

NOTICE FOR THE 24th ANNUAL GENERAL MEETING

Notice is hereby given that 24th Annual General Meeting of the Shareholders of **WORTH PERIPHERALS LIMITED** will be held on **Wednesday, 30th day of September, 2020 at 04:00 p.m.** at Registered office of the Company situated at 102, Sanskriti Appt.44, Saket Nagar Indore (M.P.) 452018 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, and adopt the Audited Standalone and Consolidated Financial Statements containing the Balance Sheet as at 31st March, 2020, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31st March, 2020 and the Board Reports and Auditors Report thereon.
2. To appoint a Director in place of Smt. Amarveer Kaur Chadha (DIN:00405962), who is liable to retire by rotation and being eligible, offer herself for re-appointment.
3. To declare a Final Dividend for the Financial Year 2019-20.

SPECIAL BUSINESSES:

4. **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 Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Raminder Singh Chadha (DIN:00405932) as Managing Director of the Company for a period of 3 (Three) Years with effect from 01st June 2020 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 (Three) years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Raminder Singh Chadha.”

“**RESOLVED FURTHER THAT** the Board of Director be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals – statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

5. **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, 196, 197 and 203 read with Schedule V and Article 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 reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment of Smt. Amarveer Kaur Chadha (DIN: 00405962) as a Whole Time Director of the Company, for a period of 3 (Three) years with effect from 1st June 2020 as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 11th June 2020, 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 remuneration as it may deem fit and as may be accepted to Smt. 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 of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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6. 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, 196, 197 and 203 read with Schedule V and Article 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 reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment of Shri Jayvir Chadha (DIN: 02397468) as a Whole Time Director of the Company, for a period of 3 (Three) years with effect from 1st June 2020 as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 11th June 2020, 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 remuneration as it may deem fit and as may be accepted to Shri Jayvir Chadha (DIN: 02397468), 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 of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Orders of the Board of Directors
For Worth Peripherals Limited

Date : 04th September, 2020

Place : Indore

Registered Office:

CIN: L67120MP1996PLC010808
102, Sanskriti Appt. 44, Saket Nagar,
Indore (M.P.) 452018 India

sd/-

CSAYUSHITAUNK
Company Secretary & Compliance Officer
ACS 54236

Notes:-

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy/ies to attend and vote instead of himself/ herself and the proxy need not be a shareholder of the company. person can act as a proxy on behalf of Shareholders not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder.
2. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
3. The company has notified closure of Register of Members and Share Transfer Books from **Thursday, 24th September, 2020 to Wednesday, 30th September, 2020 (both days inclusive)** for the purpose of the Annual General Meeting and Final Dividend.
4. The dividend as recommended by the Board, if declared at the meeting, will be paid on or after 07th October 2020 to the Members.
5. The Management Discussion and Analysis Report attached with the Directors Report also forms part of this Annual Report.
6. Shareholders seeking any information are requested to write to the Company by email at investors@worthindia.com at least 10 days before the date of the AGM to enable the management to reply appropriately at the AGM.
7. Shareholders are requested to immediately notify any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and to the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai – 400059, Maharashtra having email Id investors@bigshareonline.com to receive the soft copy of the annual report and all other communication and notice of the meetings etc. of the Company.
8. Pursuant to the provisions of Section 101 and 136 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 36 of the Listing Regulations, 2015 and In line with the MCA Circular dated 5th July, 2020 and SEBI Circular dated 12th May, 2020 the Notice of Annual General Meeting along with Annual Report 2019-2020 is being sent through electronic mode to those members whose email id is registered with the Company / Depository Participants. The Notice of AGM has also been uploaded on website of Company at www.worthindia.com and may also be accessed from National Stock Exchange of India website at www.nseindia.com.
9. Corporate Shareholders intending to send their authorized representatives to attend the Annual General Meeting pursuant to section 113 of Companies Act, 2013 are requested to send a duly certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting.
10. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN to the Share Transfer Agent for registration of transfer of securities.
11. Shareholders may also note that the Notice of 24th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2019-20 will also be available on the website of Company www.worthindia.com for the download.
12. The Route Map of the venue of AGM is given at the last page of Annual Report.
13. Electronic copy of the Notice of the 24th AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes and also uploaded same on website of Company at www.worthindia.com.
14. The Company has fixed Wednesday, 23rd September, 2020, as the cut-off date/entitlement date for identifying the Shareholders for determining the eligibility for e-voting and Final Dividend.
15. Mr. Shilpesh Dalal, Company Secretary in Practice (No: 5316, COP No.:4235) has been appointed as a Scrutinizer to scrutinize the voting and process for the Annual General Meeting in a fair and transparent manner.
16. All documents referred to in the notice and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 4.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the Meeting and at the venue of the Meeting for the duration of the Meeting.
17. **Details of Deduction of Tax at Source on Dividend Pay-Out**
We are pleased to inform you that the board of directors of the company at their meeting held on June 29, 2020 have proposed a final dividend of Rs. 1.25 per equity share of Rs. 10 each for the financial year ended March 31, 2020. This dividend is subject to approval of shareholders at the forthcoming annual general meeting.
As you are aware, that under the provisions of the Income Tax Act, 1961 as amended and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the company is taxable in the hands of shareholders and the company is required to deduct tax at source (TDS) from dividend paid to the shareholders at the applicable rates. Your company shall therefore be required to deduct tax at source at the time of making the payment of the said dividend.
This communication summarizes the applicable TDS provisions, as per the Income Tax Act, 1961, for resident and non-resident shareholder categories.

