements

1. We have audited the accompanying financial statements of **M/s. INDOWORTH HOLDINGS LIMITED** (Formerly Uniworth Securities Limited) ("the Company") which comprise of the Balance Sheet as at 31st March 2017, the Statement of Profit and Loss, the Cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other regularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made there under including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

8. Emphasis on matters

Attention is invited to Note 22.9 wherein a sum ₹11,25,00,000/- is advanced by the Company in favour of Asset Reconstruction Company (India) Limited (ARCIL) towards part consideration of settlement of dues of other entities and their representative Guarantors. The impact of the same is not readily ascertainable.

Opinion

9. Subject to our comment in point No 8, in our opinion and to the best of our information and according

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to the explanations given to us the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2017,
- b) in the case of the statement of profit and loss, of the profit for the year ended on that date and
- c) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to information and explanations given to us, we give in the Annexure A a statement on the matters specified in paragraph 3 and 4 of the Order.
11. As required by Section 143(3) of the Act, we report that :
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet and the Statement of Profit and Loss with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Account) Rules, 2014.
 - e. On the basis of written representations received from the directors as on 31 March 2017, and taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer our separate report in "Annexure B".
 - g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i) The Company does not have any pending litigations as at March 31,2017 which will impact its financial position in its financial statements.
 - ii) The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii) There were no amounts required to be transferred by the Company to the Investor Education and Protection Fund.
 - iv) The Company has provided requisite disclosure in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O.3407(E) dated the 8 November 2016 of the Ministry of Finance, during the period from 8 November 2016 to 30 December 2016. Based on audit procedures performed and the explanations provided to us by the management we report that the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the management.

For **R. K. Chandak & Co.**
Firm Registration No:319248E
Chartered Accountants

(Binay Sharma)
Partner

Membership No. 065863

Place: Kolkata
Date: 29th May, 2017

Annexure A to the Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of M/s. INDOWORTH HOLDINGS LIMITED (Formerly Uniworth Securities Limited) on the financial statements for the year ended March 31,2017.

- i) a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.
- b) Fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the company and the nature of its fixed assets. As informed to us no discrepancies were noticed on such physical verification.
- c) The Company doesn't hold any immoveable property hence the clause is not applicable to Company.
- ii) a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- b) There were no discrepancies noticed during the course of physical verification of inventory as compared to book records.
- iii) On the basis of examination of books of account of the Company and on the basis of information and explanation given to us, the terms & conditions in respect of the loans granted by the Company to Companies/firms covered in the register maintained under section 189 of the Act are not prima-facie prejudicial to the interest of the Company.
 - a) In respect of the aforesaid loans, the parties are repaying the principal amounts as stipulated and are also regular in payment of interest, where applicable.
 - b) In respect of the aforesaid loans, there is no overdue amount for a period exceeding 90 days.
- iv) In our opinion and according to information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act,2013 in respect of grant of loans, making investments and providing guarantees, as applicable.
- v) The Company has not accepted any deposits from the public within the meaning of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. The directives issued by the Reserve Bank of India are not applicable to the Company.
- vi) Maintenance of Cost records as prescribed by the Central Government under section 148(1) the Act, is not applicable.
- vii) a) On the basis of examination of books of account of the Company and on the basis of information and explanation given to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, and corresponding cess.
- b) On the basis of examination of books of account of the Company and on the basis of information and explanation given to us by the management, there were no undisputed amounts payable in respect of Provident Fund, Income Tax, Service tax cess and other material statutory dues in arrears as at March 31,2017 for a period of more than six months from the date they became payable.
- c) There are no dues of Income-tax, Sales tax, Service Tax, Customs Duty, Excise Duty and Value Added Tax as on March 31,2017 on account of disputes.
- viii) According to the records of the company examined by us and the information and explanation given to us, the Company has not raised any loan or borrowing from any financial institution or bank or Government or debenture holders hence the provisions of Clause 3(xiii) are not applicable to the Company.

