



Date: 05.10.2021

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
Series: EQ

Subject: Submission of the Minutes of the 25th Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) held on 22nd September, 2021.

Dear Sir/Madam,

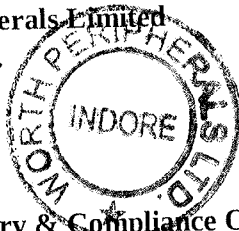
This is with reference to the Regulation 30(2) of SEBI (LODR) Regulations, 2015, we hereby submit the detailed Proceedings/Minutes of the 25th Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) held on 22nd September, 2021.

You are requested to please take on record the above mentioned document for your reference and further needful.

Thanking You,
Yours Faithfully,

For Worth Peripherals Limited

Ayushi Taunk
Company Secretary & Compliance Officer
M.NO.: ACS54236
Encl.: A/A



Worth Peripherals Limited

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E-mail: worth@worthindia.com, customercare@worthpack.in
Tel: +91-731-2560267, 2560348 Fax: +91-731-2563425
CIN Number: L67120MP1996PLC010808
Website: www.worthindia.com

HELD AT ON TIME

CERTIFIED TRUE COPY OF MINUTES OF 25TH ANNUAL GENERAL MEETING OF WORTH PERIPHERALS LIMITED HELD ON 22ND SEPTEMBER, 2021 (BEING GENERAL MEETING NO. 01/2021-22) THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) AT 4:00 PM AND CONCLUDED AT 4:25 PM

A1. PRESENT DIRECTORS

- | | | |
|------------------------------|---|------------------------------------|
| 1. Mr. Raminder Singh Chadha | - | On the Chair and Managing Director |
| 2. Mrs. Amarveer Kaur Chadha | - | Whole-time Director |
| 3. Mr. Jayvir Chadha | - | Whole-time Director |
| 4. Mr. Alok Jain | - | Independent Director |
| 5. Mr. Dilip Kumar Modak | - | Independent Director |
| 6. Ms. Palak Malviya | - | Independent Director |

A2. PRESENT IN ASSISTANCE:

- | | | |
|----------------------------------|---|--|
| 1. Mr. Mahesh Chandra Maheshwari | - | Chief Financial Officer |
| 2. Ms. Ayushi Taunk | - | Company Secretary & Compliance Officer |
| 3. Mr. Dharendra Mehta | - | Accounts Head |

A3. PRESENT ON INVITIES:

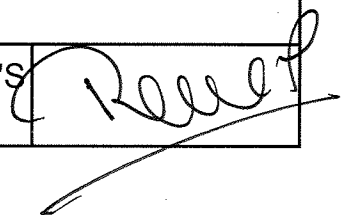
- | | | |
|------------------------|---|-------------------------------------|
| 1. Mr. Anil Khandelwal | - | Statutory Auditors |
| 2. Mr. Shilpesh Dalal | - | Secretarial Auditor and Scrutinizer |

A4. The Company Secretary informed that as all the directors were present at the meeting through video conferencing (VC) or other audio visual means (OAVM), so no leave of absence was granted to any director.

B. As per the Article 100 of Article of Association of the company, Mr. Raminder Singh Chadha, Chairman of the company occupied the chair and welcomed all the directors, members and invitees at the AGM.

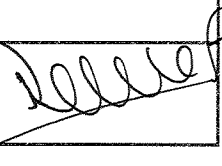
C. The Company Secretary informed that as per the provision of section 103 of the Companies Act, 2013, total 65 members were present in Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM). The chairman ordered to start the formal proceeding of the Meeting.

D. The Company Secretary informed that the members seeking to inspect Statutory Register can send their request to investors@worthindia.com.

CHAIRMAN'S
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- E. With the permission of the members the notice calling 25th Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) already circulated was taken as read. There has not any qualifications, observations, comments adverse remark etc. in the Statutory Auditors Report and Secretarial Auditors Report for Financial Year 2020-21, therefore with the permission of the members the same were taken as read.
- F. The Company Secretary further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, from 09:00 am on Sunday, 19th September, 2021 to 05:00 pm on Tuesday, 21st September, 2021 as stated in the Notice of AGM. The Members who attended the AGM and did not vote through e-voting earlier were provided with the e-voting facility during the meeting and post 30 minutes after the conclusion of the meeting to cast their votes.
- G. Mr. Raminder Singh Chadha, Chairperson of the Company then welcomed the Members who were present at the AGM and addressed the gathering. As part of the Chairperson's address, the Chairperson provided an update on the Company's performance during Financial Year 2020-21 in the current pandemic situation.
- H. The Company Secretary informed the Members that the Annual Report and the Notice convening the AGM through video conferencing (VC) or other audio visual means (OAVM) had been sent through electronic mode and also made available on the website of the Company and the website of the Stock Exchanges i.e. National Stock Exchange of India Limited.
- I. The Company Secretary further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote through the e-voting process conducted during the AGM and post 30 minutes of the AGM. The Board of Director in their Board Meeting held on 13th August, 2021 has appointed Mr. Shilpesh Dalal, Practicing Company Secretary (PCS) as the Scrutinizer of the Company for scrutinizing the e-voting of this AGM.
- J. The Chairperson further informed that the results would be declared within 2(two) working days from the conclusion of the AGM, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and National Securities Depository Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchanges.
- K. The following business items were transacted at the meeting and passed with requisite majority:

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Item No.1: Received, considered and adopted the Audited Standalone and Consolidated Financial Statements containing the Balance Sheet as at 31st March, 2021, the Statement of Profit & Loss and Cash Flow Statement for the Financial Year ended 31st March, 2021 and the Board Reports and Auditors Report thereon.

