

WORTH INVESTMENT & TRADING CO LIMITED

CIN: L67120MH1980PLC343455

Registered Office: 497/501, Village - Biloshi, Taluka - Wada, Thane - 421303,
Maharashtra, India.

Tel.: 022-62872900 **Email:** worthinvestmenttrading@gmail.com

Website: www.worthinv.com

Date: 19th July, 2023

To,
The Manager
Department of Corporate Services
BSE Limited,
Dalal Street, Fort
Mumbai - 400001,
Maharashtra, India.

Sub.: Outcome of Board Meeting held on Today i.e. Wednesday, 19th July, 2023.

Ref.: Scrip Code - 538451

Dear Sir / Madam,

Further to our notice dated 15th July, 2023 and in terms of provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform your good office that the Board of Directors of Worth Investment and Trading Co Limited, in their Meeting held today i.e., Wednesday, 19th July, 2023 inter alia, considered and approved the following business:

1. Increase of Authorised Share Capital of the Company from Rs. 6,60,00,000.00/- to Rs. 16,60,00,000.00/-:

Increase of Authorised Share Capital of the Company from existing Rs. 6,60,00,000/- (Rupees Six Crores Sixty Lakh Only) consisting of 66,00,000 (Sixty-Six Lakhs) equity shares of face value Rs. 10/- (Rupees Ten Only) each to Rs. 16,60,00,000/- (Rupees Sixteen Crores Sixty Lakhs Only) consisting of 1,66,00,000 equity shares of face value Rs. 10/- (Rupees Ten Only) each, and consequent alteration in Clause V of the Memorandum of Association and Articles of Association of the Company relating to the share capital of the Company, subject to the approval of the Members at the ensuing 43rd Annual General Meeting ("43rd AGM").

2. Issue of 69,60,440 Equity Shares under Preferential Issue:

To issue up to 69,60,440 (Sixty-Nine Lakhs Sixty Thousand Four Hundred Forty Only) fully paid-up equity shares of the Company of face value Rs. 10/- (Rupees Ten Only) at a price of Rs. 24.50/- (including premium of Rs. 14.50/- per equity shares) pursuant to the valuation report obtained from the Registered Valuer aggregating up to Rs. 17,05,30,780/- (Rupees Seventeen Crores Five Lakhs Thirty Thousand Seven Hundred Eighty Only) to (as listed in **Annexure-I**), ("Proposed Allottees") who are belonging to promoter group and non-promoter group, the preferential issue which will be in accordance with provisions of Sections 23, 42 and 62(1) (C) of the Companies Act, 2013 as amended, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014 as amended, Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("the SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI LODR Regulations") and such other Acts / Rules / Regulations as may be applicable and subject to necessary approval of the Members of the Company at the ensuing 43rd Annual General Meeting and other regulatory authorities, as may be applicable.

Necessary information in respect of issuance of securities as per the SEBI Circular No.: CIR/CFD/CMD/4/2015 dated 09th September, 2015 and the SEBI Circular No.: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2013 read with Regulation 30 - Para A of Part A of Schedule III of the SEBI LODR Regulations, as amended from time to time are annexed herewith as **Annexure-I**.

3. Issuance of 50,00,000 warrants convertible into equity shares of the Company on preferential basis:

To issue up to 50,00,000 (Fifty Lakhs) warrants, each convertible into, or exchangeable for, 1 (one) fully paid-up equity shares of the Company of face value Rs. 10/- (Rupees Ten Only) ("Warrants") at a price of Rs. 24.50/- per equity share having face value of Rs. 10/- (Rupees Ten Only) fully paid up and premium of Rs. 14.50/- per equity shares, pursuant to the valuation report obtained from the Registered Valuer, payable in cash ("Warrant Issue Price") aggregating up to Rs. 12,25,00,000/- (Rupees Twelve Crores Twenty Five Lakhs Only) to (as listed in **Annexure-II**), ("Proposed Allottees") who are belonging to promoter group and non-promoter group, the preferential issue which will be in accordance with provisions of section 23, 42 and 62(1) (C) of the Companies Act, 2013 as amended, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014 as amended, Chapter V of the SEBI ICDR Regulations, the SEBI LODR Regulations and such other acts / rules / regulations as may be applicable and

subject to necessary approval of the Members of the Company at the ensuing Annual General Meeting and other regulatory authorities, as may be applicable.

Necessary information in respect of issuance of securities/warrants as per the SEBI Circular No.: CIR/CFD/CMD/4/2015 dated 09th September, 2015 and the SEBI Circular No.: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2013 read with Regulation 30 - Para A of Part A of Schedule III of the SEBI LODR Regulations, as amended from time to time are annexed herewith as **Annexure II**.

