

SHREE WORSTEX LIMITED

ANNUAL REPORT FINANCIAL YEAR 2018-19

(Page No. 1)

**SHREE WORSTEX
LIMITED**

**36TH ANNUAL REPORT
2018-19**

SHREE WORSTEX LIMITED

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Pawan Kumar Mittal, Non- Executive Director
Mrs. Kiran Mittal, Non-Executive Director
Mr. Jitendra Kumar Aggarwal, Independent Director
Mr. Pankaj Kapoor, Independent Director
Mr. Avinash Sharma, Independent Director

KEY MANAGERIAL PERSONNEL

Ms. Nidhi Marwaha, CEO & CFO
Ms. Pooja Mittal, Company Secretary & Compliance Officer

STATUTORY AUDITOR

M/s V. N. Purohit & Co., Chartered Accountants
214, New Delhi House, 2nd Floor, 27,
Barakhamba Road, New Delhi-110001

SECRETARIAL AUDITOR

M/s Akhilesh & Associates, Company Secretaries
Maharaja Agrasen Plaza, RZ-B-12/15, 2nd Floor,
Back Side Kh No 82/4/1, Mahavir Enclave, Near
Dashrath Puri Metro Station, Gate No-2, Palam,
New Delhi-110045

INTERNAL AUDITOR

M/s S.K. Goel & Associates,
Chartered Accountants
C-1/117, 3rd Floor, Front Side, Opposite St.
Marks School, Janak Puri, New Delhi-110058

REGISTERED OFFICE

325, IIIrd Floor, Aggarwal Plaza, Sector-14,
Rohini, New Delhi-110085

COMPANY'S WEBSITE

www.shreeworstex.in

BANKERS

HDFC Bank
FIU/42, F1U Blk, Pitampura, New Delhi, 110034

BOARD COMMITTEES

Audit Committee

Mr. Avinash Sharma, Chairman & Member
Mr. Pankaj Kapoor, Member
Mr. Jitendra Kumar Aggarwal, Member

Nomination & Remuneration Committee

Mr. Avinash Sharma, Chairman & Member
Mr. Pankaj Kapoor, Member
Mrs. Kiran Mittal, Member

Stakeholders Grievances Committee

Mr. Avinash Sharma, Chairman & Member
Mr. Pankaj Kapoor, Member
Mr. Pawan Kumar Mittal, Member

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A, First Floor, Okhla Industrial Area,
Phase-I New Delhi-110020

NAME OF THE STOCK EXCHANGE AT WHICH THE COMPANY'S SECURITIES ARE LISTED

Metropolitan Stock Exchange of India Limited (MSEI) and BSE Limited

INVESTORS HELPDESK

Contact Person- Ms. Pooja Mittal
Company Secretary & Compliance Officer,
E-mail id: shreeworstex@gmail.com
Tel. 9315202833

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DECLARATION ON AUDITED FINANCIAL RESULTS

pursuant to the second proviso to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, by the SEBI (LODR) (Amendments) Regulations, 2016 vide notification No. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 read with Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, we, the undersigned, on behalf of the Board of Directors of Shree Worstex Limited ("Company") (CIN: L17111DL1982PLC013790) having its registered office at 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi 110085 hereby confirms that M/s. V. N. Purohit & Co., Chartered Accountants (FRN: 304040E), the Statutory Auditors of the Company have issued their Audit Report with unmodified opinion on Audited Standalone Financial Results of the Company for the quarter and year ended 31st March, 2019.

For Shree Worstex Limited

sd/-

NIDHI MARWAHA
(Chief Financial Officer and Chief Executive Officer)
PAN: AMFPM6902N

Date: 24.05.2019
Place: New Delhi

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SHREE WORSTEX LIMITED

Regd. Off: 325, IIIrd Floor, Aggarwal Plaza, Sector- 14, Rohini, New Delhi- 110085

Mob.: 9315202833, Email ID: shreeworstex@gmail.com, info@shreeworstex.in

Website: www.shreeworstex.in, CIN: L17111DL1982PLC013790

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the members of Shree Worstex Limited will be held on Saturday, 28th September, 2019, at 11:00 A.M. at 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 to transact the following business:

ORDINARY BUSINESS

- Item No. 1: To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.
- Item No. 2: To appoint a Director in place of Mrs. Kiran Mittal (DIN: 00749457) who retires by rotation and, being eligible, offers herself for re-election.
- Item No. 3: To consider the re-appointment of the current auditors, M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company and to fix their remuneration:

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

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby re- appoints M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E), as the Statutory Auditors of the Company for a second term of 5 (Five) consecutive years to hold office from the conclusion of this meeting till the conclusion of the 41st Annual General Meeting of the Company, subject to ratification by the members at every Annual General Meeting to be held hereafter and on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company."

By the order of the Board of directors of
Shree Worstex Limited

Sd/-

Pooja Mittal

Company Secretary & Compliance officer

M.Nos. : A38988

Date: 14.08.2019

Place: New Delhi

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NOTES

1. There is no proposed special business to be transact in the annual general meeting. Therefore, no requirement of Explanatory Statement pursuant to Section 102 of the companies Act, 2013 to annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the company. A blank form of proxy is enclosed herewith and if intended to be used, it should be deposited duly completed at the registered office of the company not less than forty eight hours before the scheduled time of the commencement of Annual General Meeting.**
3. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. 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.
6. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated 3 under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure 1
7. Pursuant to section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Saturday, 21st September, 2019 to Saturday, 28th September, 2019 (both days inclusive) for the purpose of Annual General Meeting .
8. The ISIN of the Equity Shares of Rs.10/- each is INE926R01012.
9. Sections 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including financial statements, board's report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share

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transfer agent of the Company or for the other whose e-mail id is not registered same shall couriered to them.

10. Members may also note that the Notice of the AGM and the Annual Report for FY 2018-19 will also be available on the Company's website www.shreeworstex.in.
11. The following Statutory Registers are open for inspection of members and others at the registered office of the Company as prescribed in the respective sections of the Companies Act, 2013 as specified below:
 - a. Register of contracts with related party and contracts and bodies etc. in which directors are interested under section 189 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.
 - b. Register of directors and key managerial personnel and their shareholding under section 170 of the Companies Act, 2013 shall be open for inspection on all working days during business hours.

The aforesaid registers shall be kept open for inspection at the Annual General Meeting by any person attending the meeting.

12. Members are requested to notify change in address, if any, to the Share Transfer Agent and to the Company quoting their Folio Numbers, number of shares held etc.
13. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
14. Members/proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their Shareholding, attendance slip(s) and copies of their Annual Reports.
15. Members holding shares in demat form are requested to submit their Permanent Account Number (PAN) to their respective Depository Participant and those holding shares in physical form are requested to submit their PAN details to the company in order to comply with the SEBI guidelines.
16. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.
17. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
18. 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.

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Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.

19. All documents referred to in accompanying Notice shall be open for inspection and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.
20. *SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of decartelisation members are advised to dematerialise shares held by them in physical form.*

VOTING THROUGH ELECTRONIC MEANS

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e- Voting system.

The Notice of the 36th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link www.evoting.nsdl.com or www.shreeworstex.in.

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

PROCEDURE TO LOGIN TO E-VOTING WEBSITE

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

- Step 1: Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com/>
- Step 2: Cast your vote electronically on NSDL's e-voting system.

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Details on Step 1 is mentioned below

How to log in to the NSDL e-voting website

1. Visit the e-voting website of NSDL by opening your web browser and typing the following URL either on a desktop computer / laptop or on a mobile or scan the QR code using your smart phone.
2. Once the homepage of the e-voting system is launched, click on the icon, 'Login', available under Shareholders'.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on 'e-Voting' and proceed to Step 2, i.e., cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	User ID
a) For members who hold shares in demat accounts with NSDL	8-character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For members who hold shares in demat account with CDSL	16-digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in physical form	EVEN, followed by Folio Number registered with the company For example, if your EVEN is 101456, and Folio Number is 001*** then your User ID is 101456001***

5. Your password details are given below :
 - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
 - b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and change your password, as prompted by the system.

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- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit client ID for your NSDL account, or the last 8 digits of your CDSL client ID, or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password:
 - a) Click on the 'Forgot User Details / Password?' (for those holding shares in demat accounts with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on www.evoting.nsdl.com.
 - c) If you are unable to get your password following the aforesaid options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name, and your registered address.
 7. After entering your password, agree to the terms and conditions by checking the box.
 8. Next, click on the 'Login' button.
 9. After you click on the 'Login' button, the homepage of e-voting will open.

Details on Step 2 is given below

How to cast your vote electronically on the NSDL e-voting system?

1. After successfully logging in following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.
3. Select the 'EVEN' of the company for which you wish to cast your vote.
4. Now you are on the voting page and ready for e-voting.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.

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6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitkumar_cs@hotmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

OTHER INFORMATION

1. The e-voting period commences on September 25, 2019 (9:00 a.m.) and ends on September 27, 2019 (5:00 p.m.). During this period, members of the Company holding shares either in physical or dematerialized form, as on the relevant date i.e. Saturday, September 21, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which a vote has already been cast. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice convening the AGM and up to the cut-off date i.e. September 21, 2019, may obtain his login ID and password by sending a request at evoting@nsdl.co.in.
2. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Saturday, September 21, 2019.
3. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

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4. Shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 21, 2019 may only cast their vote at the 36th Annual General Meeting.
5. Mr. Amit Kumar, Practicing Company Secretary (Membership No.: FCS 5917, C.P. No.: 6184) has been appointed as the Scrutinizer for the Purpose of Annual General Meeting.
6. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting and make a Scrutinizer's Report of the votes cast in favour or against, if any, and to submit the same to the Chairman of the AGM not later than three working days from the conclusion of the AGM.
7. The Results shall be declared forthwith after the submission of Scrutinizer's Report either by Chairman of the Company or by any person authorized by him in writing and the resolutions shall be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
8. The Results declared along with the Scrutinizer's Report will be available on the website of the Company www.shreeworstex.in after the declaration of the results by the Chairman.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

By the order of the Board of directors of
Shree Worstex Limited

Sd/-
Pooja Mittal
Company Secretary & Compliance officer
M.Nos. : A38988

Date: 14.08.2019

Place: New Delhi

SHREE WORSTEX LIMITED

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Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)

S. No.	Name of the Director	Mrs. Kiran Mittal
1.	DIN	00749457
2.	Date of Birth	22. 12. 1972
3.	Date of Appointment	30. 09. 2014
4.	Qualification	Cost and Management Accountant, B. Com
5.	Expertise	She has experience of 21 years in the field of Cost and Management.
6.	Directorship in other Entities	<ol style="list-style-type: none">1. Delta Industrial Resources Limited2. Gulmohar Investments and holdings Limited3. Rita Finance and Leasing Limited (Formerly known as Rita Holdings Limited)4. Smart Capital Services Limited5. Patback Business Limited (Formerly known as Crazypricing Online Services Limited)6. Aawas Infratech Private Limited7. Dolf Leasing Limited
7.	Number of Shares Held in Company	10,00,000 Equity Shares
8.	Chairman / Member of Committee(s) of Board of Directors of the Company	Member of one (1) Committee of Board of Directors of Company
9.	Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director	Member of total Three (3) Committees of Board of Directors of other Companies
10.	Whether related with other Directors / Key Managerial Personnel	Spouse of Mr. Pawan Kumar Mittal, Director of the Company

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SHREE WORSTEX LIMITED

Regd. Off: 325, IIIrd Floor, Aggarwal Plaza, Sector- 14, Rohini, New Delhi- 110085

Mob.: 9315202833, Email ID: shreeworstex@gmail.com, info@shreeworstex.in

Website: www.shreeworstex.in, CIN: L17111DL1982PLC013790

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative	
Name of the proxy (to be filed in if proxy attends instead of the member)	

I certify that I am a registered Shareholder/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the 36th Annual General Meeting of the Company held on Saturday, September 28, 2019, at 11:00 A.M. at 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085.

