

ii. **Composition of Committees**

a. **Audit Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	DILIP KUMAR MODAK	ID	Member	15-May-2017	
2	PALAK MALVIYA	ID	Member	15-May-2017	
3	ALOK JAIN	ID	Chairperson	13-Aug-2021	
4	RAMINDER SINGH CHADHA	C,ED	Member	15-May-2017	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	DILIP KUMAR MODAK	ID	Member	15-May-2017	
2	PALAK MALVIYA	ID	Member	15-May-2017	
3	ALOK JAIN	ID	Chairperson	13-Aug-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. **Risk Management Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
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Company Remarks	
Whether Regular chairperson appointed	No

d. **Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	DILIP KUMAR MODAK	ID	Member	15-May-2017	
2	PALAK MALVIYA	ID	Member	15-May-2017	
3	ALOK JAIN	ID	Chairperson	13-Aug-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. **Meeting of Board of Directors**

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
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10-Nov-2022	Yes	6	6	3
08-Feb-2023	Yes	6	5	2

Company Remarks	
Maximum gap between any two consecutive (in number of days)	89

iv. **Meeting of Committees**

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	10-Nov-2022	Yes	4	4	3	4
Audit Committee	08-Feb-2023	Yes	4	3	2	4
Stakeholders Relationship Committee	10-Nov-2022	Yes	3	3	3	4
Stakeholders Relationship Committee	08-Feb-2023	Yes	3	2	2	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	89

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related	Details of material contracts or arrangement or transactions at arm's length
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<p>party transactions and Disclosure of notes of material related party transactions</p>	<p>basis for the Quarter ended on 31.03.2023 Name(s) of the related party and nature of relationship Nature of contracts/ arrangement/ transactions Duration of the contracts / arrangements/ transactions Salient terms of the contracts or arrangements or transactions including the Date(s) of approval by the Board, if any: Amount paid as advances, if any: Versatile Translink Private Limited (a Private Company in which Directors of company are members) Availing of Transport Services Contract of availing transportation services Contract of availing transportation services at arm's length price basis and in ordinary course of business. For the Current Quarter ended on 31.03.2023 of Rs.57.7 Lac Approval of the board was taken on the board meeting held on the 28th day of May 2022. NIL Yash Packers (a Partnership Firm) Company is a Partner in the Firm Sales of Goods Ongoing contract Sale contract of goods manufactured by the company at arm length price basis and in ordinary course of business, Current Quarter i.e. ended on 31.03.2023 transaction Rs. 16.88 Lakh Approval of the board was taken on the board meeting held on the 28th day of May 2022. NIL. Details of material contracts or arrangement or transactions at arm's length basis for the Quarter ended on 31.03.2023 Name(s) of the related party and nature of relationship Nature of contracts/ arrangement/ transactions Duration of the contracts / arrangements/ transactions Salient terms of the contracts or arrangements or transactions including the Date(s) of approval by the Board, if any: Amount paid as advances, if any: Versatile Translink Private Limited (a Private Company in which Directors of company are members) Availing of Transport Services Contract of availing transportation services Contract of availing transportation services at arm's length price basis and in ordinary course of business. For the Current Quarter ended on 31.03.2023 of Rs.57.7 Lac Approval of the board was taken on the board meeting held on the 28th day of May 2022. NIL Yash Packers (a Partnership Firm) Company is a Partner in the Firm Sales of Goods Ongoing contract Sale contract of goods manufactured by the company at arm length price basis and in ordinary course of business, Current Quarter i.e. ended on 31.03.2023 transaction Rs. 16.88 Lakh Approval of the board was taken on the board meeting held on the 28th day of May 2022. NIL</p>
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
 - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
 - b. Any comments/observations/advice of Board of Directors may be mentioned here:

NO

Name : **AYUSHI TAUNK**
Designation : **Company Secretary**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://worthindia.com/
Terms and conditions of appointment of	Yes		https://worthindia.com/
Composition of various committees of	Yes		https://worthindia.com/
Code of conduct of board of directors and	Yes		https://worthindia.com/
Details of establishment of vigil mechanism/	Yes		https://worthindia.com/
Criteria of making payments to non-	Yes		https://worthindia.com/
Policy on dealing with related party	Yes		https://worthindia.com/
Policy for determining 'material' subsidiaries	Yes		https://worthindia.com/
Details of familiarization programs imparted	Yes		https://worthindia.com/
Email address for grievance redressal and other relevant details entity who are	Yes		https://worthindia.com/home/contact1
Contact information of the designated	Yes		https://worthindia.com/
Financial results	Yes		https://worthindia.com/
Shareholding pattern	Yes		https://worthindia.com/
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Not Applicable		
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		https://worthindia.com/
Credit rating or revision in credit rating	Yes		https://worthindia.com/
Separate audited financial statements of	Yes		https://worthindia.com/
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Not Applicable		
Materiality Policy as per Regulation 30	Yes		https://worthindia.com/
Dividend Distribution policy as per	Not		
It is certified that these contents on the	Yes		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	

<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Not Applicable	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Not Applicable	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Not Applicable	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Not Applicable	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Not Applicable	
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Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Not Applicable**

Other Information	
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Name : **Ayushi Taunk**
Designation : **Company Secretary**

ANNEXURE IV

WORTHPERI	Worth Peripherals Limited	31-Mar-2023
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>			
<i>Promoter Group or any other entity controlled by them</i>			
<i>Directors (including relatives) or any other entity controlled by them</i>			
<i>KMPs or any other entity controlled by them</i>			

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company

Company Remarks in case of non-compliant status

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Name: Dhirendra Mehta
Designation: Chief Financial Officer
Place: Indore
Date: 21-Apr-2023