



8th July, 2019

By Hand/Email

To,

S.No.	Name	Designations/Status
1	Shri Raminder Singh Chadha	Chairman/Managing Director
2	Smt. Amarveer Kaur Chadha	Whole-time Director
3	Shri Jayvir Chadha	Whole-time Director
4	Shri Dilip Burad	Independent Director
5	Shri Dilip Kumar Modak	Independent Director
6	Smt. Palak Malviya	Independent Director
7	Shri Mahesh Chandra Maheshwari	CFO- For Assistance
8	CS Ayushi Taunk	CS- For Assistance
9	Any or all Partners of Statutory Auditors M/S Maheshwari & Gupta, Chartered Accountants	Special Invitee
11	Proprietor of M/s Shilpesh Dalal & Co., Company Secretary - Secretarial Auditors of the Company	Special Invitee
12	Shri Nileshkumar Dinkarraai Shukla	Special Invitee
13	Shri Dharendra Mehta	Special Invitee

SUBJECT: NOTICE OF THE BOARD MEETING (BEING BOARD MEETING NO. 3/2019-20)

Dear Sir/Mam(s),

You are cordially invited for the Meeting of Board of Directors of the Company (being meeting No. 3/2019-20) to be held on Tuesday, the 16th July, 2019 at 06:30 p.m. at the Registered Office of the Company situated at 102 Sanskriti Appt. 44 Saket Nagar, Indore (M.P.) 452018 to transact the businesses as mentioned in the Agenda and Notes to the Agenda Items attached with the notice.

The detailed notes on the agenda items and relevant working papers are also attached herewith.

You are requested to please make it convenient to attend the Meeting and also acknowledge the receipt of Notice.

Issued by the Orders of the Chairman

Thanking you.

Yours faithfully

FOR, WORTH PERIPHERALS LIMITED.

CS AYUSHI TAUNK
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl. 01 ; 1. Agenda for Board Meeting

2. Note on the agenda items for Board Meeting and relevant working papers

Worth Peripherals Limited

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A G E N D A & NOTES TO THE AGENDA ITEMS

**For the Meeting of the Board of Directors of the Company to be held on
Tuesday, 16th July, 2019 (being meeting Number 3/2019-20) at 06:30 p.m.**

Agenda Item No.	Particulars	Nature of business	Annexure
1	To consider the request of the Directors to grant leave of absence from attending the Meeting. (if any).	General	-
2	To confirm the minutes of the previous Board Meeting held on 25 th May, 2019 (being Board meeting Number 2/2019-20). To be placed before the Meeting.	General	Annexure - 1
3	To confirm Minutes of Audit Committee Meeting held on 16 th July, 2019 (being meeting Number 2/2019-20). To be placed before the Meeting.	General	Annexure - 2
4	To consider and Approve the Secretarial Audit Report for the year 2018-19.	Significant	Annexure - 3
5	To consider and ascertain the directors who is liable to retire by rotation.	Significant	-
6	To consider and recommend appointment of Statutory Auditor for 5 Years.	Significant	Annexure - 4
7	To consider and fix the date of book closure for the purpose of AGM.	Significant	Annexure - 5
8	To consider and approve the 23 rd Board Report and its annexures for the financial year 2018-19.	Significant	Annexure - 6
9	To Consider and recommend final Dividend for the F.Y. ended on 31 st March, 2019 and to fix the record date for the same.	Significant	Annexure - 7
10	To Consider and decide the date, time and venue of the annual general meeting and approve the notice of the 23 rd annual general meeting.	Significant	Annexure - 8
11	To Consider appointment of Scrutinizer for 23 rd AGM.	Significant	Annexure - 9
12	To Consider and approve reappointment of Internal Auditor for the financial year 2019-20.	Significant	Annexure - 10
13	To Consider and approve reappointment of Secretarial Auditor for the financial year 2019-20.	Significant	Annexure - 11
14	To deal in any other businesses, if any, which may be placed before the Board with the permission of the majority of the Directors including at least 1 independent director	Depend	-
15	To circulate minutes of the Meeting to the Board members and take their comments to finalise the same.	General Compliance	Minutes will be circulated after end of discussion on agenda items.

FOR WORTH PERIPHERALS LIMITED.