For Resident shareholders:

1. Where, the Permanent Account Number (PAN) is available with the company and is valid:
 - a. Tax shall be deducted at source in accordance with the provisions of the Income Tax Act, 1961 at 7.5% or as notified by the Government of India under section 194 of the Income Tax Act, 1961 on the amount of dividend payable.
 - b. No tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by the resident individual during the financial year 2020-21 does not exceed Rs. 5,000. In cases where the shareholder provides form 15G (applicable to any person other than a company or a firm) / form 15H (applicable to an individual above the age of 60 years) and provided that all the required eligibility conditions are met, no tax will be deducted at source. The formats of form 15G and form 15H are available on the website of our Registrar and Transfer Agent (RTA) Bigshare Services Private Limited – www.bigshareonline.com
2. Where the PAN is neither available with the company or is invalid, tax shall be deducted at 20% or as notified by the Government of India, whichever is higher.

For Non-Resident shareholders:

1. Tax is required to be deducted in accordance with the provisions of section 195 of the Income Tax Act, 1961 at applicable rates in force. Accordingly, tax shall be deducted at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India, on the amount of dividend payable.
2. However, as per section 90(2) of Income Tax Act, 1961 the non-resident shareholder may have an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to them.

To avail the DTAA benefits, the non-resident shareholder shall furnish the following documents on or before 11.59 pm (IST) on **Thursday, September 24, 2020**, to the RTA of the company:

- a. Self-attested copy of Permanent Account Number (PAN), if allotted by the Indian Income tax Authorities;
- b. Self-attested Tax Residency Certificate (TRC) issued by the tax authorities of the country of which shareholder is a resident, evidencing and certifying shareholder's tax residency status during the financial year 2020-21. In case, the TRC is furnished in a language other than English, the said TRC would have to be translated from such other language to English language and thereafter duly notarized and apostilled copy of the TRC would have to be provided;
- c. Completed and duly signed self-declaration in form 10F. The format of form 10F is available on RTA's website www.bigshareonline.com; and
- d. Self-declaration in the prescribed format which is available at www.bigshareonline.com, certifying on the following points:
 - i. Shareholder is and will continue to remain a tax resident of the country of his residence during the financial year 2020-21;
 - ii. Shareholder is eligible to claim the beneficial DTAA rate, including having regard to the Principal Purpose Test (if any), included in the applicable tax treaty with India for the purposes of tax withholding on dividend declared by the company;
 - iii. Shareholder has no reason to believe that the claim for the benefits of the DTAA is impaired in any manner;
 - iv. Shareholder is the ultimate beneficial owner of the shareholding in the company and dividend receivable from the company; and
 - v. Shareholder does not have a taxable presence or a permanent establishment in India during the financial year 2020-21.
3. The company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the company, of the documents submitted by non-resident shareholder.
4. Notwithstanding paragraph 2 above, tax shall be deducted at source at 20% (plus applicable surcharge and cess) on dividend paid to Foreign Institutional Investors ("FII") and Foreign Portfolio Investors ("FPI"). Such TDS rate shall not be reduced on account of the application of the lower DTAA rate or lower tax deduction order, if any.

For all shareholders:

The aforementioned forms for tax exemption can be downloaded from the website of the company's RTA - <https://www.bigshareonline.com/Resources.aspx>

All the forms are available under the head "Form 15G/15H/10F/self-declaration", on the home page, under the "General" tab.