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- ix) The clause 3 (ix) is not applicable to company as the company has not raised any term loan during the period under audit or preceding year.
- x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of any material fraud by the Company or on the Company by its officer or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- xi) The Company has not paid any managerial remuneration during the year under audit.
- xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Orders are not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 188 of the Companies Act, 2013 and the details of such transactions have been disclosed in the financial statements of the Company as required by applicable accounting standards.
- xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the provisions of Clause 3(xiii) are not applicable to the Company.
- xv) The Company has not entered into any non cash transactions with its directors or persons connected with him. Accordingly the provisions of Clause 3(xiv) are not applicable to the Company.
- xvi) The Company is not a Non Banking Finance Company therefore provision of clause 3(xvi) of the order are not applicable to the Company.

For **R. K. Chandak & Co.**
Firm Registration No:319248E
Chartered Accountants

(Binay Sharma)

Partner

Membership No. 065863

Place: Kolkata
Date: 29th May, 2017

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 10(f) of the Independent Auditors' Report of even date to the members of M/s INDOWORTH HOLDINGS LIMITED(Formerly Uniworth Securities Limited) on the standalone financial statements for the year ended March 31,2017

Report on the Internal Financial Controls under clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of M/s Highvalue Investments Private Limited ("the Company") as of March 31,2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for the financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Notes on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implication and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Companies Act,2013.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Notes") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Companies Act 2013 to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by ICAI. Those standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statement, whether due to fraud and error.
5. We believe that the audit evidence we have obtained is sufficient to provide a basis for our audit opinion on the Company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

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- i. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and disposition of the assets of the Company.
- ii. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of managerial and directors of the company; and
- iii. Provide reasonable assurance regarding prevention or timely detection of unamortized acquisition, use, or disposition of the company's assets that could have material effect on the financial statements.

Inherent Limitations of Internal Financial Control over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **R. K. Chandak & Co.**

Firm Registration No:319248E

Chartered Accountants

(Binay Sharma)

Partner

Place: Kolkata

Date: 29th May, 2017

Membership No. 065863

INDOWORTH
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BALANCE SHEET AS AT 31ST MARCH, 2017

(Amount in ₹)

Particulars	Note No	As at 31st March 2017	As at 31st March 2016
Shareholders' Funds			
Share Capital	1	12,448,000.00	12,448,000.00
Reserves and Surplus	2	6,607,649.43	6,055,194.99
Total - A		19,055,649.43	18,503,194.99
Non Current Liabilities			
Long term borrowings	3	115,017,854.50	760,854.50
Deferred Tax Liability	4	24,536.00	22,664.00
Total-B		115,042,390.50	783,518.50
Current Liabilities			
Other Current Liabilities	5	2,478,410.00	1,480,751.00
Short Term Provisions	6	949,183.00	704,010.00
Total-C		3,427,593.00	2,184,761.00
Total-(A+B+C)		137,525,632.93	21,471,474.49
ASSETS			
Non Current Assets			
Fixed Assets			
Tangible Assets	7	934,189.42	1,072,607.42
Non Current Investments	8	5,360,131.00	4,860,131.00
Long Term Loans and Advances	9	112,500,000.00	-
Current Assets			
Inventories	10	30,780.00	30,780.00
Trade Receivables	11	1,444,315.06	1,466,365.06
Cash and Bank Balances	12	876,152.10	414,656.76
Short Term Loans and Advances	13	16,380,065.35	13,626,934.25
Total		137,525,632.93	21,471,474.49
Significant Accounting Policies	21		
Notes on Financial Statements	22		

As per our Report of even date

For R. K. Chandak & Co.,
Chartered Accountants

Binay Sharma
Partner
FRN : 319248E
MN : 065863

Place : Kolkata
Dated : 29th May, 2017

For and on behalf of the Board

N. S. Ramanathan
Executive Director
DIN :03326478

R. P. Mehta
CFO

Kamal Sharma
Director
DIN :02946513

S. K. Rathi
Company Secretary

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STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

(Amount in ₹)

