

ANNUAL REPORT

2016-2017

**SHREE WORSTEX
LIMITED**

Corporate Information

KEY MANAGERIAL PERSONNEL

| | |
|-------------------|---|
| Ms. Nidhi Marwaha | Chief Financial Officer (CEO & CFO) |
| Mr. Purav Jain | Company Secretary (CS) and Compliance Officer |

BOARD OF DIRECTORS

| | |
|----------------------------|------------------------------------|
| Mr. Jitendra Kumar Agarwal | Independent Director |
| Mr. Pankaj Kapoor | Independent Director |
| Mr. Avinash Sharma | Independent Director |
| Mr. Pawan Kumar Mittal | Additional Director(Non-Executive) |
| Ms. Kiran Mittal | Additional Director(Non-Executive) |

AUDITORS

V.N. Purohit & Co.,
Chartered Accountants
214, New Delhi House, 2nd Floor
27, Barakhamba Road,
New Delhi-110001
Contact Person: Mr. Gaurav Joshi
Ph.: (011) 43596011
E-mail Id: vnpdelhi@vnpaudit.com

SECRETARIAL AUDITOR

Akhilesh Kumar & Associates
Company Secretaries,
Flat-13, Block A-10, Sector-23B
Dwarka, New Delhi-110077
Ph.: 9718403891
E-mail Id: csakhileshkumarjha@gmail.com

INTERNAL AUDITOR

S.K. Goel & Associates
Chartered Accountants
C-1/117, 3rd Floor, Janakpuri, New Delhi-110058
Ph.: (011) 25533400
E-mail Id: info@skgoel.com

BANKERS

Punjab National Bank

REGISTRAR & SHARE TRANSFER AGENT

Skyline Financial Services Private Limited
D-153A, First Floor, Okhla Industrial Area,
Phase-I New Delhi-110020
Ph: (011)- 64732681-88
E-mail Id: admin@skylinerta.com

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

Metropolitan Stock Exchange of India Limited (MSEI)

ANNUAL GENERAL MEETING

Date: 22nd September, 2017
Time: 11:00 A.M.
Day: Friday
Venue: 325, IIIrd Floor, Aggarwal Plaza, Sector-14,
Rohini, New Delhi-110085

REGISTERED OFFICE

325, IIIrd Floor, Aggarwal Plaza, Sector-14,
Rohini, New Delhi-110085
Ph.: (011) 65448448
Website: www.shreeworstex.in
E-mail -Id: shreeworstex@gmail.com

SUBJECT: 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, 2016*

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, I, Nidhi Marwaha, Chief Financial officer 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 confirm 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, 2017.

Kindly take this declaration on your records.

Yours Sincerely

For Shree Worstex Limited

For Shree Worstex Limited

Nidhi Marwaha
CFO(KMP)
PAN: AMFPM6902N

Pawan Kumar Mittal
Director
DIN: 00749265

Date: 27/05/2017

Place: New Delhi

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Notice of 34th Annual General Meeting

Notice is hereby given that the 34th Annual General Meeting of the members of **Shree Worstex Limited** will be held on Friday, September 22, 2017, 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- Adoption of Financial Statements

To receive, consider and adopt the Audited standalone Financial Statements of the Company for the financial year ended March 31, 2017 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2 - To ratify the appointment of Statutory Auditor of the Company

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the resolution passed by the members at the AGM held on September 30, 2015, the appointment of M/s V.N. Purohit & Co., Chartered Accountants (FRN: 304040E) as the Statutory Auditors of the Company till the conclusion of 36th AGM be and are hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018, as may be determined by the Audit Committee in consultation with Statutory Auditors."

SPECIAL BUSINESS

Item No. 3 - Appointment of Mr. Pawan Kumar Mittal (DIN:00749265) as a Director of the Company.

To consider & 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 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pawan Kumar Mittal (DIN: 00749265), who was appointed by the Board of Directors as an Additional Director with effect from 27th Day of April, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (‘Act’) and in respect of whom the Company has received a notice in writing from himself under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.”

Item No. 4 - Appointment of Ms. Kiran Mittal (DIN: 00749457) as a Director of the Company.

To consider & 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 152 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI ((Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Kiran Mittal (DIN:00749457), who was appointed by the Board of Directors as an Additional Director with effect from 27th Day of April, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 (‘Act’) and in respect of whom the Company has received a notice in writing from herself under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company and shall be liable to retire by rotation.”

Item No. 5 Reclassification of Erstwhile Promoters of the Company as Public Shareholders of the Company subsequent to successful Open Offer

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

"RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and successful completion of Open offer by Mr. Pawan Kumar Mittal & Ms. Kiran Mittal ("**Acquirers**" / "**New Promoters**") under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subject to necessary approvals from Stock Exchange(s) and other appropriate Regulatory authorities, as may be necessary, the consent of the members of the Company be and is hereby accorded to re-classify the following persons/entities forming part of the Erstwhile Promoters Group of the Company [Excluding Rita Finance and Leasing Limited (formerly known as Rita Holdings Limited) from "**Promoter & Promoter Group category**" to "**Public category**":

1. Jyoti Construction Company New Delhi Private Limited
2. Shree Laxmi Holdings Limited
3. Koshish Investment And Finance Private Limited

(above mentioned entities shall hereinafter collectively referred to as "**Erstwhile Promoter Group**")

RESOLVED FURTHER THAT on approval of Stock Exchange(s) upon application for reclassification of the Erstwhile Promoter Group as Public Category, the Company shall effect such reclassification in the Statement of Shareholding pattern from immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 and compliance to SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary & Compliance Officer or such other person as authorized by the Board, be and is hereby authorized to submit application for reclassification to Stock Exchange(s), wherein the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution

By the order of the Board of Board of directors of

Shree Worstex Limited

Date: 28/08/2017
Place: New Delhi

Purav Jain
Company Secretary & Compliance officer
M.Nos.:A44091

Notes

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed special business for the items 3 to 5 is 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. 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 Tuesday, 12th September, 2017 to Friday, 22th September, 2017 (both days inclusive) for the purpose of Annual General Meeting .
6. The ISIN of the Equity Shares of Rs.10/- each is **INE926R01012**.

7. Members may also note that the Notice of the AGM and the Annual Report for FY 2016-17 will also be available on the Company's website <http://www.shreeworstex.in/>.
8. 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.
9. 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.
10. Members are requested to register their e-mail addresses for receiving communications including Annual Reports, Notices, and Circulars etc. by the Company electronically.
11. 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.
12. 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.
13. Members are requested to bring along their Attendance Slip in the meeting, as enclosed with the Notice.

14. 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.
15. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered with the Stock Exchanges, the Company is pleased to provide the Members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by NSDL. Details and Instructions for e-Voting are enclosed along with the Notice.
16. All documents referred to in accompanying Notice and Explanatory Statement 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.
17. **Members are requested to get their securities in dematerialize form at the earliest through their DP as Per the SEBI Circular no. SEBI/Cir /ISD/1/2010 dated September 2,2010 read with Circular No. SEBI/cir/ ISD/2/2010 dated october 26,2010 and SEBI Circular no. SEBI/cir/ ISD/1/2012 dated March 30,2012.**

Voting through Electronic Means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the Members, facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The e- Voting facility is available at the link <https://www.evoting.nsdl.com>

The e- Voting facility will be available during the following voting period:

| | |
|---------------------------|---|
| Commencement of e- Voting | 19 th September, 2017 at 9:00 A.M. |
| End of e- Voting | 21 st September, 2017 at 5:00 P.M. |

INSTRUCTIONS FOR E-VOTING

1. The Notice of the 34th Annual General Meeting (AGM) of the Company inter-alia indicating the process and manner of e-Voting is being sent to all the Members.
2. NSDL shall be sending the User ID and Password to those Members whose shareholding is in the dematerialized format and whose e-Mail addresses are registered with the Company/Depository Participants. For Members who have not registered their e-Mail Address, can use the details as provided in this document.
3. Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com>
4. Click on Shareholder - Login
5. Put User ID and Password as provided in this document and click Login. If you are already registered with NSDL for e-Voting then you can use your existing User ID and Password for the Login.
6. If you are logging in for the first time, the Password change menu will appear. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
7. Once the home page of e-voting opens. Click on e-voting: **Active Voting Cycles**.
8. Select "EVEN (Electronic Voting Event Number)" of Shree Worstex Limited.
9. Once you enter the **Cast Vote** page will open. Now you are ready for e-voting.
10. Cast your Vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

11. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
12. Once you have voted on the resolution, you will not be allowed to modify your vote.
13. Institutional shareholders ,if any (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority Letter etc. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at amitkumar_cs@hotmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that login to 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 “Forget Password” option available on the site to reset the same.

