

# **UNIORTH SECURITIES LIMITED**

**ANNUAL REPORT  
2014-2015**

# **CORPORATE INFORMATION**

CIN : L51900MH1985PLC035670

*(As on 13.08.2015)*

## **BOARD OF DIRECTORS**

MEENA LOHIA (DIN : 02331504)  
SHYAM KUMAR RATHI (DIN : 01386151)  
KAMAL SHARMA (DIN : 02946513)  
RAJENDRA PANDEY (DIN : 07144144)

## **AUDITORS**

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

## **BANKERS**

ANDHRA BANK

## **REGISTERED OFFICE**

113, 114, Gambhir Industrial Estate  
C Wing, Vishweshwar Nagar Road  
Off Aarey Road, Goregaon (E)  
Mumbai - 400 063

## **CORPORATE OFFICE**

Rawdon Chambers  
11A, Sarojini Naidu Sarani  
4th Floor, Unit - 4B  
Kolkata - 700 017  
Ph : (033) 4003 1301  
Email ID : uniworthsecuritieslimited@gmail.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

UNI WORTH  
SECURITIES  
LIMITED

## NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Members of UNI WORTH SECURITIES LIMITED will be held at 113, 114, Gambhir Industrial Estate, C Wing, Vishweshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai – 400 063 on Wednesday, the 30th day of September, 2015 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, 2015 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. To appoint Auditors and to fix their remuneration.

### SPECIAL BUSINESS :

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Rajendra Pandey (holding DIN :07144144), Director of the company whose period of office is not liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director for a tenure of 5 (Five) consecutive years up to 31st March, 2020.

### Registered Office :

113, 114, Gambhir Industrial Estate  
C Wing, Vishweshwar Nagar Road  
Off Aarey Road, Goregaon (E)  
Mumbai-400 063  
Date : 13th August, 2015

By Order of the Board

Kamal Sharma  
Director

### 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.

- b) The Register of Members and Transfer Books of the company will be closed from 24th September, 2015 to 30th September, 2015 both days inclusive.
- c) Intimation of any change of address should be given to the Registrar & Transfer Agent /Company immediately.
- d) Explanatory Statement U/s 102 of the Companies Act, 2013 is annexed herewith a respect of items of Special Business.
- e) In terms of Section 205A of the Companies Act 1956 the amount of dividend remaining unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund. Accordingly the unclaimed dividend for the year ended on 31st March 2008 is due for transfer to the Investor Education and Protection Fund in the month of October, 2015.

Members who have not yet encashed their dividend warrants for the financial year ended 31st March 2008 are advised to write to the Company's Registrars and Transfer Agents to make their claims without any delay.

f) **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as mentioned from time to time and Clause 35B of the Listing Agreement, the Company is pleased to provide to the Members the facility to exercise their right to vote at the 29th Annual General Meeting (AGM) of the Company by electronic means and the business mentioned in Notice relating thereto may be transacted through the E-Voting services provided by National Securities Depository Limited (NSDL). It is clarified that it is not mandatory for a member to vote using e-facility and a member may avail of said facility at his /her discretion following the procedure below.

The instructions for e-voting are as under :

- A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants (s)] :
- i. Open email and open PDF file viz, "Uniworth Securities Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password
  - ii. Launch internet browser by typing the following **URL: <https://www.evoting.nsd.com/>**
  - iii. Click on Shareholder – **Login**
  - iv. Now Enter your User ID (For Members holding shares in **NSDL**: 8 character DPID followed by 8 Digits Client ID ; For Members holding shares in **CDSL**: 16 digits beneficiary ID; For Members holding shares in Physical Form should enter Folio Number registered with the company and then enter the Image verification as displayed and Click on Login.
  - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
  - vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
  - vii. Select "EVEN" of Uniworth 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 **uniworthsecscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- B. In case a member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants (s) or requesting physical copy] :
- a. E-voting particulars as mentioned below, including initial password are provided in the Attendance Slip, which is an Annexure to the Notice for E-voting.

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
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  - 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

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Sanganeria (Unit : 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 30, 2015.

- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com) or call on Toll Free No. 1800222990.
  - IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
  - V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  - VI. The e-voting period commences on September 27, 2015 (9:00 am) and ends on September 29, 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2015, 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 30, 2015.
  - VIII. Any person who acquires shares of the company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut off date , i.e. September 23, 2015 may obtain the login id and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for E-voting then you can use your existing User Id and password for casting your vote. If you have forgotten your password, you may reset your password by using “forgot User Details/ Password” option available on <https://www.evoting.nsdl.com>.
  - IX. Members who have cast their vote by E-voting prior to the Annual General Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
  - X. Shri Kamal Kumar Sanganeria (Membership No. FCS 2643), practicing company secretary and proprietor of K.K. Sanganeria & Associates, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  - XII. The Results declared along with the Scrutinizer's Report shall be placed on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will be published in one Newspaper in English and one Newspaper in Marathi 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 BSE Limited.
- g) 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**

## ANNEXURE TO THE NOTICE

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

#### Item No. 4

Mr. Rajendra Pandey, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 31st March, 2015. He does not hold Directorship of any other Company and Membership of Committees of the Board of any other Company.