Particulars	Note No	Year ended 31st March 2017	Year ended 31st March 2016
Revenue from operation	14	15,452,500.00	15,839,300.00
Other Income	15	11,000.00	–
Total Revenue		15,463,500.00	15,839,300.00
Expenses			
Purchases of stock in trade	16	12,745,500.00	13,424,250.00
Changes in stock in trade	17	–	–
Employees benefits expenses	18	910,516.00	777,342.00
Finance Costs	19	89,015.90	83,390.30
Depreciation	7	150,568.00	177,976.00
Other Expenses	20	768,400.66	1,076,557.19
Total expenses		14,664,000.56	15,539,515.49
Profit before tax		799,499.44	299,784.51
Tax Expense:			
a) Current Tax		245,173.00	224,310.00
b) Deferred Tax		1,872.00	(54,820.00)
c) Tax in respect of previous year		–	–
Profit for the year		552,454.44	130,294.51
Earning per share			
Basic		0.44	0.10
Diluted		0.44	0.10
Significant Accounting Policies	21		
Notes on Financial Statements	22		

As per our Report of even date

For R. K. Chandak & Co.,
Chartered Accountants

Binay Sharma
Partner
FRN : 319248E
MN : 065863

Place : Kolkata
Dated : 29th May, 2017

For and on behalf of the Board

N. S. Ramanathan
Executive Director
DIN :03326478

R. P. Mehta
CFO

Kamal Sharma
Director
DIN :02946513

S. K. Rathi
Company Secretary

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH, 2017

(Amount in ₹)

Particulars	31.03.2017 ₹	31.03.2016 ₹
A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit /(Loss) before tax and after extraordinary item	799,499.44	299,784.51
Adjustments For		
Depreciation	150,568.00	177,976.00
Interest Paid	89,015.90	83,390.30
Provision for dimution in value of investment	–	250,000.00
Operating Profit before working Capital Changes	1,039,083.34	811,150.81
Adjustments For –		
Trade & other receivables	22,050.00	539,709.80
Long Term Advance	(112,500,000.00)	–
Short Term Advances	(2,684,484.10)	–
Other current liabilities	997,659.00	(649,661)
Cash Flow before Extra Ordinary Items	(113,125,691.76)	701,199.61
Direct tax paid (net of refund)	(68,647)	(199,236.00)
Net Cash from Operating Activities (A)	(113,194,338.76)	501,963.61
B) CASH FLOW FROM INVESTING ACTIVITIES		
Investment	(500,000)	–
Purchase of Fixed Asset	(12,150.00)	(1,071,000.00)
Net Cash From Investing Activities (B)	(512,150)	(1,071,000.00)
C) CASH FLOW FROM FINANCING ACTIVITIES		
Dividend & dividend distribution tax Paid		
Long term borrowings	114,257,000	760,854.50
Interest Paid	(89,015.90)	(83,390.30)
Net Cash From Financing Activities (C)	114,167,984.10	677,464.20
Net Increase in Cash and Cash Equivalents (A+B+C)	461,495.34	108,427.81
Cash and Cash Equivalents as on 31.03.2015	414,656.76	306,228.95
Cash and Cash Equivalents as on 31.03.2016	876,152.10	414,656.76

As per our report annexed

For R. K. Chandak & Co.,
Chartered Accountants

Binay Sharma
Partner
FRN : 319248E
MN : 065863

Place : Kolkata
Dated : 29th May, 2017

For and on behalf of the Board

N. S. Ramanathan
Executive Director
DIN :03326478

R. P. Mehta
CFO

Kamal Sharma
Director
DIN :02946513

S. K. Rathi
Company Secretary

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

1 Share Capital

(Amount in ₹)

Particulars	As at 31st March 2017	As at 31st March 2016
Authorised Share Capital		
1,250,000 Equity Shares of ₹ 10 each.		
(1,250,000) Equity Shares of ₹ 10 each.	12,500,000.00	12,500,000.00
	12,500,000.00	12,500,000.00
Issued, Subscribed and Paid up:		
1,244,800 Equity Shares of ₹ 10 each fully paid up.		
(1,244,800) Equity Shares of ₹ 10 each fully paid up	12,448,000.00	12,448,000.00
Total	12,448,000.00	12,448,000.00