4. Convening of 43rd (Forty Third) Annual General Meeting (“43rd AGM”) for the approval of the Members of the Company:

The Board of Directors of the Company have decided to hold 43rd AGM of the Company on Monday, 21st August, 2023 at 09:15 A.M. at the registered office of the Company situated at 497/501, Village - Biloshi, Taluka - Wada, Thane – 421303, Maharashtra, India and approved the draft notice of the 43rd AGM and matters related thereto to be issued to the Members for convening the 43rd AGM.

5. Appointment of Scrutinizer:

The Board of Directors of the Company has appointed CS Parbat Chaudhari, Practicing Company Secretary, (ACS No.: 57826 / COP No.: 22429) as a Scrutinizer for the purpose of conducting the e-voting process and voting at the venue of the 43rd AGM of the Company.

The Meeting of the Board of Directors of the Company commenced at 7:00 P.M. and concluded at 10:30 P.M.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For Worth Investment & Trading Co Limited

Nimit Ghatalia
Director
DIN: 07069841

Annexure-I

Disclosure pursuant to the SEBI Circular No.: CIR/CFD/CMD/4/2015 dated 09th September, 2015 and the SEBI Circular No.: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2013 read with Regulation 30 - Para A of Part A of Schedule III of the SEBI LODR Regulations:

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Equity Shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue basis in accordance with Sections 42, 62 of the Companies Act, 2013 and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable Acts / Rules / Regulations.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 69,60,440 (Sixty-Nine Lakhs Sixty Thousand Four Hundred Forty Only) fully paid-up equity shares of the Company of face Value Rs. 10/- (Rupees Ten Only) at a price of Rs. 24.50/- (including premium of Rs. 14.50/- per equity shares) pursuant to the valuation report obtained from the Registered Valuer aggregating up to Rs. 17,05,30,780/- (Rupees Seventeen Crores Five Lakhs Thirty Thousand Seven Hundred Eighty Only).
4.	Issue Price	Rs. 24.50/-
5.	Names of the investors	As mentioned in Table-A of Annexure-I below.
6.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	As mentioned in Table-A of Annexure-I below.
7.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

Table-A of Annexure-I

Sr. No.	Name of the Proposed Allottees	Category	Pre-Pref. Holding		Max. No. of Shares proposed to be issued and allotted	Post-Pref. Holding*	
			Number of Shares	% of Shares		Number of Shares	% of Shares
1	Riddhi Trade Solutions Private Limited	Non Promoter	0	0	48000	48000	0.26
2	Karishma Mukesh Bhatia	Non Promoter	0	0	53000	53000	0.28
3	Rakesh V Shah Huf	Non Promoter	0	0	42000	42000	0.25
4	Shefali Sameer Bhujbal	Non Promoter	0	0	50000	50000	0.27
5	Chanchal Rakesh Kabra	Non Promoter	0	0	42000	42000	0.25
6	Shivam Hemant Nagrale	Non Promoter	0	0	48000	48000	0.26
7	Sameer Magan Bhujbal	Non Promoter	0	0	47000	47000	0.26
8	Rextar Plus Services Private Limited	Non Promoter	0	0	43000	43000	0.25
9	Kavita Sharma	Non Promoter	0	0	54000	54000	0.28
10	Ria Hemant Nagrale	Non Promoter	0	0	50000	50000	0.27
11	Freny Ankur Shroff	Non Promoter	0	0	54000	54000	0.29
12	Kavita Singh	Non Promoter	0	0	45000	45000	0.24
13	Prachi Amit Shah	Non Promoter	0	0	54000	54000	0.29
14	Marygold Health And Education Private Limited	Non Promoter	0	0	46000	46000	0.25
15	Govind Bajinath Sharma	Non Promoter	0	0	48000	48000	0.26
16	Vikas Malu	Non Promoter	0	0	48000	48000	0.26