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

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SHREE WORSTEX LIMITED

Regd. Off: 325, IIIrd Floor, Aggarwal Plaza, Sector- 14, Rohini, New Delhi- 110085

Mob.: 9315202833, Email ID: shreeworstex@gmail.com, info@shreeworstex.in

Website: www.shreeworstex.in, CIN: L17111DL1982PLC013790

FORM NO. MGT-11

PROXY FORM

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

CIN: L17111DL1982PLC013790

Name of the Company: SHREE WORSTEX LIMITED

Venue of the Meeting: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Date and Time: 28th September, 2019 at 11:00 A.M.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID/ Regd. Folio No.	
No. of shares held	

I/We, being the member(s) of shares of the above named company, hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Saturday, September 28, 2019, at 11:00 A.M. at 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 and at any adjournment thereof) in respect of such resolutions as are indicated below:

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

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

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

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I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

S. No.	Resolution	Number of shares held	For	Against
<i>Ordinary Business</i>				
1.	To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mrs. Kiran Mittal (DIN: 00749457) who retires by rotation and, being eligible, offers herself for re-election			
3.	To consider the re-appointment of the current auditors, M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company and to fix their remuneration			

Signature of shareholder Signature of Proxy holder(s)

Signed this Day of 2019

Affix
Revenue
Stamp

Note:

- This is optional to put a tick mark (✓) in the appropriate column against the resolutions indicated in the box. If a member leaves the "For" or "Against" column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write "Abstain" across the boxes against the Resolution.
- 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 Meeting.
- A Proxy need not be a member of the Company.
- The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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SHREE WORSTEX LIMITED

Regd. Off: 325, IIIrd Floor, Aggarwal Plaza, Sector- 14, Rohini, New Delhi- 110085

Mob.: 9315202833, Email ID: shreeworstex@gmail.com, info@shreeworstex.in

Website: www.shreeworstex.in, CIN: L17111DL1982PLC013790

FORM NO. MGT-12

POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

CIN: L17111DL1982PLC013790

Name of the Company: SHREE WORSTEX LIMITED

Venue of the Meeting: 325, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085

Date and Time: 28th September, 2019 at 11:00 A.M.

BALLOT PAPER

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./*Client ID No.	
4.	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

S. No.	Resolution	Number of shares held	For	Against
<i>Ordinary Business</i>				
1.	To receive, consider and adopt the Audited standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors thereon.			
2.	To appoint a Director in place of Mrs. Kiran Mittal (DIN: 00749457) who retires by rotation and, being eligible, offers herself for re-election			
3.	To consider the re-appointment of the current auditors, M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company and to fix their remuneration			

Place:

Date:

(Signature of the shareholder)

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DIRECTOR'S REPORT

To the Shareholders,

Your directors take pleasure in presenting the 36th Annual Report on the business and operations of your Company along with the audited standalone financial statements for the year ended March 31, 2019.

COMPANY OVERVIEW

Shree Worstex Limited was incorporated under Companies Act, 1956 on 2nd June, 1982. The Company is a Non Deposit Accepting Non-Banking Finance Company ("NBFC"), holding "Certificate of Registration no.: 14.00233" from the Reserve Bank of India ("RBI") dated 31st July, 2000. Equity Shares of the Company are listed on Metropolitan Stock Exchange of India Limited (MSEI) and BSE Limited .

FINANCIAL SUMMARY/HIGH LIGHTS/PERFORMANCE OF THE COMPANY

The Company's financial results are as under:

Particular	(in ₹)	
	Current Year 2018-19	Previous Year 2017-18
Revenue from Operations	52,96,996	31,03,404
Total revenue (including other income)	1,32,84,252	1,27,03,404
Total Expenses:	1,42,74,330	62,90,384
Profit before tax	(9,90,079)	64,13,020
Tax Expenses:		
Less: Current tax	-	(16,51,353)
Add: Deferred tax	-	-
Profit after tax	(9,90,079)	47,61,667

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

The total revenue from operations of your Company for the year ended March 31, 2019 stood at ₹ 52,96,996/- as against ₹ 31,03,404/- for the year ended March 31, 2018. The Company has incurred a loss (after tax) of ₹ (9,90,079)/- for the Year ended March 31, 2019 as compared to profit earned of ₹ 47,61,667 in the previous year.

STATE OF COMPANY'S AFFAIRS

With the expected positive momentum in the Indian economy, the Company is focused on growth and achieving profitability along with a renewed commitment to customer service. Innovations, investment and positive modifications are expected in the near future, boosting the Company's revenue. Together with forward looking strategy, the Company is also focusing extensively on expanding the business and operational improvements through various strategic projects for operational excellence.

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RESERVES

During the year under review, Company has not transferred any amount to special reserve Fund in terms of Section 45-IC of Reserve Bank of India Act, 1934, as the company has not earned any profit during the Year.

RBI GUIDELINES

The Company continues to fulfill all the norms and standards laid down by the Reserve Bank of India for the Non Banking Financial Company.

DIVIDEND

The Company needs further funds to enhance its business operations, to upgrade the efficiency and to meet out the deficiencies in working capital. The Directors, therefore, do not recommend any dividend on Equity Shares for the financial year 2018-19.

DEPOSITS

During the year under review, the Company has not accepted any deposits from the public under Section 73 of the Companies Act, 2013 and rules made there under. There is no unclaimed or unpaid deposit lying with the Company.

HOLDING, SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary, Joint Venture or Associate Company.

SHARE CAPITAL

As on 31st March 2019, Share Capital of the Company is ₹ 3,50,00,000/- (Rupees Three Crore Fifty Lakh) divided into 35,00,000 (Thirty Five Lakh) equity shares of ₹ 10/- (Rupees Ten) each.

As on 31st March 2019, issued, subscribed and Paid up share capital of the Company was ₹ 3,14,00,000/- (Rupees Three Crore Fourteen Lakh) divided into 31,40,000 (Thirty One Lakh Forty Thousand) equity shares of ₹ 10/- (Rupees Ten) .

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Shree Worstex Limited is a registered NBFC and the main objects of the Company is to provide loan, guarantees and made investments. Hence, the Company does not fall under the purview of the provisions of Section 186 of the Companies Act, 2013 and rules made there under w.r.t. its investment and lending activities. Details of Loans, Guarantees and Investments are given in the notes to the Financial Statements.

LISTING OF EQUITY SHARES OF THE COMPANY

As on date Company's total 31,40,000 equity shares of ₹ 10/- each is listed on Metropolitan Stock Exchange of India Limited (MSEI) and BSE Limited.

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MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

In the opinion of the Board, there has been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

RE-CLASSIFICATION OF SHARE CAPITAL STRUCTURE OF COMPANY

Company got approval letter for reclassification of promoters under regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide MSEI Letter No. MSE/LIST/2018/1484 dated May 24, 2018.

CHANGE IN NATURE OF BUSINESS

There was no change in the nature of business of the company in the financial year 2018-19 but company altered its main object clause in the last annual general meeting held on September 21, 2018 with approval of members of company in line of no change in industry activity and nature of business of company

CREDIT RATING

The Directors of the Company are pleased to report that the Company has its membership Certificate from all four CICs i.e. Credit Information Bureau (India) Limited (CIBIL), Equifax Credit Information Services Private Limited (ECIS), Experian Credit Information Company of India Pvt Ltd, CRIF High Mark Credit Information Services Pvt Ltd.

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

In view of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 relating to conservation of energy and technology absorption, are not applicable to the Company. However, the Company makes all efforts towards conservation of energy, protection of environment and ensuring safety. During the year under review, the Company had no earnings and expenditure in foreign exchange.

PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

Disclosures pertaining to remuneration and other details, as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given in "Annexure A" of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Management Discussion and Analysis Report has been appended separately, are given in "Annexure B" of this Report.

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CORPORATE GOVERNANCE

Since, the paid-up capital of the Company is less than ₹ 10 Crores and Net worth is less than ₹ 25 Crores, the provisions of the Corporate Governance as stipulated under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However, your Company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the Shareholders and the Company are properly served. It has always been the Company's endeavor to excel through better Corporate Governance and fair & transparent practices, many of which have already been in place even before they were mandated by the law of land.

The management of Company believes that it will further enhance the level of Corporate Governance in the Company.

RISK MANAGEMENT

Your Company being a NBFC is subjected to both Business and Financial risk. While the business risk associated with operating environment, ownership structure, Management, System & Policy, the financial risk lies in Asset Quality, Liquidity, Profitability and Capital Adequacy. The company recognizes these risks and makes best effort to mitigate them in time. Risk Management is also an integral part of the Company's business strategy.

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risk as also identify business opportunities.

INTERNAL CONTROL SYSTEMS

The Company's Internal Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficiency of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

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.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Board of Directors

As on March 31, 2019, your Board comprised of 5 (Five) Directors which includes two non executive directors (including women director) and three independent directors. Your Directors on the Board possess experience, competency and are renowned in their respective fields. All Directors are liable to retire by rotation except Independent Directors whose term of 5 consecutive years was approved by the Shareholders of the Company in the Annual General Meeting.

