



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: August 16, 2024

To,
The Manager,
Corporate Listing Department.
National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor Plot No.C-1, Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051
Symbol: WORTH

Dear Sir(s)/Madam(s),

Ref.: Company Code: NSE Symbol: WORTH

Sub: Voting Results of the 28th Annual General Meeting under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

We wish to inform you that the 28th Annual General Meeting (AGM) of the Company was held on Friday, August 16, 2024 at 02:00 p.m. through Video Conference ('VC') / Other Audio Visual Means ('OAVM'), in accordance with the Circulars issued by the Ministry of Corporate Affairs vide General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 read with other subsequent circulars, the latest being, General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 read with other subsequent circulars, the latest being, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 in relation to 'Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (collectively referred to as "**SEBI Circulars**")', to transact the business as stated in the AGM Notice. The venue of the meeting was deemed to be the Registered Office of the Company.

As per Section 108 of the Companies Act, 2013 ('**the Act**'), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and all other applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), and in terms of MCA and SEBI Circulars, the Company had provided to its Members the facility to cast their votes by electronic means on all the resolutions, as stated in the notice of the 28th AGM. Since voting by show of hands was not permissible as per the Act, at the 28th AGM, the Chairman ordered for a poll for voting on all the resolutions and voting through poll was conducted by electronic means. As per the provisions of the Act, the Members who had already voted through Remote E-voting, would not vote on Poll at the AGM.

The Board of Directors had appointed Mr. Anjesh Jain, Practicing Company Secretary (C. P. No. 27029 and Membership No: ACS 54745), proprietor of M/s. Anjesh Jain & Co., as a Scrutinizer to scrutinize the Remote E-voting process in a fair and transparent manner. The Chairman appointed Mr. Anjesh Jain, Practicing Company Secretary (C. P. No. 27029 and Membership No: ACS 54745), proprietor of M/s. Anjesh Jain & Co. and as the Scrutinizers to conduct the Poll process at the 28th AGM in a fair and transparent manner.



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The Scrutinizers issued Combined Scrutinizers' Report on the Remote E-voting and on the Electronic Poll taken at the AGM on all the resolutions contained in the notice of the 28th AGM of the Company. Report of Scrutinizers was furnished on August 16, 2024.

Mode of voting for all the resolutions at the 28th AGM: The remote e-voting was conducted between Tuesday, August 13, 2024 (09:00 a.m.) to Thursday, August 15, 2024 (05:00 p.m.) and e-poll was taken at the AGM.

Pursuant to the Regulation 44 of the Listing Regulations, please find attached herewith the voting results of the 28th AGM of the Company held on Friday, August 16, 2024.

As per the Scrutinizers' Report, all the resolutions as set out in the Notice of the 28th AGM have been approved by the Members of the Company with requisite majority. The details of the resolutions passed at the 28th AGM are given in the table below:

Res. No.	Particulars	Nature of Business	Type of Resolution
1 (a)	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the Change in Equity, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board and Auditors' thereon.	Ordinary	Ordinary
1 (b)	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, the Change in Equity, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board and Auditors' thereon.	Ordinary	Ordinary
2	To appoint a Director in place of Mr. Raminder Chadha (DIN:00405932), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers himself for re-appointment.	Ordinary	Ordinary
3	To declare a Final Dividend of Re. 01 (Rupees One only) per Equity Share of face value of Rs. 10 (Rupees Ten) each for the Financial Year 2023-24.	Ordinary	Ordinary
4	To consider the appointment of M/s Maheshwari & Gupta, Chartered Accountants, Indore (M.P) (Firm Registration Number: 006179C) as statutory auditors of the company in place of M/s Khandelwal & Jhaver, Chartered Accountants, Indore (M.P) (Firm Registration Number: 003923C), the retiring statutory auditors of the company.	Ordinary	Ordinary
5	To approve continuation of Mr. Dilip Modak (DIN: 07750172) as a Non-Executive Independent Director of the Company beyond the age of 75 years.	Special	Special



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Aforesaid Voting Results are declared on August 16, 2024 and posted on the website of the Company, www.worthindia.com, along with the Scrutinizers' Reports.