17	Jigar Arvind Shah	Non Promoter	0	0	43000	43000	0.25
18	Varun Anil Parakh	Non Promoter	0	0	45000	45000	0.24
19	Chhaya Vijay Shroff	Non Promoter	0	0	48000	48000	0.26
20	Sagar Dattatraya Meghe	Non Promoter	0	0	47000	47000	0.26
21	Black Hawk Properties Pvt Ltd	Non Promoter	0	0	48000	48000	0.26
22	Priti V Shah	Non Promoter	0	0	500000	500000	2.73
23	Vijaykumar B Shah	Non Promoter	0	0	500000	500000	2.73
24	Sumit Malhotra	Non Promoter	0	0	204080	204080	1.11
25	Trisha Malhotra	Non Promoter	0	0	204080	204080	1.11
26	Karan Monomer Private Limited	Non Promoter	0	0	408160	408160	2.23
27	Gemini Shah	Non Promoter	0	0	570000	570000	3.11
28	Paras Shah	Non Promoter	0	0	570000	570000	3.11
29	Pooja Shah	Non Promoter	0	0	471500	471500	2.57
30	Manisha Anil Bajaria	Non Promoter	0	0	316500	316500	1.73
31	Viraj Anil Bajaria	Non Promoter	75000	1.18	300000	375000	2.05
32	Chirag Jitendra Bajaria	Non Promoter	75000	1.18	200000	375000	2.05
33	Riya Shah	Non Promoter	0	0	245000	245000	1.33
34	Shlok Shah	Non Promoter	0	0	245000	245000	1.33
35	Jasmine Nanavati	Non Promoter	157000	2.48	100000	257000	1.40

36	Preyash Nanavati	Non Promoter	0	0	104080	104080	0.56
37	Dinesh Matalia	Non Promoter	0	0	102040	102040	0.55
38	Chetan Mehta	Non Promoter	250036	3.95	184000	434036	2.37
39	Priti Mehta	Non Promoter	610173	9.63	184000	794173	4.34
40	Bina Rajesh Ghatalia	Promoter	727465	11.49	184000	911465	4.98
41	Mihir Rajesh Ghatalia	Promoter	375665	5.93	184000	559665	3.05
42	Nimit Rajesh Ghatalia	Promoter	854000	13.49	184000	1038000	5.67
					6960440		

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares.*

Annexure-II

Disclosure pursuant to the SEBI Circular No.: CIR/CFD/CMD/4/2015 dated 09th September, 2015 and the SEBI Circular No.: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2013 read with Regulation 30 - Para A of Part A of Schedule III of the SEBI LODR Regulations:

Sr. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Warrants fully convertible into Equity Shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue basis in accordance with Sections 42, 62 of the Companies Act, 2013 and rules made thereunder and Chapter V of the SEBI ICDR Regulations and other applicable Acts / Rules / Regulations.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	Up to 50,00,000 (Fifty Lakhs) Fully Convertible Warrants (“Warrants/ Convertible Warrants”) for cash at an issue price of Rs. 24.50/- per warrant including a premium of Rs. 14.50/- per warrant with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten Only) each of the Company (“Equity Shares”) within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 12,25,00,000/- (Rupees Twelve Crores Twenty Five Lakhs Only)
4.	Issue Price	Rs. 24.50/-
5.	Names of the investors;	As mentioned in Table-A of Annexure-II below.
6.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors;	As mentioned in Table-A of Annexure-II below.
7.	in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument;	Each of the Warrant is exercisable into 1 (One) Equity Share having face value of Rs. 10.00/- (Rupees Ten Only) each. The tenor of the Warrants is 18 (Eighteen) Months

		from the date of their allotment. The Warrants shall be convertible in one or more tranches.
8.	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not Applicable

Table-A of Annexure-II

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Sr. No.	Name of the Proposed Allottees	Category	Pre-Pref. Holding		Max. No. of Shares proposed to be issued and allotted	Post-Pref. Holding*	
			Number of Shares	% of Shares		Number of Shares	% of Shares
1	Rajesh Pranal Ghatalia	Promoter	0	0	400000	400000	2.18
2	Bina Rajesh Ghatalia	Promoter	727465	11.49	400000	1127465	6.16
3	Mihir Rajesh Ghatalia	Promoter	375665	5.93	400000	775665	4.24
4	Nimit Rajesh Ghatalia	Promoter	854000	13.49	400000	1254000	6.85
5	Mira Mihir Ghatalia	Promoter	400000	6.32	400000	800000	4.37
6	Ekta Nimit Ghatalia	Promoter	0	0	400000	400000	2.18
7	Mihir Rajesh Ghatalia (HUF)	Promoter	0	0	400000	400000	2.18
8	Priti Chetan Mehta	Non Promoter	610173	9.63	200000	810173	4.42
9	Chetan Kiritbhai Mehta	Non Promoter	250036	3.95	400000	650036	3.55
10	Aarey Drugs And Pharmaceuticals Limited	Companies with Common directors	0	0	400000	400000	2.18
11	Enam Organics India Limited	Companies with Common directors	0	0	400000	400000	2.18
12	Suraj Tradelinks Private Limited	Companies with Common directors	550000	8.69	400000	950000	5.19
13	Nimit Impex Private Limited	Companies with Common	550000	8.69	400000	950000	5.19

		directors					
					50,00,000		

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the warrants & full conversion of warrants in to Equity shares.*