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Key Managerial Personnel

As on March 31, 2019 following members holds the position of Key Managerial Personnel are:

- Mrs. Nidhi Marwaha, Chief Executive Officer & Chief Financial officer
- Ms. Pooja Mittal, Company Secretary & Compliance Officer

Board Evaluation

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.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman 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. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

Declaration given by Independent Directors

Pursuant to Section 149(7) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, the Company has received declarations from all the Independent Directors of the Company confirming that they meet the 'criteria of Independence' as prescribed under Section 149(6) of the Companies Act, 2013 and have submitted their respective declarations as required under Section 149(7) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Familiarisation Programme

The Company has put in place an induction and familiarisation programme for all its Directors including the Independent Directors.

Directors' Appointment and Remuneration Policy

The Company's policy on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section (3) of Section 178 of the Companies Act, 2013, as is adopted by the Board.

The Company has adopted a comprehensive policy on Nomination and Remuneration of Directors on the Board. As per such policy, candidates proposed to be appointed as Directors on the Board shall be first reviewed by the Nomination and Remuneration Committee in its duly convened Meeting. The Nomination and Remuneration Committee shall formulate the criteria for determining the

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qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the Remuneration for the Directors, Key Managerial Personnel and other employees. The Nomination and Remuneration Committee shall ensure that—

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to directors and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals. During the year under review, none of the Directors of the company receive any remuneration.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, your directors hereby confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors 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 and loss of the Company for that period;
- (c) the directors have 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 preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts for the financial year ended March 31, 2019, on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MEETINGS

Board Meetings

The Board of Directors of the Company met Seven (7) times during the financial year 2018-19. The meetings of Board of Directors were held on 2nd April, 2018, 3rd May, 2019, 30th May, 2019, 8th August, 2019, 5th November, 2018, 30th January, 2019 and 27th March, 2019.

The Minutes of the Meetings of the Board of Directors are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/ Chief Financial Officer are invited to the meeting as and when required.

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The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of the Director	Designation	Category	Number of Board Meetings during the year		Attendance of Last AGM
			Held	Attended	
Mr. Pawan Kumar Mittal	Director	Non Executive-Non Independent	7	7	Yes
Mrs. Kiran Mittal	Director	Non Executive-Non Independent	7	7	Yes
Mr. Jitendra Kumar Aggarwal	Director	Non Executive-Independent	7	6	Yes
Mr. Pankaj Kapoor	Director	Non Executive-Independent	7	6	Yes
Mr. Avinash Sharma	Director	Non Executive-Independent	7	6	Yes

The necessary quorum was present in all the meetings. The intervening gap between any two meetings was not more than one hundred and twenty days as prescribed by the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015. The agenda and Notice for all the Meetings was prepared and circulated in advance to the Directors.

Information provided to the Board

The Board of the Company is presented with all information under the following heads, whenever applicable and materially significant. These are summarised either as part of the agenda will in advance of the Board Meetings or are tabled in the course of the Board Meetings. This, inter alia, includes:

- Annual operating plans of businesses, capital budgets, updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Information on recruitment and remuneration of senior officers just below the Board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Materially important litigations, show cause, demand, prosecution and penalty notices.
- Fatal or serious accidents.
- Any material default in financial obligations to and by the Company or substantial non-payment for services rendered by the Company.
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.
- Transactions had involved substantial payments towards good-will, brand equity, or intellectual property.
- Significant development in the human resources front.

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- Sale of material, nature of investments, assets which is not in the normal course of business.
- Quarterly update on the return from deployment of surplus funds.
- Non-compliance of any regulatory or statutory provisions or listing requirements as well as shareholder services as non-payment of dividend and delays in share transfer.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources /Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.

Independent Directors Meetings

In due compliance with the provisions of the Companies Act, 2013 read with the rules made there under a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole was evaluated, taking into account the views of 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 discussed.

One (1) meeting of Independent Directors was held on March 27, 2019 during the year 2018-19.

Committee Meetings

Audit Committee

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors on the financial reporting process and the safeguards employed by them.

Brief description of the terms of reference

- Overview of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements reflect a true and fair position.
- Recommending the appointment, re-appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing the financial statements and draft audit report, including quarterly / half yearly financial information.
- Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
 - o Any changes in accounting policies and practices;
 - o Major accounting entries based on exercise of judgment by management;
 - o Qualifications in draft audit report;
 - o Significant adjustments arising out of audit;
 - o Compliance with accounting standard;
 - o Compliance with stock exchange and legal requirements concerning financial statements;
 - o Any related party transactions as per Accounting Standard 18.
 - o Reviewing the Company's financial and risk management policies.

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- o Disclosure of contingent liabilities.
- o Reviewing with the management, external and internal auditors and the adequacy of internal control systems.
- o Discussion with internal auditors of any significant findings and follow up thereon.
- o Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- o Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- o Reviewing compliances as regards the Company's Whistle Blower Policy.
- Mandatory review of following information
 - o Management discussion and analysis of financial condition and results of operations;
 - o Statement of significant related party transactions, submitted by management;
 - o Management letters / letters of internal control weaknesses issued by Statutory Auditors and;
 - o Appointment, removal and terms of remuneration of Internal Auditor.

The Board has re-constituted the Audit Committee in accordance with the requirement of Companies Act, 2013 and other applicable provisions. All members of Audit Committee are financially literate and have financial management expertise. The Audit Committee comprises of three members including all members as independent director out of which one is chairman of this committee.

The Audit Committee met Four (4) times during the financial year 2018-19. The meetings of Audit Committee were held on 30th May, 2018, 8th August, 2018, 5th November, 2018 and 30th January, 2019.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/ Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Audit Committee and Their Attendance at the Meetings are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Mr. Avinash Sharma	Chairman	4	4
Mr. Pankaj Kapoor	Member	4	4
Mr. Jitendra kumar Aggarwal*	Member	4	4

Nomination and Remuneration Committee

The policy formulated under Nomination and Remuneration Committee are in conformity with the requirements as per provisions of sub-Section (3) of Section 178 of Companies Act, 2013 and the

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SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company had Constituted Nomination and Remuneration Committee to decide and fix payment of remuneration and sitting fees to the Directors of the Company as per provisions u/s 178 of the Companies Act, 2013.

The terms of reference of the remuneration committee in brief pertain to inter-alia, determining the Companies policy on and approve specific remuneration packages for executive director (s)/Manager under the Companies Act, 2013 after taking in to account the financial position of the Company, trend in the industry, appointees qualification, experience, past performance, interest of the Company and members.

This Nomination & Remuneration committee will look after the functions as enumerated u/s 178 of the Companies Act, 2013. This Committee has comprises three members including two members as independent directors out of which one member is chairman of the committee.

The Nomination and Remuneration Committee met Two (2) times during the financial year 2018-19. The meetings of Nomination and Remuneration Committee were held on 3rd May, 2018 and 30th January, 2019.

The Minutes of the Meetings of the Nomination and Remuneration Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/ Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Nomination and Remuneration Committee and Their Attendance at the Meetings are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Mr. Avinash Sharma	Chairman	2	2
Mr. Pankaj Kapoor	Member	2	2
Mrs. Kiran Mittal	Member	2	1

Stakeholder's Relationship Committee

The scope of the Stakeholders' Relationship Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has an independent Stakeholders' Relationship Committee to consider and resolve grievances of the Shareholders / Investors. This Committee has comprises three members including all members as independent directors out of which one member is chairman of the committee.

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The Stakeholders' Relationship Committee met Two (2) time during the financial year 2018-19. The meetings of Stakeholders' Relationship Committee were held on 8th August, 2018 and 30th January, 2019.

The Minutes of the Meetings of the Stakeholders' Relationship Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/ Chief Financial Officer are invited to the meeting as and when required.

The Composition of the Stakeholders' Relationship Committee and Their Attendance at the Meetings are as follows:

Name	Designation	No. of Meetings	
		Held	Attended
Mr. Avinash Sharma	Chairman	2	2
Mr. Pankaj Kapoor	Member	2	2
Mr. Pawan Kumar Mittal	Member	2	2

Compliance Officer

Name	Ms. Pooja Mittal Company Secretary & compliance Officer
Contact Details	325, III rd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi 110085
E- mail Id	shreeworstex@gmail.com, info@shreeworstex.in

Shareholders Meetings

There was only one (1) annual general meeting of shareholders was held on September 21, 2018.

AUDITORS

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company has appointed **G Aakash & Associates Company Secretaries** to undertake the Secretarial Audit of the Company for the Financial Year 2018-19.

- **Secretarial Auditors Reports**

The Secretarial Auditors have given Secretarial audit report in Form MR-3 for financial year 2018-19, are given in "**Annexure C**" of this report.

- **Secretarial Auditors Observations**

Secretarial Auditors observations are self explanatory. There was no adverse remark, observation and any disclaimer.

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Internal Auditors

Pursuant to the provision of Section 138 of the Companies Act, 2013 has mandated the appointment of Internal Auditor in the Company. Accordingly, the Board had appointed M/s S.K. Goel & Associates, Chartered Accountants, as the Internal Auditors of the Company for the financial year 2018-19.

- **Internal Auditors Reports**

The Internal Auditors have placed their internal audit report to the company.

- **Internal Auditors Observations**

Internal Audit Report was self explanatory and need no comments.

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. V.N. Purohit & Co., Chartered Accountants, were appointed in the 32nd Annual General Meeting as the Statutory Auditors of the Company and for a period of five years hold office up to the conclusion of the 36th Annual General Meeting.

The Company's Auditors, M/s. V.N. Purohit & Co., Chartered Accountants, who were appointed with your approval at the 32nd AGM for a period of five years, will complete their present term on conclusion of the ensuing 36th AGM of the Company.

The Board, on the recommendation of the Audit Committee, recommended for the approval of the Members, the re appointment of M/s. V.N. Purohit & Co., Chartered Accountants, as the Auditors of the Company for second term of five years from the conclusion of the ensuing 36th AGM till the conclusion of the 41st AGM. On the recommendation of the Audit Committee, the Board also recommended for the approval of the Members, the remuneration of M/s. V.N. Purohit & Co., Chartered Accountants for the financial year 2019-20. Appropriate resolution seeking your approval to the re appointment and remuneration of M/s. V.N. Purohit & Co., Chartered Accountants as the Statutory Auditors is appearing in the Notice convening the 36th AGM of the Company.

- **Statutory Auditors Reports**

The Statutory Auditors have given an audit report for financial year 2018-19, are given in "Annexure D" of this report.

- **Statutory Auditors Observations**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditor's Report does not contain any qualifications, reservations, adverse remarks or disclaimer. The Statutory Auditors have not reported any incident of fraud to the Audit Committee or the Board of Directors under Section 143(12) of the Companies Act, 2013 during the financial year ended March 31, 2019.

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PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES UNDER SECTION 188 OF THE COMPANIES ACT, 2013

The particulars of contracts or arrangements with related parties for the financial year 2018-19 along with the Financial Statements in Form No. AOC-2 are given in "Annexure E" of this report.