Mr. Rajendra Pandey, is an experienced professional in the field of Accounts and Sales Accounting.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Rajendra Pandey, being eligible and offering himself for appointment is proposed to be appointed as an Independent Director for a tenure of five consecutive years upto 31st March 2020. A notice has been received from a member proposing Mr. Rajendra Pandey, as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Rajendra Pandey, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent Director of the company and is independent of the management. Copy of the draft letter for appointment of Mr. Rajendra Pandey, as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rajendra Pandey, as an Independent Director. Accordingly, the Board recommends the resolution for your approval.

Except Mr. Rajendra Pandey, being an appointee, none of the Directors/Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No. 4.

#### Registered Office :

113, 114, Gambhir Industrial Estate  
C Wing, Vishweshwar Nagar Road  
Off Aarey Road, Goregaon (E)  
Mumbai-400 063  
Date : 13th August, 2015

By Order of the Board

Kamal Sharma  
Director

**GREEN INITIATIVES** – on sending Annual Report and Accounts to the members of the Company through electronic mode.

This initiative is pursuant to two Circulars bearing nos. 17/2011 and 18/2011 dated 21st April, 2011 and 29th April, 2011, respectively, issued by the Ministry of Corporate Affairs, Govt. of India.

Under the aforesaid Circulars, service of documents, including Annual Reports and Accounts, upon the shareholders through e-mail – shall be in compliance with Section 20 of the Companies Act, 2013.

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 on and from the year, i.e., 2011-12, are requested to register their respective e-mail ids at the web-page of our Registrar & Share Transfer Agent, C B Management Services (P) Ltd., at : [www.cbmsl.com/green.php](http://www.cbmsl.com/green.php)

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**DIRECTORS' REPORT**

To  
The Members,

Your directors have pleasure in presenting their 29th Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2015.

**FINANCIAL HIGHLIGHTS**

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

(₹ in '000)

Particulars	31st March 2015	31st March 2014
<b>Total Income</b>	<b>15107.53</b>	14387.63
Profit before Interest and Depreciation	<b>675.94</b>	679.60
Less: Interest	-	-
Profit before Depreciation	<b>675.94</b>	679.60
Less: Depreciation	<b>86.97</b>	202.48
<b>Profit before Extra- Ordinary item</b>	<b>588.98</b>	477.12
Less : Extra Ordinary Item	<b>179.55</b>	-
<b>Profit before Tax before Extra- Ordinary item</b>	<b>409.43</b>	477.12
Less: Provision for Taxation	<b>214.04</b>	198.66
Less : Deferred Tax	<b>(16.28)</b>	(52.67)
<b>Profit After Tax for the year</b>	<b>211.63</b>	331.13
Add : Balance B/F from the Previous year	<b>4763.23</b>	4432.10
<b>Profit available for appropriation</b>	<b>4974.90</b>	<b>4763.23</b>
General Reserve	-	-
Dividend on Equity Shares	-	-
Tax on Proposed Dividend	-	-
<b>Surplus Balance carried to Balance Sheet</b>	<b>4974.90</b>	<b>4763.23</b>

**STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK**

During the year under review, total Income mainly from Trading activities stood increased to Rs.151.08 lacs as against Rs. 143.88 lacs in the previous year.

However, Profits after Tax decreased to Rs. 2.11 Lacs as against Rs. 3.31 Lacs.

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. 2014-15, with the view to conserve the resources of company the Directors are not recommending any dividend.

**AMOUNTS TRANSFERRED TO RESERVES**

The Board of the company has proposed to carry Rs. 2.11 lacs to its reserves.

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**CHANGES IN SHARE CAPITAL**

During the Financial Year 2014-15, 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 2014-15 has been enclosed with this report as "Annexure II".

**MEETING OF BOARD**

The company held five Board meetings during the financial year under review :

<b>Board Meeting held during the year</b>		
<b>Date of Board Meeting</b>	<b>Total Strength of the Board</b>	<b>No. of Directors present</b>
27.05.2014	03	02
11.08.2014	03	02
13.11.2014	03	02
12.02.2015	03	02
31.03.2015	03	02

**PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186 :**

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

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

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

**EXPLANATION TO AUDITOR'S REMARKS**

The Notes on the Financial Statements referred to in the Auditors' Report are self explanatory and therefore do not call for any further comment.

**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, the required information relating to the "Conservation of Energy, Technology, Absorption" do not apply to the Company.



# UNI WORTH SECURITIES LIMITED

## **DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES**

Your Company doesn't have any subsidiary, joint venture or associates

## **RISK MANAGEMENT POLICY**

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

## **DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

During the year 2014-2015, Mr. Rajendra Pandey (DIN : 07144144) has been appointed as an Additional Director of the Company with effect from 31.03.2015. Appropriate Resolution seeking your approval for his appointment are appearing in the Notice convening the Annual General Meeting.

## **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.

## **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**

The Independent Directors has submitted their Disclosures to the Board that they fulfill all the requirements as stipulated under section 149 (6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors.

## **STATUTORY AUDITOR**

The Auditors M/s R. K. Chandak & Co., Chartered Accountants, retire at the ensuing Annual General meeting and are eligible for re-appointment.

