



05th November, 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	Shri Anil Khandelwal, Chartered Accountant	Special Invitee
10	Proprietor of M/s Shilpesh Dalal & Co., Company Secretary	On Invitation
11	Shri CA Dharendra Mehta	On Invitation
12	Shri Nilesh Shukla	On Invitation

SUBJECT: NOTICE FOR THE BOARD MEETING (BEING BOARD MEETING NO. 5/2019-20)

Dear Sir/Mam(s),

You are cordially invited for the Meeting of Board of Directors of the Company (being meeting number 5/2019-20) to be held on **Wednesday, 13th November, 2019 at 05.00 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.

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 acknowledge the receipt.

The Notice has been issued by the Orders of the Chairman.

Thanking you.

Yours faithfully

FOR, WORTH PERIPHERALS LIMITED.



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

102, Sanskriti Apartments, 44 Saket Nagar, Indore, M.P. – 452018, India

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CIN Number: L67120MP1996PLC010808

Website: www.worthindia.com

AGENDA & NOTES TO THE AGENDA ITEMS

**For the Meeting of the Board of Directors of the Company to be held on
Wednesday, 13th November, 2019 (being meeting number 5/2019-20) at 05:00 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 09 th September, 2019 (being Board meeting Number 4/2019-20). The Minutes Book shall 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). The Minutes Book shall be placed before the Meeting.	General	Annexure – 2
4	To confirm Minutes of Stakeholder Relationship Committee Meeting held on 16 th July, 2019 (being meeting Number 2/2019-20). The Minutes Book shall be placed before the Meeting.	General	Annexure – 3
5	To consider and approve the Standalone Unaudited Financial Results for the half year ended 30 th September, 2019 and deliver the same to the Stock Exchanges in terms of the SEBI (LODR) Regulations 2015 in PDF and XBRL.	Significant	Annexure – 4
6	To consider and approve the Consolidated Unaudited Financial Results for the half year ended 30 th September, 2019 and deliver the same to the Stock Exchanges in terms of the SEBI (LODR) Regulations 2015 in PDF and XBRL.	Significant	Annexure – 5
7	To consider the Limited Review Report for Unaudited Financial Results for the Half Year ended on 30 th September, 2019 Pursuant to Regulation 33(2)(C) of SEBI (LODR) Regulations, 2015.	Significant	Annexure – 6
8	To consider and review the Related Parties' Transaction u/s 184/188 of the Companies Act, 2013. <i>(Statement/Register of Related Party Transactions to be placed before the meeting). <u>Interested Directors shall not participate in the matter in any manner</u></i>	Significant	Annexure – 7
9.	To consider and take on record Half Yearly Shareholding Pattern for the half year ended on 30 th September, 2019 under the regulation 31(1)(b) of SEBI (LODR) Regulations, 2015.	General	-
10	To consider and take on record Compliance Certificate for the half year ended on 30 th September, 2019 under Regulation 7(3) of SEBI (LODR) Regulations, 2015.	General	-
11	To consider and take on record Certificate for Compliance of Regulation 40(9) of the SEBI (LODR) for the half year ended 30 th September, 2019.	General	-
12	To consider and take on record a statement of number of investor complaints pending (if any) as per Regulation 13(4) SEBI (LODR) Regulations, 2015.	General	-
13	To consider and take on record Share Capital Reconciliation Report by PCS To under Regulation 55A of DP Act, 1996.	General	-
14	To consider and declare Interim Dividend, if any.	Specific	Annexure – 8
15	To consider and approve migration of Company's Equity shares from NSE SME Exchanges to main Board.	Specific	Annexure – 9
16	To consider and approve notice of Postal ballot for seeking approval of shareholder for migration to the main Board.	Specific	Annexure – 10
17	To consider and Appoint M/S Shilpesh Dalal to act as a scrutinizer for entire Postal Ballot process/E-voting process.	Specific	Annexure – 11
18	To Consider and fix the record/cut off date for the purpose of postal ballot.	Specific	Annexure – 12
19	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	-	-

Agenda Item No.	Particulars	Nature of business	Annexure
	independent director		
20	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.




AYUSHI TAUNK
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl. 02: Note on the agenda items for Board Meeting and the Drafts of the Board Resolutions.

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

Wednesday, 13th November, 2019 (being meeting number 5/2019-20) at 05:00 p.m.

ITEM NO.1: TO CONSIDER THE REQUEST OF THE DIRECTORS TO GRANT LEAVE OF ABSENCE 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: TO CONFIRM THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON 9TH SEPTEMBER, 2019 (BEING BOARD MEETING NUMBER 4/2019-20). THE MINUTES BOOK SHALL BE PLACED BEFORE THE MEETING:

Note: Copy of the Minutes of 4/2019-20 Board Meeting held on 9th September, 2019 will be placed before the Board. The CS shall place on table the Minutes of the previous Meeting of the Board held on 9th September, 2019 (being meeting Number 4/2019-20), 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 9th September, 2019 (being meeting Number 4/2019-20), 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.”