The aforementioned documents (duly completed and signed) are required to be submitted to the company's at investors@worthindia.com/

In order to enable us to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the Income Tax Act, 1961, we request you to provide the above-mentioned details and documents as applicable to you **on or before 11.59 pm**

(IST) on Thursday, September 24, 2020.

Incomplete and/or unsigned forms and declarations will not be considered by the company. No communication on the tax determination/ deduction shall be considered after **Thursday, September 24, 2020..**

The company will arrange to email a soft copy of TDS certificate to you at your registered email ID post completion of activities.

Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

All communications/ queries in this respect should be addressed to us, on their email address investors@worthindia.com

Further, shareholders who have not registered / updated their email address are requested to register the same on investors@worthindia.com or with their depository participant or send their consent at investors@worthindia.com along with their folio no. / DP id and valid e-mail address for registration / updation.

Shareholders are further requested to complete necessary formalities to link their bank accounts to their Demat accounts to enable the company to make timely credit of dividend in respective bank account especially in view of prevailing lock down due to COVID 19.

18. Voting through electronic means

In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, 2015, the Company is pleased to provide Members with the facility to cast their vote electronically on all Resolutions set forth in this Notice. The Company has an agreement with National Securities Depository Limited for facilitating e-voting to enable the shareholders to cast their votes electronically. E-voting is optional. The facility for voting, through ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by e-voting/ remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The Instructions for members for remote E-Voting are As under:-

The remote e-voting period begins on 27th September, 2020 at 09:00 A.M. and ends on 29th September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) In case you have not registered your email address with the Company/ Depository, please follow instructions mentioned below in this notice.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

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5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shilpeshdalalcs@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

By Orders of the Board of Directors
For Worth Peripherals Limited

sd/-

CS AYUSHI TAUNK
Company Secretary &
Compliance Officer
ACS 54236

Date: 04th September, 2020

Place: Indore

Registered Office :

CIN: L67120MP1996PLC010808

102, Sanskriti Appt. 44, Saket Nagar,

Indore (M.P.) 452018 India

**EXPLANATORY STATEMENT IN RESPECT OF
THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 4

Shri Raminder Singh Chadha (DIN:00405932) was appointed as a Managing Director of the Company w.e.f. 01st June, 2017 for a period of 3 (Three) years. Shri Raminder Singh Chadha is a Promoter, Director of the Company. In his able leadership the performance of the Company has been satisfactory. The present terms of appointment of Shri Raminder Singh Chadha is expired on 31st May, 2020 and it would be appropriate to re-appoint him from 01st June, 2020 for a period of 3 (Three) years. The Board of Director of the Company at its meeting held on 11th June, 2020 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on 11th June, 2020, re-appointment of Shri Raminder Singh Chadha as Chairman and Managing Director (KMP) of the Company subject to the approval of members/shareholders of the Company in Annual General Meeting to be held on Wednesday, 30th September, 2020 as a Ordinary Resolution for a period of 3 (Three) years from 01st June, 2020 to 31st May, 2023 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Brief Profile of Shri Raminder Singh Chadha is annexed herewith

The information in respect of terms of remuneration & perquisites is given below:

Remuneration, benefits and perquisites:

1. **SALARY :**
Salary Rs. 2,25,000/- (Rupees Two Lac Twenty Five Thousand Only) per month which may be reviewed by the Board.
2. **BONUS/EX- GRATIA :**
An amount every year may be decided by the company or as may be granted by the board of directors from time to time.
3. **PERQUISITES :**
Perquisites shall be allowed in addition to salary
4. **HOUSING**
The company shall provide the Managing Director with rent free furnished accommodation and will pay electricity and water charges;
5. **MEDICAL REIMBURSEMENT**
Reimbursement of medical and hospitalization expenses of the Managing Director and his family in accordance with the Company policy.
6. **LEAVE TRAVEL ALLOWANCE**
Leave Travel Allowance for the Managing Director and his family once in a year in accordance with the Company policy.
7. **EMPLOYER'S CONTRIBUTION TO PROVIDENT FUND/SUPERANNUATION FUND**
The Managing Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
8. **CAR**
The Managing Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company
9. **TELEPHONE**
Free use of telephone facility at residence. Personal long distance calls shall be billed to Shri Raminder Singh Chadha.

