



WORTH PERIPHERALS LIMITED

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

CIN: L67120MP1996PLC010808

Phone: 0731-2560267, 2560348 Telefax: +91-731-2563425

E-mail: investors@worthindia.com, Website: www.worthindia.com

Date: 16th March, 2026

To, Listing Department, National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051 Symbol: WORTHPERI	To, Corporate Relationship Department, BSE Limited, Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 Scrip Code: 544577
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SUBJECT: DISCLOSURE UNDER REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 - NOTICE FOR OBTAINING APPROVAL FROM MEMBERS THROUGH POSTAL BALLOT

Dear Sir/Madam,

This is to inform that, the Board of Directors, at their Meeting held on 11.03.2026 have approved the notice for obtaining approval from Members of the Company through Postal Ballot exclusively by way of remote electronic voting process;

Further in accordance with the circulars of Ministry of Corporate Affairs, the aforesaid Notice has been sent only by email to all the Members who have registered their email addresses with Bigshare Services Private Limited (Registrar and Share Transfer Agent of the Company, "RTA") and/or their respective Depository Participant(s) and whose names was recorded in the Register of Members/ Beneficial Owners as on the Cut-off date i.e. Friday, March 13, 2026.

We further inform that, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL"), for the purpose of providing remote e-voting facility to its Members. The remote e-voting shall commence on Wednesday, 18th March, 2026 at 09:00 A.M. (IST) and ends on Thursday, 16th April, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL thereafter.

The copy of Postal Ballot notice along with Explanatory Statement is attached herein. Further, the Postal Ballot Notice is also available on the Company's website viz. <https://worthindia.com/> and the same is also available on the website of CDSL on <https://www.evotingindia.com/>, which is engaged for providing the remote e-voting facility.

We request you to take this information on your records.

Thanking you,
Yours faithfully

For, WORTH PERIPHERALS LIMITED

Tushar Batham
Company Secretary and Compliance Officer

Encl.: a/a



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Notice of Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and applicable Circulars issued by Ministry of Corporate Affairs, Government of India, from time to time

Dear Member(s),

NOTICE is hereby given to the Members of Worth Peripherals Limited ("Company"), pursuant to the provisions of Sections 110, 108 and other applicable provisions, if any, of the Companies Act, 2013, as amended ("Act"), read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules"), and in compliance with the general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 and subsequent circulars in this regard, (including circular no. 03/2025 dated September 22, 2025), issued by the Ministry of Corporate Affairs, Government of India, as amended, modified and supplemented from time to time (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2"), as amended, issued by the Institute of Company Secretaries of India, and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolutions as set out in this Notice, are proposed to be passed by the members of the Company through postal ballot only by way of voting through electronic means ("remote e-voting") for the following business:

S. No.	Particular
1.	To Re-appoint Smt. Amarveer Kaur Chadha (DIN:00405962) as Whole-Time Director of the Company for the period of Three (3) years with effect from 01 st June, 2026 to 31 st May, 2029
2.	To approve the payment of fees or compensation in excess of permissible limits specified under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 payable to Executive Directors who are Promoters or Members of the Promoter Group.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof forms part of this postal ballot notice ("Notice" or "Postal Ballot Notice").

In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only in electronic mode to those Members whose e-mail IDs are registered with the Bigshare Services Private Limited (Registrar and Share Transfer Agent of the Company, "RTA") and/or their respective Depository Participant(s) and whose names was recorded in the Register of Members/Beneficial Owners as on the **Cut-off date i.e. Friday, March 13, 2026**. Accordingly, physical copy of the Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope are not being sent to the Members. If your e-mail address is not registered with the Company and/or RTA and/or their



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respective depository participant(s), please follow the process provided in the notes to receive this Postal Ballot Notice and login ID and password for remote e-voting.