## **SECRETARIAL AUDITOR :**

In terms of Section 204 of the Companies Act 2013, the Board of Directors at their meeting held on 28th May, 2015, have appointed M/s K K Sanganeria & Associates, Practicing Company Secretaries, as Secretarial Auditor, for conducting Secretarial Audit of the Company for the Financial Year 2015-16. Report of the Secretarial Auditor for the financial year ended 31.03.2015 is given as "Annexure I" which forms part of this report.

## **BOARDS VIEW**

As regards appointment of Key Managerial Personnel, the company is on the lookout for suitable candidates and the compliance of the requirement shall be met shortly. The observations of the Auditor's report have been

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dealt with in the Notes on Financial Statements for the year ended 31st March ,2015, and being self explanatory, do not call for any further clarifications.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY**

Companies (Corporate Social Responsibility Policy) Rules, 2014, is not applicable on the Company.

## **AUDIT COMMITTEE**

As provisions of Section 177 of the Companies Act, 2013 and also Clause 49 of the Listing Agreement is not applicable on the Company, so the company is not required to form a Audit Committee.

## **BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act. The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

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

## **NOMINATION & REMUNERATION COMMITTEE POLICY**

- a) 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.
- b) During the year under review the Nomination and Remuneration Committee met once.
- c) The following are the members of the Committee at present :

<b>Name</b>	<b>Designation *</b>	<b>Executive/Non-Executive/Independent</b>
Meena Lohia	Member	Non- Executive
Kamal Sharma	Member	Non- Executive
Rajendra Pandey	Member	Non- Executive & Independent

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

## **Disclosure on Establishment of a Vigil Mechanism**

The Company has established a Vigil Mechanism to oversee the genuine concerns expressed by the employee and other Directors. The policy provides for adequate safeguards against victimization of person who use such mechanism. No personnel has been denied access to lodge their Grievances

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**CORPORATE GOVERNANCE**

As the Company's paid up capital is less than Rs. 10 Crores and Net Worth is less than Rs. 25 Crores, henceforth, Corporate Governance is not applicable on the Company.

**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, 2015, the Company has not received any complaints pertaining to Sexual Harassment.

**FRAUD REPORTING (REQUIRED BY COMPANIES AMENDMENT BILL, 2014)**

No frauds have been reported to the Board.

**DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit /loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

**ACKNOWLEDGMENT**

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 May, 2015

Kamal Sharma  
**Director**

S. K. Rathi  
**Director**

## SECRETARIAL AUDIT REPORT

FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[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,

**Uniworth Securities Limited**

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by 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 Uniworth Securities 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, 2015, 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, 2015 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- (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
- (10) Indian Stamp Act, 1999
- (11) Maternity Benefits Act, 1961
- (12) Minimum Wages Act, 1948

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(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 .

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I report that there is a default in appointment of KMP's as per sec. 203 of the Companies Act, 2013 during the year under review.

I further report that this report also refer the Statutory Auditors Report dated 29th May, 2015 specially the basis for their qualified opinion as mentioned therein.

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 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.

Kamal Kumar Sanganeria  
K. K. Sanganeria & Associates

Place : Kolkata

Date : 25.05.2015

FCS No.: 2643

C.P. No. : 3880

**ANNEXURE - I : SECRETARIAL AUDIT REPORT** (Contd.)

**'Annexure A'**

(To the Secretarial Audit Report of M/s. Uniworth Securities Limited for the financial year ended 31.03.2015)

To,  
The Members,  
Uniworth Securities Limited  
113,114, Gambhir Industrial Estate,  
C Wing, Vishveshwar Nagar Road, Off Arrey Road,  
Goregaon (E), Mumbai - 400 063, Maharashtra

Our Secretarial Audit Report for the financial year ended 31.03.2015 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 : 25.05.2015

**ANNEXURE II**

**FORM NO. MGT – 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended 31.03.2015**

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

**I. REGISTRATION AND OTHER DETAILS**

CIN	L51900MH1985PLC035670
Registration Date	19th March, 1985
Name of the Company	Uniworth Securities Limited
Category / Sub-Category of the Company	Company having Share Capital
Address of the Registered office	113,114, Gambhir Industrial Estate, C Wing, Vishveshwar Nagar Road, Off Arrey Road, Goregaon (E), Mumbai – 400 063, 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 :

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Retail Sale of Fabrics	47510	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of share held	Applicable Section
NONE					

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individuals / Hindu Undivided Family	-	505800	505800	40.63	-	505800	505800	40.63	
(b) Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
(c) Bodies Corporate	-	71000	71000	5.70	-	71000	71000	5.70	
(d) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(e) Any other (Specify)									
(e) i. Trust	-	247700	247700	19.90	-	247700	247700	19.90	
<b>Sub Total : (A)(1)</b>	<b>-</b>	<b>824500</b>	<b>824500</b>	<b>66.24</b>	<b>-</b>	<b>824500</b>	<b>824500</b>	<b>66.24</b>	
<b>(2) Foreign</b>									
a) Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
b) Bodies Corporate	-	-	-	-	-	-	-	-	-
c) Institutions	-	-	-	-	-	-	-	-	-
d) Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e) Any Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total : (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>-</b>	<b>824500</b>	<b>824500</b>	<b>66.24</b>	<b>-</b>	<b>824500</b>	<b>824500</b>	<b>66.24</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
c) Central Government / State Government(s)	-	-	-	-	-	-	-	-	-
d) Venture Capital Funds	-	-	-	-	-	-	-	-	-
e) Insurance Companies	-	-	-	-	-	-	-	-	-
f) Foreign Institutional Investors	-	-	-	-	-	-	-	-	-
g) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
h) Any Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub Total (B)(1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>