Item No. 5

Smt. Amarveer Kaur Chadha (DIN:00405962) was appointed as a Whole-Time Director of the Company w.e.f. 01st June, 2017 for a period of 3 years. Smt. Amarveer Kaur Chadha is a Promoter, Director of the Company. The present terms of appointment of Smt. Amarveer Kaur Chadha is expired on 31st May, 2020 and it would be appropriate to re-appoint her from 01st June, 2020 for a period of 3 (Three) years. The Board of Director of the Company at its meeting held on 11th June, 2020 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on 11th June, 2020, re-appointment of Smt. Amarveer Kaur Chadha as Whole-Time Director of the Company subject to the approval of members/shareholders of the Company in Annual General Meeting to be held on Wednesday, 30th September, 2020 as a Ordinary Resolution for a period of 3 (three) years from 01st June, 2020 to 31st May, 2023 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Brief profile of Smt. Amarveer Kaur Chadha is annexed herewith

The information in respect of terms of remuneration & perquisites is given below:

Remuneration, benefits and perquisites:

1. Salary at the rate of Rs. 4, 00,000/- (Rupees Four Lacs only) per month which may be reviewed by the Board.
2. The company shall provide the rent free furnished accommodation and will pay electricity and water charges;

3. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company;
4. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
5. Reimbursement of medical and hospitalization expenses of the Whole Time Director and her family in accordance with the Company policy.
6. Leave Travel Allowance for the Whole Time Director and her family once in a year in accordance with the Company policy.
7. Bonus for the financial year, at the discretion of the board.
8. Reimbursement of expenses incurred by her on account of business of the Company in accordance with the Company policy.

Item No. 6

Shri Jayvir Chadha (DIN:02397468) was appointed as a Whole-Time Director of the Company w.e.f. 01st June, 2017 for a period of 3 (Three) years. The present terms of appointment of Shri Jayvir Chadha is expired on 31st May, 2020 and it would be appropriate to re-appoint him from 01st June, 2020 for a period of 3 (Three) years. The Board of Director of the Company at its meeting held on 11th June, 2020 and on the recommendation of the Nomination and Remuneration Committee in its meeting held on 11th June, 2020 re-appointment of Shri Jayvir Chadha as Whole-Time Director of the Company subject to the approval of members/shareholders of the Company in Annual General Meeting to be held on Wednesday, 30th day of September, 2020 as a Ordinary Resolution for a period of 3 (Three) years from 01st June, 2020 to 31st, May 2023 at the remuneration, in accordance with norms laid down in Schedule V and other applicable provisions of Companies act, 2013 and rules made thereunder.

Brief profile of Shri Jayvir Chadha is annexed herewith

The information in respect of terms of remuneration & perquisites is given below:

Remuneration, benefits and perquisites:

1. Salary at the rate of Rs. 3,00,000/- (Rupees Three Lacs only) per month which may be reviewed by the Board.
2. The company shall provide the rent free furnished accommodation and will pay electricity and water charges;
3. The Whole Time Director shall be entitled to use the company's car, all the expenses for maintenance and running of the same including salary of the driver to be borne by the company;
4. The Whole Time Director shall be entitled to participate in provident fund, gratuity fund or such other schemes for the employees, which the company may establish from time to time.
5. Reimbursement of medical and hospitalization expenses of the Whole Time Director and his family in accordance with the Company policy.
6. Leave Travel Allowance for the Whole Time Director and his family once in a year in accordance with the Company policy.
7. Bonus for the financial year, at the discretion of the board.
8. Reimbursement of expenses incurred by his on account of business of the Company in accordance with the Company policy.

Brief profile of the directors seeking appointment as per Item No. 2, 4, 5 & 6 of the notice at the ensuing Annual General Meeting as per SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

Name of Director	Smt. Amarveer Kaur Chadha	Shri Raminder Singh Chadha	Shri Jayvir Chadha
Designation	Whole-Time Director	Chairman & Managing Director	Whole-Time Director
Date of Birth	07.02.1965	05.08.1963	11.12.1989
Date of Appointment	07.07.2004	15.04.2010	20.02.2017
Expertise / Experience in specific functional areas / brief resume	14 years experience in Human Resources Department and she is a promoter of the company.	He is the guiding force behind all the corporate decisions and is responsible for the entire business operations of the Company and he is a promoter of the company.	He looks after marketing, IT, R&D and operations of our Company. He is a member of Promoter group of the company.
Qualification	Bachelors of Arts, Masters of Arts & Bachelor of Law Honours	He holds Bachelor's Degree in Science & MA in Economics	He holds Bachelor's Degree in Engineering. from Visvesvaraya Technological University, Belgaum and Masters Degree in Science (Electrical Engineering) from University of Southern California.
No. & % of Shares held	3220000 i.e. 20.44%	4872000 i.e. 30.93%.	550000 i.e. 3.49%.
List of outside Company's directorship held	Nil	Nil	Nil
Inter se relations with other directors	Wife of Shri Raminder Singh Chadha, Managing Director & Mother of Shri Jayvir Chadha, Whole-time Director.	Husband of Smt. Amarveer Kaur Chadha, Whole-Time Director & Father of Shri Jayvir Chadha, Whole-time Director.	Son of Shri Raminder Singh Chadha, Managing Director & Smt. Amarveer Kaur Chadha, Whole-Time Director