Annexure-2

ITEM NO.3: TO CONFIRM MINUTES OF AUDIT COMMITTEE MEETING HELD ON 16TH JULY, 2019 (BEING MEETING NUMBER 2/2019-20). THE MINUTES BOOK SHALL BE PLACED BEFORE THE MEETING:

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 taken on record.”

Annexure-3

ITEM NO.4: TO CONFIRM MINUTES OF STAKEHOLDER RELATIONSHIP COMMITTEE MEETING HELD ON 16TH JULY, 2019 (BEING MEETING NUMBER 2/2019-20). THE MINUTES BOOK SHALL BE PLACED BEFORE THE MEETING:

The Company Secretary shall place on table the Minutes of the Stakeholder Relationship 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 would be passed:

“RESOLVED THAT the Minutes of the Stakeholder Relationship 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 taken on record.”

Annexure-4

ITEM NO.5: TO CONSIDER AND APPROVE THE STANDALONE UNAUDITED FINANCIAL RESULTS FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2019 AND DELIVER THE SAME TO THE STOCK EXCHANGES IN TERMS OF THE SEBI (LODR) REGULATIONS 2015 IN PDF AND XBRL.

Note: Price Sensitive Information: Details and relevant documents to be placed before the Board at the time of Meeting

Nature of Resolution: To be passed by simple majority of the directors at the Board Meeting:

The CFO will, inform that the Audit Committee of the Board has approved the financial results of the Company for the half year ended 30th September, 2019 and a copy of the same will be placed on table. The Board may consider and pass the following resolution.

“RESOLVED THAT the Standalone Unaudited Financial Results for the half year ended 30th September, 2019 as approved by the Audit Committee and placed before the Board duly initialed by the Chairman for the purpose of identification be and are hereby approved for submission to the Stock Exchange as per requirement of the listing Regulations and Shri Raminder Singh Chadha, Chairman and

Managing Director and/or Shri Jayvir Chadha, Whole-time Director of the Company be and are hereby severally authorized to sign and issue the same for and on behalf of Company.

Annexure-5

ITEM NO.6: TO CONSIDER AND APPROVE THE CONSOLIDATED UNAUDITED FINANCIAL RESULTS FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2019 AND DELIVER THE SAME TO THE STOCK EXCHANGES IN TERMS OF THE SEBI (LODR) REGULATIONS 2015 IN PDF AND XBRL.

Note: Price Sensitive Information: Details and relevant documents to be placed before the Board at the time of Meeting

Nature of Resolution: To be passed by simple majority of the directors at the Board Meeting:

The CFO will, inform that the Audit Committee of the Board has approved the financial results of the Company for the half year ended 30th September, 2019 and a copy of the same will be placed on table. The Board may consider and pass the following resolution.

“RESOLVED THAT the Consolidated Unaudited Financial Results for the half year ended 30th September, 2019 as approved by the Audit Committee and placed before the Board duly initialed by the Chairman for the purpose of identification be and are hereby approved for submission to the Stock Exchange as per requirement of the listing Regulations and Shri Raminder Singh Chadha, Chairman and Managing Director and/or Shri Jayvir Chadha, Whole-time Director of the Company be and are hereby severally authorized to sign and issue the same for and on behalf of Company.

Annexure-6

ITEM NO.7: TO CONSIDER THE LIMITED REVIEW REPORT FOR UNAUDITED FINANCIAL RESULTS FOR THE HALF YEAR ENDED ON 30TH SEPTEMBER, 2019 PURSUANT TO REGULATION 33(2)(C) OF SEBI (LODR) REGULATIONS, 2015.

The CFO will, inform that the Company has obtained Limited Review Report from M/s Khandelwal & Jhaver, Chartered Accountants, the Statutory Auditors of the Company which was also reviewed by the Audit Committee at their meeting held on 14th November, 2019 pursuant to Regulation 33(2)(c) of SEBI (LODR) Regulations, 2015 and there being no qualification, the Board may consider and pass the following resolution:

“RESOLVED THAT the Limited Review Report as received from M/s Khandelwal & Jhaver, Chartered Accountants, the Statutory Auditors of the Company for the unaudited Financial Results for the half year ended 30th September, 2019 which was also reviewed by the Audit Committee at their meeting held on 14th November, 2019 pursuant to the Regulation 33(2)(c) of the SEBI (LODR) Regulations, 2015, be and is hereby approved and the same be forwarded by the Company Secretary to the NSE Ltd. for and on behalf of the Company.”

