



**UNI WORTH
LIMITED**

8th September, 2022

**The Secretary
BSE Limited
Floor 25, P J Towers,
Dalal Street
Mumbai – 400 001**

Dear Sir,

Sub: Intimation of 34th Annual General Meeting (AGM) of the Company for the Financial Year 2021-22 and details of Book Closure, Cut-off date and E-voting period for AGM of Uniworth Limited
Ref: Scrip Code: 514144

This is to inform you that the 34th Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, September 29, 2022 at 10.30 A.M. at Bharatiya Bhasha Parishad, Conference Hall, 36A, Shakespeare Sarani, 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 34th AGM of the Company, setting out the business to be transacted there at ("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 Friday, September 23rd, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of 34th 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 Thursday, September 22, 2022 ;
- 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 Monday 26, 2022 (from 09:00 A.M. IST) and end on Wednesday, September 28, 2022 (upto 05.00 P.M. IST).

We request you to take the same on record.

Thanking you,

Yours faithfully,
For **Uniworth Limited**


Vasavan Padhamanabhan
Executive Director
DIN : 08396593
Encl: As above

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

Phone : +91(33) 4006 1301, 4072 6028, Email ID : uniworthlimited@gmail.com

Website : www.uniworth.com, CIN : L17299WB1988PLC044984



UNI WORTH LIMITED

NOTICE

Notice is hereby given that the 34th Annual General Meeting of **UNI WORTH LIMITED** will be held on Thursday, 29th day of September, 2022 at 10.30 A.M. at Bharatiya Bhasha Parishad, Conference Hall, 36A, Shakespeare Sarani, Kolkata – 700 017 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2022 together with the Reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass with and without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the company for the financial year ended 31st March, 2022 together with the Reports of Board of Directors and Auditors thereon laid before this meeting be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Ravendra Pal Singh (DIN: 07602850), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass with and without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the Provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Ravendra Pal Singh (DIN: 07602850), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. **Appointment of Statutory Auditors of the Company**

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

RESOLVED that pursuant to the provisions of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, Khandelwal Ray & Co. Chartered Accountants (Firm Registration No.302035) be and is hereby re-appointed as Statutory Auditors of the Company for a second term of five consecutive years to hold office from the conclusion of this Annual General Meeting ("AGM") till the conclusion of the Thirty ninth Annual General Meeting to be held in the year 2027 at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification or any re-enactment thereof) read with the Articles of Association of the Company and subject to such other approvals as may be necessary, Mr. Vasavan Padhamanabhan (DIN: 08396593) who was appointed as a Director of the Company by the Board of Directors with effect from 30th March 2019 be and is hereby appointed/designated as Executive/Whole-time director of the Company for a period of five years with effect from 30th May, 2022 on such remuneration and terms, as set out in the Explanatory Statement.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit and do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution.

5. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2022 and in this regard, 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 148 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 and subject to necessary approvals, if any, the remuneration of Rs 40,000 plus GST as applicable and reimbursement of expenses, out of pocket or otherwise, approved by the Board of Directors, at the recommendation of the Audit Committee, to be paid to the Cost Auditor, M/s Sanat Joshi & Associates (Membership No. 12809) for the Financial Year 2022-23 be and is hereby ratified.

Registered Office:

Rawdon Chambers
11A, Sarojini Naidu Sarani
4th Floor, Unit 4B
Kolkata-700017

By Order of the Board

Date: 3rd September, 2022

Vasavan Padhamanabhan
Executive Director
DIN : 08396593

NOTES:

- a) **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a Poll instead of himself/herself and the proxy need not be a member of the Company. 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 Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2022 to 29th September, 2022 (both days inclusive).
- c) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under item Nos. 3 to 5 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 and 4 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the





Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed.

- d) The AGM will be held by strictly adhering to the Social Distancing Norms and other Safety Protocols/SOPs (including use of face masks and hand sanitizers) issued by the Ministry of Health & Family Welfare, Government of India in view of the prevailing Covid Pandemic. Entry to the Venue shall be on a 'first come first serve basis' in view of the maximum permissible limit, as applicable at that time, for a gathering at a place.
- e) 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. MCS Share Transfer Agent Ltd., 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.
- f) 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. MCS Share Transfer Agent Ltd., 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.
- g) Members holding Shares, in physical form, in identical order of names in multiple Folios, are requested to write to M/s. MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent of the Company requesting consolidation of such Folios into one Folio for their own convenience.
- h) 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. MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent of the Company or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
- i) (a) Members desirous of getting any information in relation to the Company's Annual Report 2021-22 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.
(b) 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.
- j) Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirement) 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. The Directors have furnished the requisite declarations for their appointment.
- k) In view of the continuing COVID- 19 pandemic, the Ministry of Corporate Affairs (MCA) has vide its General circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021, respectively and SEBI circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 & 15th January, 2021 and all other relevant circulars issued from time to time further provided relaxation from dispatching of physical copies of notice of Annual General Meeting (AGM) and Financial Statements for the year ended 31.03.2022 and considering the above.