By Orders of the Board of Directors
For Worth Peripherals Limited

sd/-

CS AYUSHI TAUNK
Company Secretary &
Compliance Officer
ACS 54236

Date: 04th September, 2020
Place: Indore

Registered Office :

CIN: L67120MP1996PLC010808
102, Sanskriti Appt. 44, Saket Nagar,
Indore (M.P.) 452018 India

NORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L67120MP1996PLC010808
 Name of the Company : Worth Peripherals Limited
 Registered Office : 102, Sanskriti Appt. 44, Saket Nagar, Indore – 452018 (M.P.) India

Name of the Member(s) :
 Registered Address :
 E-mail Id :
 Folio No/ Client Id/ DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
 Address : E-mail Id.....
 Signature : or failing him.....
 2. Name :
 Address : E-mail Id.....
 Signature : or failing him.....
 3. Name :
 Address : E-mail Id.....
 Signature : or failing him.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 24th Annual General Meeting of the company, to be held on **Wednesday, 30th day of September, 2020 at 04:00 P.M. at Registered office of the Company situated at 102, Sanskriti Appt.44, Saket Nagar Indore (M.P.) 452018**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:	Nature of Resolution
1. Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31st March, 2020.	Ordinary
2. Re- appointment of Smt. Amarveer Kaur Chadha, Director who is liable to retire by rotation	Ordinary
3. Declaration of Final Dividend for the Financial Year 2019-20	Ordinary
4. Re-appointment of Shri Raminder Singh Chadha (DIN:-00405932) as Managing Director of the Company.	Ordinary
5. Re-appointment of Smt. Amarveer Kaur Chadha (DIN: 00405962) as Whole-Time Director of the Company.	Ordinary
6. Re-appointment of Shri Jayvir Singh Chadha (DIN: 02397468) as Whole-Time Director of the Company.	Ordinary

Signed this..... day of..... 2020

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

WORTH PERIPHERALS LIMITED

WORTH PERIPHERALS LIMITED

CIN : L67120MP1996PLC010808

Regd. office : 102, Sanskriti Appt. 44, Saket Nagar, Indore – 452018 (M.P.) India

ATTENDANCE SLIP

24th Annual General Meeting of the company, to be held on Wednesday, 30th day of September, 2020 at 04:00 P.M. at Registered office of the Company situated at 102, Sanskriti Appt.44, Saket Nagar Indore (M.P.) 452018

Folio No./DPID/Client ID :

Mr./Mrs./Miss :
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 24th Annual General Meeting of the company, to be held on Wednesday, 30th day of September, 2020 at 04:00 P.M. at Registered office of the Company situated at 102, Sanskriti Appt.44, Saket Nagar Indore (M.P.) 452018