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Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Non-Institutions</b>									
a) Bodies Corporate	14800	328500	343300	27.58	14800	333500	348300	27.98	0.40
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	11700	65300	77000	6.19	11700	60300	72000	5.78	(0.41)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Any Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(2)</b>	<b>26500</b>	<b>393800</b>	<b>420300</b>	<b>33.76</b>	<b>26500</b>	<b>393800</b>	<b>420300</b>	<b>33.76</b>	<b>-</b>
<b>Total Public Shareholding (B)= (B)(1) + (B)(2)</b>	<b>26500</b>	<b>393800</b>	<b>420300</b>	<b>33.76</b>	<b>26500</b>	<b>393800</b>	<b>420300</b>	<b>33.76</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>26500</b>	<b>1218300</b>	<b>1244800</b>	<b>100.00</b>	<b>26500</b>	<b>1218300</b>	<b>1244800</b>	<b>100.00</b>	<b>-</b>

(ii) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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	-	73300	5.89	-	-
<b>Total</b>	<b>826800</b>	<b>66.42</b>	<b>-</b>	<b>826800</b>	<b>66.42</b>	<b>-</b>	<b>-</b>

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

Shareholder's 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	NIL	NIL	NIL	73300	5.89

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Shareholder's 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
R. B. Properties Pvt. Ltd.	85600	6.87	NIL	NIL	NIL	85600	6.87
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.	56200	4.51	NIL	NIL	NIL	56200	4.51
Madgul Estates Pvt. Ltd.	40000	3.21	29.08.2014	5000	Transfer/Buy	45000	3.62
Rajesh Kumar Chandak (HUF)	7300	0.59	NIL	NIL	NIL	7300	0.59
Binit Tainani	5100	0.41	NIL	NIL	NIL	5100	0.41
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	NIL	NIL	NIL	3600	0.29

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(v) Shareholding of Directors and Key Managerial Personnel :

Shareholder's 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

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	NIL	NIL	NIL	NIL
• Reduction	NIL	NIL	NIL	NIL
<b>Net Change Indebtedness at the end of the financial year</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
i) Principal Amount				
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager	Total Amount
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 ) Profit 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	-	-
	<b>Total (A)</b>	-	-
	Ceiling as per the Act		3,000,000

**B. Remuneration to other Directors:**

Sl. No.	Particulars of Remuneration	Name of the Directors				Total Amount
		Meena Lohia	S. K. Rathi	Kamal Sharma	Rajendra Pandey	
1	<b>Independent Directors</b>					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	<b>Total (1)</b>	-	-	-	-	-
2	<b>Other Non-Executive Directors</b>	-	-	-	-	-
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	-	-	-	-	-
	<b>Total (B)=(1+2)</b>	-	-	-	-	-
	<b>Total Managerial Remuneration</b>	-	-	-	-	-
	<b>Ceiling as per the Act</b>	-	-	-	-	-

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

Sl. No.	Particulars of Remuneration	Name of the KMP		Total Amount (Rs.)
		CFO	Company Secretary	
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) Profit 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)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS

### Report on the Financial Statements

1. We have audited the accompanying financial statements of Uniworth Securities Limited ("the Company") which comprise the Balance Sheet as at 31 March 2015, 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 and cash flows 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 qualified audit opinion on the financial statements.

8. **Basis for qualified opinion**

The Company has not made provision for ₹ 1,708,043.06 towards the old receivables (refer point no 19.7)

9. **Qualified Opinion**

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis for Qualified Opinion Paragraph on the Profit and Reserves and Surplus for the year, 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 31 March 2015;
- 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, 2015 (hereinafter referred to as "the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 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, the Statement of Profit and Loss and the Cash Flow Statement dealt 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 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. In our opinion, based on the information and explanations given to us, the Company has a reasonably adequate internal financial control system in place which is prima facie operating effectively. However, we have not conducted any detailed review of such effectiveness of the internal controls and our comments are based on over view in the normal course of our audit.
  - 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, 2015 which would impact its financial position.
    - 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.

For **R. K.Chandak & Co.**  
FRN 319248E  
*Chartered Accountants*  
**(Binay Sharma)**  
*Partner*  
Membership No : 065863

Place : Kolkata  
Date : 28th May, 2015

**Annexure to the Independent Auditors' Report**

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Uniworth Securities Limited on the financial statements for the year ended March 31,2015.

