

WORTH INVESTMENT & TRADING CO LIMITED

CIN: L67120MH1980PLC343455

Regd. Office :497/501, Village Biloshi, Taluka Wada, Thane MH- 421303

Tel:- 022-62872900 Email:worthinvestmenttrading@gmail.com Site: www.worthinvnt.com

NOTICE

NOTICE is hereby given that the 2nd Extra-ordinary General Meeting for the financial year 2024-2025 ("EGM") of the members of Worth Investment and Trading Co Limited ("the Company") will be held on Thursday, Friday 31st, October 2024 at 11.00 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The venue of the EGM shall be deemed to be the registered office of the Company. The following special businesses will be transacted at the EGM:

SPECIAL BUSINESSES:

1. Increase in Authorised Share Capital and consequential alteration of Capital Clause of the Memorandum of Association

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 61 read with Sections 13, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing is Rs. 16,60,00,000/- (Rupees Sixteen Crores Sixty Lakhs Only) divided into 166000000 (Sixteen Crores Sixty Lakh) Equity Shares of Re. 1/- (Rupees one Only) each, to Rs. 37,10,00,000/- (Rupees Thirty Seven Crores Ten Lakhs Only) divided into 371000000 (Thirty Seven Crores Ten Lakhs) Equity Shares of Re. 1/- (Rupees one Only) ranking *pari passu* in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

FURTHER RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the Memorandum of Association of the Company by substituting in its place and stead the following:-

"V. The Authorized Share Capital of the Company is Rs. 37,10,00,000/- (Rupees Thirty Seven Crores Ten Lakhs Only) divided into 371000000 (Thirty Seven Crores Ten Lakhs) Equity Shares of Re. 1/- (Rupees one Only) each with rights, privileges and conditions attaching thereto as may be determined by the Board of Directors of the Company at the time of issue, with power to increase and reduce the capital for the Company and to attach thereto respectively such preferential deferred, guaranteed, qualified or special rights, privileges and conditions as may be determined by the Board of Directors of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being

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be provided by the resolution of the Board of Directors of the Company.

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

2. Approval of issue of Bonus Shares to the Shareholders of the Company:

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

“RESOLVED THAT pursuant to Section 63 and other applicable provisions of the Companies Act, 2013 and all other applicable laws and regulations, a sum of ₹ 2435.39 Lakh standing to the credit of the Reserves as per the audited Balance Sheet of the Company as on March 31, 2024 forming a portion of the undistributed profit of the Company, be capitalised and that the amount so capitalised be applied fully in paying up in full at par 222430200 new Equity Shares, i.e. in the ratio of 1.5:1 i.e. 1.5 (One point five) new fully paid-up Equity Shares of Re. 1/- each for every 1 (One) existing fully paid-up Equity Share of Re. 1/- each having a face value of ₹ 1/- each (hereinafter referred to as a “Bonus Shares”) in the share capital of the Company and that the said Bonus Shares be appropriated by way of capital and not as income and allotted and distributed as fully paid Bonus Shares to those members whose names appear in the records of the Company’s Depositories as the holders of the existing Equity Shares on such date (hereinafter referred to as “the Record Date”) as may be hereinafter determined by the Board of Directors in the proportion of one point five Equity Share fully paid up against one Equity Share fully paid up held by such persons respectively provided that the issue and allotment of the said Bonus Shares shall be subject to the following terms and conditions:

a) the receipt of approvals, if any, as may be necessary from the Securities and Exchange Board of India (SEBI) and the Bombay Stock Exchange (BSE) in which the Company’s existing Equity Shares are listed for trading. that the necessary approval of the Reserve Bank of India, if any, is obtained under the Foreign Exchange Management Act, 1999 and subsequent amendments, if any, thereto, for the issue and allotment of the Bonus Shares to those members of the Company who are the residents outside India as on the “Record Date”.

c) that the said Bonus Shares shall, in all respects, rank pari passu with the existing Equity Shares of the Company except they shall be entitled to participate only in such dividends as may be declared subsequent to the allotment of the Bonus Shares and that they shall not be entitled to participate in the dividend that may be declared in respect of the financial year or for any period prior to the allotment of the said Bonus Shares. The said Bonus Shares shall also be subject in all respects to the provisions of the Company’s Memorandum and Articles of Association.

d) that no letters of allotment shall be issued to the allottees of the said Bonus Shares and the Bonus Shares allotted shall be credited into the Demat Account of the Allottee(s) as maintained

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with the Depositories within the prescribed time limit statutorily applicable from the date of allotment.