1.1 The details of Shareholders holding more than 5% shares:

Name of the Shareholders	As at 31st March 2017		As at 31st March 2016	
	No of Shares	% held	No of Shares	% held
Meena Lohia	321,300.00	25.81%	321,300.00	25.81%
Lohia Trust	247,700.00	19.90%	247,700.00	19.90%
Aman Lohia	138,500.00	11.13%	138,500.00	11.13%
Vikram Buildcon Private Limited	85,600.00	6.88%	85,600.00	6.88%
R. B. Properties Private Limited	84,000.00	6.75%	84,000.00	6.75%
Touchstone Housing Projects Private Limited	77,500.00	6.23%	77,500.00	6.23%
Uniworth Projects Limited	76,900.00	5.89%	73,300.00	5.89%
Dhanrashi Vinimay Private Limited	72,300.00	5.81%	72,300.00	5.81%

1.2 The reconciliation of the number of shares outstanding is set below:

Particulars	As at 31st March 2017	As at 31st March 2016
	No of Shares	No of Shares
Equity Shares at the beginning of the year	1,244,800	1,244,800
Equity Shares issued during the year		
Equity Shares bought back during the year		
Equity Shares at the end of the year	1,244,800	1,244,800

1.3 Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential payments.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(Amount in ₹)

Particulars	As at 31st March 2017	As at 31st March 2016
2 Reserves and Surplus		
General Reserve		
Opening balance	950,000.00	950,000.00
Closing balance	950,000.00	950,000.00
Surplus		
Opening Balance	5,105,194.99	4,974,900.48
Less: Adjustment due to change in depreciation method		
Add: Profit for the year	552,454.44	130,294.51
Closing balance	5,657,649.43	5,105,194.99
Total	6,607,649.43	6,055,194.99
3 Long-term borrowings		
Secured		
Term loan		
From Bank	517,854.50	760,854.50
Unsecured		
From a body corporate	114,500,000.00	
	115,017,854.50	760,854.50
Nature of Security Term Loan from ICICI Bank Ltd for assets is secured against hypothecation of respective asset.		Terms of Repayment Term loan is repayable in 60 equal installment. The first installment commenced in June -2016 and the last installment falling due in June -2020. The current rate of interest is 12.50%
4 Deferred Tax Liability (Net)		
Related to Fixed Assets	24,536.00	22,664.00
Total	24,536.00	22,664.00
5 Other Current Liabilities		
Current maturity of long term debt	243,000.00	243,000.00
Unclaimed Dividend	–	–
Others Payables	2,235,410.00	1,237,751.00
Total	2,478,410.00	1,480,751.00
6 Short Term Provisions		
Others Provisions		
a) in respect of Income Tax	949,183.00	704,010.00
Total	949,183.00	704,010.00

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

7. Fixed Assets

(Amount in ₹)

Description	Gross Carrying Amount				Depreciation/Amortisation					Net Carrying Amount	
	As at 01.04.2016	Addition	Deduction/ Adjustments	As at 31.03.2017	As at 01.04.2016	For the year	Adjustment against retained earning	Deduction/ Adjustments	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
Tangible Assets											
Motor Car	2,434,634.11	-	-	2,434,634.11	1,452,250.00	127,180.00		-	1,579,430.00	855,204.11	982,384.11
Office Equipments	512,061.31			512,061.31	486,458.00	8,661.00			495,119.00	16,942.31	25,603.31
Computers	1,123,632.00	12,150.00	-	1,135,782.00	1,059,012.00	14,727.00			1,073,739.00	62,043.00	64,620.00
Total	4,070,327.42	12,150.00	-	4,082,477.42	2,997,720.00	150,568.00		-	3,148,288.00	934,189.42	1,072,607.42
Previous Year	2,999,327.42	1,071,000.00		4,070,327.42	2,819,744.00	177,976.00		-	2,997,720.00	1,072,607.42	

8. Non Current Investment

(Amount in ₹)

Particulars	Face Value ₹	As at 31st March, 2017		As at 31st March, 2016	
		Nos	Amount ₹	Nos	Amount ₹
Trade Investments					
In Equity shares fully paid up					
Quoted shown at cost					
Bhowmick International Ltd	10	10000	10,000.00	10000	10,000.00
Unisocks (India) Ltd	10	50000	250,000.00	50000	250,000.00
Uniworth International Ltd	10	12700	189,000.00	12700	189,000.00
Uniworth Ltd	10	1400	1,190,000.00	1400	1,190,000.00
Uniworth Textiles Ltd	10	51275	753,500.00	51275	753,500.00
Unirama Industries Ltd	10	12000	60,300	12000	60,300
Total			2,452,800		2,452,800
Less: Aggregate provision for diminution in value of Investment			250,000.00		250,000.00
Total (A)			2,202,800		2,202,800
In wholly owned Subsidiaries					
In Equity shares fully paid up					
Unquoted shown at cost					
Indoworth Fabrics (Raipur) Pvt Ltd	10	10000	100,000.00	-	-
Indoworth Fabrics (Nagpur) Pvt Ltd	10	10000	100,000.00	-	-
Indoworth Power Pvt Ltd	10	10000	100,000.00	-	-