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

WORTH PERIPHERALS LIMITED

WORTH PERIPHERALS LIMITED

CIN : L67120MP1996PLC010808

Regd. office :102, Sanskriti Appt. 44, Saket Nagar, Indore – 452018 (M.P.) India

Form No. MGT-12

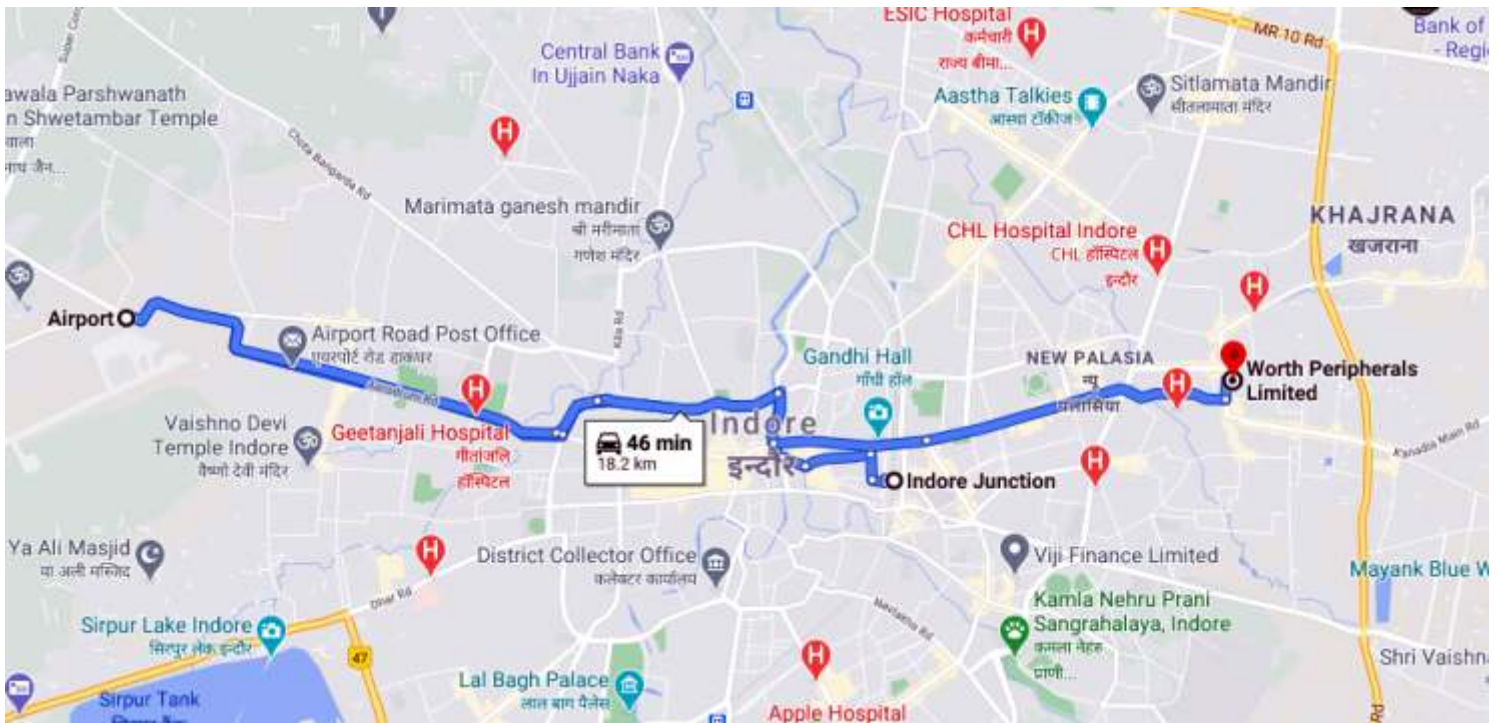
Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies
(Management and Administration) Rules, 2014]

Name of the Company		Worth Peripherals Limited			
Registered Office		CIN: L67120MP1996PLC010808 102, Sanskriti Appt.44, Saket Nagar, Indore – 452018 (M.P) India Ph: +91-731-2560267 / +91-731-2560348 Email:- investors@worthindia.com Website: www.worthindia.com			
Sr. No.	Particulars	Details			
1.	Name of the First Named Shareholder (In Block Letter)				
2.	Postal Address				
3.	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)				
4.	Class of Share	Equity Share			
I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.					
Resolutions:		Nature of Resolution	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1.	Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31st March, 2020.	Ordinary			
2.	Re- appointment of Smt. Amarveer Kaur Chadha, Director who is liable to retire by rotation	Ordinary			
3.	Declaration of Final Dividend for the Financial Year 2019-20	Ordinary			
4.	Re-appointment of Shri Raminder Singh (DIN:00405932) Chadha as Managing Director of the Company.	Ordinary			
5.	Re-appointment of Smt. Amarveer Kaur Chadha (DIN:00405962) as Whole-Time Director of the Company.	Ordinary			
6.	Re-appointment of Shri Jayvir Singh Chadha (DIN:02397468) as Whole-Time Director of the Company.	Ordinary			

Route Map to the Venue of the AGM Worth Peripherals Limited

102, Sanskriti Appt.44, Saket Nagar, Indore – 452018 (M.P) India



Distance From Railway Station - 3.7 km.

Distance From Devi Ahillyabai Holkar Airport - 10.5 km.