

## **UNI WORTH SECURITIES LIMITED**

**CIN : L51900MH1985PLC035670**

Regd. Office : 113,114 Gambhir Industrial Estate, C Wing Vishveshwar Nagar Road  
Off Aarey Road, Goregaon (E), Mumbai - 400 063, Phone : (022) 4003 3667

Corporate Office : Rawdon Chambers, 11A, Sarojini Naidu Sarani  
4th Floor, Unit 4B, Kolkata – 700 017, Phone : +91(33) 4003 1301

E-mail : uniworthsecuritieslimited@gmail.com, Website:www.uniworthsecurities.com

### **NOTICE**

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of **UNI WORTH SECURITIES LIMITED** will be held on Tuesday 8th day of November, 2016 at 10:00 A.M. at the registered office of the Company at t 113, 114, Gambhir Industrial Estate, C Wing, Vishveshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai – 400 063 to transact the following business as special business:

#### **SPECIAL BUSINESS:**

To consider & if thought fit, to pass, with or without modification(s), following resolution as SPECIAL RESOLUTION:

**“RESOLVED THAT** pursuant to Section 13(2) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014, subject to approval of the Central Government (power delegated to Registrar of Companies) and any other Regulatory Authorities as may be necessary, consent of the members be and is hereby accorded to change the name of the Company from **“UNI WORTH SECURITIES LIMITED”** to **“INDOWORTH HOLDINGS LIMITED”**.

**RESOLVED FURTHER THAT** the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is Indoworth Holdings Limited

**RESOLVED FURTHER THAT** in terms of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

Place: Kolkata  
Date: 14th October, 2016

By Order of the Board  
For Uniworth Securities Limited

Sd/-  
S. K. Rathi  
**Company Secretary**

## NOTES

- a) **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a Poll instead of himself and the proxy need not be a member. Proxies in order to be effective must be received at the Registered Office not less than 48 hours before the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.

In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

- b) Explanatory Statement U/s 102 of the Companies Act, 2013 is annexed herewith a respect of items of Special Business.
- c) Electronic copy of the Notice of the Extra Ordinary General Meeting of the Members of the Company (including Attendance Slip/ Proxy Form) is being sent to all the members whose e-mail IDs are registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Notice of the Extra Ordinary General Meeting of the Members of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip/Proxy Form is being sent by other permissible modes.
- d) Members may also note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website [www.uniworthsecurities.com](http://www.uniworthsecurities.com).

### e) **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as mentioned from time to time and Regulation 44 of the SEBI (Listing Obligation & Disclosures Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) of the Company by electronic means and the business mentioned in Notice relating thereto may be transacted through the E-Voting services provided by National Securities Depository Limited (NSDL). It is clarified that it is not mandatory for a member to vote using e-facility and a member may avail of said facility at his /her discretion following the procedure below.

The instructions for e-voting are as under:

- A. In case a member receives an e-mail from NSDL [for members whose e-mail Ids are registered with the Company/Depository Participant(s)] :
- i. Open e-mail and open PDF file viz, "Uniworth Securities Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password
  - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - iii. Click on Shareholder – Login

- iv. Now Enter your User ID (For Members holding shares in **NSDL**: 8 character DPID followed by 8 Digits Client ID ; For Members holding shares in **CDSL**: 16 digits beneficiary ID; For Members holding shares in Physical Form should enter Folio Number registered with the company and then enter the Image verification as displayed and Click on Login.
  - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
  - vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
  - vii. Select "EVEN" of Uniworth Securities Limited
  - viii. Now you are ready for e-Voting as Cast Vote page opens
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [uniworthsecscrutinizer@gmail.com](mailto:uniworthsecscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a member receives physical copy of the Notice of EGM [for members whose e-mail IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- a. E-voting particulars as mentioned below, including initial password are provided in the Annexure to the Notice for E-voting, which is part of this Notice of EGM to be held on November 8, 2016:
  - b. Please follow all the steps from Sl. No. (ii) to (xii) above, to cast vote.
- II. Members, who do not have any access to e-voting, may requisite a Physical Ballot Form from the Office of the Registrars & Share Transfer Agents of the Company. Members are required to fill the Physical Ballot Form and enclose it in a Sealed Envelope and send it "To the Scrutinizer, Mr. Kamal Kumar Sanganeria (Unit: Uniworth Securities Limited) C/o. C. B. Management Services Private Limited, P-22, Bondel Road, Kolkata – 700 019." Unsigned/wrongly signed, incomplete or incorrectly ticked forms shall be rejected. The Scrutinizer's decision on the validity of the form will be final. Members are required to vote either through the electronic system or through physical ballot and not in any other mode. In the event of Members casting votes through both the processes, the votes in the electronic system will be considered only. The Physical Ballot Form must be received by the Scrutinizer on or before November, 8th, 2016.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://www.evoting.nsdl.com> or call on Toll Free No. 1800222990.
- IV. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The e-voting period commences on November 5, 2016 (9:00 a.m) and ends on November 7, 2016 (5:00 p.m). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 1, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VII. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on November 1, 2016.
- VIII. Any person who acquires shares of the company and becomes a Member of the Company after the dispatch of the EGM Notice and holds shares as on the cut off date, i.e. November 1, 2016 may obtain the login id and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for E-voting then you can use your existing User Id and password for casting your vote. If you have forgotten your password, you may reset your password by using "forgot User Details/Password" option available on <https://www.evoting.nsdl.com>.
- IX. Members who have cast their vote by E-voting prior to the Extra Ordinary General Meeting may also attend the Meeting, but shall not be entitled to vote again at the EGM.
- X. Shri Kamal Kumar Sanganeria (Membership No. FCS 2643), Practicing Company Secretary and proprietor of K K Sanganeria & Associates, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the EGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.uniworthsecurities.com](http://www.uniworthsecurities.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the chairman or a person authorized by him in writing. The results shall also be immediately communicated to the BSE Limited.
- f) The Ministry of Corporate Affairs(MCA), Government of India has introduced a 'Green Initiative in Corporate Governance', by allowing paperless compliances by the Companies for service of documents to their members through electronic modes, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.
- The Shareholders (whether holding shares in physical or electronic mode), who are interested to receive soft copy of the Annual Reports and Accounts of the Company are requested to register their respective e-mail ids at the web-page of our Registrar & Share Transfer Agent, M/s. C B Management Services (P) Ltd., at: [www.cbmsl.com/green.php](http://www.cbmsl.com/green.php)
- g) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.

MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE NOTICE OF EGM TO THE MEETING
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**ANNEXURES TO THE NOTICE :**

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

**ITEM NO.1:** The Board of Directors of the Company in its meeting held on 12th August 2016 decided to change the name of the Company from “UNI WORTH SECURITIES LIMITED” to “INDOWORTH HOLDINGS LIMITED” because Indoworth implies Indian Value and the Board considered the same as an appropriate name for the Company. The Directors believe that the change in the name of the Company which is being undertaken as part of corporate rebranding.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/ stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

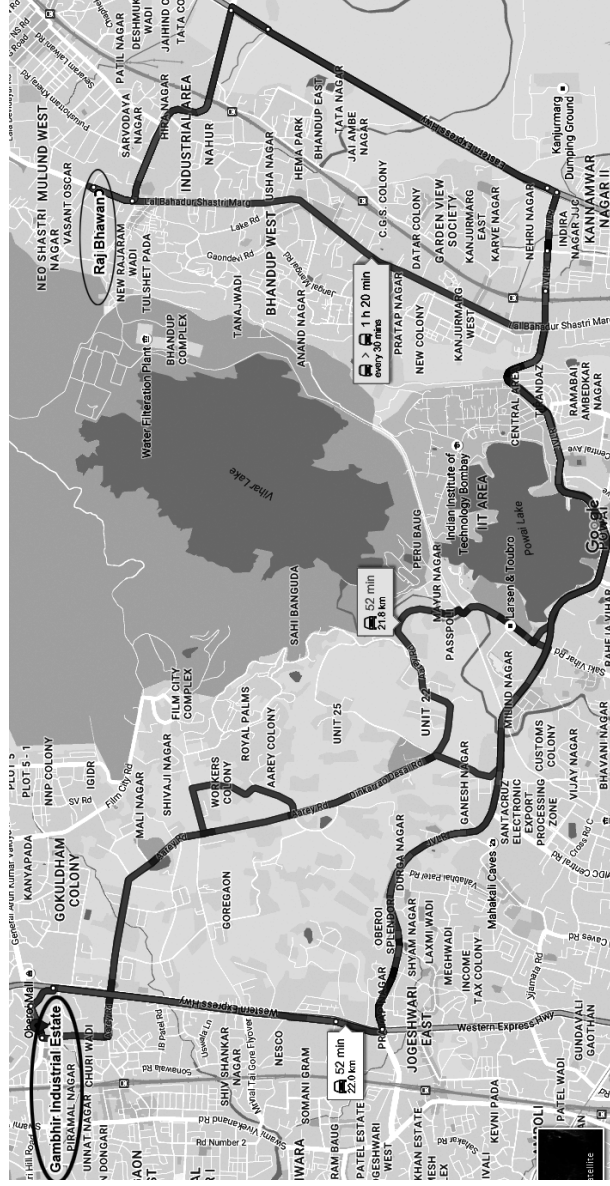
As per the provisions of Sections 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution. Hence, the resolution is put up for shareholders approval.

None of the directors, Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution, except to the extent of their shareholding, if any.

Place: Kolkata  
Date: 14th October, 2016

By Order of the Board  
For Uniworth Securities Limited

Sd/-  
S. K. Rathi  
**Company Secretary**



# UNI WORTH SECURITIES LIMITED

CIN : L51900MH1985PLC035670

Registered Office : 113, 114, Gambhir Industrial Estate, C Wing, Vishweshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai – 400 063  
Telephone : +91(22) 4003 3667, E-mail : uniworthsecuritieslimited@gmail.com

## ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

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



### ATTENDANCE SLIP

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company, held on Tuesday, November 8, 2016 at 10.00 A.M. at Registered Office of the Company at 113, 114, Gambhir Industrial Estate, C Wing, Vishweshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai - 400 063

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

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

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

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



## UNI WORTH SECURITIES LIMITED

CIN : L51900MH1985PLC035670

Registered Office : 113, 114, Gambhir Industrial Estate, C Wing  
Vishweshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai – 400 063  
Telephone : +91(22) 4003 3667, E-mail : uniworthsecuritieslimited@gmail.com

**PROXY FORM : MGT-11**

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

Name of the Member(s) : .....

Registered Address : .....

E-mail ID : .....

Folio No/DP ID & Client ID : .....

I/We, being the Member(s) of Uniworth Securities Limited, holding.....Equity Shares of the above named Company, hereby appoint :

- 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;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Tuesday, November 8, 2016 at 10.00 A.M. at Registered Office of the Company at 113, 114, Gambhir Industrial Estate, C Wing, Vishweshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai – 400 063 at any adjournment thereof in respect of following resolutions :

Sl. No.	Special Resolution(s)
<b>Special Business</b>	
1	Change of Name of the Company from Uniworth Securities Limited to Indoworth Holdings Limited

Signed this .....day of .....2016

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

Affix  
Revenue  
Stamp

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