INDOWORTH
HOLDINGS
LIMITED
(Formerly UNIWORTH SECURITIES LIMITED)

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

Indoworth Services Pvt Ltd	10	10000	100,000.00	–	–
Indoworth Yarns Pvt Ltd	10	10000	100,000.00	–	–
Other Investments					
In Equity shares fully paid up					
Unquoted shown at cost					
Comfort (India) Ltd	10	1600	56,281.00	1600	56,281.00
Devpriya Vinimay Pvt Ltd	10	1990	19,900.00	1990	19,900.00
Dhanrashi Vinimay Pvt Ltd	10	1990	19,900.00	1990	19,900.00
Fibres & Fabrics Pvt Ltd	10	1550	15,500.00	1550	15,500.00
Madgul Estates Pvt Ltd	10	128200	1,025,600.00	128200	1,025,600.00
Manu Vanijya & Holdings Pvt Ltd	10	2000	20,000.00	2000	20,000.00
R B Properties Pvt Ltd	10	1500	15,000.00	1500	15,000.00
Rachit Textrade Pvt Ltd	10	1990	19,900.00	1990	19,900.00
Rewari Worsted Spinners Pvt Ltd	10	850	85,000.00	850	85,000.00
Texworth Credit & Commercial Pvt Ltd	10	1900	19,000.00	1900	19,000.00
Touchstone Housing Projects Pvt Ltd	10	9000	90,000.00	9000	90,000.00
Uniworth Apparel Ltd	10	100	500.00	100	500.00
Uniworth Projects Ltd	10	9600	96,000.00	9600	96,000.00
Uniworth Resorts Ltd	10	24200	246,000.00	24200	246,000.00
Vikram Buildcon Pvt Ltd	10	1000	10,000.00	1000	10,000.00
Tessuti Collezione Pvt Ltd	10	1000	10,000.00	1000	10,000.00
In preference shares fully paid up					
Unquoted shown at cost					
Madgul Estates Pvt Ltd	100	60000	885,000.00	60000	885,000.00
Others fully paid up- Quoted shown at cost					
Units 64 of Unit Trust of India	10	1498.423	23,750.00	1498.423	23,750.00
Total (B)			3,157,331.00		2,657,331.00
Total (A) + (B)			5,360,131.00		4,860,131.00
Aggregate value of unquoted Investments			3,157,331.00		2,657,331.00
Aggregate Market value of Quoted Investments			844,680.00		844,680.00

8.1 In absence of market quotation for the Quoted Securities as on 31.03.2017, aggregate Market value of quoted Investment have been taken as per previous year.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(Amount in ₹)

Particulars	As at 31st March 2017	As at 31st March 2016
9 Long Term Loans and Advances		(Amount in ₹)
Advances to others	112,500,000.00	–
	112,500,000.00	–
10 Inventories		
Stock in Trade	30,780.00	30,780.00
Total	30,780.00	30,780.00
10.1 Details of stock in trade		
Equity Shares	10,532.50	10,532.50
Debentures	20,247.50	20,247.50
Total	30,780.00	30,780.00
11 Trade receivables		
Unsecured considered good		
Trade receivables outstanding for a period more than six months from the date they are due for payment	1,444,315.06	1,444,315.06
Trade receivables outstanding for a period less than six months from the date they are due for payment	–	22,050.00
Total	1,444,315.06	1,466,365.06
12 Cash and Bank Balances		
Cash and cash equivalents		
a. Cash on hand	123,887.35	193,927.35
b. Balance with Banks		
In current accounts	752,264.75	220,729.41
Total	876,152.10	414,656.76
13 Short Term Loans and Advances		
Unsecured considered good		
Loans and advances to related parties	175,000.00	
Loans and advances to others	15,278,613.05	12,680,113.05
Security Deposit–Others	–	–
Other current assets	133,948.30	222,964.20
Income Tax Paid/Tax deducted at source	792,504.00	723,857.00
Total	16,380,065.35	13,626,934.25
Bank Balances		
Bank of Baroda		