Annexure-7

ITEM NO. 8: TO CONSIDER AND REVIEW THE RELATED PARTIES' TRANSACTION AS APPROVED BY THE AUDIT COMMITTEE AS PER PROVISIONS OF SECTION 188 OF THE COMPANIES ACT, 2013 AND REGULATION 23 OF SEBI (LODR) REGULATION, 2015 (STATEMENT/ REGISTER OF RELATED PARTY TRANSACTIONS TO BE PLACED BEFORE THE TABLE)

Note: Interested Directors and CFO Shall not participate in any manner, and leave the Board Room. Shri Dilip Burad will be requested to occupy the Chair for the Item No. 7

Nature of Resolution: To be passed by simple majority of the directors at the Board Meeting:

The CS will place before the Board the statement of the transactions entered into by the Company with the promoters, directors, KMPs, their relatives and associates for the quarter ended 30th September, 2019 along with the Register in the Form MBP-4.

The CS further informed that all the transactions were approved by the Board and the same are were on the ordinary course of business / Arm length basis, and the Company is not required to seek any approval of the members of the Company. The Board may consider and pass the following resolution;

“RESOLVED THAT transactions entered by the Company during the quarter ended 30th September, 2019 as covered under section 184/188 of the Companies Act, 2013 and approved by the Audit Committee of the Board which are with the parties related to the directors and KMP, and their relatives and associates as covered under section 184/188 of the Companies Act, 2013 which are on not material and are on the ordinary course of business/Arm length basis, as approved by the Audit Committee and the

Company is not required to seek any approval of the members of the Company on the Arms Length basis be and is hereby considered and approved.”

“**FURTHER RESOLVED THAT** the Register of the Related Party Transaction as placed before the Board in the Form MBP-4 be authenticated and signed by the members of the Board.”

Shri Raminder Singh Chadha will re-occupy the Chair and other directors and CFO will come back to the Board Room. Shri Chadha will thanks to Shri Dilip Burad for chairing the Board Meeting for the Item no. 9:

ITEM NO. 9 TO CONSIDER AND TAKE ON RECORD SHAREHOLDING PATTERN FOR THE HALF YEAR ENDED ON 30TH SEPTEMBER, 2019 UNDER THE REGULATION 31(1)(B) OF SEBI (LODR) REGULATIONS, 2015.

The CS will place before the Board half yearly Shareholding Pattern for the half year ended 30th September, 2019 in the XBRL Form with the NSE Ltd. as required under Regulation 31(1)(B) of SEBI (LODR) Regulations, 2015
The Board shall take on record the report and the same shall also be initialled by the chairman for the purpose of identification.

ITEM NO. 10: TO CONSIDER AND TAKE ON RECORD COMPLIANCE CERTIFICATE FOR THE HALF YEAR ENDED ON 30TH SEPTEMBER, 2019 UNDER REGULATION 7(3) OF SEBI (LODR) REGULATIONS, 2015.

The CS will place before the Board Compliance certificate for the half year ended on 30th September, 2019 as required under regulation 7(3) of SEBI (LODR) Regulations, 2015 obtained from the STA and the CS which was filed to the NSE within the stipulated time for consideration by the Board of Directors. The Board shall take on record the certificate.

ITEM NO. 11: TO CONSIDER AND TAKE ON RECORD CERTIFICATE FOR COMPLIANCE OF REGULATION 40(9) OF THE SEBI (LISTING REGULATIONS) FOR THE HALF YEAR ENDED 30TH SEPTEMBER, 2019.

The CS will place before the Board Certificate for Compliance of regulation 40(9) of the SEBI (Listing Regulations) for the half year ended 30th September, 2019 obtained from PCS and filed to NSE within the stipulated time for consideration by the Board of Directors. The Board shall take on record the Certificate.

ITEM NO. 12: TO CONSIDER AND TAKE ON RECORD A STATEMENT OF NUMBER OF INVESTOR COMPLAINTS PENDING AS PER REGULATION 13(4) SEBI (LODR) REGULATIONS, 2015.

The CS will place before the Board, a statement containing number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter on 30th September, 2019 which were filed to NSE as required under Regulation 13(4) of SEBI (LODR) Regulations, 2015 for consideration by the Board of Directors. The Board shall take on record the said Report.

ITEM NO. 13: TO CONSIDER AND TAKE ON RECORD SHARE CAPITAL RECONCILIATION REPORT BY PCS UNDER REGULATION 55A OF DP ACT, 1996.

The CS will place before the Board, Report for Reconciliation of Share Capital & Audit under Regulation 55A of Depository Regulations, 1996 for the Half Year ended 30th September, 2019 obtained from the PCS and filed in the XBRL Format at the NSE Listing center for consideration by the Board of Directors. The Board shall take on record the report and the same shall also be initialed by the chairman for the purpose of identification.