e) for the purpose of enabling the Board of Directors to implement the resolution, the Board of Directors be and are hereby authorised to do the following acts:

i) to negotiate with the relevant statutory authorities and to settle with them any questions or difficulties that may arise in connection with the issue of the Bonus Shares in such manner as the Board may deem appropriate and that the Board of Directors may agree to any condition(s) as may be imposed by the above Authorities in connection with the said Bonus issue and generally to give such directions, execute such documents or writings as necessary and take such action as may be considered appropriate in respect of the above issue and the allotment / distribution of shares thereof.

ii) without prejudice to the generality of the foregoing provisions, in particular to make, if so, required by the terms of sanction of the concerned statutory authorities or any of them, such consequential changes in the quantum and proportion of the said Bonus Shares, as they may consider fit, and in case the requisite approval from the requisite authority or any of them cannot be obtained for the issue of the said Bonus Shares and / or the allotment / distribution thereof to any of the Shareholders, in that event, the issue of the said Bonus Shares shall stand rescinded.”

*Note: In case of any fraction shares , such will be credited in Company's Escrow Account and will pay to shareholders accordingly.

** For every 2 shares 3 shares will be allotted as Bonus (i.e in ratio of 1.5:1)

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

Re-appointment of Mr. Lalit Tulsiani (DIN: 01652630) as an Independent Director

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Lalit Tulsiani (DIN: 01652630), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence and who is eligible for re-appointment and in respect of whom Notice has been received from a Member under Section 160 of the Act proposing his re-appointment as Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company , not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from 30th September, 2024 to 29th September, 2029.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to this resolution.”

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By order of the Board of Directors

Date: 05.10.2024

Place: Thane

Sd/-

**Himani Gupta
Company Secretary**

Notes:

1. On September 19, 2023, the Ministry of Corporate Affairs (MCA) issued General Circular No. 09/2024 In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 09/2023 dated 25.09.2023 after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.
2. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.

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5. The Company has appointed Mr. Parbat Chaudhari, Practicing Company Secretary (Membership No.57826 , CP No.22429), to act as the scrutinizer for conducting the e-voting and remote e-voting process in a fair and transparent manner.
6. The scrutinizer will submit his report to the chairman after completion of the scrutiny. The result of the voting on the resolutions mentioned in the notice shall be announced by the chairman or any other person authorised by him immediately after the results are declared.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 28th October, 2024 at 09:00 A.M. and ends on 30th October, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 24th October, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 24th October, 2024.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode

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 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 |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your |

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| | |
|--|---|
| | <p>vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none">If you are 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.jspVisit 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 hold 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="738 1361 1244 1668" style="text-align: center;"><p>NSDL Mobile App is available on</p><p> App Store  Google Play</p><div style="display: flex; justify-content: space-around;"></div></div> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none">Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi |

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| | |
|---|--|
| | <p>username & password.</p> <ol style="list-style-type: none">2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget

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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.com or call at 022 - 4886 7000 |
| 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 toll free no. 1800 22 55 33 |

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B) Login Method for e-Voting and joining virtual meeting 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/OTP 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 account with CDSL. | 16 Digit Beneficiary ID 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. Password details for shareholders other than Individual shareholders 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’?

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- (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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

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6. 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 parbatpatel97@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 or send a request to **Pallavi Mhatre, Senior Manager** at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to worthinvestmenttrading@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (worthinvestmenttrading@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

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3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

WORTH INVESTMENT & TRADING CO LIMITED

CIN: L67120MH1980PLC343455

Regd. Office :497/501, Village Biloshi, Taluka Wada, Thane MH- 421303

Tel:- 022-62872900 Email:worthinvestmenttrading@gmail.com Site: www.worthinv.com

5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at worthinvestmenttrading@gmail.com. The same will be replied by the company suitably.

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STATEMENT ANNEXED TO THE NOTICE AND SETTING OUT THE MATERIAL FACTS CONCERNING EACH ITEM OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS.

Item No.: 01

The existing Authorised Capital of the Company is Rs. 16,60,00,000/- (Rupees Sixteen Crores Sixty Lakhs Only) divided into 166000000 (Sixteen crore Sixty Lakhs) Equity Shares of Re. 1/- (Rupees one Only). Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the "Companies Act") provides that a Limited Company having a share capital may, if so authorized by its Articles of Association, with the consent of its Members, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares.

In view of this, the Company proposes to increase the existing Authorised Equity Capital from Rs. 16,60,00,000/- (Rupees Sixteen Crores Sixty Lakhs Only) divided into 166000000 (Sixteen crore Sixty Lakhs) Equity Shares of Re. 1/- (Rupees one Only) each, to Rs. 37,10,00,000/- (Rupees Thirty seven Crore ten Lakhs Only) by creation of additional Equity Shares of face value of Re. 1/- each.

Consequently, Clause V of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital.

