

INDOWORTH HOLDINGS LIMITED

(Formerly Uniworth Securities Limited)

5th September, 2019

**The Secretary
BSE Limited
P J Towers, Dalal Street
Mumbai - 400 001**

Dear Sir,

Sub: Intimation of 33rd Annual General Meeting (AGM) of the Company for the Financial Year 2018-19 and details of Book Closure, Cut-off date and E-voting period for AGM of Indoworth Holdings Limited (formerly Uniworth Securities Limited)

Ref: Scrip Code: 514282

This is to inform you that the 33rd Annual General Meeting (AGM) is scheduled to be held on Monday, September 30, 2019 at 3.30 P.M. at the Corporate Office of the Company at Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata - 700 017, West Bengal, India.

In pursuance of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of Notice of the 33rd AGM of the Company, setting out the business to be transacted thereat ("said Notice") for your reference.

Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Members and Share Transfer Books will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of 33rd AGM of the Company.

Further, relating to the AGM of the company, you are also requested to take on record the following :

- 1) The cut-off date for determining the eligibility to vote by electronic means or at the AGM is Monday, September 23, 2019 ;
- 2) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories/Registrar as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot paper;
- 3) The Remote e-voting period shall commence on Friday 27, 2019 (from 09:00 A.M. IST) and end on Sunday, September 29, 2019 (upto 05.00 P.M. IST).

We request you to take the same on record.

Thanking you,

Yours faithfully,
**for Indoworth Holdings Limited
(formerly Uniworth Securities Limited)**


Shyam Kumar Rathi
**Company Secretary
Membership No. ACS 45602**

Encl: As above

**Regd Office : Green Acres, 2 Nazar Ali Lane, 4th Floor, Flat-4A, Kolkata - 700 019
Phone : 91(33) 4072 6029**

**Corp. Office : Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata - 700 017
Phone : +91(33) 4003 1301 Email ID : indoworthholdingslimited@gmail.com
Website : www.uniworthsecurities.com , CIN : L51900WB1985PLG227336**

INDOWORTH HOLDINGS LIMITED

(Formerly Uniworth Securities Limited)

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of Indoworth Holdings Limited (formerly Uniworth Securities Limited) will be held at the Corporate Office of the Company at Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata – 700 017 on Monday, the 30th day of September, 2019 at 3.30 P.M. to transact the following business:

ORDINARY BUSINESS :

1. (a) To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the Financial year ended 31st March, 2019 together with the Reports of the Board of Directors and the Auditors thereon.

(b) To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the Financial year ended 31st March, 2019 together with the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Kamal Sharma (DIN: 02946513), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

RESOLVED THAT Mr. Rajveersingh Baboosingh Jadon (DIN: 08396518), who was appointed as an Additional Director with effect from 29th March, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Rajveersingh Baboosingh Jadon, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from 29th March, 2019 to 28th March, 2024.

Regd Office : Green Acres, 2 Nazar Ali Lane, 4th Floor, Flat-4A, Kolkata - 700 019
Phone : 91(33) 4072 6029

Corp. Office : Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata - 700 017

Phone : +91(33) 4003 1301 Email ID : indoworthholdingslimited@gmail.com

Website : www.uniworthsecurities.com , CIN : L51900WB1985PLC227336



RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution.

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

RESOLVED THAT Mr. Vivek Chaudhary (DIN: 08396579), who was appointed as an Additional Director with effect from 13th August, 2019 on the Board of Directors of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Vivek Chaudhary, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period of 5 (five) consecutive years with effect from 29th March, 2019 to 28th March, 2024.

Registered Office:

Green Acres
2 Nazar Ali Lane
4th Floor, Flat 4A
Kolkata – 700 019
Date: 3rd September, 2019