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(Amount in ₹)

Particulars	As at 31st March 2017	As at 31st March 2016
14 Revenue from operation		
Sale of Products	14,575,000.00	15,014,800.00
Commision received (TDS ₹ 43,875/- previous year ₹ 82,450/-)	877,500.00	824,500.00
Total	15,452,500.00	15,839,300.00
Details of Sale of Products		
Class of Goods		
Stock- in- Trade		
Sarees	14,575,000.00	15,014,800.00
Total	14,575,000.00	15,014,800.00
15 Other Income		
Other non operating income		
Sundry balance written back	11,000.00	–
Total	11,000.00	–
16 Purchases of stock in trade		
Sarees	12,745,500.00	13,424,250.00
Total	12,745,500.00	13,424,250.00
17 Changes in stock in trade		
Opening Stock:		
Stock-in trade	30,780.00	30,780.00
	30,780.00	30,780.00
Closing Stock:		
Stock-in trade	30,780.00	30,780.00
	30,780.00	30,780.00
Total	–	–
18 Employees benefits expenses		
Salaries, Wages, Bonus etc	906,400.00	767,000.00
Staff Welfare	4,116.00	10,342.00
Total	910,516.00	777,342.00

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

(Amount in ₹)

Particulars	As at 31st March 2017	As at 31st March 2016
19 Finance Cost		
Interest to Bank	89,015.90	83,390.30
Total	89,015.90	83,390.30
20 Other Expenses		
Auditors' Remuneration		
- Audit Fees	28,750.00	28,625.00
- For Other Services	43,737.00	40,051.00
Bank Charges	1,504.00	2,821.74
Listing Fees	258,037.00	229,140.00
Miscellaneous expenses	118,066.00	81,708.65
Postage, Courier & Telephone	30,669.66	51,383.80
Printing & Stationery	4,654.00	5,755.00
Professional & Consultancy Charges	211,211.00	107,269.00
Rates & Taxes	1,900.00	1,900.00
Sundry balance written off	-	165,364.00
Interest on Income tax	-	12,894.00
Rent	27,000.00	27,000.00
Repairs & maintenance others	-	3,000.00
Service Charges	-	9,174.00
Provision for diminution in value of Investments	-	250,000.00
Travelling & Conveyance	42,872.00	60,471.00
Total	768,400.66	1,076,557.19

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

21 SIGNIFICANT ACCOUNTING POLICIES FOR THE YEAR ENDED MARCH 31, 2017

(Annexed and forming part of the financial statements for the year ended 31st March 2017)

21.1 Basis of Preparation

The financial Statements of the Company have been prepared in accordance with the generally accepted accounting principles in India. The financial statements have been prepared to comply with all material respects with the mandatory Accounting Standards (AS) notified under section 133 of the Companies Act, 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014. The financial statements have been prepared under the historical cost convention and on an accrual basis.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

21.2 Significant Accounting Policies

a) Use of Estimate

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenue, incomes, assets and liabilities and disclosures of contingent liabilities at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

21.3 Tangible Fixed Assets, Depreciation & Impairment

- I. Fixed Assets are stated at cost of acquisition.
- II. Depreciation on Fixed Assets has been provided on straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.
- III. The carrying amount of assets is reviewed at Balance Sheet date to determine, if there is any indication of impairment thereof based on external/internal factors and impairment loss is recognized wherever the carrying amount of an assets exceeds its recoverable amount which represent the greater of the net selling price of the assets and its value in use. In assessing value in use, the estimated future cash flow are discounted to their present value based on an appropriate discount factor.

21.4 Investments

Investments are stated at cost. Provision for diminution in the value of investments has not been made as the same is temporary in nature, based on management's evaluation.

21.5 Inventories

Stock of shares has been valued at cost or market price whichever is lower.