The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of Members at a General Meeting.

The draft Memorandum of Association after incorporating the proposed change is available for inspection at the registered office of the Company during business hours on all working days excluding Saturdays and Sundays between 11.00 am to 1.00 pm upto the date of the meeting.

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

The consent of the Members is, therefore, being sought for passing the aforesaid resolution of the notice as an **Ordinary Resolution**.

None of the directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the resolution set out at Item No.1 of the notice, except to the extent of their shareholding in the Company, if any.

Item No.: 02

The Explanatory Statement pursuant to Section 102 read with Section 108 of the Act and Regulation 36 of the SEBI Listing Regulations, setting out the material facts and reasons for the proposed Ordinary Resolution, considered to be of urgent nature, to be transacted by EGM and Remote e-Voting, is appended herein below and forms a part of this EGM Notice. Members are

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requested to peruse the proposed resolution along with the Explanatory Statement and thereafter, record their assent or dissent through the Remote e-Voting facility provided by the Company.

As per the audited Balance Sheet of the Company as on March 31, 2024, the Company has accumulated Reserves of ₹ 2435.39 lakhs, representing almost 2 times the size of the Company's existing paid up Equity Share capital.

The Company considered the proposal for the issue of fully paid Bonus Equity Shares at par in the proportion of one point five (1.5) Equity Share against one (1) Equity Share already held by the members, whose names appear in the records of the Depositories as on the date to be determined by the Board ("Record Date") consequent upon receipt of approval from the Shareholders to the above proposal by way of an Ordinary Resolution.

The Company has been performing consistently well for the last few years and the Board of Directors have, therefore, considered it appropriate to reward the Shareholders by capitalising a portion of the undistributed profits standing to the credit of the Free Reserves.

Even after the proposed capitalisation, the Reserves of the Company shall be adequate to withstand the vicissitudes of business and barring unforeseen circumstances, which are beyond the control of the Board, the Board envisages that the Company's growth trajectory shall be maintained in the foreseeable future.

The Company's Articles of Association contain enabling provisions for the capitalisation of reserves and there is no requirement to carry out amendments thereto to facilitate the above proposal.

The existing Authorized Share Capital is also not sufficient to cover the proposed issue of shares to be issued as Bonus Shares and hence, there requirement to increase the Authorised Share Capital.

The Company has, in accordance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations 2015, as amended from time to time, informed the Stock Exchanges in which the Company's Shares are listed for trading about the proposal for the Bonus issue immediately after conclusion of the meeting at which the Board has approved the proposal, subject to the consent of the members.

The Company is also fully compliant with the requirements under Section 63(2) of the Companies Act, 2013 read with the relevant Rules thereunder in connection with the proposed issue.

The Company is fully compliant with the terms and conditions as applicable to a Bonus issue as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 and a certificate in confirmation thereof shall be submitted to the Stock Exchanges upon receipt of approval from the members.

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Pursuant to the requirements of the Foreign Exchange Management Act, 1999 and amendments thereto, the Company shall, if necessary, make applications with the Reserve Bank of India, seeking approval for allotment of Bonus Shares as may be necessary.

The Record Date to determine the eligibility of the members who shall be entitled to the Bonus Shares arising out of the above shall be decided in consultation with the Stock Exchanges, once the members grant their consent to the resolutions appended to the Notice for the AGM.

Members are requested to grant their approval to the proposal, including granting the required authority to the Board of Directors to settle any questions / difficulties arising from the proposed issue.

Directors and Key Managerial Personnel of the Company and their relatives are deemed to be interested in the resolutions to the extent of their shareholding in the Approval of issue of Bonus Shares to the Shareholders of the Company.

Item No. 3.

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which provides that the Independent Directors shall be appointed for not more than two terms of up to five years each and shall not be liable to retire by rotation at every AGM. The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, reappointed Mr. Lalit Tulsiani (DIN: 01652630), as an Independent Director of the Company for a term of 5 years i.e. from 30th September, 2024 to 29th September, 2029, subject to approval of the Members. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Director. Mr. Lalit Tulsiani, have furnished declarations to the Company under Section 149(7) of the Companies Act, 2013 confirming that they meet the criteria prescribed for Independent Directors under Section 149(6) of the Companies Act, 2013.

Except Mr. Lalit Tulsiani none of the Directors or Key Managerial Personnel of the Company other are in any way concerned or interested, financially or otherwise, in the resolution.

In view of this, the Board of Directors recommends the resolution as set out in item No. 3 of the Notice for approval by the members of the Company by way of a Special Resolution.

By order of the Board of Directors

Date: 05.10.2024

Place: Thane

Sd/-

Himani Gupta

Company Secretary