In compliance with the provisions of the Act read with the Rules, MCA Circulars, Listing Regulations, SS-2 and other applicable laws, the Company has provided remote e-voting facility to its Members to cast their votes electronically. The Company has engaged CDSL for facilitating remote e-voting. The members are requested to give their assent/ dissent only through the remote e-voting system. The detailed instructions to cast the vote through remote e-voting forms part of the 'notes' section to this Notice.

The remote e-voting shall commence on Wednesday, 18th March, 2026 at 09:00 A.M. (IST) and ends on Thursday, 16th April, 2026 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL thereafter.

The Board of Directors of the Company, at their meeting held on March 11, 2026, had appointed M/s. Anjesh Jain & Co. (C. P. No. 27029, ACS: 54745), Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot, through the e-voting process, in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Based on the Scrutinizer's report, the results of remote e-voting will be declared within two (2) working days from the conclusion of remote e-voting period. The result along with Scrutinizer's report shall be forwarded to BSE Limited and National Stock Exchange of India Limited, where the Company's shares are listed and shall also be made available on the website of the Company at <https://worthindia.com/> and on the website of CDSL at <https://www.evotingindia.com/>.

SPECIAL BUSINESS:

1. To Re-appoint Smt. Amarveer Kaur Chadha (DIN:00405962) as the Whole-Time Director of the Company for the period of Three (3) years with effect from 01st June, 2026 to 31st May, 2029:

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 Sections 152, 196, 197, 198 and 203 read with Schedule V and Articles of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force) read along with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“SEBI Listing Regulations”) and other Securities Law provisions (Including any statutory modification or re-enactment(s) thereof for the time being in force), the approval of the members of the Company be and are hereby accorded to approve the terms of re-appointment of Mrs. Amarveer Kaur Chadha (DIN: 00405962) as a Whole Time Director of the Company, for a period of 3 (Three) years with effect from 01st June, 2026 to 31st May, 2029 as recommend/approved by the Nomination & Remuneration Committee and Board of Directors at their meeting held on 11th March, 2026 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or



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remuneration as it may deem fit and as may be accepted to Mrs. Amarveer Kaur Chadha (DIN: 00405962), subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

2. To approve the payment of fees or compensation in excess of permissible limits specified under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 payable to Executive Directors who are Promoters or Members of the Promoter Group.

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

“RESOLVED THAT pursuant to the Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“SEBI Listing Regulations”), the approval of the Members of the Company be and is hereby accorded for the payment of fees or compensation payable to Executive Directors who are Promoters or Members of The Promoter Group in following manner:

- (i) the annual remuneration payable to such Executive Director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity.

RESOLVED FURTHER THAT, pursuant to explanation as mentioned in the Regulation 17(6) (e) of the SEBI Listing Regulations, the net profits shall be calculated as per section 198 of the Companies Act, 2013;

RESOLVED FURTHER THAT, the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the above resolution.”

Place: Indore

Date: 11th March, 2026

CIN: L67120MP1996PLC010808

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Nagar, Indore (M.P.) 452018 India**

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**By Order of the Board of Directors
For, Worth Peripherals Limited**

**S/d
Tushar Batham
Company Secretary and Compliance Officer
M.No.: A72645**



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Notes:

1. Statement pursuant to Section 102(1) and 110 of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names registered in the Register of Members/Register of Beneficial Owners maintained by Bigshare Services Private Limited (Registrar and Share Transfer Agent of the Company, "RTA") and/or their respective depository participant(s), on Friday, 13 March, 2026 ("cut-off date") and whose e-mail address is registered with the Company and/or RTA of the Company and/or List of Beneficial Owners maintained by their respective depository participant(s). Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The same will also be available on the Company's website at <https://worthindia.com/>, websites of the Stock Exchange at www.bseindia.com and on the website of CDSL at <https://www.evotingindia.com/>.
3. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, M/s. Bigshare Services Private Limited, by clicking the link: <https://www.bigshareonline.com/>. Post successful registration of the e-mail, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, Member may write to investors@worthindia.com and a copy to be marked to cs@worthindia.com.
4. It is clarified that for permanent registration of e-mail address, the Members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings, if any with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.
5. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the Member. The voting rights of the Members shall be in proportion to the percentage of paid-up share capital of the Company held by them
6. In case of joint holders, the Member whose name appears as the first holder in the order of names, as per the register of members/list of beneficial owners of the Company will be entitled to vote.
7. All the material documents referred to in the explanatory statement will be available for inspection on the website of the Company until the last date for receipt of votes through the e-voting process.
8. Once the vote is cast, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.



