

INDOWORTH HOLDINGS LIMITED

(Formerly Uniworth 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 (033) 4003 1301

Email : uniworthsecuritieslimited@gmail.com/indoworthholdingslimited@gmail.com

Website:www.uniworthsecurities.com

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NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given that, pursuant to Section 110 of the Companies Act, 2013 (the “Companies Act”) read with Companies (Management and Administration) Rules, 2014 (the “Rules”), Indoworth Holdings Limited (formerly Uniworth Securities Limited) (the “Company”) is seeking consent of its members for the Special Business to be transacted through Postal Ballot which includes voting by electronic means for the following items:

- 1) To shift the Registered Office of the Company from the city of Mumbai to Nagpur, within the State of Maharashtra.
- 2) To keep Registers, Copies of Returns etc., at Corporate Office of the Company at Kolkata (i.e. at a place other than Registered Office).

The proposed Resolutions alongwith Explanatory Statement setting out the material facts and the reasons thereof are appended along with a Postal Ballot Form for your consideration.

Mr. Kamal Kumar Sanganerla, Practising Company Secretary, Kolkata has been appointed by the Company as Scrutinizer for conducting the Postal Ballot process as well as e-voting in a fair and transparent manner.

Please read carefully the instructions printed on the back of the Postal Ballot Form and return the form duly completed in all respects in the attached self addressed postage affixed Business Reply Envelope so as to reach the Scrutinizer by **Sunday, 6th August, 2017 before 5.00 P.M.** Please note that any Postal Ballot Form(s) received after the said date will be treated as if no reply has been received from the member. No other form or photocopy thereof is permitted.

E-Voting:

In Compliance with Regulation 44 of the SEBI (LODR) Regulations, 2015 and provisions of Section 108 of the Companies Act read with Rules, the e-voting facility is being provided to all the members which would enable them to cast their votes electronically. The Company has engaged The National Securities Depository Ltd (NSDL) for providing the e-voting facility through its platform.

The process and manner for e-voting is provided in the notice. In case a member votes through e-voting facility, he/she is not required to vote through Postal Ballot Form. In case a member votes through e-voting facility as well as sends his/her vote through Postal Ballot Form, the vote cast through e-voting shall be considered and the voting through physical Postal Ballot Form shall not be considered by the Scrutinizer.

The e-voting will commence on **Friday, 7th July, 2017 at 9.00 A.M and will end on Sunday, 6th August, 2017 at 5.00 P.M.**

After completion of the scrutiny, the Scrutinizer will submit his report to the Chairperson of the Company. The results of the Postal Ballot (including e-voting) shall be declared by the Chairperson on or before Tuesday, 8th August, 2017 at the Corporate Office of the Company at Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata – 700 017.

The resolutions will be taken as passed effectively on the date of declaration of the results. The results of the Postal Ballot (including e-voting) along with Scrutinizer's Report will be uploaded on the Company's website viz. www.uniworthsecurities.com and on NSDL's website viz. www.nsdlindia.com and will be communicated to the Stock Exchanges on which the equity shares of the Company are listed.

RESOLUTIONS PUT THROUGH POSTAL BALLOT (including E-voting):

1. Shifting of Registered Office of the Company from Mumbai to Nagpur, within the State of Maharashtra

To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Sections 12,110 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from 113, 114, Gambhir Industrial Estate, C Wing, Vishweshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai – 400 063 to B-130, MIDC, Butibori Industrial Area, Nagpur- 441 122, within the State of Maharashtra.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised, on behalf of the company, to do all acts, deeds and things as may be deemed necessary, proper or desirable and to sign, execute all necessary documents, applications and returns for purpose of giving effect to the above resolution and to file necessary forms with Ministry of Corporate Affairs (MCA) and/or Registrar of Companies (ROC), Mumbai.”

2. To keep Registers, Copies of Returns etc., at Corporate Office of the Company at Kolkata (i.e. at a place other than Registered Office)

To consider and, if thought fit, to give assent / dissent, to the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Section 94(1) of the Companies Act, 2013 (“the Act”) and all other applicable provisions of the Act and relevant Rules applicable, if any, consent of the members of the Company be and is hereby accorded to keep the Register of Members and other registers/ records to be maintained under Section 88(1) of the Act and copies of the Annual Returns filed under Section 92 of the Act at the Corporate Office of the Company situated at Rawdon Chambers, 11A Sarojini Naidu Sarani, 4th Floor, Unit no. 4B, Kolkata – 700 017 or at the office of Registrar and Share Transfer Agent at Kolkata. (i.e. place other than Registered Office where the Registers, returns and other documents are proposed to be kept);

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Company Secretary be and are hereby severally authorised to intimate to the Registrar of Companies and to do all such acts, deeds and things which are necessary for the purpose of giving effect to this Resolution.”