"RESOLVED THAT the Standalone and Consolidated Financial Statements for the financial year ended 2021 (including Balance-Sheet for the year ended 31st March, 2021 and Statement of Profit and Loss and Cash Flow Statement made for the period ending as on that date) and notes annexed therewith on that date along with Independent Auditors' Report on the Financial Statements and Directors' Report be and are hereby approved and adopted.

As per the voting declared by chairperson on 24th September, 2021 based on the Scrutinizer Report Dated 24th September, 2021, the ordinary Resolution was passed.

Item No. 2: Appointment of Director in place of Mr. Raminder Singh Chadha (DIN:00405932), who is liable to retire by rotation and being eligible, offer himself for re-appointment.

"RESOLVED THAT subject to the provisions of section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Raminder Singh Chadha (DIN: 00405932) Director of the Company, who is liable to retire by rotation offered himself for re-appointment, be and is hereby considered by the members of the Company at the Annual General Meeting."

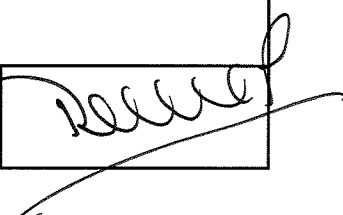
As per the voting declared by chairperson on 24th September, 2021 based on the Scrutinizer Report Dated 24th September, 2021, the ordinary Resolution was passed.

Item No. 3: Declared of Final Dividend of for the Financial Year 2020-21.

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Shareholders of the Company do and hereby Declare a dividend of Rs. 1 (10 %) per share out of the current profits of the year on 15751000 Equity shares to those shareholders whose names stand in the register of members as on record date."

"RESOLVED FURTHER THAT the Final Dividend for the Financial Year 2020-21 not be paid to those members who have waived their right to receive the Final Dividend."

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“RESOLVED FURTHER THAT Mr. Raminder Singh Chadha (DIN:00405932) Chairman & Managing Director and/or Mr. Jayvir Chadha (DIN:02397468), Whole-Time Director and/or the Company Secretary be and are hereby authorized severally to deposit the dividend amount within 5 days from the date of declaration to a separate bank account opened for that purpose and to comply with any other legal requirement in this regard including taking all necessary steps to ensure remittance of the dividend amount to the shareholders after complying with applicable Tax provisions, if any.”

As per the voting declared by chairperson on 24th September, 2021 based on the Scrutinizer Report Dated 24th September, 2021, the ordinary Resolution was passed.

Item No. 4: Confirmed the appointment of Mr. Alok jain (Din -09209326) as a Non-executive Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI LODR Regulations”), pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Alok Jain (DIN-09209326), who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 21st June, 2021 and in respect of whom the Company has received a notice in writing from a member proposing a candidature for the office of Director in terms of section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a terms of Five (5) consecutive years upto 20th June, 2026 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197, Schedule V and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time in force) Mr. Alok Jain (DIN:09209326) be paid such fees and remuneration and profit related commission as the Board may approve from time to time and subject to such limits prescribed or as may be prescribed from time to time.”

As per the voting declared by chairperson on 24th September, 2021 based on the Scrutinizer Report Dated 24th September, 2021, the Special Resolution was passed

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Item No. 5: Considered the re-appointment of Mr. Dilip Kumar Modak (DIN: 07750172) as an Independent Director of the Company to hold office for a second term from 14th May, 2022 to 13th May, 2027.

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mr. Dilip Kumar Modak (DIN: 07750172) who was appointed as an Independent Director and who holds office upto 14th May, 2022 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term up to 13th May, 2027.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

As per the voting declared by chairperson on 24th September, 2021 based on the Scrutinizer Report Dated 24th September, 2021, the Special Resolution was passed

Item No. 6: Considered the re-appointment of Mrs. Palak Malviya (DIN: 07795827) as an Independent Director of the Company to hold office for a second term from 14th May, 2022 to 13th May, 2027.

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), Mrs. Palak Malviya (DIN: 07795827) who was appointed as an Independent Director and who holds office upto 14th May, 2022 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term up to 13th May, 2027.”

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“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”

As per the voting declared by chairperson on 24th September, 2021 based on the Scrutinizer Report Dated 24th September, 2021, the Special Resolution was passed.

- I. The Chairperson further informed e-voting facility would remain open for 30 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.
- M. Mr. Raminder Singh Chadha, Chairperson of the Company thanked the Members and the AGM was concluded at 4:25 PM.
- N. Thereafter, the voting process was concluded.



PLACE: INDORE
DATE: 30TH SEPTEMBER, 2021

RAMINDER SINGH CHADHA
CHAIRMAN OF THE MEETING
DIN: 00405932

The aforesaid Minutes were recorded and signed in the Minutes Book of the Member’s General Meeting on 1st October, 2021, at Indore.

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