21.6 RECOGNITION OF INCOME & EXPENDITURE

Items of income and expenditure are recognized on accrual basis except for Dividend Income, Debenture Interest and Interest from Unit'64 which are being accounted for on cash basis.

21.7 CONTINGENT LIABILITIES

Contingent liabilities are generally not provided for in the accounts and are shown separately in Notes on Accounts.

21.8 RETIREMENT BENEFITS

Retirement benefits to the employees in terms of gratuity are being accounted for as and when paid. Leave is encashed on annual basis as per the Rules of the Company.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

21.9 TAXES ON INCOME

- I. Provision for current tax is made in accordance with and at the rates specified under the Income Tax Act, 1961, as amended.
- II. The deferred tax charge is recognized using current tax rates. Deferred tax assets are recognized only to the extent there is reasonable certainty of realization in future. Deferred tax assets/liabilities are reviewed as at Balance Sheet date based on developments during the year and available case laws, to reassess realization /liabilities.

21.10 PRIOR PERIOD ADJUSTMENTS, EXTRA ORDINARY ITEMS AND CHANGES IN ACCOUNTING POLICIES

Prior period adjustments, extra-ordinary items and changes in accounting policies having material impact on the financial affairs of the company are disclosed.

22. Notes to Financial Statement for the financial year ended on March 31, 2017

22.1 Earning Per Share

Particulars	Current Year ₹	Previous Year ₹
Profit after tax attributable to Equity shareholders	552,454.44	130,294.51
Weighted average number of equity shares outstanding	1244800	1,244,800
Earning per share-Basis and diluted	0.44	0.10

22.2 Contingent liabilities are all Nil (Previous year ₹ Nil).

22.3 There are no Micro, Small & Medium enterprises to whom company owes dues, which are outstanding for more than 45 days as at 31st March 2017. This information is required to be determined under the Micro, Small & Medium Enterprise Development Act 2006 and has been determined to the extent such parties have been identified on the basis of information available with the company.

22.4 Due to Small Scale Undertakings to the extent and as such parties have been identified from available information as on 31st March, 2017 and outstanding for more than 30 days are Nil.

22.5 Balances of trade receivables, trade payables, advances, advances from customers are subject to confirmation.

22.6 Inventories includes 623 Debentures of a body corporate which has been redeemed in three installments dated 23.04.1999, 23.04.2000 & 23.04.2001 respectively. Redemption proceeds for the same are yet to be received.

22.7 Related Party disclosure

Related party disclosure as identified by the management in accordance with the Accounting Standard (AS) 18 on "Related Party Disclosures".

A) Name of related party and description thereof

- i) Wholly owned subsidiaries
 - Indoworth Fabrics (Raipur) Pvt. Ltd.
 - Indoworth Fabrics (Nagpur) Pvt. Ltd.
 - Indoworth Power Pvt. Ltd.
 - Indoworth Services Pvt. Ltd.
 - Indoworth Yarns Pvt. Ltd.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2017

B) Related party transaction

The following table provides the total amount of transactions, which have been entered into with related party for the relevant financial year.

	Wholly Owned Subsidiaries	
	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
Investments	500,000	Nil
Advances given	175,000	Nil

22.8 Business Segments:

Based on the nature of activities, risk and rewards and organization structure, the Company has a single segment namely “**Trading and Textiles**”. Therefore, the Company’s business does not fall under different business segments as defined by “AS-17” Segment Reporting” issued by the Institute of Chartered Accountants of India.

Geographic Segments:

The Company operates predominantly with the geographical limits of India.

22.9 The Company advanced a sum ₹11,25,00,000/- in favour of Asset Reconstruction Company (India) Limited (ARCIL) towards part consideration of settlement of dues of Uniworth Group namely Uniworth Limited
Uniworth International Limited
Indoworth India Limited
Uniworth Textiles Limited and their representative Guarantors

22.10 Details of Specified Bank Notes (SBN) held and transacted by the Company during the period from 8th November, 2016 to 30th December, 2016 as per Notification No G.S.R. 308(e) dated 30th March, 2017 are as follows.