**CS AYUSHI TAUNK
COMPANY SECRETARY & COMPLIANCE OFFICER**

DETAILS OF THE AGENDA ITEMS AND ANNEXURES AND RESOLUTIONS THERETO, IF ANY, TO BE PASSED BY THE BOARD

At the Meeting of the Board of Directors of the Company to be held on Tuesday, 16th July, 2019 (being Board Meeting Number 3/2019-20) at 06:30 p.m.

ITEM NO.1: TO CONSIDER THE REQUEST FOR GRANTING LEAVE OF ABSENCE TO THE DIRECTORS FROM ATTENDING THE MEETING, IF ANY

The request for providing leave of absence asked by the directors if any shall be placed before the Board for consideration.

Annexure 1

ITEM NO.2: CONFIRMATION OF THE MINUTES OF THE PREVIOUS MEETING (BEING BOARD MEETING NUMBER 2/2019-20) OF THE BOARD:

Note: Copy of the Minutes of 2/2019-20 Board Meeting held on 25th May, 2019 will be placed before the Board.

The CS shall place on table the Minutes of the previous Meeting of the Board held on 25th day of May, 2019 (being Board Meeting Number 2/2019-20), which were circulated as required under SS-1 to all the Board members and also which will be read and confirmed by the Board, in token whereof the following resolution will be passed:

“RESOLVED THAT the Minutes of the previous Meeting of the Board held on 25th day of May, 2019 (being Board Meeting Number 2/2019-20), as already circulated among the Board members and confirmed by them as required under the SS-1 and further read out at this Meeting be and are hereby confirmed and approved.”

Annexure 2

ITEM NO.3: CONFIRMATION OF THE MINUTES OF AUDIT COMMITTEE MEETING HELD ON 16th July, 2019 ((BEING MEETING NUMBER 2/2019-20):

The CS shall place on table Minutes of Audit Committee Meeting held on 16th July, 2019 (being Meeting Number 2/2019-20) and circulated to the members of the board and which will be read and confirmed by the Board, in token whereof the following resolution will be passed:

“RESOLVED THAT the Minutes of Audit Committee Meeting held on 16th July, 2019 (being Meeting Number 2/2019-20), as circulated among the members of the board and confirmed by them read out at this meeting be and are hereby approved.”

Annexure -3

ITEM NO. 4: TO CONSIDER AND APPROVE OF THE SECRETARIAL AUDIT REPORT FOR THE YEAR 2018-19.

The CS appraise the Board that pursuant to section 204 of the Companies Act, 2013, the Company has received the Secretarial Auditors Report for the financial year 2018-19 and a copy of the same will be placed before Board. The Board may consider and pass the following resolution;

“RESOLVED THAT pursuant to section 204 of the Companies Act, 2013 the Secretarial Auditors Report as received from CS Shilpesh Dalal, Proprietor of M/s Shilpesh Dalal & Co., Company Secretaries for the year 2018-19 be and is hereby considered and approved.”

ITEM NO. 5: TO CONSIDER AND ASCERTAINMENT OF THE DIRECTORS WHO IS LIABLE TO RETIRE BY ROTATION:

The CS will inform that the Company is having total 6 Directors in the Board, out of them 3 Directors are independent and not liable to retire by rotation. Out of Remaining 3 Directors, the Board considered that Shri Jayvir Chadha, Whole-Time Director needs to retire by rotation as per Article of Association of the Company, hence in the forthcoming annual general meeting, Shri Jayvir Chadha will be liable to retire by rotation in the upcoming AGM of the Company and being eligible offer himself for the re-appointment. The Board may consider and taken on record the same.

Annexure -4

ITEM NO. 6: TO CONSIDER AND APPROVE APPOINTMENT OF STATUTORY AUDITOR FOR 5 YEARS:

The CS will inform to the Board that the term of Statutory Auditor, M/s Maheshwari & Gupta is expires in this AGM held for Financial Year 2018-19. The CS Further informed to the Board that M/s Khandelwal & Jhaver, Chartered Accounted Indore have given their Consent to appoint as a statutory Auditor of the Company for next 5 years. The Board may Consider the same and pass the following 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 subject to approval of the Shareholders 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.”

Annexure -5

ITEM NO. 7: TO CONSIDER AND FIX OF THE DATE OF BOOK CLOSURE FOR THE PURPOSE OF AGM.