- Notice of 34th Annual General Meeting alongwith the Annual Report for the Financial year 2021-22 (including Attendance Slip and Proxy Form) is being sent only through electronic mode to those shareholders whose e-mail IDs are registered with the Registrars/Depositories. Members may note that the Annual Report together with Notice shall be available in the Website of the Company/Stock exchange viz www.uniworth.com. The shareholders who have not registered their e-mail id, who may like to obtain the Annual Report and Notice of AGM are requested to get the email IDs registered by the Registrars/Depositories by following the procedure given below :
- (i) Members holding shares in demat form can get their e-mail id registered by contacting their respective Depository Participant(s).
 - (ii) Members holding shares in physical form can register their email IDs and mobile number with Company's Registrars and Share Transfer Agent M/s. MCS Share Transfer Agent Limited by sending an e-mail request at the email id mcssta@rediffmail.com along with signed scanned copy of the request letter proving the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email IDs and receiving the Annual report.
- l) 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. MCS Share Transfer Agent Ltd., Registrar and Transfer Agent of the Company.
- m) Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the financial year 2021-22 will also be available on the Company's website www.uniworth.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.
- n) 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.
- o) 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 34th 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.

The instructions for remote e-voting are as under:

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

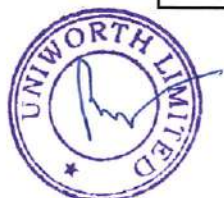




Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|--|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL.</p> | <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |





| | |
|---|--|
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |
|---|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.
How to Log-in to NSDL e-Voting website?**

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 'Shareholder/Member' 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 ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat | 16 Digit Beneficiary ID |





| | |
|---|---|
| account with CDSL. | For 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 company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
 - 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.
 - How to retrieve your 'initial password'?
 - 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'.
 - 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:
- 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.
 - Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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 etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
- Now you are ready for e-Voting as the Voting page opens.
- 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.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.





7. 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 uniworthscrutinizer@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 terms of SEBI circular dated December 9,2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
4. 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 and 1800 22 44 30 or send a request at evoting@nsdl.co.in.
5. 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]:
 - 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 29, 2022:
 - b) Please follow all the steps as mentioned in step 1 and step 2 as above to cast vote.
6. 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 Sangneria (Unit: Uniworth Limited) C/o. M/s. MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata – 700 045." 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 29, 2022.
7. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. 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).
8. The e-voting period commences on September 26, 2022 (9:00 A.M. IST) and ends on September 28, 2022 (5:00 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 of September 22, 2022 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.
9. 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 29, 2022.
10. 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 cutoff date, i.e. September 22, 2022 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>.





11. 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.
 12. Shri Kamal Kumar Sangneria (Membership No. FCS 2643), Practicing Company Secretary and proprietor of K. K. Sangneria & Associates, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 13. 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.
 14. 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 two 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.
 15. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.uniworth.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 Calcutta Stock Exchange Limited and BSE Limited.
 16. 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.
- p) 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 write to M/s. MCS Share Transfer Agent Ltd., Registrar and Share Transfer Agent of the Company to register their respective e-mail ids.
- q) 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.
- r) 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.
- s) Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting.

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

ANNEXURES TO THE NOTICE:

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under item Nos. 3 to 5 of the accompanying Notice.

Item No. 3

This explanatory statements is in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), however, the same is strictly not required as per Section 102 of the Act.

The Members at the twenty-ninth Annual General Meeting ("AGM") of the Company held on September 23, 2017, had approved the appointment of Khandelwal Ray & Co. Chartered Accountants (Firm Registration No.302035) as Statutory Auditors of the Company, to hold office till the conclusion of the thirty-fourth AGM.





After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit Committee, at its meeting held on September 03, 2022, proposed the re-appointment of Khandelwal Ray & Co. Chartered Accountants (Firm Registration No.302035), as Statutory Auditors of the Company, for a further term of five consecutive till the conclusion of thirty-ninth AGM of the Company to be held in the year 2027, at a remuneration as may be mutually agreed between the Board of Directors and Statutory Auditors.

Khandelwal Ray & Co. have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the ordinary Resolution set out at item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested in the Resolution set out at Item No. 3 of the Notice.

