



WORTH PERIPHERALS LIMITED

Regd. Office: 102, Sanskriti Apartment 44, Saket Nagar, Indore - 452018 (M.P.) India

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Date: 14th September, 2018

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

Subject: Submission of the Minutes of the 22nd Annual General Meeting held on 30th August, 2018.

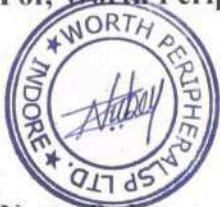
Dear Sir/Madam,

This is with reference to the Regulation 30(2) of SEBI (LODR) Regulations, 2015, we hereby submit the detailed Proceedings / Minutes of the 22nd Annual General Meeting of the Company held on Thursday, 30th August, 2018.

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



Neetu Dubey

Company Secretary & Compliance Officer

Encl.: a/a

HELD AT ON TIME

TIME OF COMMENCEMENT OF MEETING: 4.00 PM

TIME OF CONCLUSION OF MEETING: 4.45 PM

MINUTES OF THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF WORTH PERIPHERALS LIMITED (BEING GM / 1-2018) HELD ON THE 30TH DAY OF AUGUST, 2018 AT SAPPHIRE HALL, SAYAJI HOTELS LIMITED SITUATED AT SCHEME NO. 54, H/1, VIJAY NAGAR, INDORE - 452010 (M.P.) AT 04.00 P.M.

A. DIRECTORS PRESENT:

S. No.	Name	Capacity
1.	Mr. Raminder Singh Chadha	Chairman & Managing Director
2.	Mrs. Amarveer Kaur Chadha	Whole Time Director
3.	Mr. Jayvir Chadha	Whole Time Director
4.	Mr. Dilip Burad	Independent Director and Chairman of Audit & NR Committee
5.	Mr. Dilip Kumar Modak	Independent Director
6.	Mrs. Palak Malviya	Independent Director

A.1. PRESENT FOR ASSISTANCE:

7. Mr. Mahesh Chandra Maheshwari - CFO
 8. CS Ms. Neetu Dubey – Company Secretary
 9. CA Mr. Dharendra Mehta – Chartered Accountant

A.2. PRESENT ON INVITATION:

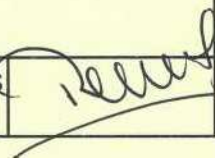
10. CA Mr. Manoj Gupta – Statutory Auditor
 11. CS Mr. Kaushal Kumar Agrawal – Secretarial Auditor
 12. CS Ms. Vandana Jain – PCS and Scrutinizer

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

The Company Secretary informed that as per the provisions of section 103 of The Companies act, 2013, 16 (SIXTEEN) members, which were more than the requisite quorum of 5 members, were present. The chairman ordered to start the formal proceedings of the meeting.

C. As all the Directors, Auditors of the Company were present hence there was no question of granting of any leave of absence.

CHAIRMAN'S
INITIALS



HELD AT ON TIME

D. The Register of Members and Register of director's shareholding were open for inspection by the members present at the meeting till the conclusion of meeting.

E. With the permission of the Members the notice of the 22nd Annual General Meeting already circulated was taken as read. There are no qualifications, observations, comments adverse remark etc. in the Statutory Auditors Report and Secretarial Auditors Report for Financial Year 2017-18 and therefore with the permission of the members the same were taken as read.

The Company Secretary informed that In terms of provision of section 108 of the Companies Act, 2013 read with Companies (management and Administration) Amendment Rules, 2015, the Company was not required to follow provisions of e-voting therefore voting shall be by show of hands for the each item of the notice, every member present has right to cast only one vote and proxies cannot vote.

F. With the permission of the chairman the Company Secretary requested the Members to consider and approve the Ordinary and businesses as mentioned in the Notice of the AGM from Item No. 01 to 05 one by one and therefore she read the following Agenda Items as

1. AGENDA ITEM NO. 1

To consideration and adoption of the Standalone and Consolidated Audited Financial Statements, Reports of Board of Directors and Auditors for the year 2017-18 for the ended on 31st March, 2018.

The meeting was open for discussion. The Statutory auditors, Secretarial Auditors, Chairman of the Audit Committee were also present at the discussion.

The Shareholders also considered the Standalone and Consolidated Financial Statements (including Balance-Sheet dated 31st day of March, 2018 and Statement of Profit and Loss made for the year ending on that date) & Independent Auditors' Report thereon and Directors' Report attached therewith, including Notes annexed therewith on that date.

The Chairman answered various queries raised by the Member and appreciation of the members on the working and affairs were also accepted.

Mr. Sandeep Purohit (Client Id-202620000233892) proposed and Mr. Nilesh Kumar Dinnkarai Shukla (Client Id-1202620000236515) seconded the following resolution as an ordinary resolution:

"RESOLVED THAT the Standalone and Consolidated Financial Statements for the financial year ended 2018 (including Balance-Sheet for the year ended 31st March, 2018 and Statement of Profit and Loss 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.

On being put to vote the results of the voting was as under:

CHAIRMAN'S
INITIALS

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HELD AT ON TIME

Nature of Resolution : Ordinary

Mode of Voting	Members Present as person	Member voted in Favour of	Member voted Against	Member expressed no opinion
Show of hands	16 Sixteen	16	Nil	Nil

The chairman declared the ordinary resolution adopted unanimously.

2. AGENDA ITEM NO. 2

Re-appointment of Shri Raminder Singh Chadha (DIN: 00405932) director, who was liable to retire by rotation and being eligible, offered himself for re-appointment.