GENERAL INSTRUCTIONS:

1. In case of any queries, you may refer the Frequently Asked Question (FAQs) for Shareholders and e-Voting user manual for Shareholders available to the Downloads section of <https://www.evoting.nsdl.com>
2. You can also update your mobile number and e-mail id in the profile details of the folio which may be used for sending future communication(s).
3. The e-voting period commences on Tuesday, 19th September, 2017 (09:00 a.m. IST) and ends on Thursday 21st September, 2017 (05:00 p.m. IST). During this period Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date (record date) of Saturday, 16th day of September, 2017 may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

4. The voting rights of shareholders 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 16th September, 2017.
5. 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 16, 2017.
6. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
7. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding either in physical form or in dematerialized form, as on the cut-off date of Saturday, September 16, 2017 and not casting their vote electronically, may only cast their vote at the 34th Annual General Meeting.
8. Amit Kumar, Practicing Company Secretary, (Membership No.: FCS 5917 C.P. No.: 6184) has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
9. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the voting cast at the meeting, thereafter unblock the votes cast through remote e-Voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Consolidated 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.
10. The Results shall be declared forthwith after the submission of Consolidated 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.

The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company www.shreeworstex.in and on the website of NSDL immediately after the declaration of the results by the Chairman.

**By the order of the Board of Directors of
Shree Worstex Limited**

Date: 28/08/2017

Place: New Delhi

**Purav Jain
Company Secretary & Compliance officer**

M.No.:A44091

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

ITEM NO. 3

Appointment of Mr. Pawan Kumar Mittal as a Non-Executive Director of the Company

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Mr. Pawan Kumar Mittal was appointed as Additional Director of the Company on April 27, 2017 and he will hold office upto the date of this Annual General Meeting.

The Company has received notices in writing under the provisions of Section 160 of the Act from himself along with required deposit proposing the candidatures of Mr. Pawan Kumar Mittal for the office of Directors of the Company.

Mr. Pawan Kumar Mittal is a Chartered Accountant and is having a good knowledge of Finance & having experience of than more than 20 Years .

Mr. Pawan Kumar Mittal is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given his consent to act as Director.

Information about Mr. Pawan Kumar Mittal

| | |
|--|--|
| Name: | Pawan Kumar Mittal |
| Age: | 45 Years |
| Nature of his expertise in specific functional area | Finance |
| Name of the other Companies in which Directorship held | Delta Industrial Resource Limited Gulmohar Investments And Holdings Limited Smart Capital Services Limited Crazypricing Online Services Limited |

| | |
|--|--|
| | DOLF Leasing Limited Aawas Infratech Private Limited KGPM Corporate Services Private Limited R.S. Football Club |
| Name of the other Companies in which Committee Membership held | Delta Industrial Resources Limited |
| Shareholding in the Company | 1211900 (38.59%) |

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except, Mr. Pawan Kumar Mittal and Ms. Kiran Mittal (Additional Director) of the Company, is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 3

The Board recommends the resolution at item no. 3 for approval of the Members as Ordinary Resolution.

ITEM NO. 4

Appointment of Ms. Kiran Mittal as an Non-Executive Director of the Company

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act'), Ms. Kiran Mittal was appointed as Additional Director of the Company on April 27, 2017 and She will hold office upto the date of this Annual General Meeting.

The Company has received notices in writing under the provisions of Section 160 of the Act from herself along with required deposit proposing the candidatures of Ms. Kiran Mittal for the office of Directors of the Company.

Ms. Kiran Mittal is an Associate Member of the Institute of Cost Accountant of India and having good knowledge of Finance & having experience of than more than 18 Years .

Ms. Kiran Mittal is not disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors.

Information about Ms. Kiran Mittal

| | |
|--|---|
| Name: | Ms. Kiran Mittal |
| Age: | 44 Years |
| Nature of his expertise in specific functional area | Finance |
| Name of the other Companies in which Directorship held | Delta Industrial Resource Limited Gulmohar Investments And Holdings Limited Smart Capital Services Limited Crazy pricing Online Services Limited DOLF Leasing Limited |
| Name of the other Companies in which Committee Membership held | Crazy pricing Online Services Limited |
| Shareholding in the Company | 1000000(31.84%) |

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except, Ms. Kiran Mittal and Mr. Pawan Kumar Mittal (Additional Director) of the Company, is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 4

The Board recommends the resolution at item no. 4 for approval of the Members as Ordinary Resolution.

ITEM NO. 5

The Board of Directors of the Company at their meeting held on October 01, 2016 had proposed to issue 20,00,000 Equity Shares of Rs. 10 each at par to Mr. Pawan Kumar Mittal & Mrs. Kiran Mittal (hereinafter collectively referred to as “Acquirers”) subject to the approvals of Shareholders and other regulatory approvals.

The above said proposed allotment of 20,00,000 Equity Shares had triggered the obligation of Open Offer by the Acquirers in terms of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, for at least 26% of the post preferential issue capital of the Company (“Open Offer”).

In line of the above, on October 01, 2016, the Acquirers, through Turnaround Corporate Advisors Private Limited, a Category I Merchant Banker registered with SEBI (“Manager to the Offer”), had issued the public announcement to the public

shareholders of the Company for acquisition of 8,16,400 Equity Shares of the Company. The Open Offer was subject to the approval from RBI and SEBI. Post approval from RBI and SEBI dated February 16, 2017 and March 10, 2017, Open Offer was commenced on Thursday, March 30, 2017 and closed on Thursday, April 13, 2017 and payment was made to the shareholders, who had successfully tendered their Equity Shares under the Open Offer on Monday, April 24, 2017. Further, post receipt of approval from the RBI and Metropolitan Stock Exchange of India Limited

(Formerly known as MCX Stock Exchange Limited) ("MSEI"), the Board of Directors of the Company at their meeting held on April 11, 2017 had allotted 20,00,000 Equity Shares to the Acquirers (10,00,000 Equity Shares to Mr. Pawan Kumar Mittal and 10,00,000 Equity Shares to Mrs. Kiran Mittal).

Post successful completion of the Open Offer and preferential allotment of 20,00,000 Equity Shares by the Acquirers, Board of Directors of the Company at their meeting held on April 27, 2017 had inducted Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal as new promoters of the Company. Post induction of new promoters, erstwhile promoter group is required to be reclassified as Public Shareholders.

Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["**LODR Regulations**"] has provided a regulatory mechanism for re-classification of promoters as Public Shareholders, where the new promoter replaces the previous promoter subsequent to the Open Offer, subject to fulfillment of conditions as provided therein.

The erstwhile Promoter Group of the Company consist of the following entities:

| S. No. | Name of the Entities forming part of Erstwhile Promoter Group | No of Shares held | % of paid up share capital of the Target Company |
|--------|---|-------------------|--|
| 1 | Rita Finance and Leasing Limited(Formerly Known as Rita Holdings Limited) | 44,400 | 1.41% |

| | | | |
|---|--|---------------|--------------|
| 2 | Jyoti Construction Company New Delhi Private Limited | 4,800 | 0.15% |
| 3 | Shree Laxmi Holdings Limited | 27,200 | 0.87% |
| 4 | Koshish Investment And Finance Private Limited | 100 | 0.00% |
| | Total | 76,500 | 2.44% |

However, Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal have also initiated an Open Offer for acquisition of substantial shareholding and management control of M/s Rita Finance and Leasing Limited (formerly known as Rita Holdings Limited) ["Rita"], one of the entities under the Erstwhile Promoter Group of the Company, in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

The Public Announcement for the Open Offer of Rita was issued by Turnaround Corporate Advisors Private Limited on behalf of the Acquirers on December 15, 2016. In the event of successful completion of the Open Offer of Rita by the Acquirers, Rita will continue to be one of the Promoters of the Target Company in terms of Regulation 2(zb)(iv) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.

In view of the above, entities falling under the erstwhile promoter group of the Company excluding Rita have requested to the Company for re-classify them under the Public Category. As on date, none of the Directors or KMP of the Company act as representing the of erstwhile promoter entities. In terms of the requirement of Regulation 31A of LODR Regulations, reclassification requires the approval of shareholders of the Company and Stock Exchange(s), where the Equity Shares of the Company is listed.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested in this Resolution.

**By the order of the Board of Directors of
Shree Worstex Limited**

Date: 28/08/2017

Purav Jain

Place: New Delhi

Company Secretary & Compliance officer

M.No.:A44091

Directors' Report

To the Shareholders,

Your Directors take pleasure in presenting the 34th Annual Report on the business and operations of your Company along with the audited standalone financial statements for the year ended March 31, 2017.

BACKGROUND

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) (formerly known as MCX Stock Exchange Limited) .

FINANCIAL SUMMARY/HIGH LIGHTS/PERFORMANCE OF THE COMPANY (STANDALONE)

The Company's financial results are as under:

(Amount in Rs.)

| Particular | Current 2016-17 | Year | Previous 2015-16 | Year |
|---|--------------------|------|---------------------|------|
| Revenue from Operations | 1,473,827 | | 1,214,666 | |
| Total revenue (including other income) | 1,774,277 | | 1,214,981 | |
| Total Expenses: | 1,804,077 | | 10,26,511 | |
| Profit before tax | (29,800) | | 188,470 | |
| Tax Expenses: | | | | |
| Less: Current tax | - | | (58,200) | |

| | | |
|-------------------------|-----------------|-----------------|
| Add: Deferred tax | 8149 | (25,770) |
| Profit after tax | (21,651) | 1,04,500 |

BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR

The Company is a Non-Banking Financial Company registered with the Reserve Bank of India. There has been no change in the business of the Company, during the year under review.