By Order of the Board


Shyam Kumar 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) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive).
- c) Explanatory Statement U/s 102 of the Companies Act, 2013 is annexed herewith in respect of items of Special Business.
- d) Members holding shares in physical form are requested to notify change of address, if any, along with address proof i.e. self-attested copy of Voter Identity Card or Electricity or Telephone Bill or Driving License or Passport or Aadhaar Card or bank Statement to M/s C. B. Management Services (P) Limited, Registrar and Share Transfer Agent of the Company and, in case the shares are held in dematerialized form, then this information should be passed on to the respective Depository Participants and not to the Registrar and Share Transfer Agent of the Company.
- e) In case the mailing address mentioned on this Annual Report is either without Pin code or with incorrect Pin code, Members are requested to advise the correct Pin code to M/s C B Management Services (P) Limited, Registrar and Share Transfer Agent of the Company or the respective Depository Participant(s), as the case may be, immediately, for speedier delivery of documents in future.
- f) As per section 72 of the Companies Act, 2013, the facility for making /varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation/ cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 (as amended) for the purpose. The forms can be obtained from M/s C. B. Management Services (P) Limited, Registrar and Share Transfer Agent of the Company or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in
- g) (i) Members desirous of getting any information in relation to the Company's Annual Report 2018-19 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Annual General Meeting to the Company to enable the Management to keep the information readily available at the Meeting.
(ii) Members holding shares in Electronic Form and in Physical Form are requested to bring their Depository ID Number and Client ID Number, Folio Number respectively to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
- h) Details under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the Listing Agreement, in respect of the



Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice.

- i) Electronic copy of the Annual Report for the financial year 2018-19 along with the Notice of the 33rd Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email 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 email address, physical copies of the Annual Report for the financial year 2018-19 along with Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent at their registered addresses.
- j) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to M/s. C. B. Management Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company.
- k) Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website www.uniworthsecurities.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata, West Bengal for inspection during normal business hours on all working days.
- l) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under Section 189 will be made available for inspection by members of the Company at the meeting.
- m) **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 33rd Annual General Meeting (AGM) of the Company by electronic means and the business mentioned in Notice relating thereto may be transacted through the remote 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.
 - A. The process and manner for remote e-voting are as under:
Details on Step 1 is mentioned below:
 - 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client IDFor example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary IDFor example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the companyFor example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.



- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to uniworthseccrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no: 1800-222-990 or send a request at evoting@nsdl.co.in

B. In case a member receives physical copy of the Notice of AGM [for members whose email Ids are not registered with the Company/Depository Participant(s) or requesting physical copy]:

- I 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 AGM to be held on September 30, 2019:



- b) Please follow all the steps as mentioned in step 1 and step 2 as 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 Sanganerla (Unit: Indoworth Holdings Limited (formerly Uniworth Securities Limited)) C/o. C. B. Management Services Private Limited, P-22, Bondel Road, Kolkata – 700 019." Unsigned/wrongly signed, incomplete or incorrectly ticked forms shall be rejected. The Scrutinizer's decision on the validity of the form will be final. Members are required to vote either through the electronic system or through physical ballot and not in any other mode. In the event of Members casting votes through both the processes, the votes in the electronic system will be considered only. The Physical Ballot Form must be received by the Scrutinizer on or before September 30, 2019.
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. 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).
- V. The e-voting period commences on September 27, 2019 (9:00 am) and ends on September 29, 2019 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019, 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.
- VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 30, 2019.
- VII. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the AGM Notice and holds shares as on the cut off date, i.e. September 23, 2019 may obtain the login id and password by sending a request at 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>.
- VIII. Members who have cast their vote by E-voting prior to the Annual General Meeting may also attend the Meeting, but shall not be entitled to vote again at the AGM.
- IX. Shri Kamal Kumar Sanganerla (Membership No. FCS 2643), Practicing Company Secretary and proprietor of K K Sanganerla & Associates, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.



- X. The chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Ballot paper for all those members who are present at the AGM and have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.uniworthsecurities.com and on the website of NSDL 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.
- XIII. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.
- n) 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
- o) The route map of the venue of the Annual General Meeting is given on the inside of the back cover page of the Annual Report.
- p) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.
- q) In conformity with regulatory requirements, the Company will NOT be distributing any gift, gift coupons or cash in lieu of gift at the AGM or in connection therewith.

MEMBERS ARE REQUESTED TO BRING THEIR COPIES OF THE ANNUAL REPORT TO THE MEETING

Registered Office:

Green Acres
2 Nazar Ali Lane
4th Floor, Flat 4A
Kolkata – 700 019
Date: 3rd September, 2019

By Order of the Board


Shyam Kumar Rath
Company Secretary



ANNEXURE TO THE NOTICE:

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013
IN RESPECT OF SPECIAL BUSINESS**

Item No.3

Mr. Rajveersingh Baboosingh Jadon was appointed by the Board of Directors of the Company ("the Board") as an Additional Director, Category - Independent Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and holds office up to the date of this Annual General Meeting.