Mr. Abhay Baiwar (Client Id-1202620000236270) proposed and Mr. Hiteshkumar Parmar (Client Id-1202620000233645) seconded the following resolution as an ordinary resolution

"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."

On being put to vote the results of the voting was as under:

Nature of Resolution : Ordinary				
Mode of Voting	Members Present as person	Member voted in Favour of	Member voted Against	Member expressed no opinion
Show of hands	16 Sixteen	15	Nil	1

The chairman declared the ordinary resolution adopted unanimously.

3. AGENDA ITEM NO. 3

Approval of the Members under Section 94 of the Companies Act, 2013 to keep Company's Register of Members and other statutory documents and record at the Registered officer and/or with RTA of the Company.

Mr. Prashant Gour (Client Id-1201700000320657) proposed and Mr. Subhash Patel (Client Id-1202620000233607) seconded the following resolution as special resolution:-

CHAIRMAN'S
INITIALS

[Signature]

HELD AT ON TIME

"RESOLVED THAT pursuant to section 94 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act") approval of the Shareholders be and is hereby accorded to keep the Company's Register of Members, the Index of Members, the Register and copies of all its annual returns prepared under sections 92 and other applicable provisions, if any, of the act together with the copies of certificates and documents required to be annexed thereto under Section 92 of the Act, at other than the place of the Registered Office of the Company and to be maintained by Bigshare Services Pvt. Ltd., Registrar and Share Transfer Agent of the Company, situated at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059, Maharashtra."

On being put to vote the results of the voting was as under:

Nature of Resolution : Special				
Mode of Voting	Members Present as person	Member voted in Favour of	Member voted Against	Member expressed no opinion
Show of hands	16 Sixteen	16	Nil	Nil

The chairman declared the special resolution adopted unanimously.

4. AGENDA ITEM NO. 4

Approval of the Members under section 20 of the Companies Act, 2013 to charge a sum equivalent to the estimated actual expenses of delivery of documents through a particular mode, if any request has been made by such member for delivery of such documents to him.

Mr. Mahesh Chandra Maheshwari (Client Id - IN30177413862607) proposed and Mr. Mukesh Kumar Jain (Client Id - 1204330000013878) seconded the following resolution as an ordinary resolution:-

"RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to the Board of directors or the person authorized by the Board charge from Shareholder(s) fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such Shareholder(s) for delivery of such document(s) to him through such mode of service as required and the same be provided upon such request in writing along with the requisite fee if has been duly received by the Company at least one week in advance of the dispatch of the document by the Company."

On being put to vote the results of the voting was as under:

Nature of Resolution : Ordinary				
Mode of Voting	Members Present as person	Member voted in Favour of	Member voted Against	Member expressed no opinion

CHAIRMAN'S
INITIALS

[Signature]

HELD AT ON TIME

Show of hands	16 Sixteen	16	Nil	Nil
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The chairman declared the ordinary resolution adopted unanimously.

5. AGENDA ITEM NO. 5

Alteration of Articles of Association of the company by insertion of Article 164A after the existing Article 164

Mr. Sandeep Purohit (Client Id-202620000233892) proposed and Mr. Jyotir Jayesh Vyas (Client Id-1202620000233567) seconded the following resolution as special resolution:-

***"RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, the existing Articles of Association of the company be and are hereby altered in such manner and up to the extent as follows:*

After the existing Article 164 of the Articles of Association of the company, following new Article being Article No 164A be and is hereby added:

***164A** "Notwithstanding anything contained in these Articles of Association of the Company, but subject to the provisions of the Act and all other applicable Rules of the statutory authorities and the Rules framed by the Board of Directors of the Company in this behalf as amended from time to time by the Board, it shall be open for the Shareholders of the Company who hold the equity shares in the Company to waive/forgo his/their right to receive the dividend (interim or final) by him/them for any financial year which may be declared or recommended respectively by the Board of Directors of the Company. The waiver/forgoing by the Shareholders, his/their right to receive the dividend (interim or final) by him/them under this Article shall be irrevocable immediately after the record date / book closure date fixed for determining the names of Shareholders entitled for dividend. The Company shall not be entitled to declare or pay and shall not declare or pay dividend on equity shares to such Shareholders who have waived/forgone his/their right to receive the dividend (interim or final) by him/ them under this Article."*

On being put to vote the results of the voting was as under:

Nature of Resolution : Special				
Mode of Voting	Members Present as person	Member voted in Favour of	Member voted Against	Member expressed no opinion
Show of hands	16 Sixteen	16	Nil	Nil

The chairman declared the special resolution adopted unanimously.

CHAIRMAN'S
INITIALS

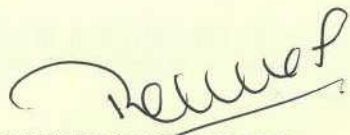
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HELD AT ON TIME

G. VOTE OF THANKS

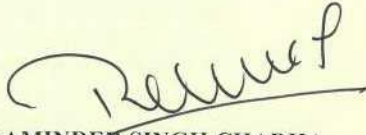
There being no other business, to be transacted, meeting concluded with the vote of thanks to the chair.

PLACE: Indore
DATE: 1st September, 2018


RAMINDER SINGH CHADHA
CHAIRMAN OF THE MEETING
DIN: 00405932

The aforesaid Minutes were recorded in the Minutes Book of the Member's General Meeting on 1st September, 2018.

PLACE: Indore
DATE: 1st September 2018


RAMINDER SINGH CHADHA
CHAIRMAN OF THE MEETING
DIN: 00405932

CHAIRMAN'S
INITIALS

