



Date: 02nd March, 2020

To,
The Manager, Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Plot No. C/1, G-Block,
Bandra- Kurla Complex, Bandra (East),
Mumbai – 400051
Maharashtra, India.

NSE Symbol: WORTH

Sub: Result of Postal Ballot/e-voting pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

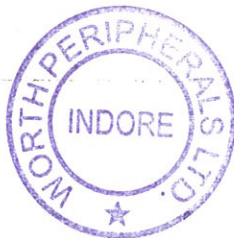
Dear Sir/ Madam,

Pursuant to provisions of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company had conducted the process of Postal Ballot/ e-voting for seeking the consent of the shareholders by means of passing Special Resolution for following matter:

1. Migration of Listing /Trading of Equity Shares of Company from NSE SME Platform i.e. (EMERGE) to the Main Board of NSE (Capital Segment).

Further pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the result of the voting by Postal Ballot (including e-voting)

We are also enclosing Scrutinizer's Report dated March 2, 2020 for your kind reference.



Revised

Worth Peripherals Limited

102, Sanskriti Apartments, 44 Saket Nagar, Indore, M.P. – 452018, India

E-mail: worth@worthindia.com, customer@worthpack.in

Tel: +91-731-2560267, 2560348 Fax: +91-731-2563425

CIN Number: L67120MP1996PLC010808

Website: www.worthindia.com

The said Postal Ballot results will be displayed at the Registered Office of the Company and on the Website of the Company i.e. www.worthindia.com

This is for your information and record

Thanking you.

Yours faithfully,

For Worth Peripherals Limited



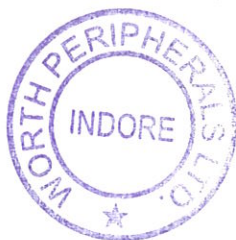
Raminder Singh Chadha
Chairman & Managing Director
DIN:00405932



WORTH PERIPHERALS LIMITED

A. Details of the voting result by postal ballot process pursuant to regulation 44(3) of SEBI (LODR) Regulation, 2015		
S.No.	Particulars	Details
1.	Date of Notice of Postal Ballot	17.01.2020
2.	Total No. of Shareholders on Record Date/Cut off Date	652
3.	Special Resolution	Migration of Listing / Trading of Equity Shares of the Company from NSE SME Platform i.e. NSE Emerge to Main Board of NSE
4.	Mode of Voting	Through Physical Postal Ballot Form and E Voting process

B. Results of Meeting				
Sr	Agenda	Resolution Required	Mode of Voting	Remarks
1.	Migration of Listing /Trading of Equity Shares of Company from NSE SME Platform i.e. (EMERGE) to the Main Board of NSE (Capital Segment).	Special	Through Physical Postal Ballot Form and E Voting process	Passed with requisite Majority

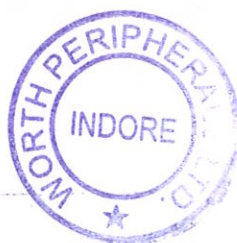


Revised

Worth Peripherals Limited

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 Tel: +91-731-2560267, 2560348 Fax: +91-731-2563425
 CIN Number: L67120MP1996PLC010808
 Website: www.worthindia.com

Item No.1		Migration of Listing /Trading of Equity Shares of Company from NSE SME Platform i.e. (EMERGE) to the Main Board of NSE (Capital Segment).						
Resolution required: Special								
Whether Promoter/Promoter Group are interested in the agenda/resolution: No								
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Voted (2)	% of Votes Voted on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on Votes Voted (6)= [(4)/(2)]*100	% of Votes against on Votes Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	11669000	0	0	0	0	0	0
	E-voting		10469000	89%	10469000	0	89%	0
	Total		10469000	89%	10469000	0	89%	0
Public-Institutions	Postal Ballot	0	0	0	0	0	0	0
	E-voting		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	Postal Ballot	4082000	3000	0.073%	3000	0	0.073%	0
	E-voting		136500	3.34%	136500	0	3.34%	0
	Total		139500	3.413%	139500	0	3.413%	0
TOTAL		15751000	10608500	67.35%	10608500	0	67.35%	0



Devi

SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg,

Janjeer Wala Square, Indore (M.P.) -452 003

Ph. 0731-4094803 Fax: 0731-2560690

Mob.94250-56686

E-mail : csshilpeshdalal@gmail.com

SCRUTINIZER'S REPORT

[Pursuant to applicable provisions of the Companies Act, 2013, Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
Worth Peripherals Limited
CIN: L67120MP1996PLC010808
Registered Office: 102, Sanskriti Appt.,
44, Saket Nagar, Indore (M.P.) 452018