Corporate Office:

RAWDON CHAMBERS
11A, Sarojini Naidu Sarani,
4th Floor, Unit no. 4B,
Kolkata-700 017

By Order of the Board

Shyam Kumar Rathi
Company Secretary

Date: 29th June, 2017

Notes:

1. Explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 are given hereunder.
2. The relevant documents referred to in the accompanying Notice and explanatory Statement will be open for inspection by the members at the Office of the Company during working days (except Saturday, Sunday and Public Holidays) between 2.00 P.M. and 4.00 P.M.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members / Record of Depositories as on close of business hours on 23rd June, 2017. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 and Rule 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent by e-mail to those members who have registered their e-mail address with the Company (in respect of shares held in Physical Form) or with their Depository Participants (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this Postal Ballot Notice alongwith the Postal Ballot Form through permissible mode.
4. Please read the voting instructions carefully printed on the back of the Postal Ballot Form before exercising vote.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The voting period begins on **Friday, 7th July, 2017 at 9.00 A.M and will end on Sunday, 6th August, 2017 at 5.00 P.M.** During the voting period members of the Company, holding shares either in physical form or in dematerialized form, as on **23rd June, 2017** (relevant date), may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

Voting through electronic means

The instructions for Shareholders for e-voting are as under:

(a) In case of Shareholders' receiving e-mail from NSDL

Open e-mail and open PDF file viz; "USL e-Voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your user ID and password for e-voting. For members who have not registered their e-mail IDs: please refer to User ID and Password for remote e-voting. Please note that the password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "USL e-Voting.pdf".

- (i) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
- (ii) Click on Shareholder - Login
- (iii) Type in your user ID and password as initial password as mentioned in the step (i) above and Click - Login.
- (iv) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.
- (vi) Select "EVEN" of Uniworth Securities Limited
- (vii) Now you are ready for remote e-Voting as Cast Vote page opens
- (viii) Cast your vote by selecting appropriate option and click on "Submit" and also

“Confirm” when prompted.

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

(b) In case of Shareholders’ receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(b) 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 www.evoting.nsdl.com.

(c) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

(d) Shareholders who forgot the User Details/Password can use “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 1:

Shifting of Registered Office of the Company from Mumbai to Nagpur, within the State of Maharashtra

The Company was incorporated under the provisions of Companies Act, 1956 in the State of Maharashtra. At present, majority of the plants of the Company are located in Nagpur. Further, the Registered Office of the Company is located at Mumbai. To exercise better administrative and economic control which will reduce overheads, rationalise costs, eliminate duplication of records and enable the Company to streamline its operations as well as management of affairs of the Company, it is proposed to shift the Registered Office of the Company from Mumbai to Nagpur.

However, the Corporate Office of the Company will continue to operate from Kolkata to co-ordinate Banking operations and other operational purposes etc., due to well established infrastructure of the Company in Kolkata for handling these matters. The proposed shifting of Registered Office will enable the Company to explore benefits of synergy, proximity and to handle its business activities more efficiently and conveniently.

The proposed shifting is not prejudicial to the interest of any party.

In terms of the provisions of Section 12 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules 2014, shifting of the Registered Office outside the local limits of any city, town or village where such office is situated requires the approval of Members by way of Special Resolution by Postal Ballot as well as e-voting. The Board therefore recommends the Resolution as set out at Item No. 1 for approval of the members as Special Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said Resolution.

Item No. 2:

Keeping Registers, returns etc., at a place other than the Registered Office of the Company

The Registered Office of the Company is situated at 113, 114, Gambhir Industrial Estate, C Wing, Vishweshwar Nagar Road, Off Aarey Road, Goregaon (E), Mumbai – 400 063. By passing the special resolution, the Registered Office of the Company will be shifted from Mumbai to Nagpur. However, the Corporate Office of the Company will continue to remain at Kolkata to co-ordinate Banking, purchase, distribution, operations, due to well established infrastructure of the Company in Kolkata.

In terms of the provisions of Sec. 94(1) of the Companies Act 2013, Registers and copies of the returns as aforesaid may also be kept at any other place in India other than at the Registered Office of the Company, in which more than one-tenth of the total number of members entered in the Register of Members reside, if approved by a Special Resolution by the members of the Company.

Out of the total number of 28 members as on 23.06.2017, 19 members [being 68.00 % approx.] reside in Kolkata.