The Company has incurred a loss of Rs.21,651 for the Year ended March 31,2017 as compared to revenue of Rs. 1,04,500 earned during the Year ended March 31,2016.

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.

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.

During the Year, Company has not transferred any amount to reserve out of the profits of the year.

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 2016-17.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the Period under review , the board has proposed to issue up to 20,00,000 Equity Shares of Rs. 10 each at par to Mr. Pawan Kumar Mittal and Mrs. Kiran Mittal, (“Non-Promoter Group”) on preferential basis subject to approvals of Shareholders and other regulatory approvals.

In this regard, Mr. Pawan Kumar Mittal and Ms. Kiran Mittal has given the open offer for acquisition of upto 8,16,400 (Eight Lac Sixteen thousand Four Hundred) fully Paid up Equity Shares of Shree Worstex Limited from the Shareholders of the Company representing 26% of Expanded Paid up Share Capital Pursuant to Regulation 3(1) and 4 read with the applicable Provisions of the Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations,2011 as amended ("SEBI(SAST) Regulations").

After March 2017,Company has made Preferential Allotment of 20,00,000 Equity Shares of Rs. 10/- each at Par in the board meeting held on April 11,2017.

And After successful completion of open offer under SEBI(SAST), Regulations, 2011 Mr. Pawan Kumar Mittal and Ms. Kiran Mittal has been inducted in the Promoter Group of the Company in the board Meeting held on April 27,2017.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

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

SHARE CAPITAL

The present Authorized Share Capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakh) divided into 35,00,000 (Thirty Five Lakh) equity shares of Rs. 10/- (Rupees Ten) each.

Paid up share capital of the Company as on 31st March,2017 was Rs. 1,14,00,000/- (Rupees One Crore Fourteen Lakh) divided into 11,40,000 (Eleven Lakh Fourty Thousand) equity shares of Rs. 10/- (Rupees Ten) . During the year under review , there has been no change in the share capital of the company.

However, after March 31, 2017 Company has made Preferential allotment of 20,00,000 equity share of Rs. 10/- each at par as on April 11, 2017.

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.

VIGIL MECHANISM

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. The Board of Directors of your Company has adopted the Vigil Mechanism and Whistle Blower Policy in compliance of Companies Act, 2013.

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.

COMPLIANCE

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), Reserve Bank of India (RBI), 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 Exchanges, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules/regulations/guidelines issued from time to time.

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.

RBI GUIDELINES

As a Non Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

DIRECTORS:

During the year under review, the following changes were taken place in the Directors and Key Managerial Personnel of the Company:

- Mr. Pankaj Kapoor has been appointed as Additional (category: Independent) director in the board meeting held on 25th May,2016 and has been regularized as Independent director for a tenure of five years in the annual general meeting held on 14th September,2016.
- Mr. Avinash Sharma has been appointed as additional (category: Independent) director in the board meeting held on 08th August,2016 and has been regularized as Independent director for a tenure of five years in the annual general meeting held on 14th September,2016.
- Resignation of Mr. Prakash Chand Jjoria from the directorship of the company w.e.f 25/05/2016.
- Resignation of Ms. Vandana Gupta from the directorship of the company w.e.f 08/08/2016.

After 31st March,2017 the following changes took Place in the composition:

- Mr. Pawan Kumar Mittal has been appointed as Additional (Category: Non-Executive Director) in the board meeting held on 27th April,2017.
- Ms. Kiran Mittal has been appointed as Additional (Category: Non-Executive Director) in the board meeting held on 27th April,2017.
- Ms. Neelam Anand has been resigned from the directorship of the company w.e.f 03rd May,2017.
- Gopal Krishan Anand has been resigned from the directorship of the company w.e.f 03rd May,2017.
- Mr. Surinder Kumar Jain has been resigned from the directorship of the company w.e.f 03rd May,2017.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of section 203 of the Act:

- Board of Directors of the Company has appointed Mr. Purav Jain (Membership No.: ACS 44091) as Company Secretary and Compliance Officer of the Company w.e.f. August 08, 2016.
- Ms. Nidhi Marwaha has been appointed as Chief Financial officer (CFO) of the company w.e.f 28/04/2016.

After 31st March,2017 the following changes took Place in the composition:

- Ms. Nidhi Marwaha has been appointed as Chief Executive officer (CEO) of the company w.e.f 27/05/2017.
- Resignation of Mr. Sumant Kumar, Managing Director of the company from the directorship of the company w.e.f 27/05/2017.

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.

PARTICULAR OF EMPLOYEES AND RELATED DISCLOSURES

The 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 are given below:

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

| Directors | Ratio to median remuneration* |
|-------------------------|--------------------------------------|
| Mr. Gopal Krishan Anand | NA |
| Ms. Neelam Anand | NA |

| | |
|----------------------------|----|
| Mr. Surinder Kumar Jain | NA |
| Mr. Sumant Kumar | NA |
| Mr. Jitendra Kumar Agarwal | NA |
| Mr. Pankaj Kapoor | NA |
| Mr. Avinash Sharma | NA |

*the expression "median" mean the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one. Not applicable, since during the FY 2016-17.

- 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:** Remuneration of Mr. Sumant Kumar, Managing Director has been increase by 12.5% as compared to previous Year.
- iii) **The percentage increase in the median remuneration of employees in the financial year:** Not Applicable
- iv) **the number of Permanent employees on the rolls of the company :** No
- 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:** Not Applicable as there is no employee in the company.
- vi) **Affirmation that the remuneration is as per the remuneration policy of the company:** It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

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

There is no directors/employees in the Company for which disclosure have to be made under the provisions of Rule 5 (2) & (3) of the Companies (Appointment and Remuneration or Managerial Personnel) Rules, 2014.

- A. Names of top ten employees in terms of remuneration drawn during the financial year 2016-17:

| 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. 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 2016-17:

| 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 | | | | | | | | |

C. 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 2016-17:

| 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 | | | | | | | | |

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 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.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTOR OF THE COMPANY

All the Independent Directors are well appointed on the Board of Company in compliance with the Companies Act, 2013. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of Independence under sub-section (6) of section 149 of the Act.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

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.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE U/S 186

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.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188

During the year under review, there are no transactions within the purview of Section 188 of the Companies Act, 2013.

MEETINGS OF THE BOARD

The agenda and Notice for the Meetings is prepared and circulated in advance to the Directors. The Board of Directors of the Company met Six (6) times during the financial year 2016-17 on [28th April, 2016], [25th May, 2016], [08th August, 2016], [01st October, 2016], [12th November, 2016] and [13th February, 2017]. Details of attendance of board meetings by directors are as follows:

| Name of the Director | Nos. of meetings attended |
|-----------------------------|----------------------------------|
| Neelam Anand | 1 |
| Gopal Krishan Anand | 1 |
| Surinder Kumar Jain | 1 |
| Sumant Kumar | 6 |
| Jitendra Kumar Agarwal | 5 |
| Pankaj Kapoor | 5 |
| Avinash Sharma | 4 |
| Prakash Chand Jajoria* | 2 |

| | |
|-----------------|---|
| Vandana Gupta** | 2 |
|-----------------|---|

* Resigned w.e.f 25th May, 2016

** Resigned w.e.f 08th August, 2016

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.

COMMITTEES OF THE BOARD:

AUDIT COMMITTEE:

The Board has 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 2 Directors out of 3 members have financial management expertise. As on the date of this report, the Audit Committee comprises of the following Directors as on 31st March, 2017:

| S. No. | Name of the Member | Category |
|---------------|---------------------------|-----------------|
| 1. | Mr. Avinash Sharma | Chairman |
| 2. | Mr. Pankaj Kapoor | Member |
| 3. | Mr. Sumant Kumar | Member |

The Audit Committee met Four [4] times during the financial year 2016-17 on [23rd May, 2016, 05th August, 2016, 11th November, 2016, and 04th February, 2017]. Details of attendance of meetings by directors are as follows:

| Name of the Member | Nos. of meetings attended |
|----------------------------|----------------------------------|
| Mr. Avinash Sharma | 2 |
| Mr. Pankaj Kapoor | 3 |
| Mr. Sumant Kumar | 4 |
| Mr. Prakash Chand Jajoria* | 1 |
| Ms. Vandana Gupta** | 2 |

*Audit Committee was reconstituted effective from May 25, 2016, where Mr. Pankaj Kapoor was inducted in place of Mr. Prakash Chand Jajoria

**Audit Committee was reconstituted effective from August 08, 2016, where Mr. Avinash Sharma was inducted in place of Ms. Vandana Gupta.

During the year under review, the Board accepted all the recommendations made by the Audit Committee of the Board.