EXTRACT OF ANNUAL RETURN

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the annual return in Form MGT 9 are given in "Annexure F" of this Report.

ENHANCING SHAREHOLDER VALUE

Our Company firmly believes that its success in the market place and a good reputation is among the primary determination of value to the shareholders.

DEMATERIALISATION OF SHARES

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN- INE926R01012 has been allotted for the Company. Therefore, the matter and/or investors may keep their shareholding in the electronic mode with their Depository Participates. 96.53% of the Company's Paid-up Share Capital is in dematerialized form and balance 3.47% is in physical form as on 31st March, 2019.

VIGIL MECHANISM (WHISTLE BLOWER POLICY)

In compliance with the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy.

The Company believes in the conduct of its affairs in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. The Company is committed to develop a culture in which every employee feels free to raise concerns about any poor or unacceptable practice and misconduct. In order to maintain the standards has adopted lays down this Whistle Blower Policy to provide a framework to promote responsible and secure whistle blowing.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

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The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2018-19:

- No of complaints received : 0
- No of complaints disposed off : N.A.

HUMAN RESOURCES

People remain the most valuable asset of your Company. Your Company follows a policy of building strong teams of talented professionals. Your Company continues to build on its capabilities in getting the right talent to support different products and geographies and is taking effective steps to retain the talent. It has built an open, transparent and meritocratic culture to nurture this asset.

The Company recognizes people as its most valuable asset and The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

CORPORATE SOCIAL RESPONSIBILITY

The Company is not required to spend any amount in respect of Corporate Social Responsibility as provisions relating to Corporate Social Responsibility under Section 135 of Companies Act, 2013 is not applicable to Company.

DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT UNDER SECTION 143 OF THE COMPANIES ACT, 2013

During the year under review, your Directors do not observe any transactions which could result in a fraud. Your Directors hereby declares that the Company has not been encountered with any fraud or fraudulent activity during the Financial Year 2018-2019.

OTHER DISCLOSURES

Your Directors state that during the financial year 2018-19:

- The Company did not issue any equity shares with differential rights as to dividend, voting or otherwise.
- The Company did not issue any Sweat Equity shares.
- The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees.

COMPLIANCE

SHREE WORSTEX LIMITED

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The Company has complied and continues to comply with all the applicable regulations, circulars and guidelines issued by the Ministry of Corporate Affairs (MCA), Stock Exchange(s), Securities and Exchange Board of India (SEBI) etc.

The Company has complied with all applicable provisions of the Companies Act, 2013, Listing Agreement executed with the Stock Exchange(s), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

SECRETARIAL STANDARDS OF ICSI

Pursuant to the approval by the Central Government to the Secretarial Standards specified by the Institute of Company Secretaries of India on April 10, 2015, the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) came into effect from July 01, 2015. Thereafter, Secretarial Standards were revised with effect from October 01, 2017. The Company is in compliance with the Secretarial Standards.

ACKNOWLEDGMENT

Your Directors wish to express their sincere appreciation for the support and cooperation, which the Company continues to receive from its clients, Banks, Government Authorities, Financial Institutions and associates and are grateful to the shareholders for their continued support to the Company. Your Directors place on record their appreciation for the contributions made and the efforts put in by the management team and employees of the Company at all level.

By the order of the Board of directors of
For Shree Worstex Limited

Date: 14/08/2019

Place: New Delhi

Sd/-

Pawan Kumar Mittal

Director

DIN: 00749265

Sd/-

Kiran Mittal

Director

DIN: 00749457

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Annexure - A

PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

Information required under Section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year: NIL

No Remuneration was paid to any directors during the year under review except Sitting fees.

- ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year
NIL

- iii) The percentage increase in the median remuneration of employees in the financial year
NIL

- iv) The number of Permanent employees on the rolls of the company: **Two (2)**

- v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration
NIL

- vi) Affirmation that the remuneration is as per the remuneration policy of the company
It is hereby affirmed that remuneration paid, if any, is as per the remuneration policy of the company.

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DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OR MANAGERIAL PERSONNEL) RULES, 2014

(in ₹)

A. Names of employees who are in receipt of aggregate remuneration of not less than rupees one crore and two lakh if employed throughout the financial year 2018-19:

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	%of Equity Share held	Whether related to Director or Manager
NIL								

B. Name of employee whose remuneration in aggregate was not less than eight lakh and fifty thousand per month if employed for part of the financial year 2018-19:

Name & Designation	Age (in Years)	Remuneration Received	Nature of Employment (Contractual or otherwise)	Qualification & Experience	Date of commencement of Employment	Last Employment	%of Equity Share held	Whether related to Director or Manager
NIL								

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Annexure-B

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

The year witnessed a highly dynamic situation of our country, India must be consistent in regaining its position as a leading emerging market investment destination. This can only be possible if consistency and clarity is in our policies. In anticipation of the election results the equity markets have created an all time high and currency markets are buoyant but investors (private and foreign) are waiting for stability of governance. They will see policy actions before committing long term capital to India. Basically, India is experiencing a difficult economic situation on the growth, asset quality, inflation and fiscal deficit fronts. Growth estimation graph shows bottomward trends but recovery is predicated upon clarity of policy matters and decision making by the Government. Both of the factors are out of the control of private enterprises.

The past year has been a challenging year for our Industry with lots of ups and downs. Inspite of the above, the industry has been able to maintain its steady performance during the year under review.

Your Company's performance for the year 2017-18 has to be viewed in the context of aforesaid economic and market environment.

OPERATING RESULTS OF THE COMPANY

The total revenue from operations of your Company for the year ended March 31, 2019 stood at ₹ 52,96,996/- as against ₹ 31,03,404/- for the year ended March 31, 2018. The Company has incurred a loss (after tax) of ₹ (9,90,079)/- for the Year ended March 31, 2019 as compared to profit earned of ₹ 47,61,667 in the previous year.

OPPORTUNITIES

- i) There is a provision of more FDI and investment opportunities.
- ii) Withdrawal of quota restriction is contributing immensely in market development.
- iii) The global needs are being catered with product development.
- iv) An upsurge in the purchasing power and disposable income of Indian customers has opened room for new market development.

THREATS

- i) Inflation could trigger increase in consumer price inflation, which would dampen growth.
- ii) Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.
- iii) Striking a balance between demand and supply.
- iv) Unfavorable economic development.
- v) Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

PROSPECT & OUTLOOK

SHREE WORSTEX LIMITED

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The management is of the view that the future prospects of your company are bright and the performance in the current year is expected to be very well. The committed customers of the company are expected to place more orders, which ultimately affect the top line of the company, positively.

RISKS AND CONCERNS

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The company has constituted Audit Committee for guidance and proper control of affairs of the company.

HUMAN RESOURCES

Human Resources are highly valued assets at Shree Worstex Limited. The company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The employees are satisfied and having good relationship with the Management.

DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis. The Company has follows to continue with the period of 1st day of April to 31st day of March, each year as its financial year for the purpose of preparation of financial statements under the provisions of Section 2(41) of the Companies Act, 2013.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

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Annexure-C

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[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,

SMART CAPITAL SERVICES LIMITED

CIN: L74899DL1994PLC059877

325, IIIrd Floor, Aggarwal Plaza,

Sector-14, Rohini, New Delhi -110085

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by SMART CAPITAL SERVICES LIMITED (hereinafter referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company'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, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2019 (Audit Period) 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 along with Annexure-A attached to this report.

- I. We 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, 2019 according to the provisions of:
- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB); (Not applicable to the Company during the Audit Period)

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v. 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, 2011
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended till date;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the Audit Period);
- e) 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);
- i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period);

vi. Other Laws applicable to the Company:-

We have examined the framework, processes, and procedures of compliances of laws applicable on the Company in detail. We have examined reports, compliances with respect to applicable laws on test basis.

Other Miscellaneous and state laws.

- a) Income Tax Act, 1961;
- b) Goods and Services Tax Act, 2017

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India;
- b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and the Listing Agreements entered into by the Company with Metropolitan Stock Exchange of India Limited (MSEI).

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c) During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, and Guidelines to the extent applicable, Standards, etc. mentioned above subject to following:

1. In terms of Section 78 of the Companies Act, 2013 and Rule 3 of the Companies (Registration of Charges) Rules, 2014, the Company had filed Form CHG-1 vide SRN: G82903923; dated 07.04.2018, with the Registrar of Companies, NCT of Delhi and Haryana.
2. In terms of Section 137 of the Companies Act, 2013 and Rule 12 of the Companies (Accounts) Rules, 2014, the Company had filed Form AOC-4 XBRL vide SRN: H24536849; dated 27.10.2018, with the Registrar of Companies, NCT of Delhi and Haryana.

As per Regulation 15(2) of SEBI (LODR) Regulations, 2015, the compliances with the corporate governance provisions as specified in Reg. 17 to 27 and Clause (b) to (i) of Regulation 46(2) and Para C, D, E of Schedule V for Corporate Governance do not apply to this Listed Entity as the Paid-up share capital of the Listed Entity is Rs. 4,50,11,700/- (i.e. less than Rs. 10 Crore) and Net Worth is Rs. 85,95,347/- (i.e. less than Rs. 25 Crores) as on the last day of the previous financial year. During the audit, we observed that the company is voluntarily complying the provisions to the extent possible as a part of good corporate governance practice.

Based on the information received and records maintained, we further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, women 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.
2. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings along with agenda and detailed notes on agenda 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 in compliance of the Act.
3. Majority decision is carried through and recorded in the minutes of the Meetings. Further as informed, no dissent was given by any director in respect of resolutions passed in the board and committee meetings.

Based on the compliance mechanism established by the company and on the basis of the Compliance Certificate (s) placed and taken on record by the Board of Directors at their meeting (s), we further report that;

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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.

We further report that during the audit period the company has not incurred any specific event / action that can have major bearing on the company's affairs in pursuance of above referred laws, rules, regulations; guidelines, standards etc.

For G AAKASH & ASSOCIATES
COMPANY SECRETARIES

AAKASH GOEL
(PROP.)
M. NO.: A57213
CP NO.: 21629

Date: 14.08.2019
Place: Haryana

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ANNEXURE-A

To,

The Members,

SMART CAPITAL SERVICES LIMITED

CIN: L74899DL1994PLC059877

325, IIIrd Floor, Aggarwal Plaza,

Sector-14, Rohini, New Delhi -110085

Sub: Our Secretarial Audit for the Financial Year ended March 31, 2019 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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. We believe that the processes and practices, we followed provide a reasonable basis to our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures 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.