Item no. 4

Mr. Vasavan Padhamanabhan is a Non-Executive & Non-Independent Director of the Company since 30th March, 2019. The Board of Directors of the Company designated/appointed him at its meeting held on 30th May, 2022 as an Executive/Whole-time of the Company with effect from 30.05.2022 for a period of 5 years.

In accordance with his terms of appointment, Mr. Vasavan Padhamanabhan is entitled to the following remuneration:

1. Salary: Rs. 12,500/- per month with Annual increments as per rules of the Company and based on performance;
2. Other Terms: As per rules of the Company.

In the opinion of the Board, Mr. Vasavan Padhamanabhan fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Executive/Whole-time Director of the Company.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Vasavan Padhamanabhan as a Whole-time Director, for the approval of the shareholders of the Company.

Mr. Vasavan Padhamanabhan 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.

The aggregate of the remuneration and perquisites/benefits, including contributions towards Provident Fund and Gratuity Fund, payable to the Whole-time Director of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof.





Item No. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Sanat Joshi & Associates, Cost Accountants to conduct the audit of cost records of the Company for the financial year ending March 31, 2022.

In accordance with the provisions of Section 148 and other applicable provisions of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company. Accordingly, consent of the Members is sought for the remuneration payable to the Cost Auditors.

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends Ordinary Resolution set out at Item No. 3 of the Notice for approval of shareholders

Registered Office:

Rawdon Chambers
11A, Sarojini Naidu Sarani
4th Floor, Unit 4B
Kolkata-700017

Date: 3rd September 2022

By Order of the Board

Vasavan Padhamanabhan
Executive Director
DIN : 08396593





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. Ravendra Pal Singh |
| Designation | Director (Non-Executive and Non-Independent) |
| Date of Birth | 04.09.1965 |
| Qualifications | M.A., L.L.B |
| Experience | Over 22 years of experience in Corporate advisory & Legal functions. |
| Terms and Conditions of Appointment | Entitled for Sitting Fees |
| Remuneration | NIL |
| Date of First Appointment on the Board | 30.03.2019 |
| Directorship in other Indian Companies | STAR SCOURING LIMITED |
| 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 | Nomination & Remuneration Committee-Member Stakeholder Relationship Committee – Member |

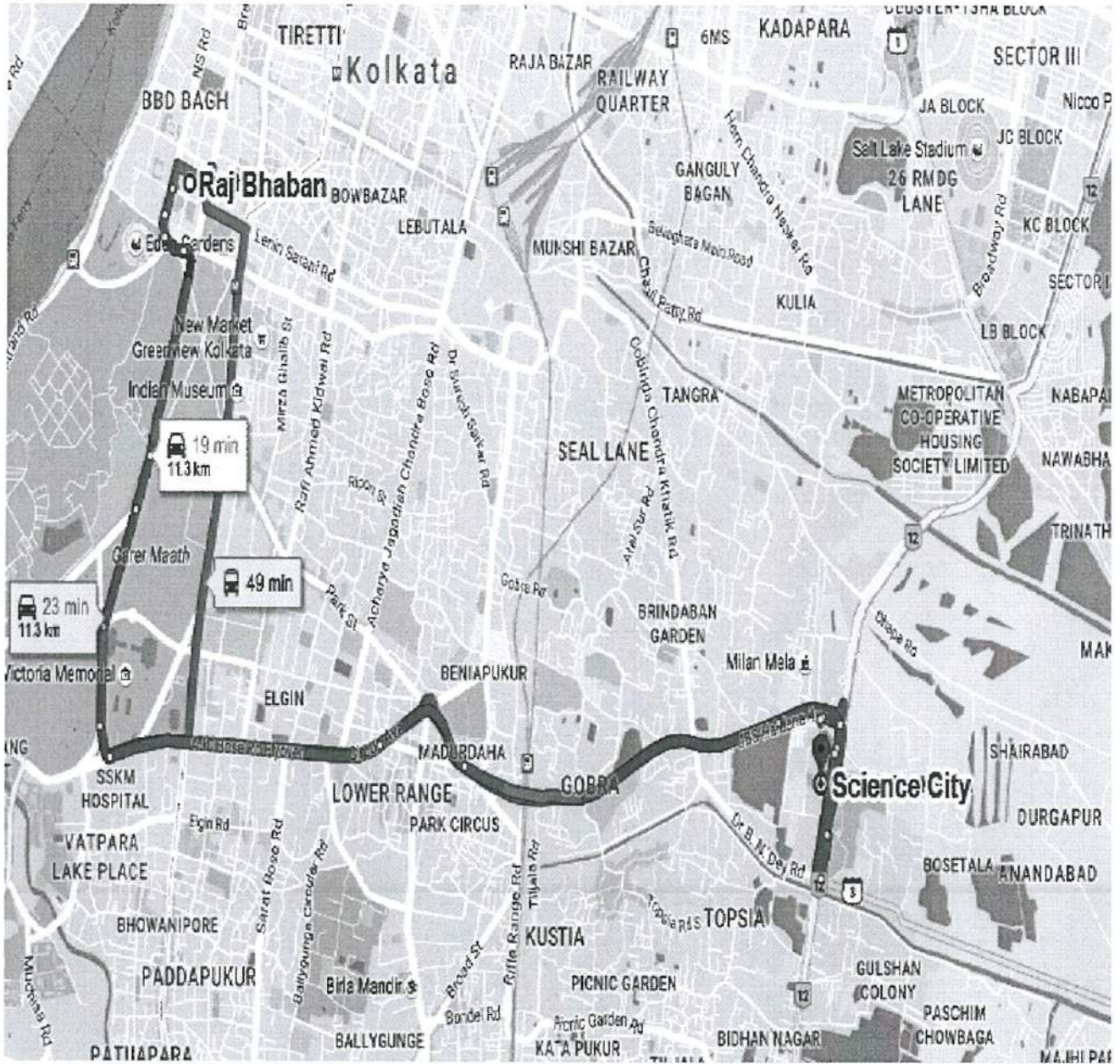
| | |
|---|--|
| Name | Mr. Vasavan Padhamanabhan |
| Date of Birth | 02 nd March, 1962 |
| DIN | 08396593 |
| Date of Appointment | 30 th March, 2019 |
| Qualification | Commerce Graduate, Diploma in Shorthand. |
| Expertise in specific functional areas | Over 25 years experience in commercial operation |
| Terms and conditions of appointment/re-appointment | Proposed to be designated/appointed for a period of 5 years with effect from 30 th May, 2022. Terms and Conditions of appointment are as per the Nomination & Remuneration Policy of the Company. |
| Relationship with other Directors | NIL |
| Directorship held in other public Companies as on 31.03.2022 | NIL |
| Chairmanship / Membership of the Committee(s) of the other Boards as on 31.03.2022 | NIL |
| Shareholding in the Company | NIL |