The Chairman will inform the Board that the Company is required to close the Register of Members & Share Transfer Books under provisions of the section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (LODR) Regulation, 2015, every year for the purpose of AGM, for this purpose, the Company has to inform to the Stock Exchange and to note necessary publication in News Paper about the declaration of Book Closure. The Board may consider and approve the Book Closure and the Board may pass the following resolution:

“RESOLVED THAT pursuant to the provisions of Section 91 of the Companies Act, 2013 and in accordance with the provisions of the SEBI (LODR) Regulations, 2015, the Annual Closure of Register of Members and Share Transfer Register of the Company shall be closed for the purpose of the AGM and CS of the Company be and is hereby further authorized to take all suitable action in this regard as may be required from time to time.”

ITEM NO. 8: TO CONSIDER AND APPROVE OF THE 23RD BOARD REPORT AND OTHER ANNEXURE FOR THE FINANCIAL YEAR 2018-19.

The Chairman will place before the Board the draft of the 23rd Boards' Report along with all its annexures formerly the part of the Board Report as required under section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 for the approval of the Board.

The Board will consider the Directors Responsibility Statement. The Board also note the statement of Management Discussion and Analysis and disclosures under the requirement for Regulation 34 of the SEBI (LODR) Regulations, 2015.

The Board will also consider the Comments of the Board (if required) on the qualification/remarks given in the Secretarial Auditors and Statutory Auditors Report. Thereafter the Board may consider and approve the report and after detailed discussion pass the following resolution:

“RESOLVED THAT the draft of the 23rd Board Report along with its annexures for the year ended 31st March, 2019 as placed before the Board duly initialed by the Chairman for the purpose of identification be and is hereby approved and further that the same be circulation to the members along with the Audited Accounts and Auditors' Report thereon.

“RESOLVED FURTHER THAT Shri Raminder Singh Chadha, the Chairman Cum Managing Director of the Company be and is hereby authorized to sign the Board Report for and on behalf of the Board of Directors of the Company.”

ITEM NO.9 :TO CONSIDER AND RECOMMEND FINAL DIVIDEND @ 9% FOR THE FINANCIAL YEAR 2018-19 AND TO FIX THE RECORD DATE FOR THE SAME.

The CFO shall inform to the Board that the Company has earned good profit and there is adequate surplus balance available in the Profit and Loss account of the company. Therefore, the company decided to distribute the same to the Members, in the form of Final Dividend and declared for Rs. 0.90/- (9%) per equity share of Rs.10/- each as dividend for the year 2018-19 and preserves the remaining profits for the further requirements of the Company.

The Board may pass the following resolution

“RESOLVED THAT an Final Dividend of @ 9% (i.e. Rs. 0.90 per share) amounting to Rs. 1,41,75,900 be paid out of the profits of the Company for the F.Y. 2018-19 on the equity shares to those shareholders whose names appear in the Register of Members of the Company.”

“RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby Authorised to declare the Record date to ascertain the eligibility of members to receive the Final Dividend.”

“RESOLVED FURTHER THAT Company Secretary of the company, be and is hereby authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

Annexure -8

ITEM NO.10 :TO CONSIDER AND APPROVE OF THE NOTICE OF THE 23rd ANNUAL GENERAL MEETING AND TO DECIDE THE DATE, TIME AND VENUE OF THE ANNUAL GENERAL MEETING.

The Company Secretary will inform the Board that in terms of the provisions of the Companies Act, 2013, a Company is required to hold Annual General Meeting of the members of the company within 6 Months of the end of the financial year and the time between 2 Annual General Meeting should not exceed 15 Months. Hence the Company is required to hold its 23rd Annual General Meeting on or before 30th September 2019. Therefore Board will decide the date, time and place of the AGM.

The Company Secretary will further place before the Board a draft of the notice of the 23rd Annual General Meeting along with the Explanatory Statement for approval of the Board. The Board may consider and pass the following resolution:

"RESOLVED THAT the 23rd Annual General Meeting of the Company be held on Day _____ Date _____ Time _____ Place _____."

"FURTHER RESOLVED THAT the draft Notice of the 23rd Annual General Meeting along with the Explanatory Statement as placed before the Board be and is hereby approved for convening the 23rd Annual General Meeting of the Company and the same be issued by CS Ayushi Taunk, Company Secretary of the Company with her signatures to all the Members, Auditors, Directors and to any person entitled to receive notice of the Company electronically and/ or by the physical mode as may be required and a copy of the same be posted at the website of the Company and the same be forwarded to the Stock Exchange, CDSL, NSDL and other such authorities as may be required."