For G AAKASH & ASSOCIATES
COMPANY SECRETARIES

AAKASH GOEL

(PROP.)

M. NO.: A57213

CP NO.: 21629

Date: 14.08.2019

Place: Haryana

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Annexure-D

To
The members of
SHREE WORSTEX LIMITED

Report on Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **SHREE WORSTEX LIMITED** (the Company), which comprise the balance sheet as at 31st March, 2019, the statement of profit and loss and the cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereby referred as 'the financial statements').

In our opinion and to the best of our information and explanations given to us, the aforesaid financial statements required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Accounting Standards (AS) prescribed under section 133 of the Companies Act, 2013 read with the Companies (Accounting Standard) Rules, 2006, as amended and the other accounting principles generally accepted in India : -

- i. In case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2019;
- ii. In case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- iii. In case of Cash Flow Statement, of the cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the 'Auditor's Responsibilities for the Audit of Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described hereunder to be key audit matters to be communicated in our report.

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S. No.	Key audit matters	Auditor's response
1.	<p><u>Loans and advances</u> : -</p> <p>As the primary business of the Company is advancing of loan and during the year significant loan advancing transactions have taken place.</p> <p>We focused on the conditions of disbursement and appropriateness of sanctioning process.</p>	<p>Our audit procedure inter-alia include the following : -</p> <ol style="list-style-type: none">1. We evaluated the control environment including authorization, sanctioning and disbursement of significant loans advanced during the year.2. We have obtained external confirmations from third parties in respect of transactions and closing balance for significant loans advanced by the company.3. We tested all material entries recorded in connection with the loan advance and interest thereon to determine whether the accounting was appropriate.
2.	<p><u>Compliance of RBI directions and circulars</u> : -</p> <p>The recent RBI regulations increased the responsibility of auditors of NBFCs.</p> <p>As Company is a NBFC, it is responsibility of Company to duly follow the directions and circulars.</p> <p>We focused on the requisite compliance and disclosure as per the requirements in the norms.</p>	<p>Our audit procedure inter-alia include the following : -</p> <p>We have reviewed the conditions for prudential norms prescribed by the RBI including : -</p> <ol style="list-style-type: none">1. Provision on standard assets.2. Transfer of 20% profit to special reserve maintained under section 45-IC of the RBI Act, 1934.3. Holding of at least 50% of the financial assets and 50% of the financial income respectively.4. Maintaining minimum net owned funds of Rs. 200 lakhs.

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Information other than the financial statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises of information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's board of directors is responsible for the matters stated in section 134(5) of the Act with respect to the 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 AS and the other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for insuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain a reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise due to fraud or error and are considered material if, individually or in

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aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As a part of an audit in accordance with the SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.
- ii. Obtain an understanding of the internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial control system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained upto the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content if the financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements, individually or in aggregate, makes it probable that the economic decision of reasonable knowledgeable user of the financial statement may be influenced.

We consider quantitative materiality and qualitative factors in (i) Planning the scope of our audit work and in evaluating the results of our work; and, (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

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We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonable be thought to bear on our independence, and where applicable, relevant safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, or when in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonable be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A**, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable.
2. The Company is a non-banking financial company not accepting public deposits and holding certificate of registration no- 14.00233 dated 31/07/2000 from Reserve Bank of India has been issued to the Company.
 - a) The Board of Directors has passed resolutions for the non-acceptance of any public deposits.
 - b) The Company has not accepted any public deposits during the relevant year.
 - c) The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and previously for bad and doubtful debts as applicable to it.
3. 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 purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it 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 (Accounts) Rules, 2014;

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- e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure-B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact, if any, of pending litigations on its financial position, in its financial statements (refer note 29).
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company is not required to transfer any amount to the Investor Education and Protection Fund.

FOR V. N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O. P. Pareek

Partner

Membership No. 014238

New Delhi, the 24th day of May 2019

SHREE WORSTEX LIMITED

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ANNEXURE-A TO THE AUDITOR'S REPORT

The annexure referred to in paragraph 1 under the heading of "Report o other Legal and Regulatory Requirements" of our report of even date to the members of **SHREE WORSTEX LIMITED** for the year ended on 31st March 2019.

- (i) As per information and explanation given to us, the Company does not hold any fixed assets, hence the provision of sub-clause (i) of the clause 3 of the order is not applicable;
- (ii) As per information and explanation given to us, physical verification of inventory has been conducted once in a year by the management and no material discrepancies were noticed during the course of physical verification
- (iii) According to information and explanations given to us, the Company has granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013 and;
 - (a) According to information and explanation given to us, the terms and conditions of the grant of such loans are not prejudicial to the Company's interest;
 - (b) According to information and explanation given to us, the schedule of repayment of principal and payment of interest has been stipulated and the receipts are regular as per stipulations; the receipt of principal and interest on above are regular as per stipulation between the parties;
 - (c) According to information and explanation given to us, there were no overdue amount exceeding ninety days considering stipulations with parties, hence the question for recovery of same does not arise;
- (iv) According to information and explanations given to us, the Company has complied with the provisions of section 185 and section 186 of the Companies Act, 2013 to the extent applicable in respect of loans, advances, guarantees and securities so given;
- (v) According to information and explanations given to us, the Company has not accepted public deposits and the provision of section 73 to 76 or other relevant provisions of the Companies Act, 2013 and rules framed there under are not applicable to the Company;
- (vi) According to information and explanations given to us, the Company is not liable to maintain cost records as prescribed under section 148(1) of the Companies Act, 2013;
- (vii)
 - (a) According to information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including income tax and any other applicable statutory dues to the appropriate authorities and there are no outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable;
 - (b) According to information and explanations give to us, there are no outstanding dues on part of the Company which is not deposited on account of dispute.

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- (viii) According to information and explanations given to us, the company has not obtained any loans and borrowings from any financial institution, bank, government or dues to debenture holders, hence the provisions of sub-clause (viii) of clause 3 of the order does not applies;
- (ix) According to information and explanations given to us, the Company has not raised money by way of initial public offer or further public offer. The Company has not taken any term loans from any bank or financial institution;
- (x) According to information and explanations given to us, there is no noticed or unreported fraud on or by the Company during the year under audit;
- (xi) According to information and explanations given to us, the Company has not paid any managerial remuneration during the year, hence the provision of sub- clause (xi) of clause 3 of the order, does not applicable;
- (xii) As per information, the Company is not a Nidhi Company, hence provisions of sub- clause (xii) of the paragraph 3 of the order are not applicable;
- (xiii) According to information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements etc., as required by the applicable accounting standards;
- (xiv) According to information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year;
- (xv) According to information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him;
- (xvi) According to information and explanations given to us, the Company is a Non-Banking Financial Company and registered under Section 45-IA of the Reserve Bank of India Act, 1934.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 24th day of May 2019

SHREE WORSTEX LIMITED

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ANNEXURE- B TO THE AUDITOR'S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section (3) of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of **SHREE WORSTEX LIMITED** as on 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for the Internal Financial Controls

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 Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation 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 fraud and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the Guidance Note) and the Standards on Auditing, issued by ICAI and 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 the 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 financial controls over financial reporting was established and maintained and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial control 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 material 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 risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidences we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and the receipt and expenditures of the Company are being only in accordance with authorizations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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 could not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial controls 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

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on "the internal financial controls over financial reporting criteria 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 V. N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

O.P. Pareek

Partner

Membership No. 014238

New Delhi, the 24th day of May 2019

SHREE WORSTEX LIMITED

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SHREE WORSTEX LIMITED

CIN: L17111DL1982PLC013790

BALANCE SHEET AS AT 31ST MARCH 2019

	Notes	As at 31st March 2019 (in Rupees)	As at 31st March 2018 (in Rupees)
EQUITY AND LIABILITIES			
Shareholders' fund			
Share capital	2	31,400,000	31,400,000
Reserves & surplus	3	6,008,053	6,937,871
Non- current liabilities			
Long term borrowings	4	6,378,000	11,795,601
Long term provisions	5	41,184	101,445
Current liabilities			
Trade payables	6		
Total outstanding dues of other than micro enterprises and small enterprises		301,273	-
Other current liabilities	7	1,368,478	15,960,487
Short term provisions	8	-	645,473
Total		45,496,988	66,840,877
ASSETS			
Non- current assets			
Non current investments	9	1,149,787	218,596
Deferred tax assets (net)	10	8,149	8,149
Long-term loans & advances	11	18,473,567	40,577,982
Current Assets			
Inventory	12	13,674,000	17,105,000
Cash & cash equivalents	13	5,467,523	99,539
Short-term loans & advances	14	5,800,000	8,828,311
Other current assets	15	923,962	3,300
Total		45,496,988	66,840,877

Notes on the financial statements 1-36

The accompanying notes form an integral part of the financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

For and on behalf of the Board of Directors of
Shree Worstex Limited

O.P. Pareek

Partner

Membership No. 014238

Pawan Kumar Mittal

Director

DIN: 00749265

Kiran Mittal

Director

DIN: 00749457

New Delhi, the 24th day of May 2019

Nidhi Marwaha

CFO & CEO

PAN: AMFPM6902N

Pooja Mittal

Company Secretary

PAN: COWPM5285F

SHREE WORSTEX LIMITED

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SHREE WORSTEX LIMITED

CIN: L17111DL1982PLC013790

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH 2019

	Notes	For the year ended on 31st March 2019 (in Rupees)	For the year ended on 31st March 2018 (in Rupees)
Income			
Revenue from operations	16	5,296,996	3,103,404
Other Income	17	7,987,256	9,600,000
Total Revenue (I)		13,284,252	12,703,404
Expenses			
Purchases	18	6,212,046	18,391,288
Changes in inventory	19	3,431,000	(17,105,000)
Employee benefits expense	20	657,760	1,099,817
Finance costs	21	428,014	429,839
Other expenses	22	3,545,511	3,474,441
Total (II)		14,274,330	6,290,385
Profit before tax (I-II)		(990,079)	6,413,019
Tax expense			
Current tax		-	(1,651,353)
Profit/ (loss) for the year		(990,079)	4,761,666
Earning per equity share (EPS)			
[nominal value of share Rupees 10]			
Basic (in Rs.)		(0.32)	1.52
Diluted (in Rs.)		(0.32)	1.52

Notes on the financial statements 1-36

The accompanying notes form an integral part of the financial statements.