In view of his extensive and rich experience and considering the best interests of the Company, it is proposed to appoint the Independent Director of the Company for a period of five (5) consecutive years from the date of his appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act. The proposed term of the Director are mentioned hereunder:

Name of Independent Director	Appointment	
	From	Till
Mr. Rajveersingh Baboosingh Jadon	29th March, 2019	28th March, 2024

In the opinion of the Board, Mr. Rajveersingh Baboosingh Jadon fulfills the conditions specified in the Act and the Rules made thereunder for being appointed as an Independent Director of the Company and he is independent of the management of the Company. The Board considers that the association of the above Director as Independent Director would be of immense benefit to the Company.

The Resolutions set out under Item No. 3 of the Notice seek the approval of the Members for the appointment of the above director as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder.

A copy of the draft letter of appointment of the above director as an Independent Director of the Company setting out the terms and conditions is available for inspection by the Members at the Company's Registered Office on any working day up to the date of the Annual General Meeting, and will also be made available at the AGM venue.

Mr. Rajveersingh Baboosingh Jadon may be deemed to be concerned or interested in the Resolution relating to his proposed appointment. None of the other Directors, key managerial personnel or their relatives has any concern or interest in the said Resolution.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard - 2 on General Meetings, requisite particulars for appointment are given in this Notice.



Item no. 4

Mr. Vivek Chaudhary was appointed by the Board of Directors of the Company ("the Board") as an Additional Director, Category - Independent Director of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") and holds office up to the date of this Annual General Meeting.

In view of his extensive and rich experience and considering the best interests of the Company, it is proposed to appoint the Independent Director of the Company for a period of five (5) consecutive years from the respective date of his appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act. The proposed term of the Director are mentioned hereunder:

Name of Independent Director	Appointment	
	From	Till
Mr. Vivek Chaudhary	29th March, 2019	28th March, 2024

In the opinion of the Board, Mr. Vivek Chaudhary fulfills the conditions specified in the Act and the Rules made thereunder for being appointed as an Independent Director of the Company and he is independent of the management of the Company. The Board considers that the association of the above Director as Independent Director would be of immense benefit to the Company.

The Resolutions set out under Item No. 4 of the Notice seek the approval of the Members for the appointment of the above director as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Act and Rules made thereunder.

A copy of the draft letter of appointment of the above director as an Independent Director of the Company setting out the terms and conditions is available for inspection by the Members at the Company's Registered Office on any working day up to the date of the Annual General Meeting (AGM), and will also be made available at the AGM venue.

Mr. Vivek Chaudhary may be deemed to be concerned or interested in the Resolution relating to his proposed appointment. None of the other Directors, key managerial personnel or their relatives has any concern or interest in the said Resolution.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard - 2 on General Meetings, requisite particulars for appointment are given in this Notice.

Registered Office:

Green Acres

2 Nazar Ali Lane

4th Floor, Flat 4A

Kolkata – 700 019

Date: 3rd September, 2019

By Order of the Board


Shyam Kumar Rathi
Company Secretary

Additional Information:

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Para 1.2.5 of Secretarial Standard – 2 are as under:

Name	Mr. Kamal Sharma	Mr. Rajveersingh B Jadon	Mr. Vivek Chaudhary
Designation	Non-Executive Director w.e.f. 25.02.2014	Director (Non-Executive and Independent)	Chairman (Non-Executive and Independent)
Date of Birth	05-05-1947	05-07-1965	12-05-1981
Qualifications	Graduate	Diploma in Civil Engineering	B.Sc (Comp.)
Experience	Mr. Sharma is a senior Professional having wide experience in Project Management and Administration.	-	-
Terms and Conditions of Appointment	-	Appointed as an Independent Director (Additional) w.e.f. 29.03.2019	Appointed as an Independent Director (Additional) w.e.f. 29.03.2019
Remuneration	Nil	Nil	Nil
Date of First Appointment on the Board	25.02.2014	29.03.2019	29.03.2019
Directorship in other Indian Companies	1. Uniworth International Ltd. 2. Uniworth Textiles Ltd. 3. Unirama Industries Ltd. 4. Uniworth Biotech Ltd. 5. Metro Arrow Amenities Pvt. Ltd. 6. Touchstone Housing Project Pvt. Ltd. 7. R. B. Properties Pvt. Ltd. 8. Kasauli Properties Pvt. Ltd. 9. Kasauli Reality Pvt. Ltd. 10. Kasauli Estates Pvt. Ltd. 11. Kasauli Villa Pvt. Ltd.	1.Uniworth International Ltd. 2.Unirama Industries Ltd. 3.Uniworth Textiles Ltd.	1.Uniworth International Ltd. 2.Uniworth Textiles Ltd. 3.Unirama Industries Ltd.



Number of shares held in the Company	-	-	-
Relationship, if any, with other Directors, Manager and other Key Managerial Personnel	-	-	-
Position in Committees constituted by the Board of Directors of the Company	Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholder Relationship Committee – Member	Audit Committee – Member Nomination & Remuneration Committee – Chairman Stakeholder Relationship Committee – Chairman	Audit Committee – Chairman Nomination & Remuneration Committee–Member Stakeholder Relationship Committee-Member
Number of Board Meeting attended (in F.Y. 2018-19)	9	1	1



**INDOWORTH HOLDINGS LIMITED
(FORMERLY UNIWORTH SECURITIES LIMITED)
CIN : L51900WB1985PLC227336**

Registered Office : GREEN ACRES, 2, Nazar Ali Lane, 4th Floor, Flat 4A, Kolkata – 700 019
Phone +91(33) 40726029, Email : uniworthsecuritieslimited@gmail.com/indoworthholdingslimited@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 33rd Annual General Meeting of the Company, held on Monday, September 30, 2019 at 3.30 P.M. at the Corporate Office of the Company at Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata – 700 017

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 duly signed to the meeting and hand it over at the Entrance of the Meeting Hall

**INDOWORTH HOLDINGS LIMITED
(FORMERLY UNIWORTH SECURITIES LIMITED)
CIN : L51900WB1985PLC227336**

PROXY FORM : MGT-11

Registered Office : GREEN ACRES, 2, Nazar Ali Lane, 4th Floor, Flat 4A, Kolkata – 700 019
Phone +91(33) 40726029, Email : uniworthsecuritieslimited@gmail.com/indoworthholdingslimited@gmail.com

[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 Indoworth Holdings Limited, holding..... Equity Shares of the above named Company, hereby appoint :

1. Name :	Address :	Signature : or failing him/her;
E-mail ID :		
2. Name :	Address :	Signature : or failing him/her;
E-mail ID :		
3. Name :	Address :	Signature : or failing him/her;
E-mail ID :		

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 3.30 P.M. at Corporate Office: Rawdon Chambers, 11A, Sarojini Naidu Sarani, 4th Floor, Unit-4B, Kolkata – 700 017, at any adjournment thereof in respect of following resolutions:

S. No.	Resolutions
Ordinary Business	
1.	1 (a) To receive, consider and adopt the Standalone Audited Financial Statement of the Company for the Financial year ended 31st March 2019, together with the Reports of the Board of Directors and the Auditors thereon. 1(b) To receive, consider and adopt the Consolidated Audited Financial Statement of the Company for the Financial year ended 31st March 2019, together with the Reports of the Auditors thereon.
2.	To appoint a Director in place of Mr. Kamal Sharma (DIN: 02946513), who retires by rotation and being eligible offers himself for re-appointment
Special Business	
3.	To appoint Mr. Rajveersingh B Jadon (DIN : 08396518) as an Independent Director.
4.	To appoint Mr. Vivek Chaudhary (DIN : 08396579) as an Independent Director.

Signed thisday of2019

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

Affix
Revenue
Stamp

- Notes :**
- 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.
 - For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of Annual General Meeting of the Company.
 - A proxy need not be a member of the Company



Route Map to 33rd Annual General Meeting of the Company

RAWDON CHAMBERS, 11A, SAROJINI NAIDU SARANI, 4TH FLOOR, UNIT-4B, KOLKATA-700017