Annexure -9

ITEM NO.11: TO CONSIDER AND APPOINT M/S SHILPESH DALAL & CO., PRACTICING COMPANY SECRETARY AS A SCRUTINIZER FOR 23RD ANNUAL GENERAL MEETING .

The Company Secretary will inform the Board that the it is necessary to appoint Scrutnizer for Scrutinizing the voting process in the ensing Annual General Meeting of the Company for the Financial Year 2018-19. Therefore CS suggested the name of M/S Shilpesh Dalal & Co., Practicing Company Secretary as a Scrutinizer. The Board May consider the same and pass the following resolution.

"RESOLVED THAT M/S Shilpesh Dalal & Co., Practicing Company Secretary be and is hereby appinted as a Scrutinizers for Scrutinizing the voting process in the ensing Annual General Meeting held for the flnancial Year and giving the Report thereof and Mr. Raminder Singh Chadha (DIN:00405932) be and is hereby authorized to fix the remuneration payable to Mr. Shilpesh Dalal & Co.

Annexure -10

ITEM NO. 12 TO CONSIDER AND APPROVE THE APPOINTMENT OF INTERNAL AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION FOR THE FINANCIAL YEAR 2019-20:

The CS will apprise that in terms of provisions of section 138 of the Companies Act, 2013, the Board of Directors of the Company is required to appoint Internal Auditor. The terms of reference of the internal audit will also be finalised by the audit committee of the Company and also place before the Meeting. According to the terms of reference of the internal audit, the Board may consider and pass the following resolution:

“RESOLVED THAT pursuant to Section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, and other applicable provisions of the Act. Rupali Jain, Chartered Accountants, be and is hereby appointed as an Internal Auditors of the company for the financial year 2019-20 at Remuneration as may be decided by the Board”

“RESOLVED FURTHER THAT the draft eligibility letter as placed before the Board specifying the scope, functioning, methodology and remuneration etc. for conducting the exercise as formulated in consultation with the Audit Committee be and is hereby approved.”

“RESOLVED FURTHER THAT Shri Raminder Singh Chadha, Chairman & Managing Director and/or Shri Jayvir Chadha, Whole-time Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be required in this regard.”

Annexure -11

ITEM NO. 13 TO CONSIDER AND APPROVE THE APPOINTMENT OF SECRETARIAL AUDITOR OF THE COMPANY AND TO FIX THEIR REMUNERATION FOR THE FINANCIAL YEAR 2019-20:

The CS will apprise the Board that pursuant to section 204 of the Companies Act, 2013, the Company is required to appoint Secretarial Auditors for the financial year 2019-20. The CS will inform that the Audit Committee of the Board has approved the appointment of the Secretarial Auditors M/S Shilpesh Dalal & Co., Practising Company Secretaries as the Secretarial Auditors for the year 2019-20. The Board may consider and pass the following resolution:

“RESOLVED THAT pursuant to section 204 of the Companies Act, 2013 M/s Shilpesh Dalal & Co., Practising Company Secretaries (CP No.: 3457) be and is hereby appointed as Secretarial Auditors of the Company for the financial year 2019-20 under provisions of the section 204 of the Companies Act, 2013 and rules made there under on the Remuneration of Rs. 40,000 (Rupees Forty Thousand) per year excluding out of pocket expenses payable on actual basis .”

“RESOLVED FURTHER THAT Shri Raminder Singh Chadha, Chairman & Managing Director and/or Shri Jayvir Chadha, Whole-time Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds and things as may be required in this regard.”

ITEM NO. 14: TO DEAL IN ANY OTHER BUSINESSES, IF ANY, WHICH MAY BE PLACED BEFORE THE BOARD WITH THE PERMISSION OF THE MAJORITY OF THE DIRECTORS INCLUDING AT LEAST 1(ONE) INDEPENDENT DIRECTOR.

If any business other than the agenda items needs to be considered, the items shall be placed before the meeting with the consent of the majority of the directors and shall not be implemented until at least 1(one) independent director is agreed upon the other business.

ITEM NO. 15: CIRCULATION OF THE DRAFT MINUTES OF THE BOARD MEETING AND TAKING OBSERVATIONS OF THE MEMBERS ON THE DRAFT MINUTES.

The Chairman authorized CS to circulate the draft of the Board Minutes for today's meeting to all the members of the Board for their comments and request to the members to read and confirm for finalizing of the same.

Being no comments the Chairman of the Meeting approved the Minutes of the Board Meeting and authorized CS to record in the Minute Book and get them signed by him.