As per our report of even date

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

For and on behalf of the Board of Directors of

Shree Worstex Limited

O.P. Pareek

Partner

Membership No. 014238

Pawan Kumar Mittal

Director

DIN: 00749265

Kiran Mittal

Director

DIN: 00749457

New Delhi, the 24th day of May 2019

Nidhi Marwaha

CFO & CEO

PAN: AMFPM6902N

Pooja Mittal

Company Secretary

PAN: COWPM5285F

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SHREE WORSTEX LIMITED		
CIN: L17111DL1982PLC013790		
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2019		
	For the year ended on 31st March 2019 (in Rupees)	For the year ended on 31st March 2018 (in Rupees)
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/ (loss) before tax and after extra-ordinary items	(1,130,079)	6,413,019
Adjustments for items not included: -		
Interest paid	428,014	429,839
Operating Profit before working capital changes	(702,065)	6,842,858
Working capital adjustments: -		
(Increase)/ decrease in loans and advances	22,104,415	(21,032,589)
(Increase)/ decrease in short term loans and advances	3,028,311	(8,826,540)
(Increase)/ decrease in other current assets	(920,662)	3,950
(Increase)/ decrease in inventories	3,431,000	(17,105,000)
Increase/ (decrease) in trade payables	301,273	-
Increase/ (decrease) in other liabilities	(14,592,009)	15,432,455
Cash generated from operations	12,650,263	(24,684,865)
Direct taxes paid	645,473	(835,880)
Net cash flow from operating activities (A)	12,004,790	(25,520,745)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of investments	(931,191)	-
Dividend received	140,000	-
Net cash flow from investing activities (B)	(791,191)	-
CASH FLOW FROM FINANCING ACTIVITIES		
Interest paid	(428,014)	(429,839)
Net proceeds from loans and borrowings	(5,417,601)	5,734,494
Net proceeds from issue of share capital	-	20,000,000
Net cash flow from financing activities (C)	(5,845,615)	25,304,655
Net cash flow during the year (A + B+C)	5,367,984	(216,090)
Add: Opening cash and cash equivalents	99,539	315,629
Closing cash and cash equivalents	5,467,523	99,539
Components of cash and cash equivalents		
Cash on hand	99,119	99,539
Balances with banks in current accounts	5,368,404	-
Total cash and cash equivalents (Note 13)	5,467,523	99,539
The accompanying notes forms an integral part of the financial statements.		
As per our report of even date		
FOR V.N. PUROHIT & CO. Chartered Accountants Firm Regn. No. 304040E	For and on behalf of the Board of Directors of Shree Worstex Limited	
O.P. Pareek Partner Membership No. 014238	Pawan Kumar Mittal Director DIN: 00749265	Kiran Mittal Director DIN: 00749457
New Delhi, the 24th day of May 2019	Nidhi Marwaha CFO & CEO PAN: AMFPM6902N	Pooja Mittal Company Secretary PAN: COWPM5285F

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1. Basis of preparation of financial statements

The financial statements have been prepared in accordance with the generally accepted accounting principles (GAAP) in India. Indian GAAP comprises mandatory accounting standards as specified under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 and other accounting pronouncements of the Institute of Chartered Accountants of India.

The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies not specifically referred, are consistently applied from the past accounting periods.

2. Summary of significant accounting policies

a. Use of estimates:

The preparation of the financial statements in conformity with the generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The estimated and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as on the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known/ materialized.

b. Changes in accounting policy:

Accounting policies unless specifically stated to be otherwise are consistent and are in accordance with generally accepted accounting principles.

c. Revenue recognition:

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and revenue is reliably measured. Accordingly wherever there is uncertainty in the realization of income, the same is not accounted for till the time uncertainty is resolved.

Income from sale of shares is recognized on execution of transaction on the stock exchange. All expenses are accounted for on accrual basis. Interest income is recognized on time proportionate basis starting from the date of disbursement of loan.

d. Inventories:

Inventories include investments in shares and derivatives of other companies. Inventories of stock in trade are valued at cost or net realizable value whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sales.

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e. Investments:

Investments are classified as non-current investments as these are intended to be held for one year or more. Non-current investments are valued at cost. Provision for diminution in the value of non-current investments is made if in the opinion of the management, such decline is other than temporary.

f. Accounting for taxes on income:

Current taxes on income have been provided by the Company in accordance with the relevant provisions of the Income Tax Act, 1961. Deferred taxes have been recognized on timing differences between accounting income and taxable income subject to consideration of prudence.

g. Employee benefits:

Short term benefits such as salary, bonus, ex-gratia and other benefits as may be applicable on the Company are accounted for on accrual basis. The Company at present does not have any Defined Contribution Plan or Defined Benefit Plan as contemplated under Accounting Standard (AS) 15 on Employee Benefits.

h. Earnings per share:

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post-tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

i. Provisions, contingent liabilities and contingent assets:

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote. Contingent assets are neither recognized nor disclosed in the financial statements.

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SHREE WORSTEX LIMITED

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019

2. Share capital	As at 31st March 2019		As at 31st March 2018	
	(in Rupees)		(in Rupees)	
Authorised shares				
35,00,000 (31 March 2018: 35,00,000) equity shares of Rupees 10 each		35,00,000		35,00,000
Issued, subscribed and fully paid- up shares				
31,40,000 (31 March 2018: 31,40,000) equity shares of Rupees 10 each fully paid up		31,40,000		31,40,000
Total issued, subscribed and fully paid- up share capital		31,40,000		31,40,000

2.1 Reconciliation of shares outstanding at the beginning and at the end of reporting period

	As at 31st March 2019		As at 31st March 2018	
	Nos.	(in Rupees)	Nos.	(in Rupees)
Equity shares at the beginning of the period	3,140,000	31,400,000	1,140,000	11,400,000
Add: Preferential allotment made during the year	-	-	2,000,000	20,000,000
Outstanding at the end of the period	3,140,000	31,400,000	3,140,000	31,400,000

2.2 Terms and rights attached to equity shares

(i) The company has issued only one class of equity share having a par value of Rupees 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

(ii) 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 the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

2.3 Details of shareholders holding more than 5% shares in the company

	As at 31st March 2019		As at 31st March 2018	
	Nos.	% holding	Nos.	% holding
Kiran Mittal	1,000,000	31.85%	1,000,000	31.85%
Pawan Kumar Mittal	1,211,900	38.60%	1,211,900	38.60%

As per records including registers and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

3. Reserves and surplus

	As at 31st March 2019		As at 31st March 2018	
	(in Rupees)		(in Rupees)	
Special Reserve u/s 45- IC of RBI Act, 1934				
Balance as per Last Balance Sheet	1,436,926		484,593	
Add: Transfer from surplus in statement of profit & loss	-		952,333	
		1,436,926		1,436,926
Surplus in statement of profit & loss				
Balance as per last financial statements	5,500,945		1,744,193	
Net surplus/ (deficit) in statement of profit and loss	(990,079)		4,761,667	
Contingent provision on standard assets	60,261		(52,582)	
Appropriation to Special Reserve u/s 45-IC of the RBI Act, 1934	-		(952,333)	
		4,571,127		5,500,945
		6,008,053		6,937,871

4. Long term borrowings

	As at 31st March 2019		As at 31st March 2018	
	(in Rupees)		(in Rupees)	
Loans from related parties (Unsecured)		6,378,000		11,795,601
		6,378,000		11,795,601

5. Long-term provisions

	As at 31st March 2019		As at 31st March 2018	
	(in Rupees)		(in Rupees)	
Contingent provision on standard assets				
Opening balance		101,445		48,863
Addition/ (reversal) during the year		(60,261)		52,582
		41,184		101,445

5.1 A contingent provision against standard assets has been created at 0.25% (31 March 2018: 0.25%) of the outstanding standard assets in terms of the RBI circular Ref. No. DNBR (PD) CC.No. 002/03.10.001/2014-15 dated November 10, 2014.

6. Trade payables

	As at 31st March 2019		As at 31st March 2018	
	(in Rupees)		(in Rupees)	
Sundry creditors for expenses being outstanding dues of creditors other than Micro Enterprises and Small Enterprises		301,273		-
		301,273		-

6.1 There are no dues to Micro Enterprises and Small Enterprises as defined under Micro, Small and Medium Enterprises Development Act, 2006 which are outstanding for a period more than 45 days as on balance sheet date. The information regarding Micro Enterprises and Small Enterprises has been determined on the basis of information available with the Company

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019

	As at 31st March 2019 (in Rupees)	As at 31st March 2018 (in Rupees)
7. Other current liabilities		
Cheques overdrawn	-	974,221
GST payable	419,184	-
Other expenses payable	903,794	954,160
TDS payable	45,500	172,204
Unsettled premium on derivatives	-	13,859,901
	1,368,478	15,960,486
8. Short-term provisions		
Provision for income tax (net of advances)	-	645,473
	-	645,473
9. Non-current investments		
Investment in equity shares (Quoted)		
41,354 (31 March 18: Nil) fully paid equity shares of Rupees 10 each in Gaurav Mercantiles Limited	931,191	-
29,001 (31 March 18: 29,001) fully paid equity shares of Rupees 10 each in Rita Finance and Leasing Limited.	218,596	218,596
	1,149,787	218,596
10. Deferred tax assets (net)		
On account of timing difference of carry forward of losses under	8,149	8,149
	8,149	8,149
11. Long-term loans & advances		
Unsecured, considered good		
<u>Loan Portfolio</u>		
Loan to body corporate	2,128,433	27,789,691
Loan to others	14,345,134	12,788,291
Advance for purchase of investments	2,000,000	-
	18,473,567	40,577,982
11.1 Standard assets as per the classification of loans under the RBI guidelines.		
12. Inventories		
60,000 shares (31st March 2018: 50,000 shares) of Rupees 10 each fully paid in Uflex Limited	13,674,000	17,105,000
	13,674,000	17,105,000
13. Cash and cash equivalents		
Balances with banks in current accounts	5,368,404	-
Cash on hand (as certified)	99,119	99,539
	5,467,523	99,539
14. Short-term loans & advances		
Input credit of GST	-	52,438
Other advances	5,800,000	8,775,873
	5,800,000	8,828,311
15. Other current assets		
Advance income taxes (net of provisions)	923,961	-
Prepaid expenses	-	3,300
	923,961	3,300
16. Revenue from operations		
Interest earned	1,939,957	3,103,404
Sale of shares & securities	3,357,039	-
	5,296,996	3,103,404

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SHREE WORSTEX LIMITED

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31ST MARCH 2019

	For the year ended 31st March 2019 (in Rupees)	For the year ended 31st March 2018 (in Rupees)
17. Other income		
Consultancy fees	6,900,000	9,600,000
Dividend received	140,000	-
Profit on derivatives	887,746	-
Profit on mutual fund	59,509	-
	7,987,256	9,600,000
18. Purchases		
Purchase of shares	6,212,046	18,391,288
	6,212,046	18,391,288
19. Changes in inventories		
Opening stock in trade	17,105,000	-
Less: Closing stock in trade	13,674,000	17,105,000
	3,431,000	(17,105,000)
20. Employee benefit expenses		
Salaries & allowances	657,760	1,099,817
	657,760	1,099,817
21. Finance cost		
Interest on borrowings	428,014	429,839
	428,014	429,839
22. Other expenses		
Advertising expenses	73,350	69,750
Annual listing fee	55,000	-
Bank charges	-	4,154
Filing fees	6,000	25,600
Interest on late fees payment	400	26,496
Listing fees	2,779,000	125,741
Membership fee	15,000	10,000
Miscellaneous expenses	16,936	8,406
Net loss on derivatives	309,426	1,689,105
Payment to internal auditors	-	50,000
Payment to statutory auditor (Note 29)	44,500	68,000
Printing & stationery	1,800	1,655
Proceesing charges	24,000	23,150
Professional charges	140,035	1,290,525
Share pledge charges	11,566	2,407
Sitting fees (Note 28)	48,000	72,000
Telephone expenses	-	4,353
Travelling expenses	17,698	-
Website expenses	2,799	3,099
	3,545,511	3,474,441

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23. Balance shown under head trade payables and advances are subject to confirmation.