NOMINATION AND REMUNERATION COMMITTEE:

During the Year, Company has constituted its Nomination and Remuneration Committee in terms of requirement of Companies Act, 2013. This Committee comprises of the following Directors as on 31st March, 2017:

| S. No. | Name of the Member | Category |
|---------------|---------------------------|-----------------|
| 1. | Mr. Avinash Sharma | Chairman |
| 2. | Mr. Pankaj Kapoor | Member |
| 3. | Mr. Sumant Kumar | Member |

The Nomination and Remuneration Committee has met three [3] times during the financial year 2016-17 on [25th April,2016], [23rd May,2016] and [05th August,2016]

Details of attendance of meetings by directors are as follows:

| Name of the Member | Nos. of meetings attended |
|---------------------------|----------------------------------|
| Vandana Gupta | 1 |
| Sumant Kumar | 3 |
| Jitendra Kumar Agarwal | 1# |
| Prakash Chand Jajoria | 2# |

#Nomination and Remuneration Committee was reconstituted effective from May 25, 2016, where Mr. Pankaj Kapoor was inducted in place of Mr. Prakash Chand Jajoria.

Nomination and Remuneration Committee was reconstituted effective from August 08, 2016, where Mr. Avinash Sharma was inducted in place of Ms. Vandana Gupta.

STAKEHOLDER RELATIONSHIP COMMITTEE:

The Stakeholder Relationship Committee looks into the redressal of the shareholders complaints in respect of any matter including transfer of shares, non -receipt of annual report, non -receipt of declared dividend etc.

During the Year, Company has constituted its Stakeholder Relationship Committee in terms of requirement of Companies Act, 2013. This Committee comprises of the following Directors as on 31st March,2017.

| S. No. | Name of the Member | Category |
|---------------|---------------------------|-----------------|
| 1. | Mr. Avinash Sharma | Chairman |
| 2. | Mr. Pankaj Kapoor | Member |
| 3. | Mr. Sumant Kumar | Member |

The Stakeholder Relationship Committee has not met during the financial year 2016-17

Stakeholder Relationship Committee was reconstituted effective from effective from May 25, 2016, where Mr. Pankaj Kapoor was inducted in place of Mr. Prakash Chand Jajoria .

Stakeholder Relationship Committee was reconstituted effective from August 08, 2016, where Mr. Avinash Sharma was inducted in place of Ms. Vandana Gupta.

AUDITORS

STATUTORY AUDITORS

M/s V.N. Purohit & Co., Chartered Accountants were appointed as Statutory Auditors of the Company to hold office until the conclusion of the 36th AGM which was subject to the ratification at every AGM.

As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Statutory Auditors is required to be ratified by members at every Annual General Meeting. Accordingly, the appointment of M/s. V.N. Purohit & Co., Chartered Accountants, as Statutory Auditor of the Company is placed for ratification by the shareholders.

STATUTORY AUDITORS' REPORT

The Statutory Auditors' Report has been annexed with this report; Auditors' observations are self explanatory, which do not call for any further clarifications.

SECRETARIAL AUDIT

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 M/s. Akhilesh & Associates, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the Financial Year 2016-17. The Secretarial Audit Report is annexed herewith as "Annexure I".

SECRETARIAL AUDITORS' REPORT

The Secretarial Audit Report has been annexed with this report. There has been no qualification, reservation or adverse remark made by Secretarial Auditors in their report for the financial year ended 31st March, 2017

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 2017-18.

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 is annexed herewith as "Annexure II".

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.

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, 2016, 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, 2017, 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.

CORPORATE GOVERNANCE

Since, the paid-up capital of the Company is less than Rs. 10 Crores and Net worth is less than Rs. 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.

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.

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

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules there under, the Company has not received any complaint of sexual harassment during the year under review.

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

1. The Company has taken in-principal approval under Regulation 28 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 for issue of up to 20, 00,000 equity shares of Rs. 10/- each at par to the person other than promoters on preferential basis vide letter No MSEI/LIST/2016/4715 dated 16th November, 2016 from Metropolitan Stock Exchange of India Limited (MSEI).

2. Company has received RBI Approval for the application of change in control and Management of the Company *letter no DNBS (ND) CMS-VIII/No. 1966/05.19.183/2016-2017 dated 16th February, 2017* .

DISCLOSURE OF FRAUDS IN THE BOARD'S REPORT U/S 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 2016-2017.

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, which forms part of this report and the Annual Report.

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 levels.

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

Date: 28/08/2016

Place: New Delhi

Pawan Kumar Mittal

Additional Director

DIN: 00749265

Kiran Mittal

Additional Director

DIN: 00749457

Annexure-I**Form MR-3
SECRETARIAL AUDIT REPORT**

For the financial year ended March 31, 2017

[Pursuant to Section 204, 9(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Member,
SHREE WORSTEX LIMITED
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 **SHREE WORSTEX LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us 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 authorised 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, 2017** complied with the Statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the extent, in the manner and subject to the reporting made hereinafter.

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, 2017** according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment; **(Not Applicable)**
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 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 (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)**
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable)**

6. **OTHER LAWS** applicable to the Company;

We have examined the framework, processes and procedures of compliance 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) Reserve Bank of India Act, 1934
- b) Income Tax Act, 1961;
- c) Service Tax Act, 1994;
- d) The Indian Stamp Act 1899

(The Company has paid Stamp Duty on various instruments according to stamp rates prescribed by respective states)

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issue by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with **Metropolitan Stock Exchange of India Limited (MSEI)**

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decision at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period the Company had following events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc

- 1- *The Company has passed board resolution on 1st October, 2016 and taken approval from shareholders of the company in the Extra Ordinary General Meeting held on 9th November, 2016 to issue and allot 20, 00,000 fully paid equity shares of Rs. 10 each for cash at a price of Rs. 10 on the preferential basis.*
- 2- *The Company has taken in-principal approval under Regulation 28 of SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 for issue of up to 20, 00,000 equity shares of Rs. 10/- each at par to the person other than promoters on preferential basis vide letter No MSEI/LIST/2016/4715 dated 16th November, 2016 from Metropolitan Stock Exchange of India Limited (MSEI).*
- 3- *The Company has taken approval from Reserve Bank of India for Change in Management/ Control vide letter no DNBS (ND) CMS-VIII/No. 1966/05.19.183/2016-2017 dated 16th February, 2017*

For AKHILESH & ASSOCIATES

(Akhilesh Kumar Jha)

Proprietor

FCS: 9031,CP: 18250

Place: Delhi

Date: 04/08/2017

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

"ANNEXURE A"

To,

The Member,

SHREE WORSTEX LIMITED

325, IIIrd Floor,

Aggarwal Plaza, Sector- 14

Rohini, New Delhi- 110085

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records 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. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For AKHILESH & ASSOCIATES**(Akhilesh Kumar Jha)****Proprietor****FCS: 9031,CP: 18250****Place: Delhi****Date: 04/08/2017****Annexure-II****FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on March 31, 2017**

[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, IIIrd Floor, Aggarwal Plaza, Sector-14, Rohini, New Delhi-110085 Contact No: 011-65448448 |
| VI | Whether listed Company | Yes |
| 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. | Earnings from Interest on Loans advanced | 99711400 | 83.06% |

| | | | |
|----|--------------------|----------|--------|
| 2. | Consultancy Income | 99715910 | 16.90% |
|----|--------------------|----------|--------|

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

| SI No | Name & Address of the Company | CIN/GLN | HOLDING/SUBSIDIARY/ASSOCIATE | % OF SHARES HELD | APPLICABLE SECTION |
|----------------|-------------------------------|---------|------------------------------|------------------|--------------------|
| NOT APPLICABLE | | | | | |

IV SHAREHOLDING PATTERN (Equity Share capital Break up as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Share Holder | No. of Shares held at the beginning of the year [As on 31-March-2016] | | | | No. of Shares held at the end of the year [As on 31-March-2017] | | | | % Change during the year |
|--------------------------|--|---------------|---------------|-------------------|--|---------------|---------------|-------------------|--------------------------|
| | De mat | Phy sical | Total | % of Total Shares | Dema t | Phy sical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| b) Central Govt | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| c) State Govt(s) | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| d) Bodies Corp. | - | 76,500 | 76,500 | 6.71% | - | 76,500 | 76,500 | 6.71% | 0% |
| e) Banks / FI | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| f) Any other | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| Sub Total (A) (1) | - | 76,500 | 76,500 | 6.71% | - | 76,500 | 76,500 | 6.71% | 0.00% |
| (2) Foreign | | | | | | | | | |
| a) NRI Individuals | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| b) Other Individuals | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| c) Bodies Corp. | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| d) Any | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |

| | | | | | | | | | |
|--|---------|---------|---------|--------|---------|--------|---------|--------|-------|
| other | | | | | | | | | |
| Sub Total (A) (2) | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| TOTAL (A) | - | 76,500 | 76,500 | 31.88% | - | 76,500 | 76,500 | 6.71% | 0.00% |
| | | | | | | | | | |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| b) Banks / FI | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| c) Central Govt | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| d) State Govt(s) | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| e) Venture Capital Funds | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| f) Insurance Companies | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| g) FIIs | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| h) Foreign Venture Capital Funds | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| i) Others (specify) | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| Sub-total (B)(1):- | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| | | | | | | | | | |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 100,000 | 113,900 | 213,900 | 18.76% | 100,000 | 27,000 | 127,000 | 11.14% | 7.62% |
| ii) Overseas | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh | - | 40,800 | 40,800 | 3.58% | | 40,800 | 40,800 | 3.58% | 0.00% |

