



Date: 26.08.2019

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 23rd Annual General Meeting held on 14th August, 2019.

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 23rd Annual General Meeting of the Company held on Wednesday, 14th August, 2019.

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
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

TIME OF COMMENCEMENT OF MEETING: 4.00 PM
 TIME OF CONCLUSION OF MEETING : 4.45 PM

MINUTES OF THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF
 WORTH PERIPHERALS LIMITED (BEING GM / 1-2019-20) HELD ON THE 14TH
 DAY OF AUGUST, 2019 AT HOTEL AMAR VILAS SITUATED AT 1B, CHANDRA
 NAGAR, A.B. ROAD, INDORE (M.P.) 452001) AT 04.00 P.M.

A.1. PRESENT: DIRECTORS

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.2. PRESENT FOR ASSISTANCE:

7. Mr. Mahesh Chandra Maheshwari - CFO
8. Ms. Ayushi Taunk – Company Secretary
9. Mr. Dharendra Mehta – Chartered Accountant

A.3. PRESENT ON INVITATION:

10. Mr. Manoj Gupta – Statutory Auditor
11. Mr. Shilpesh Dalal – Secretarial Auditor & 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, total 14 (Fourteen) members, which were more than the requisite quorum of 5 members, were present. No. person present by proxy. 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.

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.

CHAIRMAN'S
INITIALS

[Signature]

HELD AT

ON

TIME

E. With the permission of the members the notice calling 23rd Annual General Meeting 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 2018-19, 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 businesses as mentioned in the Notice calling AGM from Item No. 01 to 04 one by one and therefore she read the following Agenda Items as:

1. AGENDA ITEM NO.1

Consideration and Adoption of the Standalone and Consolidated Audited Financial Statements, Reports of Board of Directors and Auditors for the year 2018-19 for the ended on 31st March, 2019.

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, 2019 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. Jyotir Vyas (Client Id - 1202620000233567) proposed and Mr. Mahesh Chandra Maheshwari (Client Id - 1208160003078091) seconded the following resolution as an ordinary resolution:

***"RESOLVED THAT** the Standalone and Consolidated Financial Statements for the financial year ended 2019 (including Balance-Sheet for the year ended 31st March, 2019 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.*

CHAIRMAN'S
INITIALS

[Handwritten Signature]

HELD AT ON TIME

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	14 Fourteen	14 Fourteen	Nil	Nil

The chairman declared the ordinary resolution adopted unanimously.

2. AGENDA ITEM NO.2

Re-appointment of Shri Jayvir Chadha (DIN: 02397468) Whole-Time Director, who was liable to retire by rotation and being eligible, offered himself for re-appointment.

Mr. Subhash Patel (Client Id – 1202620000233607) proposed and Mr. Hitesh kumar 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. Jayvir Chadha (DIN: 02397468) Whole- Time 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	14 Fourteen	14 Fourteen	Nil	Nil

The chairman declared the ordinary resolution adopted as ordinary resolution.

3. AGENDA ITEM NO.3

Declaration of Final Dividend for the FY 2018-19.

Mr. Sandeep Purohit (Client Id - 1202620000233892) proposed and Mr. Abhay Baiwar (Client Id – '1202620000236270) seconded the following resolution as Ordinary resolution:-

CHAIRMAN'S
INITIALS

Revised

HELD AT ON TIME

~~“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. 0.90 (9%) 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 2018-19 not be paid to those members who have waived their right to receive the Final Dividend.

“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 Dividend Distribution Tax provisions, if any.”

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	14 Fourteen	14 Fourteen	Nil	Nil

The chairman declared the Ordinary Resolution adopted unanimously.

4. AGENDA ITEM NO.4

Appointment of M/s Khandelwal & Jhaver, Chartered Accountants, Indore (Firm Registration No. 003923C) as a Statutory Auditors of the Company.

Mr. Mukesh Jain (Client Id - 1204330000013878) proposed and Mr. Prashant Gaur (Client Id - 1201700000320657) seconded the following resolution as an ordinary resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), M/s Khandelwal & Jhaver (Firm Registration No.: 003923C), be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s Maheshwari & Gupta, Chartered Accountants (Firm Registration No. 06179C), Statutory Auditors of the Company For a period of 5 years i.e. from the conclusion of the 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

CHAIRMAN'S
INITIALS



HELD AT ON TIME

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	14 Fourteen	14 Fourteen	Nil	Nil

The chairman declared the ordinary resolution adopted unanimously.

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 : 17th August, 2019

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 17th August, 2019, at Indore.



PLACE: Indore
DATE : 17th August, 2019

RAMINDER SINGH CHADHA
CHAIRMAN OF THE MEETING
DIN: 00405932

CHAIRMAN'S
INITIALS