- i) a) Proper records showing full particulars, including quantitative details, situation of fixed assets are under up-dation.
- 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 no discrepancies were noticed on such physical verification.
- c) There was no disposal of fixed assets during the year.
- ii) a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- b) The procedure of physical verification of inventory, followed by the management is in our opinion, reasonable and adequate in relation to the size of the company and the nature of its business.
- c) The company is maintaining proper records of inventory and no discrepancies were noticed on physical verification.
- iii) The Company has not granted any loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. In view thereof, clauses (iii) (a) and (iii)(b) of the said order are not applicable to the Company.
- iv) In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of the goods and services. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have we been informed of any instance of major weakness in the aforesaid internal control system.
- v) The Company has not accepted any deposits from 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 our examination, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues, to the extent applicable, with appropriate authorities and no undisputed amount payable in respect of aforesaid dues were outstanding as at 31st March, 2015 for a period of more than six months from the date of becoming payable.
- b) According to information and explanation given to us by the management, there are no amounts payable in respect of statutory dues, which have not been deposited on account of any disputes.
- c) There are no amounts which are required to be transferred to the Investor Education and Protection fund in accordance with the provisions of the Companies Act, 1956 and the rules made there under.
- viii) The company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the current and immediately preceding financial year.
- ix) Based on our audit procedure and as per the information and explanation given by the management, we are of the opinion that the company has not defaulted in repayment of dues to Financial Institutions or Banks. The Company has not issued any debentures.



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SECURITIES  
LIMITED

- x) On the basis of our examination and according to information and explanation given to us , the Company has not given any guarantee for loan taken by others from banks or financial institutions.
- xi) Based on the information and explanation given to us, no term loan has been taken by the Company.
- xii) Based upon the audit procedure performed for the purpose of reporting true and fair view of the financial statement and as per information and explanation given by the management we report that no fraud on or by the company has been noticed or reported during the course of our audit.

For **R. K.Chandak & Co.**  
FRN 319248E  
*Chartered Accountants*  
**(Binay Sharma)**  
*Partner*  
Membership No : 065863

Place : Kolkata  
Date : 28th May, 2015

UNI WORTH  
SECURITIES  
LIMITED

**BALANCE SHEET AS AT 31ST MARCH, 2015**

(Amount in ₹)

	Note No.	As at 31.03.2015	As at 31.03.2014
<b>Shareholders' Funds</b>			
Share Capital	1	1,24,48,000.00	1,24,48,000.00
Reserves and Surplus	2	59,24,900.48	57,13,238.73
<b>Total - A</b>		<b>1,83,72,900.48</b>	<b>1,81,61,238.73</b>
<b>Non Current Liabilities</b>			
Deferred Tax Liability	3	77,484.00	93,766.00
<b>Total-B</b>		<b>77,484.00</b>	<b>93,766.00</b>
<b>Current Liabilities</b>			
Other Current Liabilities	4	21,30,412.00	17,83,080.00
Short Term Provisions	5	4,79,700.00	4,45,329.00
<b>Total-C</b>		<b>26,10,112.00</b>	<b>22,28,409.00</b>
<b>Total-(A+B+C)</b>		<b>2,10,60,496.48</b>	<b>2,04,83,413.73</b>
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Fixed Assets			
Tangible Assets	6	1,79,583.42	4,21,506.42
Non Current Investments	7	51,10,131.00	51,10,131.00
<b>Current Assets</b>			
Inventories	8	30,780.00	30,780.00
Trade Receivables	9	18,23,089.06	18,93,962.06
Cash and Bank Balances	10	3,06,228.95	5,84,309.20
Short Term Loans and Advances	11	1,36,10,684.05	1,24,42,725.05
<b>Total</b>		<b>2,10,60,496.48</b>	<b>2,04,83,413.73</b>
Significant Accounting Policies	18		
Notes on Financial Statements	19		

As per our Report of even date

For and on behalf of the Board

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

Kamal Sharma  
**Director**

**Binay Sharma**  
Partner  
Membership No. : 065863  
Place : Kolkata  
Dated : 28th May, 2015

S K Rathi  
**Director**

UNI WORTH  
SECURITIES  
LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2015

(Amount in ₹)

	Note No.	Year ended 31st March 2015	Year ended 31st March 2014
<b>Revenue from operation</b>	12	1,51,04,076.00	1,43,87,628.00
Other Income	13	3,500.00	–
<b>Total Revenue</b>		<b>1,51,07,576.00</b>	<b>1,43,87,628.00</b>
<b>Expenses</b>			
Purchases of stock in trade	14	1,31,30,500.00	1,22,81,400.00
Changes in stock in trade	15	–	–
Employees benefits expenses	16	7,64,373.00	8,74,987.80
Depreciation	6	86,966.00	2,02,476.00
Other Expenses	17	5,36,764.25	5,51,644.27
<b>Total Expenses</b>		<b>1,45,18,603.25</b>	<b>1,39,10,508.07</b>
<b>Profit before tax</b>		<b>5,88,972.75</b>	<b>4,77,119.93</b>
Tax Expense:			
a) Current Tax		1,98,280.00	2,00,100.00
b) Deferred Tax		(16,282.00)	(52,668.00)
c) Tax in respect of previous year		15,756.00	(1,449.00)
<b>Profit for the year</b>		<b>3,91,218.75</b>	<b>3,31,136.93</b>
Earning per share			
Basic		0.31	0.27
Diluted		0.31	0.27
Significant Accounting Policies	18		
Notes on Financial Statements	19		

As per our Report of even date

For and on behalf of the Board

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

Kamal Sharma  
**Director**

**Binay Sharma**  
Partner  
Membership No. : 065863  
Place : Kolkata  
Dated : 28th May, 2015

S K Rathi  
**Director**

UNI WORTH  
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**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015**