| | | | | | | | | | |
|--|----------------|----------------|------------------|----------------|----------------|----------------|------------------|----------------|--------------|
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 600,000 | - | 600,000 | 52.63% | 6,86,900 | - | 6,86,900 | 60.25% | 7.62% |
| c) Others (HUF) | 200,000 | 8800 | 208,800 | 18.32% | 20,000 | 8800 | 20,880 | 18.32% | 0.00% |
| Non Resident Indians | 0 | 0 | - | 0.00% | 0 | 0 | - | 0.00% | 0.00% |
| Overseas Corporate Bodies | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| Foreign Nationals | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| Clearing Members | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| Trusts | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| Foreign Bodies - DR | - | - | - | 0.00% | - | - | - | 0.00% | 0.00% |
| Sub-total (B)(2):- | 900,000 | 163,500 | 1,063,500 | 93.29% | 900,000 | 163,500 | 1,063,500 | 93.29% | 0.00% |
| Total Public (B) | 900,000 | 163,500 | 1,063,500 | 93.29% | 900,000 | 163,500 | 1,063,500 | 93.29% | 0.00% |
| C. Shares held by Custodian for GDRs & ADRs | | | | 0.00% | | | | 0.00% | 0.00% |
| Grand Total (A+B+C) | 900,000 | 240,000 | 1,140,000 | 100.00% | 900,000 | 240,000 | 1,140,000 | 100.00% | 0.00% |

(ii) SHARE HOLDING 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 | 3.89% | 0 | 44,400 | 3.89% | 0 | 0% |
| 2 | Shree Lakshmi Holdings | 27,20 | 2.39% | 0 | 27,20 | 2.39% | 0 | 0% |

| | | | | | | | | |
|---|--|---------------|--------------|----------|---------------|--------------|----------|-----------|
| | Limited | 0 | | | 0 | | | |
| 3 | Jyoti Construction Company New Delhi Private Limited | 4,800 | 0.42% | 0 | 4,800 | 0.42% | 0 | 0% |
| 4 | Koshish Investment And Finance Private Limited | 100 | 0.01% | 0 | 100 | 0.01% | 0 | 03% |
| | Total | 76,500 | 6.71% | 0 | 76,500 | 6.71% | 0 | 0% |

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (please specify if there is no change)

There is no change in the Promoter shareholding of the company during the Year.

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

| S. No. | 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 | Madho Keshav Properties Private Limited | | | | |
| | At the beginning of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| 2 | Sanjay Aggarwal | | | | |
| | At the beginning of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| 3 | Girdhari Lal Mangal (HUF) | | | | |
| | At the beginning of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| 4 | Lalita Mittal | | | | |
| | At the beginning of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| 5 | Rekha Garg | | | | |
| | At the beginning of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 100,000 | 8.77% | 100,000 | 8.77% |
| 6 | S. K. Goel (HUF) | | | | |

| | | | | | |
|-----------|------------------------------|--------|-------|--------|-------|
| | At the beginning of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| | At the end of the year | | | 50,000 | 4.39% |
| 7 | Vinita Gupta | | | | |
| | At the beginning of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| 8 | Shivani Agarwal | | | | |
| | At the beginning of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| 9 | Ashish Goyal | | | | |
| | At the beginning of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| 10 | Mohd. Aslam Baqui | | | | |
| | At the beginning of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| 11 | Nikhat Aslam | | | | |
| | At the beginning of the year | 50,000 | 4.39% | 50,000 | 4.39% |
| | Shares acquired/sold | - | - | - | - |
| | At the end of the year | 50,000 | 4.39% | 50,000 | 4.39% |

(v) Shareholding of Directors and Key Managerial Personnel

| SN | 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 | NIL | | | | |

(vi) INDEBTEDNESS

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

(Amt.
Rs./Lacs)

| Particulars | Secured | Unsecured | Deposit | Total |
|-------------|---------|-----------|---------|-------|
|-------------|---------|-----------|---------|-------|

| | Loans excluding deposits | d Loans | s | Indebtedness |
|--|--------------------------------|---------|---|--------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | 60.00 | - | 60.00 |
| ii) Interest due but not paid | - | 0.61 | - | 0.61 |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 60.61 | - | 60.61 |
| Change in Indebtedness during the financial year | | | | |
| * Addition | - | 4.20 | - | 4.20 |
| * Reduction | - | 4.20 | - | 4.20 |
| Net Change | - | 0 | - | 0 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 60.00 | - | 60.00 |
| ii) Interest due but not paid | - | .61 | - | .61 |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | 60.61 | - | 60.61 |

(Vii) Remuneration of Directors and Key Managerial Personnel**a. Remuneration to Managing Director, Whole time Director and/or Manager:**

| Sl. No. | Particulars of Remuneration | Name of the MD/WTD/Manager | Total Amount (Rs.) |
|---------|--|------------------------------------|--------------------|
| | | Managing Director: Sumant Kumar | 2,16,000 |
| 1 | Gross salary | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax 1961 (Rs.) | 2,16,000 | 2,16,000 |
| | (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) | 2,16,000 | 2,16,000 |
| | Ceiling as per the Act | - | - |

b. Remuneration to Other Directors:

| Sl. No. | Particulars of Remuneration | Name of the Directors | Name of the Directors | Name of the Directors | Name of the Directors | Name of the Directors | Total |
|---------|-----------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-------|
|---------|-----------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|-------|

| o. | on | | | | | | |
|-----------|--|---------------------------|------------------------|----------------|---------------|---------------|---------------|
| 1 | Independent Directors | Mr. Prakash Chand Jajoria | Jitender Kumar Agarwal | Avinash Sharma | Vandana Gupta | Pankaj Kapoor | |
| | (a) Fee for attending board committee meetings | 4000 | 12000 | 10000 | 12000 | 10000 | 48,000 |
| | (b) Commission | 0 | 0 | 0 | 0 | 0 | 0 |
| | (c) Others, please specify | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total (1) | 4000 | 12000 | 10000 | 12000 | 10000 | 48,000 |
| 2 | Other Non Executive Directors | - | | | | | |
| | (a) Fee for attending board committee meetings | 0 | 0 | 0 | 0 | 00 | 0 |
| | (b) Commission | 0 | 0 | 0 | 0 | 0 | 0 |
| | (c) Others, please specify. | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total (2) | 0 | 0 | 0 | 0 | 0 | 0 |
| | Total (B)=(1+2) | 4000 | 12000 | 10000 | 12000 | 10000 | 48,000 |
| | Total Managerial Remuneration | 2,16,0 00 | | | | | |
| | Overall Ceiling as per the Act. | - | | | | | |

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

| SI. No. | Particulars of Remuneration | | | |
|----------------|--|--------------------------|------------|--------------|
| | Gross Salary | Company Secretary | CFO | Total |
| 1 | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | 1,20,000 | 5,40,000 | 6,60,000 |
| | (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 | 1,20,000 | 5,40,000 | 6,60,000 |

Viii 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. |
| 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
Shree Worstex Limited

Date: 28/08/2016
Place: New Delhi

Sd/-
Pawan Kumar Mittal
Additional Director
DIN: 00749265

Sd/-
Kiran Mittal
Additional Director
DIN: 00749457

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

I. 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 continues in our policies.

Shree Worstex Limited is an NBFC and is engaged mainly in the business of providing loans and advances to various Corporates. The main objective of the Company is to finance Industrial Enterprises by way of making loans and advances to industrial enterprises in India and to carry out all such activities as may be ancillary to the achievement of main objectives of the Company. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

Indian economy is going through a period of rapid 'financial liberalization'. The NBFC sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. Today, the 'intermediation' is being conducted by a wide range of financial institutions through a plethora of customer friendly financial products. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the economic environment. The segment consisting of NBFCs, such as equipment leasing/hire purchase finance, providing loans and investment to other companies, etc. have made great strides in recent years and are meeting the diverse financial needs of the economy. They are being recognized as complementary to the banking sector due to their customer-oriented services, simplified procedures, attractive rates of return on deposits, flexibility and timeliness in meeting the credit needs of specified sector.

Your Company's performance for the year 2015- 16 has to be viewed in the context of aforesaid economic and market environment.

II. OPPORTUNITIES AND THREATS:

The sector uses the loans for various business activities ranging from the business of hire Purchase Company and to acquire, to provide on all type hire purchase basis of industrial and official plant, equipment machinery, vehicles, Agriculture,

Handicrafts, Trading, Services, Shops, Livestock, and Production to others. As banks are unable to appraise the credit requirements of the micro and small businesses they are unable to extend credit facilities with collateral security. The banking system will not be able to meet this demand and a wide gap exists giving the Company an opportunity to grow in its financing of Small Business/ Industrial Loans. Major threat faced by Shree Worstex Limited would be circumstances of not being able to raise funds for its future business operations.