Please also find attached herewith the following:

- Voting results as per the Regulation 44 of the Listing Regulations [voting results is combined result of Remote E-voting (Section 108 of the Act) and E-Poll at the AGM (Section 109 of the Act)].
- Combined Scrutinizers' Report on the remote e-voting and voting on E-poll at the 28th AGM.

In the aforesaid result and Report, brief description of resolutions has been given. Kindly refer to the notice of the 28th AGM for the complete resolutions. The aforesaid documents are also posted on the website of the Company: www.worthindia.com

Yours faithfully,

For Worth Peripherals Limited,

Raminder

Singh Chadha

Digitally signed by
Raminder Singh
Chadha
Date: 2024.08.16
20:02:04 +05'30'

Raminder Singh Chadha

Chairman of 28th AGM and Managing Director

(DIN: 00405932)

Place: **Indore**

Encl: As above



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Voting Results of the 28th Annual General Meeting as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	August 16, 2024
Total Number of Shareholders on Record Date	7845
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	0
Public	0
No. of Shareholders attended the meeting through video conferencing:	
Promoters and Promoter Group	5
Public	63

Yours faithfully,

For Worth Peripherals Limited,

Raminder
Singh
Chadha

Digitally signed by
Raminder Singh
Chadha
Date: 2024.08.16
20:02:19 +05'30'

Raminder Singh Chadha

Chairman of 28th AGM and Managing Director

(DIN: 00405932)

Place: **Indore**



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Agenda 1 (a): To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the Change in Equity, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board and Auditors' thereon.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11735450	11735450	100.0000	11735450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11735450	100.0000	11735450	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	245792	245342	99.8169	245338	4	99.8153	0.0016
	Poll		450	0.1831	450	0	0.1831	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		245792	100.0000	245788	4	99.9984	0.0016
Total		11981242	11981242	100.00	11981238	4	99.9984	0.0016

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Agenda 1 (b): To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, the Change in Equity, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board and Auditors' thereon.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11735450	11735450	100.0000	11735450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11735450	100.0000	11735450	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	245792	245342	99.8169	245338	4	99.8153	0.0016
	Poll		450	0.1831	450	0	0.1831	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		245792	100.0000	245788	4	99.9984	0.0016
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Agenda 2: To appoint a Director in place of Mr. Raminder Chadha (DIN:00405932), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers himself for re-appointment.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11735450	11735450	100.0000	11735450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11735450	100.0000	11735450	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	245792	245342	99.8169	245336	6	99.8145	0.0024
	Poll		450	0.1831	450	0	0.1831	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		245792	100.0000	245786	6	99.9976	0.0024
Total		11981242	11981242	100.00	11981238	4	99.9976	0.0024

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Agenda 3: To declare a Final Dividend of Re. 01 (Rupees One only) per Equity Share of face value of Rs. 10 (Rupees Ten) each for the Financial Year 2023-24.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11735450	11735450	100.0000	11735450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11735450	100.0000	11735450	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	245792	245342	99.8169	245338	4	99.8153	0.0016
	Poll		450	0.1831	450	0	0.1831	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		245792	100.0000	245788	4	99.9984	0.0016
Total		11981242	11981242	100.00	11981238	4	99.9984	0.0016

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Agenda 4: To consider the appointment of M/s Maheshwari & Gupta, Chartered Accountants, Indore (M.P) (Firm Registration Number: 006179C) as statutory auditors of the company in place of M/s Khandelwal & Jhaver, Chartered Accountants, Indore (M.P) (Firm Registration Number: 003923C), the retiring statutory auditors of the company.

Resolution Required:	Ordinary
Whether promoter/promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11735450	11735450	100.0000	11735450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11735450	100.0000	11735450	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	245792	245342	99.8169	245338	4	99.8153	0.0016
	Poll		450	0.1831	450	0	0.1831	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		245792	100.0000	245788	4	99.9984	0.0016
Total		11981242	11981242	100.00	11981238	4	99.9984	0.0016

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Agenda 5: To approve continuation of Mr. Dilip Modak (DIN: 07750172) as a Non-Executive Independent Director of the Company beyond the age of 75 years.