Particulars	Specified Bank Notes (SBNs) ₹	Other Denomination ₹	Total ₹
Closing cash in hand as on 08.11.2016	100,000.00	3,623.35	103,623.35
Add: Permitted receipts	0.00	150,000.00	150,000.00
Less: Permitted payments	0.00	63,998.00	63,998.00
Less: Amount deposited in Banks	100,000.00	–	100,000.00
Closing cash in hand as on 30.12.2016	0.00	89,625.35	89,625.35

22.11 Previous year figures have been regrouped/re classified to conform to this year’s classification.

22.12 Significant accounting policies and practices adopted by the company are disclosed in the statement annexed to these financial statements as Note 21.

For R. K. Chandak & Co
Chartered Accountants

Binay Sharma
Partner
FRN :319248E
MN: 065863

Place : Kolkata
Dated : 29th May, 2017

For and on behalf of the Board

N. S. Ramanathan
Executive Director
DIN :03326478

R. P. Mehta
CFO

Kamal Sharma
Director
DIN :02946513

S. K. Rathi
Company Secretary

**INDOWORTH HOLDINGS LIMITED
(FORMERLY UNIWORTH SECURITIES LIMITED)**

CIN : L51900MH1985PLC035670

Registered Office : B-130, MIDC, Butibori Industrial Area, Nagpur - 441 122 (Maharashtra)
Telephone : +91(7104) 265321, Email : uniworthsecuritieslimited@gmail.com/ indoworthholdingslimited@gmail.com

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Note : Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall.

ATTENDANCE SLIP

I/We hereby record my/our presence at the 31st Annual General Meeting of the Company, held on Tuesday, September 26, 2017 at 10.00 A.M. at the registered office of the Company at B-130, MIDC, Butibori Industrial Area, Nagpur- 441 122 (Maharashtra)

Folio No/DP ID & Client ID :	
Share Holding :	
Serial No :	
Name :	
Name(s) of Joint Holder(s), if any :	
Address :	

.....
Proxy's Name in Block Letters

.....
Member's/Proxy's Signature

Note : Please bring the Attendance Slip duly signed to the meeting and hand it over at the Entrance of the Meeting Hall.

**INDOWORTH HOLDINGS LIMITED
(FORMERLY UNIWORTH SECURITIES LIMITED)**

CIN : L51900MH1985PLC035670

Registered Office : B-130, MIDC, Butibori Industrial Area, Nagpur- 441 122 (Maharashtra), Telephone : +91(7104) 265321, Email : uniworthsecuritieslimited@gmail.com/ indoworthholdingslimited@gmail.com

PROXY FORM : MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio No/DP ID & Client ID :

I/We, being the Member(s) of INDOWORTH HOLDINGS LIMITED, holding.....Equity Shares of the above named Company, hereby appoint :

- Name : Address.....
E-mail ID : Signature : or failing him/her;
- Name : Address.....
E-mail ID : Signature : or failing him/her;
- Name : Address.....
E-mail ID : Signature : or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Tuesday, September 26, 2017 at 10.00 A.M. at the registered office of the Company at B-130, MIDC, Butibori Industrial Area, Nagpur- 441 122 (Maharashtra) at any adjournment thereof in respect of following resolutions:

S. No.	Resolutions
Ordinary Business	
1.	Adoption of Audited Financial Statements of the Company for Financial Year ended 31st March 2017. Reports of the Board of Directors and Auditors thereon.
2.	Re-appointment of Mr. Kamal Sharma (DIN: 02946513), who retires by rotation.
3.	Appointment of Statutory Auditors.

Signed thisday of2017

Signature of Shareholder(s).....Signature of Proxyholder(s).....

Affix
Revenue
Stamp

- Notes** :
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the AGM.
 - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Annual General Meeting of the Company.
 - A proxy need not be a member of the Company

ROUTEMAP OF THE VENUE OF 31ST ANNUAL GENERAL MEETING OF THE COMPANY
AT REGISTERED OFFICE OF THE COMPANY AT B-130, MIDC, BUTIBORI INDUSTRIAL AREA, NAGPUR - 441122



If undelivered, please return to :
INDOWORTH HOLDINGS LIMITED
(FORMERLY UNIWORTH SECURITIES LIMITED)
Rawdon Chambers,
11A, Sarojini Naidu Sarani,
4th Floor, Unit 4-B
Kolkata - 700 017, West Bengal