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9. The Resolutions, if passed by requisite majority, shall be deemed to be passed on the last date specified for remote e-voting i.e. on Thursday, 16th April, 2026.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Wednesday, 18th March, 2026 at 09:00 A.M. (IST) and ends on Thursday, 16th April, 2026 at 5:00 P.M. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13/03/2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.



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Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) 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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting



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	<p>service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is 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.jsp</p> <p>3) 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. 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



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Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 21 09911
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.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



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	<ul style="list-style-type: none">Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.



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- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@worthindia.com and a copy to be marked to cs@worthindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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 RTA email id marketing@bigshareonline.com or investor@bigshareonline.com and copy to be marked to cs@worthindia.com and investors@worthindia.com.



WORTH PERIPHERALS LIMITED

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

CIN: L67120MP1996PLC010808

Phone: 0731-2560267, 2560348 Telefax: +91-731-2563425

E-mail: investors@worthindia.com, Website: www.worthindia.com

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

Place: Indore

Date: 11th March, 2026

CIN: L67120MP1996PLC010808

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**By Order of the Board of Directors
For, Worth Peripherals Limited**

S/d

Tushar Batham

Company Secretary and Compliance Officer

M.No.: A72645



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Explanatory Statement

Item No. 1: To Re-appoint Smt. Amarveer Kaur Chadha (DIN:00405962) as Whole-Time Director of the Company for the period of Three (3) years with effect from 01st June, 2026 to 31st May, 2029:

Smt. Amarveer Kaur Chadha (DIN:00405962), Promoter Director of the Company, was re-appointed as a Whole-Time Director of the Company w.e.f. 01st June, 2023 for a period of 3(Three) Years. The present tenure for the appointment of Smt. Amarveer Kaur Chadha will be expiring on 31st May, 2026 and in accordance with Section 196 of the Companies Act, 2013, the Board at its meeting held on 11th March, 2026 and on the recommendation of the Nomination and Remuneration Committee at their meeting held 11th March, 2026 has proposed to re-appointment Smt. Amarveer Kaur Chadha as Whole-Time Director of the Company subject to the approval of Members of the Company by passing an Ordinary Resolution, for a period of three years commencing from 01st June, 2026 to 31st May, 2029 at such remuneration as may be agreed between the Board and the Director being re-appointed, in accordance with provision of Section 197 read with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Brief particulars pertaining to Remuneration, perquisites and benefits of Smt. Amarveer Kaur Chadha is given below:

- Salary at the rate of Rs. 4,00,000/- (Rupees Four Lacs only) per month which may be reviewed by the Board, subject to the limits prescribed under Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013, and applicable SEBI Regulations.
- Perquisites and Other Retirements Benefits as per the Company Policy and applicable regulatory requirements.

Smt. Amarveer Kaur Chadha and her relatives are interested in this resolution set out at Item No. 1 of the Notice with regard to her reappointment.

Save and except the above none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way concerned or interested, financially or otherwise in the aforementioned resolution.

Item No. 2: To approve the payment of fees or compensation in excess of permissible limits specified under Regulation 17(6)(e) of SEBI (LODR) Regulations, 2015 payable to Executive Directors who are Promoters or Members of the Promoter Group

As per the Regulation 17(6)(e) of the SEBI (LODR) (Amendment) Regulations, 2015, the fees or compensation payable to Executive Directors who are Promoters or Members of the Promoter Group, shall be subject to the approval of the Shareholders by special resolution in a general meeting, if-

- (i) the annual remuneration payable to such Executive Director exceeds 5 crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such Director, the aggregate annual remuneration to such Directors exceeds 5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013.