(Amount in ₹)

Particulars	31.03.2015	31.03.2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit /(Loss) before tax and after extra ordinary Item	5,88,972.75	4,77,119.93
Adjustments For		
Depreciation	86,966.00	2,02,476.00
<b>Operating Profit before working Capital Changes</b>	<b>6,75,938.75</b>	<b>6,79,595.93</b>
Adjustments For		
Trade & other receivables	(11,27,527.00)	7,66,817.00
Other current liabilities	3,47,332.00	(11,30,437.00)
Cash Flow before Extra Ordinary Items	(1,04,256.25)	3,15,975.93
Direct tax paid(net of refund)	(1,49,224.00)	(1,32,365.00)
<b>Net Cash from Operating Activities (A)</b>	<b>(2,53,480.25)</b>	<b>1,83,610.93</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Asset	(24,600.00)	-
Sale of Fixed Assets	-	-
Purchase of Investments	-	-
Sale of Investments	-	1,20,000.00
<b>Net Cash From Investing Activities (B)</b>	<b>(24,600.00)</b>	<b>1,20,000.00</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividend & dividend distribution tax Paid		
<b>Net Cash From Financing Activities (C)</b>	<b>-</b>	<b>-</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(2,78,080.25)</b>	<b>3,03,610.93</b>
Cash and Cash Equivalents as on 31.03.2014	5,84,309.20	2,80,698.27
Cash and Cash Equivalents as on 31.03.2015	3,06,228.95	5,84,309.20

As per our Report of even date

For and on behalf of the Board

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

Kamal Sharma  
**Director**

**Binay Sharma**  
Partner  
Membership No. : 065863  
Place : Kolkata  
Dated : 28th May, 2015

S K Rathi  
**Director**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015**

**1. Share Capital :**

(Amount in ₹)

Particulars	As at 31.03.2015	As at 31.03.2014
<b>Authorised</b>		
1,250,000 Equity Shares of ₹ 10 each (1,250,000) Equity Shares of ₹ 10 each	1,25,00,000.00	1,25,00,000.00
	<b>1,25,00,000.00</b>	<b>1,25,00,000.00</b>
<b>Issued,Subscribed &amp; Paid Up</b>		
1,244,800 Equity Shares of ₹ 10 each fully paid up (1,244,800) Equity Shares of ₹ 10 each fully paid up	1,24,48,000.00	1,24,48,000.00
<b>Total</b>	<b>1,24,48,000.00</b>	<b>1,24,48,000.00</b>

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

Name of the Shareholders	As at 31.03.2015		As at 31.03.2014	
	No of Shares	% held	No of Shares	% held
Meena Lohia	3,21,300.00	25.81%	3,21,300.00	25.81%
Lohia Trust	2,47,700.00	19.90%	2,47,700.00	19.90%
Aman Lohia	1,38,500.00	11.13%	1,38,500.00	11.13%
R.B. Properties Private Limited	85,600.00	6.88%	85,600.00	6.88%
Vikram Buildcon 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	71,000.00	5.70%	71,000.00	5.70%

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

Particulars	As at 31.03.2015	As at 31.03.2014
	No. of Shares	No. of Shares
Equity Shares at the beginning of the year	12,44,800	12,44,800
Equity Shares issued during the year		
Equity Shares bought back during the year		
<b>Equity Shares at the end of the year</b>	<b>12,44,800</b>	<b>12,44,800</b>

**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.

(Amount in ₹)

2. Reserve & Surplus :

Particulars	As at 31.03.2015	As at 31.03.2014
<b>General Reserve</b>		
Opening balance	9,50,000.00	9,50,000.00
Closing balance	9,50,000.00	9,50,000.00
<b>Surplus</b>		
Opening Balance	47,63,238.73	44,32,101.80
Less : Adjustment due to change in depreciation method	1,79,557.00	-
Add : Profit for the year	3,91,218.75	3,31,136.93
Closing balance	49,74,900.48	47,63,238.73
<b>Total</b>	<b>59,24,900.48</b>	<b>57,13,238.73</b>

3. Deferred Tax Liability (Net) :

Particulars	As at 31.03.2015	As at 31.03.2014
Related to Fixed Assets	77,484.00	93,766.00
<b>Total</b>	<b>77,484.00</b>	<b>93,766.00</b>

4. Other Current Liabilities

Particulars	As at 31.03.2015	As at 31.03.2014
Unclaimed Dividend	24,250.00	25,500.00
Others Payables	21,06,162.00	17,57,580.00
<b>Total</b>	<b>21,30,412.00</b>	<b>17,83,080.00</b>

5. Short Term Provisions

Particulars	As at 31.03.2015	As at 31.03.2014
Others Provisions		
a) in respect of Income Tax	4,79,700.00	4,45,329.00
<b>Total</b>	<b>4,79,700.00</b>	<b>4,45,329.00</b>