Resolution Required:	Special
Whether promoter/promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
				(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11735450	11735450	100.0000	11735450	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11735450	100.0000	11735450	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting	245792	245342	99.8169	245338	4	99.8153	0.0016
	Poll		450	0.1831	450	0	0.1831	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		245792	100.0000	245788	4	99.9984	0.0016
Total		11981242	11981242	100.00	11981238	4	99.9984	0.0016

For Worth Peripherals Limited,

 Raminder Singh Chadha
 Digitally signed by Raminder Singh Chadha
 Date: 2024.08.16 20:02:40 +05'30'

Raminder Singh Chadha
 Chairman of 28th AGM and Managing Director
 (DIN: 00405932)

Date: 16/08/2024

Place: Indore



SCRUTINIZERS' REPORT - COMBINED

(Consolidated Report of Scrutinizers' on remote e-voting and e-voting
at the 28th Annual General Meeting)

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 28th Annual General Meeting ('AGM') of the Shareholders of **Worth Peripherals Limited** [CIN: L67120MP1996PLC010808] ('the Company') held on Friday, the 16th day of August, 2024 through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and e-voting at AGM in terms of provisions of Sections 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard - 2 (SS - 2) on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the 28th Annual General Meeting (AGM) of the Company held on Friday, August 16, 2024 at 02:00 p.m. (IST) through VC/OAVM.

1. I, Anjesh Jain, Practicing Company Secretary (C.P. No.: 27029, Membership No.: ACS: 54745), Proprietor of M/s. Anjesh Jain & Co., Indore, has been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote e-voting process pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), the Secretarial Standard-2 ('SS-2') on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, on the resolutions contained in the notice to the 28th AGM of the Members of the Company, held on Friday, August 16, 2024 at 02:00 p.m. (IST) through VC/OAVM.
2. The Company has engaged Central Depository Services (India) Limited (CDSL) for using their platform for providing facility for remote e-voting before AGM as well as venue voting on the day of AGM and facility for participation in the AGM by the Members through VC / OAVM mode. The remote e-voting remained open from Tuesday, August 13, 2024 at 09:00 a.m. (IST) to Thursday, August 15, 2024 at 05:00 p.m. (IST) and the remote e-voting platform was blocked thereafter.
3. Under the provisions of Section 109 of the Act read with Rule 21 of the Rules, as amended, and in terms of the SS-2, I, Anjesh Jain, Practicing Company Secretary (C.P. No.: 27029, Membership No.: ACS: 54745), Proprietor of M/s. Anjesh Jain & Co., Indore, have been appointed as the Scrutinizers by the Chairman of the 28th AGM to scrutinize the e-voting process on all the resolutions as mentioned in the notice of the 28th AGM held on Friday, August 16, 2024 at 02:00 p.m. through VC/OAVM.



4. The notice dated July 25, 2024, as confirmed by the Company, was sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, read with other subsequent circulars, the latest being General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as 'MCA Circulars') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated May 12, 2020, read with other subsequent circulars, the latest being, SEBI/HO/ CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as 'SEBI Circulars')
5. For the purpose of ensuring that the Members who have cast their votes through remote e-voting do not vote again at the AGM, we had access, after the closure of period for remote e-voting and before the start of the AGM, to details relating to the Members, such as their names, folios nos./Client and DP ID, number of shares held and such other information that we may require, who have cast votes through remote e-voting but not the manner in which they have cast their votes. We, after the conclusion of the e-voting at the AGM, unblocked the votes cast through remote e-voting and made the Consolidated Scrutinizers' Report of the total votes cast in favour or against, invalid votes, if any. Votes cast through remote e-voting were unblocked in the presence of two witnesses, Mr. Kartik Naneriya and Ms. Anuradha Soliya, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Kartik Naneriya



Name: Ms. Anuradha Soliya

6. The Members whose names appeared in the Register of Members/List of Beneficial Owners as on the cut-off date, i.e. Friday, August 09, 2024 were entitled to vote on the resolutions as set out in the notice of the 28th AGM and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the cut-off.
7. With respect to e-voting at the AGM, after the time fixed for closing of e-voting by the Chairman at the AGM, the electronic system recording the e-votes was locked by CDSL under our instructions. The e-votes cast at the AGM were unblocked fifteen (15) minutes after the conclusion of the AGM held on Friday, August 16, 2024.
8. As requested by the Management of the Company, we hereby submit our combined report on the result of remote e-voting together with that of e-voting at 28th AGM, based on the reports generated from CDSL website, with brief description of resolutions, as under. Kindly refer to the notice of the 28th AGM of the Company for the complete details of resolutions. Based on the voting results, we report that all the resolutions, as set out in the Notice of the 28th AGM dated July 25, 2024, have been passed with requisite majority.