24. Provisions of Accounting Standard (AS) 17 on Segment Reporting are not applicable on the Company as the Company has only one segment i.e. financial activities.

25. Necessary disclosures as per requirements of Accounting Standard (AS) 18 - Related Party Disclosures are made as under : -

a. Related parties covered : -

Nature of Relation		Name of Related Party
(i)	Key Management Personnel	Pawan Kumar Mittal (Director) Kiran Mittal (Director) Jai Bhagwan Agarwal (Director) Pankaj Kapoor (Director) Nidhi Marwah (CFO & CEO) Pooja Mittal (Company Secretary) Sumit Kumar Palai (Past Director) Purav Jain (Past Company Secretary)
(ii)	Relative of Key Management Personnel	None
(iii)	Enterprise controlled or significantly influenced by the Key Management Personnel	Dolf Leasing Limited PRM Hospitality Pvt. Ltd. Gulmohar Investments and Holdings Limited Rita Finance and Leasing Limited Smart Capital Services Limited Dhanvridhi Sales Pvt. Ltd. Trimline Agencies Pvt. Ltd.

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b. Transaction with related parties : -

	Transaction with	Nature of transaction	Transaction during the year		Balance as on	
			31/03/2019	31/03/2018	31/03/2019	31/03/2018
<u>Key Management Personnel</u> : -						
a)	Mr. Pawan Kumar Mittal	Preferential allotment	Nil	1,00,00,000	Nil	Nil
		Loan received	6,00,000	Nil	Nil	Nil
		Loan repaid	6,00,000	Nil	Nil	Nil
	Mrs. Kiran Mittal	Preferential Allotment	Nil	1,00,00,000	Nil	Nil
		Loan received	10,00,000	Nil	Nil	Nil
		Loan repaid	10,00,000	Nil	Nil	Nil
	Ms. Nidhi Marwaha	Remuneration	Nil	6,00,000	Nil	49,280
Ms. Pooja Mittal	Remuneration	3,22,365	Nil	29,360	Nil	
	Mr. Sumant Kumar Palai	Remuneration	Nil	97,965	Nil	Nil
	Mr. Purav Jain	Remuneration	Nil	49,032	Nil	Nil
<u>Relatives of Key Management Personnel</u> : - None						
b)						
<u>Enterprises in which Key Management Personnel and Relatives are having significant influences</u> : -						
PRM Hospitality Pvt. Ltd.	Loan given	1,25,00,000	Nil	31,00,0000	Nil	Nil
	Loan recovered	94,00,000	Nil	Nil	Nil	Nil
	Consultancy income	Nil	3,54,000	Nil	Nil	Nil
Dolf Leasing Limited	Loan taken	1,77,95,601	2,86,36,746	Nil	57,86,746	Nil
	Loan repaid	5,14,54,530	2,28,50,000	Nil	Nil	Nil
	Loan given	2,81,04,399	Nil	Nil	Nil	Nil
	Loan recovered	2,81,04,399	Nil	Nil	Nil	Nil

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	Interest payable	Nil	8,855	Nil	8,855
	Interest received	2,41,071	Nil	Nil	Nil
Gulmohar Investments and Holdings Limited	Loan advanced	1,34,00,000	Nil	Nil	Nil
	Loan recovered	1,34,00,000	Nil	Nil	Nil
	Interest received	1,72,227	Nil	Nil	Nil
Rita Finance and Leasing Limited	Loan advanced	15,00,000	Nil	3,00,000	Nil
	Loan recovered	12,00,000	Nil	Nil	Nil
	Interest receivable	1,110	Nil	Nil	Nil
Smart Capital Services Limited	Loan taken	5,00,000	Nil	Nil	Nil
	Loan repaid	5,00,000	Nil	Nil	Nil
	Interest paid	7,213	Nil	Nil	Nil
Dhanvridhi Sales Pvt. Ltd.	Interest Payable	70,000	78,492	10,63,000	10,00,000
Trimline Agencies Pvt. Ltd.	Interest Payable	3,50,000	3,60,615	53,15,000	50,00,000

26.	Particulars	31/03/2019 (in Rupees)	31/03/2018 (in Rupees)
	Earnings/ Remittances and/ or Expenditure in foreign currency	Nil	Nil

27. In opinion of Board of Directors and to the best of their knowledge and belief, the realizable value of current assets, loans and advances would not be less than the amount at which they are stated in the balance sheet.

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28. Break-up of payments made to directors as sitting fee is disclosed as under : -

Transaction with	Nature of transaction	31/03/2019 (in Rupees)	31/03/2018 (in Rupees)
Mr. Avinash Sharma	Sitting fee	24,000	24,000
Mr. Pankaj Kapoor	Sitting fee	24,000	24,000
Mr. Jitendra Kumar Agarwal	Sitting fee	Nil	24,000

29. Break-up of payments made to Statutory Auditors (excluding taxes) are disclosed as under :

Particulars	31/03/2019 9 (in Rupees)	31/03/2018 18 (in Rupees)
In respect of Statutory Audit (including Tax Audit)	35,000	45,000
In respect of certification	9,500	23,000
TOTAL	44,500	68,000

30. Particulars	31/03/2019 (in Rupees)	31/03/2018 (in Rupees)
Contingent liabilities not provided for	Nil	Nil
Pending litigations/ against the company	Nil	Nil

31. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

32. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

33. The financial statements were approved for issue by the Board of Directors on 24th May, 2019.

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34. Previous year's figure have been re-arranged or re-grouped wherever considered necessary.

35. Figures have been rounded off to the nearest rupees.

36. Figures in brackets indicate negative (-) figures.

Signed for the purpose of Identification

FOR V.N. PUROHIT & CO.
Chartered Accountants
Firm Regn. 304040E

For and on behalf of Board of Directors of
Shree Worstex Limited

O.P. Pareek
Partner
Membership No. 014238

Pawan Kumar Mittal
Director
DIN: 00749265

Kiran Mittal
Director
DIN: 00749457

New Delhi, the 24th day of May 2019

Nidhi Marwaha
CFO & CEO
PAN: AMFPM6902N

Pooja Mittal
Company Secretary
PAN: COWPM5285F

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Annexure - E

FORM AOC - 2

(PURSUANT TO CLAUSE (H) OF SUB-SECTION (3) OF SECTION 134 OF THE ACT AND
RULE 8(2) OF THE COMPANIES (ACCOUNTS) RULES, 2014)

DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO

1. Details of contracts or arrangements or transactions not at arm's length basis
 - (a) Name(s) of the related party and nature of relationship: NIL
 - (b) Nature of contracts/arrangements/transactions: NIL
 - (c) Duration of the contracts / arrangements/transactions: NIL
 - (d) Salient terms of the contracts or arrangements or transactions including the value: NIL
 - (e) Justification for entering into such contracts or arrangements or transactions: NIL
 - (f) Date of approval by the Board: NIL
 - (g) Amount paid as advances: NIL
 - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL
2. Details of material contracts or arrangement or transactions at arm's length basis

(in ₹)

	Transaction with	Nature of transaction	Transaction during the year		Balance as on	
			31/03/2019	31/03/2018	31/03/2019	31/03/2018
<u>Key Management Personnel</u> : -						
a)	Mr. Pawan Kumar Mittal	Preferential allotment	Nil	1,00,00,000	Nil	Nil
		Loan received	6,00,000	Nil	Nil	Nil
		Loan repaid	6,00,000	Nil	Nil	Nil
	Mrs. Kiran Mittal	Preferential Allotment	Nil	1,00,00,000	Nil	Nil
		Loan received	10,00,000	Nil	Nil	Nil
		Loan repaid	10,00,000	Nil	Nil	Nil
	Ms. Nidhi Marwaha	Remuneration	Nil	6,00,000	Nil	49,280
Ms. Pooja Mittal	Remuneration	3,22,365	Nil	29,360	Nil	
	Mr. Sumant Kumar Palai	Remuneration	Nil	97,965	Nil	Nil
	Mr. Purav Jain	Remuneration	Nil	49,032	Nil	Nil
b)	<u>Relatives of Key Management Personnel</u> : - None					

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(c) Enterprises in which Key Management Personnel and Relatives are having significant influences : -

PRM Hospitality Pvt. Ltd.	Loan given	1,25,00,000	Nil	31,00,0000	Nil
	Loan recovered	94,00,000	Nil	Nil	Nil
	Consultancy income	Nil	3,54,000	Nil	Nil
Dolf Leasing Limited	Loan taken	1,77,95,601	2,86,36,746	Nil	57,86,746
	Loan repaid	5,14,54,530	2,28,50,000	Nil	Nil
	Loan given	2,81,04,399	Nil	Nil	Nil
	Loan recovered	2,81,04,399	Nil	Nil	Nil
	Interest payable	Nil	8,855	Nil	8,855
	Interest received	2,41,071	Nil	Nil	Nil
Gulmohar Investments and Holdings Limited	Loan advanced	1,34,00,000	Nil	Nil	Nil
	Loan recovered	1,34,00,000	Nil	Nil	Nil
	Interest received	1,72,227	Nil	Nil	Nil
Rita Finance and Leasing Limited	Loan advanced	15,00,000	Nil	3,00,000	Nil
	Loan recovered	12,00,000	Nil	Nil	Nil
	Interest receivable	1,110	Nil	Nil	Nil
Smart Capital Services Limited	Loan taken	5,00,000	Nil	Nil	Nil
	Loan repaid	5,00,000	Nil	Nil	Nil
	Interest paid	7,213	Nil	Nil	Nil
Dhanvridhi Sales Pvt. Ltd.	Interest Payable	70,000	78,492	10,63,000	10,00,000
Trimline Agencies Pvt. Ltd.	Interest Payable	3,50,000	3,60,615	53,15,000	50,00,000