6. Fixed Assets

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION/AMORTISATION					NET CARRYING AMOUNT	
	As at 1.04.2014	Addition	Deduction/ adjustment	As at 31.03.2015	As at 1.04.2014	For the Year	Adjustment against retained earning	Deduction/ adjustments	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
<b>Tangible Assets</b>											
Motor Car	13,63,634.11	-	-	13,63,634.11	13,46,265.00	-	-	-	13,46,265.00	17,369.11	17,369.11
Office Equipments	5,12,061.31			5,12,061.31	2,82,492.00	15,748.00	1,79,557.00		4,77,797.00	34,264.31	2,29,569.31
Computers	10,99,032.00	24,600.00	-	11,23,632.00	9,24,464.00	71,218.00			9,95,682.00	1,27,950.00	1,74,568.00
<b>Total</b>	<b>29,74,727.42</b>	<b>24,600.00</b>	<b>-</b>	<b>29,99,327.42</b>	<b>25,53,221.00</b>	<b>86,966.00</b>		<b>-</b>	<b>28,19,744.00</b>	<b>1,79,583.42</b>	<b>4,21,506.42</b>
Previous Year	42,21,865.42	-	12,47,138.00	29,74,727.42	35,97,883.00	2,02,476.00		12,47,138.00	25,53,221.00	4,21,506.42	

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LIMITED

7. Non-Current Investments

(Amount in ₹)

	Face Value	2014-15		2013-14	
		No.	Amount	No.	Amount
<b>Non Current Investment</b>					
<b>Trade Investments</b>					
<b>In Equity shares fully paid up</b>					
<b>Quoted shown at cost</b>					
Bhowmick International Ltd	10	10000	10,000.00	10000	10,000.00
Unisocks (India) Ltd	10	50000	2,50,000.00	50000	2,50,000.00
Uniworth International Ltd	10	21100	1,89,000.00	21100	1,89,000.00
Uniworth Ltd	10	350000	11,90,000.00	350000	11,90,000.00
Uniworth Textiles Ltd	10	113050	7,53,500.00	113050	7,53,500.00
<b>Total (A)</b>			<b>23,92,500.00</b>		<b>23,92,500.00</b>
<b>Other Investments</b>					
<b>In Equity shares fully paid up</b>					
<b>Unquoted shown at cost</b>					
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	10,25,600.00	128200	10,25,600.00
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
Unirama Industries Ltd	10	12000	60,300.00	12000	60,300.00
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	2,46,000.00	24200	2,46,000.00
Vikram Buildcon Pvt Ltd	10	1000	10,000.00	1000	10,000.00
Wellcon Towers Pvt Ltd	10	1000	10,000.00	1000	10,000.00
<b>In preference shares fully paid up</b>					
<b>Unquoted shown at cost</b>					
Madgul Estates Pvt Ltd	100	60000	8,85,000.00	60000	8,85,000.00
<b>Others fully paid up- Quoted shown at cost</b>					
Units 64 of Unit Trust of India	10	1498.423	23,750.00	1498.423	23,750.00
<b>Total (B)</b>			<b>27,17,631.00</b>		<b>27,17,631.00</b>
<b>Total (A) + (B)</b>			<b>51,10,131.00</b>		<b>51,10,131.00</b>
Aggregate value of unquoted Investments			27,17,631.00		27,17,631.00
Aggregate Market value of Quoted Investments			8,44,680.00		8,44,680.00

In absence of market quotation for the Quoted Securities as on 31.03.2015, aggregate Market value of quoted Investment have been taken as per previous year.

8. Inventories (Amount in ₹)

Particulars	As at 31.03.2015	As at 31.03.2014
Stock in Trade	30,780.00	30,780.00
<b>Total</b>	<b>30,780.00</b>	<b>30,780.00</b>

8.1 Details of stock in trade

Particulars	As at 31.03.2015	As at 31.03.2014
Equity Shares	10,532.50	10,532.50
Debentures	20,247.50	20,247.50
<b>Total</b>	<b>30,780.00</b>	<b>30,780.00</b>

9. Trade receivables

Particulars	As at 31.03.2015	As at 31.03.2014
Unsecured considered good		
Trade receivables outstanding for a period more than six months from the date they are due for payment	18,09,679.06	18,72,679.06
Trade receivables outstanding for a period less than six months from the date they are due for payment	13,410.00	21,283.00
<b>Total</b>	<b>18,23,089.06</b>	<b>18,93,962.06</b>

10. Cash and Bank Balances

Particulars	As at 31.03.2015	As at 31.03.2014
Cash and cash equivalents		
a. Cash on hand	2,55,434.35	4,66,376.35
b. Balance with Banks in Current Accounts	50,794.60	1,17,932.85
<b>Total</b>	<b>3,06,228.95</b>	<b>5,84,309.20</b>

11. Short Term Loans and Advances

Particulars	As at 31.03.2015	As at 31.03.2014
Unsecured considered good		
Loans and advances to others	1,30,86,063.05	1,18,86,163.05
Security Deposit-Others	-	1,500.00
Income Tax Paid/Tax deducted at source	5,24,621.00	5,55,062.00
<b>Total</b>	<b>1,36,10,684.05</b>	<b>1,24,42,725.05</b>



**NOTES TO THE FINANCIAL STATEMENTS**

**12. Revenue from operation**

(Amount in ₹)