The Board recommends to keep the registers maintained under Section 88(1) of the Companies Act, 2013 (“the Act”) [i.e. Register of Members etc.] and copies of the

annual returns filed under Section 92 of the Act at the Corporate Office at Kolkata or at office of Registrar and Share Transfer Agent at Kolkata. The Board therefore recommends the resolution as set out at Item No.2 for approval of the members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the said Resolution.

Corporate Office:
RAWDON CHAMBERS
11A, Sarojini Naidu Sarani,
4th Floor, Unit no. 4B,
Kolkata-700 017

By Order of the Board

Shyam Kumar Rathi
Company Secretary

Date: 29th June, 2017

INDOWORTH HOLDINGS LIMITED

(Formerly Uniworth Securities Limited)

CIN : L51900MH1985PLC035670Regd. 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 (033) 4003 1301

Email : uniworthsecuritieslimited@gmail.com/indoworthholdingslimited@gmail.comWebsite:www.uniworthsecurities.com**POSTAL BALLOT FORM**

(Pursuant to Section 110 of the Companies Act, 2013)

(to be returned to the Scrutinizer appointed by the Company)

1. Name and Registered Address of the Sole/First Named Member (IN BLOCK LETTER)	
2. Name(s) of the Joint Member(s) if any (IN BLOCK LETTER)	
3. Registered Folio Number/DP ID No./Client ID No. (Applicable to shareholders holding shares in dematerialised form)	
4. Number of Equity Share(s) held	
5. I/We, hereby exercise my/our vote in respect if the Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated 29.06.2017 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing tick mark (✓) at the appropriate column below:	

Description of the Resolution(s)	No. of Equity Shares	I/We assent to the Special Resolution (For)	I/We dissent to the Special Resolution (Against)
To shift the Registered Office of the Company from the city of Mumbai to Nagpur, within the State of Maharashtra.			
To keep Registers, Copies of Returns etc., at Corporate Office of the Company at Kolkata (i.e. at a place other than Registered Office).			

Place:

Date:

Signature of the Member or the
Authorised Representative

ELECTRONIC VOTING PARTICULARSThe e-voting facility is available at the link <http://www.evotingindia.com>. The e-voting particulars are set out as follows:

EVEN (Electronic Voting Even Number)	USER ID	PASSWORD / PIN

Notes:

1. Last date for receipt of Postal Ballot Forms by Scrutinizer is Sunday, 6th August, 2017.
2. Please read the notes/instructions printed on the Postal Ballot Notice/Form carefully before exercising your vote.

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

1. A shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed Business Reply Envelope. Since, postage is already affixed by the Company, shareholders need not affix the postage stamp. However, envelope containing Postal Ballot Form, if sent by courier or hand delivered at the expense of the shareholder will also be accepted.
2. The self addressed Business Reply bears the name and postal address of the Scrutinizer appointed by the Company.
3. The Postal Ballot Form should be completed and signed by the shareholder (as per specimen signature registered with the Company/R.T.A or Depository Participants, in respect of shares held in the physical form or dematerialised form respectively). In case of joint holding, this Form must be completed and signed by the first named shareholder and in his/her absence, by the next named shareholder.
4. Voting through Postal Ballot cannot be exercised by a proxy.
5. Incomplete or unsigned Postal Ballot Forms will be rejected.
6. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of jointholder(s).
7. The Scrutinizer's decision on validity of the Postal Ballot will be final.
8. Postal Ballot Form duly completed should reach the Scrutinizer not later than the close of working hours i.e. 05.00 P.M. on Sunday, 6th August, 2017. Postal Ballot Form received after this time will be treated as if not received and will be not considered for the purpose of Postal Ballot.
9. In case of shares held by Companies, Trusts, Societies. Etc., duly completed Postal Ballot Form should be accompanied by certified true copy of Board Resolution giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the Authorised Signatories.
10. Voting Rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder as on 23rd June, 2017.
11. A shareholder need not use all his/her votes in the same manner.
12. Shareholders are requested not to send any other paper alongwith the Postal Ballot Form in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
13. The Company is pleased to offer remote-evoting facility as an alternative, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching them Postal Ballot Form. Remote- evoting is optional. The detailed procedure of remote-evoting is enumerated in the Notes of Postal Ballot Notice.
14. The result of the Postal Ballot shall be announced on or before Tuesday, 8th August, 2017, at the Corporate Office of the Company at Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata - 700017 and the same will also be displayed on the website of the Company and communicated to the Stock Exchanges, depositories, R. T. A. on the said date.