III. SEGMENT-WISE PERFORMANCE:

The Company is engaged in a single segment i.e. finance/lending. Details of performance have been provided in this report.

IV. OUTLOOK:

Shree Worstex Limited expects to improve its performance in financial year 2016-17 and hopes to grow at rate faster than the growth of bank credit. The approach would be to continue with the growth momentum while balancing risk. The Company will continue to invest in strengthening risk management practices; and in maintaining its investment in human resources to consolidate its position as a potentially big NBFC in India.

V. RISK MANAGEMENT:

Risk Management is an integral part of our Company's business strategy. A dedicated team is a part of the management processes governed by the senior management team. This team reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The team nurtures a healthy and independent risk management function to avoid any kind of misappropriations in the Company. As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head - Risk. The Credit Risk management structure includes separate credit policies and procedures for various businesses. The risk policies define prudential limits, portfolio criteria, exceptional approval metrics, etc. and cover risk assessment for new product offerings. Concentration Risk is managed by analyzing counter-party, industry sector, geographical region, single borrower and borrower group. Retail Finance credit approval is based on product / programs and monitoring is primarily done at the portfolio level across

products and programs. Casual analysis is carried out and corrective actions are implemented on key risk indicators. A Senior Management oversight committee meets periodically to review the operational risk profile of the organization. Fraud risks are mitigated through a fraud risk management team.

VI. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

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. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

VII. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

The financial performance of the Company during the year under reference was reasonably good. For detailed information, please refer to Directors' Report, which forms part of this Annual Report.

VIII. MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

We recognize people as our most valuable asset and we have built an open, transparent and meritocratic culture to nurture this asset. Talent Management is a key people planning tool that provides an integrated means of identifying, selecting, developing and retaining top talent within our Organization. Attrition has been managed well and has been below industry benchmarks. Shree Worstex Limited has kept a sharp focus on Employee Engagement. We follow 360 degree feedback to ensure the satisfaction of our people. We have a strong system of grievance handling too. No concern of our people goes without addressing.

We strive for excellence by thriving on Shree Worstex Limited's positivity. As on March 31, 2016, total number of employee on the pay roll of the Company is one.

**By the order of the Board of Directors of
Shree Worstex Limited**

Date: 28/08/2017

Place: New Delhi

Pawan Kumar Mittal

Additional Director

DIN: 00749265

Kiran Mittal

Additional Director

DIN: 00749457

INDEPENDENT AUDITOR'S REPORT

To
**The Shareholders of
SHREE WORSTEX LIMITED**

Report on Financial Statements

We have audited the accompanying financial statements of **SHREE WORSTEX LIMITED**, which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("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 accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 were operating effectively for ensuring 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 misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected

depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place the adequate internal financial control system over financial reporting and the operating effectiveness of such controls.

An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with 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 2017;
- ii. In case of 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.

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 said Order.
2. The Company is a Non- Banking Financial Company not accepting public deposit and holding certificate of registration no. 14.00233 dated 31/07/2000 from Reserve Bank of India has been issued to the Company.
 - (i) The Board of Directors of the company has passed a resolution for the non-acceptance of any public deposits.
 - (ii) The company has not accepted any public deposits during the relevant year.

- (iii) The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning 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.
 - e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) The observation of financial transactions does not reveal any matter which has any adverse effect on the functioning of the Company.
 - g) With respect to adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **Annexure- B**.
 - h) 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 does not have any pending litigations in its financial statements;
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However, company doesnot enter into any long-term contracts including derivative during the specified period;

- iii) The Company is not required to transfer any amount to the Investor Education and Protection Fund.
- iv) The company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company.

Signed for the purpose of identification

FOR V.N. PUROHIT & CO.

Chartered Accountants

Firm Regn. No. 304040E

Gaurav Joshi

Partner

Membership No. 516027

New Delhi, the 27th day of May, 2017

ANNEXURE- A TO THE AUDITOR'S REPORT

The Annexure referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report of even date to the members of **Shree Worstex Limited** (the Company) for the year ended on 31st March 2017.

- (i) The Company does not have any fixed assets and therefore provisions of sub clause (i) of the Paragraph 3 of the order are not applicable on Company;
- (ii) The Company does not have any inventory and therefore provisions of sub clause (ii) of the Paragraph 3 of the order are not applicable on Company;
- (iii) According to information and explanations given to us, the Company has not granted unsecured loans to parties covered in register maintained under section 189 of the Companies Act, 2013.
- (iv) According to information and explanations given to us, the Company have complied the provisions of section 185 and 186 of the Companies Act, 2013 so far as applicable, in respect of providing loans, investments, guarantees and securities 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 given to us, there are no outstanding statutory dues on the part of Company which is not deposited on account of dispute.
- (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, and hence question of default of repayment does not arise;

- (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 paid managerial remuneration in accordance with applicable provisions of the Companies Act, 2013.
- (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 preferential allotment of shares during the year and accordingly provisions of sub-clause (xiv) of the Paragraph 3 of the Order are not applicable;
- (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 duly 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

Gaurav Joshi

Partner

Membership No. 516027

New Delhi, the 27th day of May, 2017

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 (the Company) as on 31st March 2017 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 authorisations of management and directors of the Company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised 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 2017, 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

Gaurav Joshi
Partner
Membership No. 516027

New Delhi, the 27th day of May, 2017

SHREE WORSTEX LIMITED
CIN: L17111DL1982PLC013790
BALANCE SHEET AS AT 31.03.2017

| | Notes | 31st March 2017 (Rupees) | 31st March 2016 (Rupees) |
|---|-------|-----------------------------|-----------------------------|
| <u>EQUITY AND LIABILITIES</u> | | | |
| Shareholders' fund | | | |
| Share capital | 2 | 11,400,000 | 11,400,000 |
| Reserves and surplus | 3 | 2,228,786 | 2,214,916 |
| Non- current liabilities | | | |
| Long-Term Borrowings | 4 | 6,061,107 | 6,061,107 |
| Long- term Provisions | 5 | 48,863 | 49,992 |
| Current liabilities | | | |
| Other Current Liabilities | 6 | 528,030 | 35,811 |
| Short- term Provisions | 7 | - | 66,863 |
| Total | | 20,266,786 | 19,828,689 |
| <u>ASSETS</u> | | | |
| Non- current assets | | | |
| Non Current Investments | 8 | 218,596 | 218,596 |
| Deferred Tax Assets (Net) | 9 | 8,149 | - |
| Long Term Loans and Advances | 10 | 19,545,393 | 16,663,945 |
| Current Assets | | | |
| Short Term Loans & Advances | 11 | 171,770 | 49,255 |
| Cash and Cash Equivalents | 12 | 315,629 | 2,883,410 |
| Other Current Assets | 13 | 7,250 | 13,483 |
| Total | | 20,266,786 | 19,828,689 |
| Summary of significant accounting polices | 1 | | |

The accompanying notes are 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

Sd/-
Gaurav Joshi
 Partner
 Membership No. 516027

New Delhi, the 27th May 2017

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

Sd/-
Sumant Kumar
 Managing Director
 DIN: 07115801

Sd/-
Nidhi Marwaha
 CFO
 PAN: AMFPM6902N

Sd/-
Pawan Kumar Mittal
 Additional Director
 DIN: 00749265

Sd/-
Purav Jain
 Company Secretary
 PAN:AMHPJ1750D

SHREE WORSTEX LIMITED**CIN: L17111DL1982PLC013790****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31.03.2017**

| | Notes | 31st March 2017 (Rupees) | 31st March 2016 (Rupees) |
|---------------------------------------|-------|-----------------------------|-----------------------------|
| Income | | | |
| Revenue from Operations | 14 | 1,473,827 | 1,214,666 |
| Other Income | 15 | 300,450 | 315 |
| Total Revenue (I) | | 1,774,277 | 1,214,981 |
| Expenses | | | |
| Employee Benefit Expenses | 16 | 803,395 | 227,226 |
| Other Expenses | 17 | 1,000,682 | 799,285 |
| Total (II) | | 1,804,077 | 1,026,511 |
| Profit before tax | | (29,800) | 188,470 |
| Tax Expense | | | |
| Current Tax | | - | (58,200) |
| Deferred Tax | | 8,149 | (25,770) |
| Profit/ (loss) for the year | | (21,651) | 104,500 |
| Earning per equity share (EPS) | | | |
| [nominal value of share Rs. 10] | | | |
| Basic | | (0.02) | 0.09 |
| Diluted | | (0.02) | 0.09 |

Summary of significant accounting policies 1

The accompanying notes are 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**Sd/-
Gaurav Joshi
Partner

Membership No. 516027

New Delhi, the 27th May 2017

Sd/-
Sumant Kumar
Managing Director
DIN: 07115801Sd/-
Nidhi Marwaha
CFO
PAN: AMFPM6902NSd/-
Pawan Kumar Mittal
Additional Director
DIN: 00749265Sd/-
Purav Jain
Company Secretary
PAN:AMHPJ1750D