Scrutinizer Report on Postal Ballot voting including e-voting in respect of passing of the resolutions contained in the Notice date January 17, 2020 through Postal Ballot

Dear Sir,

I, CS Shilpesh Dalal, Practicing Company Secretary, Indore, had been appointed as the Scrutinizer by the Board of Directors of **Worth Peripherals Limited** (hereinafter referred as "the Company") at Board meeting held on January 17, 2020, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing postal ballot process in a fair and transparent manner in respect of the resolution as mentioned in the Notice of Postal Ballot dated January 17, 2020 proposed to be passed by the shareholders of the Company. The voting process was held from January 30, 2020 at 9.00 am. to February 29, 2020 at 5.00 p.m. (hereinafter referred to as "the e-voting period").



Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirement of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the SEBI (Listing Obligation & Disclosure Requirements) Regulation 2015, (LODR), relating to Postal Ballot including e-voting for the resolutions stated in the Postal Ballot Notice.

Scrutinizer's Responsibility

My responsibility as a Scrutinizer is restricted to making a Scrutinizer's report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My Report is based on verification of data provided by National Securities Depository Limited from the e-voting system and postal ballot received through post till the time fixed for closing of the voting process i.e. till 05:00 pm on February 29, 2020.

I submit my report as under:

1. After the time fixed for closing of the e-voting, i.e. 05:00 pm on February 29, 2020, an electronic report of the e-voting was generated by me by accessing the data available from the Website www.evoting.nsdl.com of NSDL. Based on such reports generated by NSDL and relied upon by me, data regarding the e-voting was scrutinized on test check basis.
2. The Postal Ballot received by post by Company till the time fixed for closing of the Postal Ballot i.e. 05:00pm on February 29, 2020 were scrutinized and reconciled with the records maintained by the company and the Authorization lodge with the company on test check basis.

The results of the scrutiny of the above postal ballot voting including e-voting in respect of passing of the resolutions contained in postal ballot Notice, is as under:



Item No.1		Migration of Listing /Trading of Equity Shares of Company from NSE SME Platform i.e. (EMERGE) to the Main Board of NSE (Capital Segment).						
Resolution required: Special Whether Promoter/Promoter Group are interested in the agenda/resolution: No								
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Voted (2)	% of Votes Voted on Outstanding Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on Votes Voted (6)=[(4)/(2)]*100	% of Votes against on Votes Voted (7)=[(5)/(2)]*100
Promoter and Promoter Group	Postal Ballot	11669000	0	0	0	0	0	0
	E-voting		10469000	89%	10469000	0	89%	0
	Total		10469000	89%	10469000	0	89%	0
Public-Institutions	Postal Ballot	0	0	0	0	0	0	0
	E-voting		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public-Non Institutions	Postal Ballot	4082000	3000	0.073%	3000	0	0.073%	0
	E-voting		136500	3.34%	136500	0	3.34%	0
	Total		139500	3.413%	139500	0	3.413%	0
TOTAL		15751000	10608500	67.35%	10608500	0	67.35%	0



*I hereby confirm that the Special Resolution relating to Migration of Equity shares of the Company from Emerge Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited has been carried out in compliance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, wherein it states that:

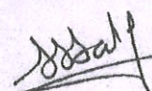
"An issuer, whose specified securities are listed on a SME Exchange and whose post-issue face value capital is more than ten crore rupees and up to twenty five crore rupees, may migrate its specified securities to the main board of the stock exchanges if its shareholders approve such a migration by passing a special resolution through postal ballot to this effect and if such issuer fulfils the eligibility criteria for listing laid down by the Main Board:

Provided that the special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal."

Notes:

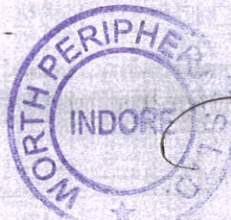
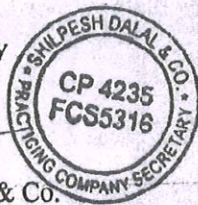
1. Based on the data furnished to me and verified by me as above, the aforesaid resolution contained in the postal ballot notice are passed with requisite majority of the shareholders as specified under the companies act, 2013.
2. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the chairman sign the minutes.

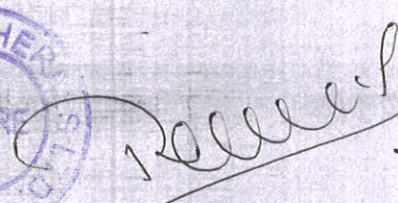
Thanking You
Yours Faithfully


Shilpesh Dalal & Co.
Practicing Company Secretaries
M.No. 5316
CP No.: 4235

UDIN: F005316A000585271

Date: -02/03/2020




Countersign by the chairman