ORDINARY BUSINESS

1. **Ordinary Resolution:** To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, the Change in Equity, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board and Auditors' thereon.



Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	43	11980788	99.99997	2	450	100.00	45	11981238	99.99997
Dissent	1	4	0.00003	0	0	0.0000	1	4	0.00003
Total	44	11980792	100	2	450	100	46	11981242	100

2. **Ordinary Resolution:** To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, the Change in Equity, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board and Auditors' thereon.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	43	11980788	99.99997	2	450	100.00	45	11981238	99.99997
Dissent	1	4	0.00003	0	0	0.0000	1	4	0.00003
Total	44	11980792	100	2	450	100	46	11981242	100

3. **Ordinary Resolution:** To appoint a Director in place of Mr. Raminder Chadha (DIN:00405932), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') and who is not disqualified to become Director under the Act and being eligible, offers himself for re-appointment.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	42	11980786	99.99995	2	450	100.00	44	11981236	99.99995
Dissent	2	6	0.00005	0	0	0.0000	2	6	0.00005
Total	44	11980792	100	2	450	100	46	11981242	100

4. **Ordinary Resolution:** To declare a Final Dividend of Re. 01 (Rupees One only) per Equity Share of face value of Rs. 10 (Rupees Ten) each for the Financial Year 2023-24.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	43	11980788	99.99997	2	450	100.00	45	11981238	99.99997
Dissent	1	4	0.00003	0	0	0.0000	1	4	0.00003
Total	44	11980792	100	2	450	100	46	11981242	100

5. **Ordinary Resolution:** To consider the appointment of M/s Maheshwari & Gupta, Chartered Accountants, Indore (M.P) (Firm Registration Number: 006179C) as statutory auditors of the company in place of M/s Khandelwal & Jhaver, Chartered Accountants, Indore (M.P) (Firm Registration Number: 003923C), the retiring statutory auditors of the company.

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	43	11980788	99.99997	2	450	100.00	45	11981238	99.99997
Dissent	1	4	0.00003	0	0	0.0000	1	4	0.00003
Total	44	11980792	100	2	450	100	46	11981242	100



6. **Special Resolution:** To approve continuation of Mr. Dilip Modak (DIN: 07750172) as a Non-Executive Independent Director of the Company beyond the age of 75 years:

Particulars	Remote E-voting			Voting at the AGM			Total Valid Votes		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
Assent	43	11980788	99.99997	2	450	100.00	45	11981238	99.99997
Dissent	1	4	0.00003	0	0	0.0000	1	4	0.00003
Total	44	11980792	100	2	450	100	46	11981242	100

9. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to remote e-voting and e-voting at the 28th AGM on all the resolutions contained in the Notice of the 28th AGM of the Members of the Company. Our responsibility as scrutinizers for the remote e-voting process and e-voting at the 28th AGM is restricted to make Scrutinizers' Report of the votes cast 'in favour' or 'against' the resolutions stated in the said notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company to provide e-voting facilities for Remote e-voting and e-voting at the 28th AGM.

Yours Sincerely,

ANJES
H JAIN

Digitally signed
by ANJESH JAIN
Date: 2024.08.16
20:42:59 +05'30'



Anjesh Jain
Proprietor
Anjesh Jain & Co.
Practicing Company Secretaries
Scrutinizer for E-voting and E-Poll

C.P. No.: 27029; Mem. No.: A54754
UDIN: A054745F000991395

Date: 16/08/2024
Place: Indore

Acknowledge receipt of the same
For Worth Peripherals Limited,

Raminder
Singh
Chadha

Digitally signed
by Raminder
Singh Chadha
Date: 2024.08.16
20:58:55 +05'30'

Mr. Raminder Chadha
Chairman of 28th AGM and Managing Director
(DIN: 00405932)

Date: 16/08/2024
Place: Indore