Route Map to 34th Annual General Meeting of the Company

Bharatiya Bhasha Parishad, Conference Hall, 36A, Shakespeare Sarani, Kolkata – 700 017





UNI WORTH LIMITED
CIN : L17299WB1988PLC044984

Registered Office : Rawdon Chambers, 11A Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata - 700 017
Phone : +91(33) 4006 1301, 4072 6028, Email : uniworthlimited@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 34th Annual General Meeting of the Company, held on Thursday, September 29, 2022 at 10.30 A.M. at Bharatiya Bhasha Parishad, Conference Hall, 36A, Shakespeare Sarani, 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 signed to the meeting and hand it over at the Entrance of the Meeting Hall.

UNI WORTH LIMITED
CIN : L17299WB1988PLC044984

PROXY FORM : MGT-11

Registered Office : Rawdon Chambers, 11A Sarojini Naidu Sarani, 4th Floor, Unit 4B, Kolkata - 700 017
Phone : +91(33) 4006 1301, 4072 6028, Email : uniworthlimited@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 UNI WORTH LIMITED, holding.....Equity Shares of the above named Company, hereby appoint:

- Name.....Address.....
E-mail ID :.....Signature :..... or failing him/her;
- Name.....Address.....
E-mail ID :.....Signature :..... or failing him/her;
- 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 34th Annual General Meeting of the Company, held on Thursday, September 29, 2022 at 10.30 A.M. at Bharatiya Bhasha Parishad, Conference Hall, 36A, Shakespeare Sarani, Kolkata - 700 017 at any adjournment thereof in respect of following resolutions :

| Sl. No. | Resolutions |
|--------------------------|--|
| Ordinary Business | |
| 1. | Adoption of Audited Financial Statements of the Company for Financial Year ended 31st March 2022 together with the Reports of the Board of Directors and Auditors thereon. |
| 2. | Appointment of Mr. Ravendra Pal Singh (DIN: 07602850) as a director liable to retire by rotation. |
| 3. | Appointment of Khandelwal Ray & Co. Chartered Accountants (Firm Registration No.302035) as Statutory Auditors of the Company. |
| Special Business | |
| 4. | Appointment of Mr. Vasavan Padhamanabhan (DIN: 08396593) as an Executive/Whole-time Director of the Company. |
| 5. | Ratification of the remuneration of Cost Auditors. |

Signed thisday of2022

Signature of Shareholder(s).....

Signature of Proxy holder(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.