SHREE WORTEX LIMITED**CIN: L17111DL1982PLC013790****CASH FLOW STATEMENT FOR THE YEAR ENDED ON ON 31.03.2017**

| | 31st March 2017 (Rupees) | 31st March 2016 (Rupees) |
|---|-----------------------------|-----------------------------|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net profit/ (loss) before tax and after extra- ordinary items | (29,800) (32,471) | 188,470 |
| Adjustments for items not included: - | | |
| Interest paid | 420,015 | - |
| Operating Profit before working capital changes | 357,744 | 188,470 |
| Working capital adjustments: - | | |
| (Increase)/ decrease in loans and advances | (2,879,448) | (12,082,236) |
| (Increase)/ decrease in other current assets | 6,233 | - |
| Increase/ (decrease) in other liabilities | 492,219 | 5,797,145 |
| Cash generated from operations | (2,023,252) | (6,096,621) |
| Direct Taxes Adjustments | (124,514) | (96,845) |
| Net cash flow from operating activities (A) | (2,147,766) | (6,193,466) |
| CASH FLOW FROM FINANCING ACTIVITIES | | |
| Interest paid | (420,015) | - |
| Net cash flow from financing activities (C) | (420,015) | - |
| Net cash flow during the year (A + B + C) | (2,567,781) | (6,193,466) |
| Add: Opening cash and cash equivalents | 2,883,410 | 9,076,876 |
| Closing cash and cash equivalents | 315,629 | 2,883,410 |
| Components of cash and cash equivalents | | |
| Cash in hand | 100,539 | 646,800 |
| Deposit with banks in current accounts | 215,090 | 2,236,610 |
| Total cash and cash equivalents (Note 13) | 315,629 | 2,883,410 |

The accompanying notes are 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

Sd/-

Gaurav Joshi

Partner

Membership No. 516027

New Delhi, the 27th May 2017

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

Sd/-

Sumant Kumar

Managing Director

DIN: 07115801

Sd/-

Nidhi Marwaha

CFO

PAN: AMFPM6902N

Sd/-

Pawan Kumar Mittal

Additional Director

DIN: 00749265

Sd/-

Purav Jain

Company Secretary

PAN: AMHPJ1750D

SHREE WORSTEX LIMITED**CIN: L17111DL1982PLC013790**

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

1. SIGNIFICANT ACCOUNTING POLICIES**a. Basis of preparation of Financial Statements**

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles (Indian GAAP), including Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

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.

b. Investments

Current investments are carried at lower of cost and quoted/ fair value, computed category-wise. Non Current investments are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is permanent.

c. Fixed Assets & Depreciation

All fixed assets are valued at cost less depreciation. All costs including borrowing costs relating to the acquisition and installation of fixed assets are capitalized. Depreciation is provided under the 'WDV Method' as per the rates specified in Schedule II to the Companies Act, 2013.

d. Inventories

Inventories include investments in shares and derivatives of other companies which are stated at cost.

e. Revenue Recognition

Having regard to the size, nature and level of operation of the business, the company is applying accrual basis of accounting for recognition of income earned and expenses incurred in the normal course of business.

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

Sumant Kumar
Managing Director
DIN: 07115801

Pawan Kumar Mittal
Additional Director
DIN:
00749265

Nidhi Marwaha
CFO
PAN: AMFPM6902N

Purav Jain
Company Secretary
PAN:AMHPJ1750D

SHREE WORSTEX LIMITED**CIN: L17111DL1982PLC013790**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST
MARCH 2017**f. Income Taxes**

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates.

Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

g. Provisions, Contingent Liabilities and Contingent Assets

Provision is recognised 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 recognised nor disclosed in the financial statements.

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.

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

| | |
|--------------------------|----------------------------|
| Sumant Kumar | Pawan Kumar Mittal |
| Managing Director | Additional Director |
| DIN: 07115801 | DIN: |

00749265

| | |
|------------------------|--------------------------|
| Nidhi Marwaha | Purav Jain |
| CFO | Company Secretary |
| PAN: AMFPM6902N | PAN:AMHPJ1750D |

SHREE WORSTEX LIMITED**CIN: L17111DL1982PLC013790****NOTES TO THE FINANCIAL STATEMENTS**

| 2. Share capital | As at | |
|---|-----------------------------|-----------------------------|
| | 31st March 2017 (Rupees) | 31st March 2016 (Rupees) |
| Authorised shares | | |
| 35,00,000 (31 March 2016: 35,00,000) equity shares of Rs.10 each | 35,00,000 | 35,00,000 |
| Issued, subscribed and fully paid- up shares | | |
| 11,40,000 (31 March 2016: 11,40,000) equity shares of Rs. 10 each fully paid up | 11,40,000 | 11,40,000 |
| Total issued, subscribed and fully paid- up share capital | 11,40,000 | 11,40,000 |

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

| | As at 31st March 2017 | | As at 31st March 2016 | |
|--|-----------------------|-------------------|-----------------------|-------------------|
| | No. | (Rupees) | No. | (Rupees) |
| Equity shares at the beginning of the period | 1,140,000 | 11,400,000 | 240,000 | 2,400,000 |
| Issued during the year as preferential allotment | - | - | 900,000 | 9,000,000 |
| Outstanding at the end of the period | 1,140,000 | 11,400,000 | 1,140,000 | 11,400,000 |

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 Rs. 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 2017 | | As at 31st March 2016 | |
|---|-----------------------|-----------|-----------------------|-----------|
| | Nos. | % holding | Nos. | % holding |
| AWM Mfg. Co. Pvt. Ltd. | - | - | 59,900 | 5.25% |
| Pawan Kumar Mittal | 86,900 | 7.62% | - | - |
| Madho Keshav Properties Private Limited | 100,000 | 8.77% | 100,000 | 8.77% |
| Sanjay Agarwal | 100,000 | 8.77% | 100,000 | 8.77% |
| Girdhari Lal Mangal (HUF) | 100,000 | 8.77% | 100,000 | 8.77% |
| Lalita Mittal | 100,000 | 8.77% | 100,000 | 8.77% |
| Rekha Garg | 100,000 | 8.77% | 100,000 | 8.77% |

As per records including registers and other declarations received from shareholders regarding beneficial interest,

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

Sd/-
Sumant Kumar
Managing Director
DIN: 07115801

Sd/-
Pawan Kumar Mittal
Additional Director
DIN: 00749265

Sd/-
Nidhi Marwaha
CFO
PAN: AMFPM6902N

Sd/-
Purav Jain
Company Secretary
PAN:AMHPJ1750D

| SHREE WORSTEX LIMITED | | | |
|---|--|---|---|
| CIN: L17111DL1982PLC013790 | | | |
| NOTES TO THE FINANCIAL STATEMENTS | | | |
| 3 | Reserves and Surplus | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | Special Reserve u/s 45- IC of RBI Act, 1934 | | |
| | Balance as per Last Balance Sheet | 484,593 | 463,693 |
| | Add: Transfer From surplus | - | 20,900 |
| | | 484,593 | 484,593 |
| | Surplus in statement of profit & loss | | |
| | Balance as per last financial statements | 1,730,323 | 1,751,081 |
| | Profit/ (loss) for the year | (21,651) | 104,500 |
| | Contingent provision on standard assets | 1,129 | (38,495) |
| | Appropriation to Special Reserve u/s 45-IC the RBI Act, 1934 | - | (20,900) |
| | Proposed Dividend | - | (57,000) |
| | Dividend Distribution Tax | - | (9,863) |
| | Income tax adjusted for earlier years | (32,471) | 1,000 |
| | Provision written back* | 66,863 | |
| | Net surplus in statement of profit and loss | 1,744,193 | 1,730,323 |
| | | 2,228,786 | 2,214,916 |
| | * Provision written back includes a sum of Rs. 66,863 created in respect of dividend recommended by the board in its meeting dated 25th May 2016, However the same was not approved by members in the the Annual General Meeting. | | |
| 4 | Long Term Borrowings | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | Loans from Body Corporate (Unsecured) | 6,061,107 | 6,061,107 |
| | | 6,061,107 | 6,061,107 |
| 5 | Long -term Provisions | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | Contingent provision on standard assets* | | |
| | Opening balance | 49,992 | 11,497 |
| | Addition during the year | - | 38,495 |
| | Reversal during the year | (1,129) | - |
| | | 48,863 | 49,992 |
| | * A contingent provision against standard assets has been created at 0.25% (31 March 2016: 0.30%) 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 | Other Current Liabilities | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | Audit Fees Payable | 31,500 | 22,900 |
| | Salary payable | 71,348 | - |
| | Expenses Payable | - | 6,122 |
| | TDS Payable | 47,182 | 6,789 |
| | Interest payable | 378,000 | - |
| | | 528,030 | 35,811 |
| For and on behalf of the Board of Directors of Shree Worstex Limited | | | |
| | Sd/- Sumant Kumar Managing Director DIN: 07115801 | Sd/- Pawan Kumar Mittal Additional Director DIN: 00749265 | |
| | Sd/- Nidhi Marwaha CFO PAN: AMFPM6902N | Sd/- Purav Jain Company Secretary PAN:AMHPJ1750D | |