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Sale of Products	1,42,89,176.00	1,35,63,980.00
Commision received (TDS ₹ 81,490/- previous year ₹ 82,365/-)	8,14,900.00	8,23,648.00
<b>Total</b>	<b>1,51,04,076.00</b>	<b>1,43,87,628.00</b>
<b>Details of Sale of Products</b>		
<b>Class of Goods</b>		
<b>Stock-in-Trade</b>		
Sarees	1,42,89,176.00	1,35,63,980.00
<b>Total</b>	<b>1,42,89,176.00</b>	<b>1,35,63,980.00</b>

**13. Other Income**

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
<b>Other non operating income</b>		
Sundry balance written back	3,500.00	–
<b>Total</b>	<b>3,500.00</b>	<b>–</b>

**14. Purchase of stock in trade**

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Sarees	1,31,30,500.00	1,22,81,400.00
<b>Total</b>	<b>1,31,30,500.00</b>	<b>1,22,81,400.00</b>

**15. Changes in stock in trade**

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
<b>Opening Stock :</b>		
Stock- in-trade	30,780.00	30,780.00
<b>Total</b>	<b>30,780.00</b>	<b>30,780.00</b>
<b>Closing Stock :</b>		
Stock- in trade	30,780.00	30,780.00
<b>Total</b>	<b>30,780.00</b>	<b>30,780.00</b>
<b>Total</b>	<b>–</b>	<b>–</b>

**NOTES TO THE FINANCIAL STATEMENTS**

**16. Employees benefits expenses**

(Amount in ₹)

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Salaries,Wages,Bonus etc	7,50,096.00	8,63,476.80
Staff Welfare	14,277.00	11,511.00
<b>Total</b>	<b>7,64,373.00</b>	<b>8,74,987.80</b>

**17. Other Expenses**

Particulars	Year ended 31st March 2015	Year ended 31st March 2014
Auditors' Remuneration		
- Audit Fees	28,090.00	28,090.00
- For Other Services	16,854.00	11,236.00
Bank Charges	1,837.89	4,402.57
Listing Fees	1,12,510.00	16,854.00
Miscellaneous expenses	75,510.00	82,867.00
Postage ,Courier & Telephone	26,671.36	32,819.20
Printing & Stationary	8,126.00	6,884.50
Professional & Consultancy Charges	75,253.00	97,456.00
Rates & Taxes	1,900.00	1,900.00
Sundry balance written off	64,500.00	
Rent	77,000.00	1,20,000.00
Repairs & maintenance others	750.00	-
Service Charges	7,583.00	-
Travelling & Conveyance	40,179.00	1,49,135.00
<b>Total</b>	<b>5,36,764.25</b>	<b>5,51,644.27</b>

**18. Significant Accounting Policies for the year ended March 31, 2015**

**18.1 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.

**18.2 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.

**NOTES TO THE FINANCIAL STATEMENTS**

(Amount in ₹)

**18.3 Tangible Fixed Assets, Depreciation & Impairment**

- I. Fixed Assets are stated at cost of acquisition.
- II. During the year 2014-15 depreciation has been provided on Straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 which has been made effective from 1st April 2014.
- 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.

**18.4 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.

**18.5 Inventories**

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

**18.6 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.

**18.7 Contingent Liabilities**

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

**18.8 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.

**18.9 Taxes On Income**

- I. Provision for current tax is made in accordance with and at the rates specified under the Income Tax Ac, 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.

**18.10 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.

19. Notes to Financial Statement for the Financial year ended on 31st March, 2015

**19.1 Earning Per Share**

Particulars	Current Year	Previous Year
Profit after tax attributable to Equity shareholders	₹ 391,218.75	₹ 331,136.93
Weighted average number of equity shares outstanding	1,244,800	1,244,800
Earning per share-Basis and diluted	0.31	0.27

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

19.3 There are no Micro, Small & Medium enterprises to whom company owes dues, which are outstanding for

## NOTES TO THE FINANCIAL STATEMENTS

more than 45 days as at 31st March 2015. 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.

- 19.4 Due to Small Scale Undertakings to the extent and as such parties have been identified from available information as on 31st March, 2015 and outstanding for more than 30 days are Nil.
- 19.5 Balances of trade receivables, trade payables, advances, advances from customers are subject to confirmation.
- 19.6 Trade receivables include ₹ 1,64,636/-, a time barred debt not provided for, classified as more than six months is against sale of Fixed Assets and balances of trade receivables as on 31st March, 2015 are subject to confirmation.
- 19.7 No provisions has been made in the accounts in respect of old debts amounting to ₹ 1,708,043.06, as necessary steps are been taken by the management for recovery of the same.
- 19.8 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.

### 19.9 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) Key Management Personnel (KMP)  
Mrs Meena Lohia-Director

#### B) Related party transaction

There are no transactions with the related party.

### 19.10 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. Accordingly, Secondary Segment has not been considered.

- 19.11 Previous year figures have been regrouped/re classified to conform to this year's classification.
- 19.12 Significant accounting policies and practices adopted by the company are disclosed in the statement annexed to these financial statements as Note 18.

As per our Report of even date

For and on behalf of the Board

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

Kamal Sharma  
**Director**

**Binay Sharma**  
*Partner*  
Membership No. : 065863  
Place : Kolkata  
Dated : 28th May, 2015

S K Rathi  
**Director**

*If undelivered, please return to :*

**UNI WORTH SECURITIES LIMITED**

'Rawdon Chambers'

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4th Floor, Unit - B

Kolkata - 700 017