For and on behalf of Board of Directors of
Shree Worstex Limited

Pawan Kumar Mittal

Director

DIN: 00749265

Kiran Mittal

Director

DIN: 00749457

New Delhi, the 24th day of May 2019

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Annexure-F

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2019

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

I REGISTRATION & OTHER DETAILS

I	CIN	L17111DL1982PLC013790
II	Registration Date	02/06/1982
III	Name of the Company	Shree Worstex Limited
IV	Category/Sub-category of the Company	Company Limited by shares
V	Address of the Registered office and contact details	325, III rd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 Contact No: 9315202833, 011-45689444
VI	Whether listed Company	Listed
VII	Name, Address and Contact details of Registrar and Transfer Agent, if any:-	Skyline Financial Services Private Limited Address: D-153A, 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Ph.: 011-64732681

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:-

S. No	Name and Description of main products/services	NIC Code of the Product /service	% to total turnover of the Company
1.	Interest Earned	99711400	75.58%
2.	Consultancy Income	99715910	24.42%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S No	NAME & ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NOT APPLICABLE					

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1. Institutions									
a) Mutual Funds	-	-	-	-					-
b) Banks / FI	-	-	-	-					-
c) Central Govt	-	-	-	-					-
d) State Govt(s)	-	-	-	-					-
e) Venture Capital Funds	-	-	-	-					-
f) Insurance Companies	-	-	-	-					-
g) FIIs	-	-	-	-					-
h) Foreign Venture Capital Funds	-	-	-	-					-
i) Others (specify)	-	-	-	-					-
Sub-total (B)(1):-	-	-	-	-					-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	100,000	27,000	127,000	4.04%	100,000	0	100,000	3.18%	(0.86%)
ii) Overseas	-	-	-	-					-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	40,800	40,800	1.30%	0	54,450	54,450	1.73%	0.43%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	6,00,000	-	6,00,000	19.11%	6,00,000	54,200	6,54,200	20.83%	1.72%
c) Others (HUF)	75,000	8,800	83,800	2.67%	75,000	50	75,050	2.39%	(0.28%)
Non Resident Indians	-	-	-	-					-
Overseas	-	-	-	-					-

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Corporate Bodies									
Foreign Nationals	-	-	-	-					-
Clearing Members	-	-	-	-					-
Trusts	-	-	-	-					-
Foreign Bodies - DR	-	-	-	-					-
Sub-total (B)(2):-	7,75,000	76,600	8,51,600	27.12%	7,75,000	1,08,700	8,83,700	28.14%	1.02%
Total Public (B)	7,75,000	76,600	8,51,600	27.12%	7,75,000	1,08,700	8,83,700	24.68%	1.02%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-					-
Grand Total (A+B+C)	29,86,900	1,53,100	3,140,000	100.00%	30,31,300	1,08,700	3,140,000	100.00%	0.00%

ii) Shareholding of Promoters

S.No.	Shareholder's 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 to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rita Finance and Leasing Limited (Formerly Known as Rita Holdings Limited)	44,400	1.41%	0	44,400	1.41%	0	0.00%
2	Pawan Kumar Mittal	12,11,900	38.60%	0	12,11,900	38.60%	0	0.00%
3	Kiran Mittal	10,00,000	31.85%	0	10,00,000	31.85%	0	0.00%

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iii) Change in Promoters' Shareholding (please specify if there is no change)

S · N o.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareho lding during the year
		No. of Share s	% of total Shares of the compan y	% of Shares Pledged/ encumbere d to total shares	No. of Shares	% of total Shares of the compan y	% of Shares Pledged / encumbere d to total shares	
1	Rita Finance and Leasing Limited (Rita Holdings Limited)	44,40 0	1.41%	0	44,400	1.41%	0	0.00%
2	Shree Lakshmi Holdings Limited	27,20 0	0.87%	0	0	0.00%	0	(0.87%)
3	Jyoti Construction Company New Delhi Private Limited	4,800	0.15%	0	0	0.00%	0	(0.15%)
4	Koshish Investment And Finance Private Limited	100	0.00%	0	0	0.00%	0	0.00%
5	Pawan Kumar Mittal	12,11, 900	38.60%	0	12,11,9 00	38.60%	0	0.00%
6	Kiran Mittal	10,00, 000	31.85%	0	10,00,0 00	31.85%	0	0.00%

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

S · N o.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Sanjay Aggarwal				
	At the beginning of the year	1,00,000	3.18%	1,00,000	3.18%
	Shares acquired/sold	0	0	0	0
	At the end of the year	1,00,000	3.18%	1,00,000	3.18%
2	Rekha Garg				

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	At the beginning of the year	1,00,000	3.18%	1,00,000	3.18%
	Shares acquired/sold	0	0	0	0
	At the end of the year	1,00,000	3.18%	1,00,000	3.18%
3	Lalita Mittal				
	At the beginning of the year	1,00,000	3.18%	1,00,000	3.18%
	Shares acquired/sold	0	0	0	0
	At the end of the year	1,00,000	3.18%	1,00,000	3.18%
4	Girdhari Lal Mangal (HUF)				
	At the beginning of the year	75,000	2.38%	75,000	2.38%
	Shares acquired/sold	0	0	0	0
	At the end of the year	75,000	2.38%	75,000	2.38%
5	Pradeep Kumar Goyal				
	At the beginning of the year	50,000	1.59%	50,000	1.59%
	Shares acquired/sold	0	0	0	0
	At the end of the year	50,000	1.59%	50,000	1.59%
6	Vinita Gupta				
	At the beginning of the year	50,000	1.59%	50,000	1.59%
	Shares acquired/sold	0	0	0	0
	At the end of the year	50,000	1.59%	50,000	1.59%
7	Shivani Agarwal				
	At the beginning of the year	50,000	1.59%	50,000	1.59%
	Shares acquired/sold	0	0	0	0
	At the end of the year	50,000	1.59%	50,000	1.59%
8	Ashish Goyal				
	At the beginning of the year	50,000	1.59%	50,000	1.59%
	Shares acquired/sold	0	0	0	0
	At the end of the year	50,000	1.59%	50,000	1.59%
9	Mohd. Aslam Baqui				
	At the beginning of the year	50,000	1.59%	50,000	1.59%
	Shares acquired/sold	0	0	0	0
	At the end of the year	50,000	1.59%	50,000	1.59%
10	Nikhath Aslam				
	At the beginning of the year	50,000	1.59%	50,000	1.59%
	Shares acquired/sold	0	0	0	0
	At the end of the year	50,000	1.59%	50,000	1.59%

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v) Shareholding of Directors and Key Managerial Personnel

S No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1.	Mr. Pawan Kumar Mittal	12,11,900	38.60%	12,11,900	38.60%
2.	Mrs. Kiran Mittal	10,00,000	31.85%	10,00,000	31.85%

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment
(in ₹)

	Transaction with	Nature of transaction	Transaction during the year		Balance as on	
			31/03/2019	31/03/2018	31/03/2019	31/03/2018
PRM Hospitality Pvt. Ltd.	Loan given	1,25,00,000	Nil	31,00,0000	Nil	
	Loan recovered	94,00,000	Nil	Nil	Nil	
	Consultancy income	Nil	3,54,000	Nil	Nil	
Dolf Leasing Limited	Loan taken	1,77,95,601	2,86,36,746	Nil	57,86,746	
	Loan repaid	5,14,54,530	2,28,50,000	Nil	Nil	
	Loan given	2,81,04,399	Nil	Nil	Nil	
	Loan recovered	2,81,04,399	Nil	Nil	Nil	
	Interest payable	Nil	8,855	Nil	8,855	
	Interest received	2,41,071	Nil	Nil	Nil	
Gulmohar Investments and Holdings Limited	Loan advanced	1,34,00,000	Nil	Nil	Nil	
	Loan recovered	1,34,00,000	Nil	Nil	Nil	
	Interest received	1,72,227	Nil	Nil	Nil	
Rita Finance and Leasing Limited	Loan advanced	15,00,000	Nil	3,00,000	Nil	
	Loan recovered	12,00,000	Nil	Nil	Nil	
	Interest receivable	1,110	Nil	Nil	Nil	

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Smart Capital Services Limited	Loan taken	5,00,000	Nil	Nil	Nil
	Loan repaid	5,00,000	Nil	Nil	Nil
	Interest paid	7,213	Nil	Nil	Nil
Dhanvridhi Sales Pvt. Ltd.	Interest Payable	70,000	78,492	10,63,000	10,00,000
Trimline Agencies Pvt. Ltd.	Interest Payable	3,50,000	3,60,615	53,15,000	50,00,000

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

a. Remuneration to Managing Director, Whole time Director and/or Manager:

(in ₹)

S. 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 1961 (Rs.)	-	-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (Rs.)	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961(Rs.)	-	-
2	Stock option(Rs.)	-	-
	Sweat Equity	-	-
	Commission	-	-
	as % of profit	-	-
	others (specify)	-	-
	Others, please specify	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

b. Remuneration to Other Directors:

(in ₹)

S. No	Particulars of Remuneration	Name of the Directors			Total
1	Independent Directors	Jitender Kumar Agarwal	Avinash Sharma	Pankaj Kapoor	
	(a) Fee for attending board committee meetings				
	(b) Commission	0	0	0	0

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	(c) Others, please specify	0	0	0	0
	Total (1)				
2	Other Non Executive Directors				
	(a) Fee for attending board committee meetings	0	0	00	0
	(b) Commission	0	0	0	0
	(c) Others, please specify.	0	0	0	0
	Total (2)	0	0	0	0
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act.				

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

(in `)

S N	Particulars of	Key Managerial Personnel		Total
	Gross Salary	CEO & CFO (Mrs. Nidhi Marwaha)	Company Secretary (Mr. Pooja Mittal)	
1	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	3,22,365/- p.a.	3,22,365/- p.a.
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	-	3,22,365/- p.a.	3,22,365/- p.a.

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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	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

By the order of the Board of directors of

For Shree Worstex Limited

Date: 14/08/2019

Place: New Delhi

Sd/-
Pawan Kumar Mittal
Director
DIN: 00749265

Sd/-
Kiran Mittal
Director
DIN: 00749457

SHREE WORSTEX LIMITED

ANNUAL REPORT FINANCIAL YEAR 2018-19

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Please return, if undelivered:

SHREE WORSTEX LIMITED
325, IIIrd Floor, Aggarwal Plaza,
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