| SHREE WORSTEX LIMITED | | | |
|---|--|---|---|
| CIN: L17111DL1982PLCO13790 | | | |
| NOTES TO THE FINANCIAL STATEMENTS | | | |
| 7 | Short- term Provisions | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | Proposed Dividend on Equity Shares | - | 57,000 |
| | Dividend Distribution Tax on above | - | 9,863 |
| | | - | 66,863 |
| 8 | Non- Current Investments | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | Trade Investments | | |
| | Quoted Equity Shares | | |
| | 29,001 (31 March 16: 29,001) fully paid equity shares of Rs. 10 each in Rita Holdings Limited | 218,596 | 218,596 |
| | | 218,596 | 218,596 |
| 9 | Deferred Tax Assets (Net) | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | On account of timing difference of carry forward of losses under Income Tax Act, 1961. | 8,149 | - |
| | | 8,149 | - |
| | # | | |
| 10 | Long Term Loans & Advances | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | Unsecured, considered good Loan Portfolio # | | |
| | Loan to Body Corporate | 18,829,049 | 15,642,428 |
| | Loan to Others | 716,344 | 1,021,517 |
| | | 19,545,393 | 16,663,945 |
| | # Standard assets as per the classification of loans under the RBI guidelines. | | |
| 11 | Short Term Loans & Advances | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | Advance Income tax (net of provisions) | 170,000 | 45,485 |
| | Other Advances | 1,770 | 3,770 |
| | | 171,770 | 49,255 |
| 12 | Cash and Cash Equivalents | As at 31st March 2017 (Rupees) | As at 31st March 2016 (Rupees) |
| | Balances with banks in current accounts | 215,090 | 2,236,610 |
| | Cash in hand (as certified) | 100,539 | 646,800.00 |
| | | 315,629 | 2,883,410 |
| For and on behalf of the Board of Directors of Shree Worstex Limited | | | |
| | | Sd/- Sumant Kumar Managing Director DIN: 07115801 | Sd/- Pawan Kumar Mittal Additional Director DIN: 00749265 |
| | | Sd/- Nidhi Marwaha CFO PAN: AMFPM6902N | Sd/- Purav Jain Company Secretary PAN:AMHPJ1750D |

| SHREE WORSTEX LIMITED | | | |
|---|----------------------------------|---------------------------|---------------------------|
| CIN: L17111DL1982PLC013790 | | | |
| NOTES TO THE FINANCIAL STATEMENTS | | | |
| 13 | Other Current Assets | As at | As at |
| | | 31st March 2017 | 31st March 2016 |
| | | (Rupees) | (Rupees) |
| | Prepaid Expenses | 7,250 | 13,483 |
| | | 7,250 | 13,483 |
| 14 | Revenue from Operations | For the year ended | For the year ended |
| | | 31st March 2017 | 31st March 2016 |
| | | (Rupees) | (Rupees) |
| | Interest earned on loans | 1,473,827 | 1,214,666 |
| | | 1,473,827 | 1,214,666 |
| 15 | Other Incomes | For the year ended | For the year ended |
| | | 31st March 2017 | 31st March 2016 |
| | | (Rupees) | (Rupees) |
| | Consultancy fees | 300,000 | - |
| | Interest on Income Tax Refund | 450 | 315 |
| | Miscellaneous Income | - | - |
| | | 300,450 | 315 |
| 16 | Employee Benefit Expenses | For the year ended | For the year ended |
| | | 31st March 2017 | 31st March 2016 |
| | | (Rupees) | (Rupees) |
| | Director's Remuneration | 803,395 | 227,226 |
| | | 803,395 | 227,226 |
| 17. | Other expenses | For the year ended | For the year ended |
| | | 31st March 2017 | 31st March 2016 |
| | | (Rupees) | (Rupees) |
| | Advertising Expenses | 144,938 | 49,293 |
| | Annual Listing Fee | 62,000 | 3,435 |
| | Auditor's Remuneration | 54,500 | 28,030 |
| | Bank charges | 5,929 | 3,105 |
| | Filing fees | 16,800 | 391,250 |
| | Interest Paid | 420,015 | 106,221 |
| | Listing fees | 6,742 | 82,216 |
| | Miscellaneous Expenses | 1,537 | 12,806 |
| | Penalty | - | 33,205 |
| | Postage and courier | 5,972 | 2,718 |
| | Printing & Stationery | 3,800 | 6,998 |
| | Professional charges | 147,200 | 71,302 |
| | Siting Fees (note-25) | 58,000 | 2,000 |
| | Telephone equipment | - | 1,650 |
| | Telephone Expenses | 3,250 | 1,165 |
| | Website Exp | 1,599 | 3,891 |
| | Travelling Expenses | 15,400 | - |
| | Membership fee | 53,000 | - |
| | | 1,000,682 | 799,285 |
| For and on behalf of the Board of Directors of | | | |
| Shree Worstex Limited | | | |
| | | Sd/- | Sd/- |
| | | Sumant Kumar | Pawan Kumar Mittal |
| | | Managing Director | Additional Director |
| | | DIN: 07115801 | DIN: 00749265 |
| | | Sd/- | Sd/- |
| | | Nidhi Marwaha | Purav Jain |
| | | CFO | Company Secretary |
| | | PAN: AMFPM6902N | PAN:AMHPJ1750D |

SHREE WORSTEX LIMITED

CIN: L17111DL1982PLC013790

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

18. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date. The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.
19. Provisions of Accounting Standard (AS) - 17 on 'Segment Reporting' are not been applicable to the Company.
20. Necessary disclosures as per requirements of Accounting Standard (AS)-18 on 'Related Party Disclosure' are made as under:-

(a) Related Parties Covered: -

| | | |
|-------|--|--|
| (i) | Key Management Personnel | i) Mr. Pawan Kumar Mittal- Additional Director; ii) Mrs. Kiran Mittal-Director; iii) Ms. Nidhi Marwaha-CFO; iv) Mr. Sumant Kumar Palai-Managing Director; iv) Mr. Purav Jain-Company Secretary |
| (ii) | Relatives of Key Management Personnel | None |
| (iii) | Enterprises owned or significantly influenced by the Key Management Personnel or their Relatives | PRM Hospitality; Rita holdings Ltd. |

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

| | |
|--------------------------|----------------------------|
| Sumant Kumar | Pawan Kumar Mittal |
| Managing Director | Additional Director |
| DIN: 07115801 | DIN: 00749265 |

| | |
|------------------------|--------------------------|
| Nidhi Marwaha | Purav Jain |
| CFO | Company Secretary |
| PAN: AMFPM6902N | PAN:AMHPJ1750D |

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). | |

**Applicable for investors holding shares in Electronic form.*

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Friday, the 22nd day of September, 2017 at 11:00 A.M., at the Registered Office of the Company situated 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)

**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: **22nd September, 2017 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 | |

**Applicable for investors holding shares in Electronic form.*

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 33rd Annual General Meeting of the Company to be held on 22nd September, 2017 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

** 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 |
|---------------------------|--|-----------------------|-----|---------|
| ORDINARY BUSINESS: | | | | |
| 1 | Adoption of Financial Statement | | | |
| 2 | To ratify the appointment of Statutory Auditor of the Company | | | |
| SPECIAL BUSINESS: | | | | |
| 3. | Appointment of Mr. Pawan Kumar Mittal (DIN:00749265) as a Director of the Company. | | | |
| 4. | Appointment of Ms. Kiran Mittal (DIN: 00749457) as a Director of the Company. | | | |
| 5. | Reclassification of Erstwhile Promoters of the Company as Public Shareholders of the Company subsequent to successful Open Offer | | | |

** This is optional. Please 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.

Signature of shareholder

Affix One Rupee
Revenue Stamp

Signature of Proxy holder(s)

Signed this Day of 2017

Note:

- a. 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.
- b. A Proxy need not be a member of the Company.
- c. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

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]

Name of the Company: Shree Worstex Limited

Registered office: 324A, IIIrd Floor, Aggarwal Plaza, Sector-14 Rohini New Delhi-110085

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. (*Applicable to investors holding shares in dematerialized form) | |
| 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:

| No | Item No. | No. of shares held by me | I assent to the resolution | I dissent from the resolution |
|--------------------------|--|--------------------------|----------------------------|-------------------------------|
| Ordinary Business | | | | |
| 1. | Adoption of Financial Statement | | | |
| 2. | To ratify the appointment of Statutory Auditor of the Company | | | |
| Special Business | | | | |
| 3. | Appointment of Mr. Pawan Kumar Mittal (DIN:00749265) as a Director of the Company. | | | |
| 4. | Appointment of Ms. Kiran Mittal (DIN: 00749457) as a Director of the Company. | | | |
| 5. | Reclassification of Erstwhile Promoters of the Company as Public Shareholders | | | |

| | | | | |
|--|--|--|--|--|
| | of the Company subsequent to successful Open Offer | | | |
|--|--|--|--|--|

Place:

Date:

(Signature of the shareholder)

Route Map to the AGM Venue