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At present, there are three Executive Directors who are Promoters, on the Company's Board, Shri Raminder Singh Chadha Executive - Chairman and Whole Time Director, Smt. Amarveer Kaur Chadha Executive - Whole Time Director and Shri Jayvir Chadha Executive - Managing Director.

The Shareholders had approved remuneration payable to them within the limits as prescribed as per the Companies Act, 2013, while approving their respective appointments.

In the case of remuneration that may be paid to any executive directors who are promoters, in any year during his/her tenure, which may be exceed as per the abovementioned limit, prior approval of shareholders shall be required for the payment of such remuneration.

Further it is reiterated that as per the proviso of Regulation 17(6)(e) approval of the Shareholders shall be in force till the expiry of the term of such Director(s).

The Board of Directors of the Company at their meeting held on 11th March, 2026 and based on the recommendation of the Nomination and Remuneration Committee in their meeting held 11th March, 2026 approved the above proposal after considering the contributions made by the Executive Directors.

The above approvals being sought for from the Shareholders are only enabling approvals as permitted and provided for under the ambit of existing applicable regulations governing Executive Director's remuneration. There is no change as such in the existing remuneration arrangements and the current remuneration policy for Executive Directors as featuring in the Corporate Governance section of the Annual report continues to be in place. Also, as a regular process, the Nomination and Remuneration Committee reviews various external and internal factors which have a bearing on Executive Directors remuneration, while finalising the annual compensation which comprises of both fixed pay and variable pay components for all Executive Directors, such as performance of the Company as compared to annual operating plans, performance as measured against key performance indicators specific to each Executive Director's area of expertise apart from prevailing market norms and trends as regards executive Directors' compensation.

The Board recommends the resolutions set out at Item No. 2 of the Notice for approval by the Members via Special Resolution.

Except Shri Raminder Singh Chadha Executive - Chairman and Whole Time Director, Smt. Amarveer Kaur Chadha Executive - Whole Time Director and Shri Jayvir Chadha Executive - Managing Director and their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Place: Indore

Date: 11th March, 2026

CIN: L67120MP1996PLC010808

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**By Order of the Board of Directors
For, Worth Peripherals Limited**

**S/d
Tushar Batham
Company Secretary and Compliance Officer
M.No.: A72645**



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Details as required to be furnished under the Secretarial Standard-2 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) with respect to appointment or re-appointment of a Director

Name of Director	Smt. Amarveer Kaur Chadha
DIN	00405962
Age	61
Designation	Whole-Time Director
Initial Date of Appointment	07.07.2004
Brief Profile and Expertise /Experience in specific functional areas	Smt. Amarveer Kaur Chadha is the Promotor of the Company since inception and has a more than 19 years' experience in Human Resources Department. Her leadership and expertise have significantly contributed to the Company's growth and employee development.
Qualification	Masters of Arts & Bachelor of Law (Honours)
Inter se relations with other Directors and KMP	Shri Raminder Singh Chadha - Spouse Shri Jayvir Chadha - Son
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	As mentioned in the Item No.1 Explanatory Statement
Last Drawn remuneration (F.Y. 24-25)	Rs. 48 Lakhs
Number of Meetings of the Board attended during the year (F.Y. 25-26) till date	8 Board Meetings
No. & % of Shares held in the Company	37,40,000 i.e. 23.74%
Other Directorships	Worth Wellness Private Limited
Other Membership/ Chairmanship of Committees of Other Boards	Nil
Listed entities from which the person has resigned in the past three years	Nil

Place: Indore

Date: 11th March, 2026

CIN: L67120MP1996PLC010808

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