Annexure-8

ITEM NO.14: DECLARATION, PAYMENT AND ALL MATTERS CONCERNING INTERIM DIVIDEND.

The board will deal with the following businesses (interalia) after due consideration of statement of accounts, liquidity position, reports/recommendations if any of the audit committee, and in accordance with the provisions of Companies Act, 2013 and rules made thereunder:

1. To consider and if deemed fit to approve the declaration of Interim Dividend to the equity shareholders of the Company,
2. fix the amount per share to be declare as dividend,
3. fix the Record Date for determining the entitlement of the shareholders for the payment of aforesaid interim dividend,
4. finalisation of modus operandi,
5. appointment of various agencies,
6. Printing or otherwise the dividend warrants for interim dividend,

7. opening of accounts(special or otherwise) and all the matter related to and concerning with declaration and payment of Interim dividend,
8. Authorisation necessary in connection with any or specific matter of declaration and payment of interim dividend.

Annexure-9

ITEM NO.15: TO CONSIDER AND PROPOSE MIGRATION OF SHARES FROM NSE SME PLATFORM TO NSE MAIN BOARD

The CS will inform to the Board that the company has completed 2 years of listing on MSE Platform on Friday, 27th September, 2019, now the company is eligible for migration from NSE SME Platform to NSE Main Board, For this purpose after the approval of board of directors, approval of shareholder is required. The Board may Consider the same and pass the following resolution.

“RESOLVED THAT pursuant to provision laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulation, 2018 and other applicable provisions, if any of the Companies Act, 2013 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement Regulation, 2018 and rules framed there under, including any amendment, modification, variation or re enactment thereof the listing Agreement entered by the Company applicable to small and medium enterprise and Listing Agreement of Listing securities on main board of the national stock exchanges and subject to the applicable laws and rules and regulation of National Stock Exchange and subject to the approval of any statutory authorities, if any the approval of the shareholder of the company be and is hereby accorded to the Board of Directors of the company to apply and get 1,57,51,000 equity shares of the Company having face value of Rs. 10/- per share which is currently listed and to apply and get any number of equity shares to be issued and listed in the future on National Stock Exchange Emerge Platform be migrated to the Main Board of National Stock Exchange and listed and traded on the Exchange and listed and traded on the exchange from the date of migration”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writing as may be required and to file all such applications, papers, documents in relation to above and to fulfill all such legal formalities in the connection and to form any committee if it think and deem fit, delegate all or such Committee if it think and deem fit delegate all or any of the power herein conferred to any such committee of the director or to any director or to any director/officer of the company and to appoint any such attorney and to delegate such power to such person/representative to give effect to this resolution”.

Annexure10

ITEM NO. 16: TO CONSIDER AND APPROVE NOTICE OF POSTAL BALLOT FOR SEEKING APPROVAL OF SHAREHOLDER FOR MIGRATION TO THE MAIN BOARD.

The CS will inform to the Board that it is necessary to take the approval of shareholder for migration from NSE SME Platform to NSE Main Board through Postal Ballot, Therefore it is necessary to approve the postal ballot to be sent to the shareholder. The Board may Consider the same and pass the following resolution.

“RESOLVED THAT pursuant to section 110 and other applicable provisions, if any of the Companies Act, 2013 and rules therein, approval of the Board be and is hereby accorded to conduct the Postal Ballot to seek the approval of the members of the Company by Special Resolution for migration from NSE SME Platform to NSE Main Board and that Draft of the Notice together with the Explanatory Statement annexed thereto, placed before the Board and initialed by Chairman, for identification, be and is hereby approved and this Notice along with the Explanatory Statement thereto, be issued to the members by the Company Secretary”.

“RESOLVED FURTHER THAT the following Calender of events for implementing, the proposal, be and is hereby approved and Mr. Raminder Singh Chadha, Managing Director and/or Mr. Jayvir Chadha, Whole-Time Director and/or Ms. Ayushi Taunk, Company secretary of the Company be and are hereby jointly/severally authorised to alter/modify/extend the calender of events, if thought absolute necessary for implementation of the Resolution.

Calender of Events

“RESOLVED FURTHER THAT Mr. Shilpesh Dalal, Practicing Company Secretary has given his consent to act as Scrutinizer, if so appointment, be and is hereby appointed as Scrutinizer to conduct the postal Ballot at such remuneration and out of pocket expenses, as may be determined by either by Mr. Raminder Singh Chadha, Managing Director and/or Mr. Jayvir Chadha, Whole Time Director of the Company, excluding incidental expenses, which will be reimbursed by the Company.

"RESOLVED FURTHER THAT Mr. Shilpesh Dalal, Practicing Company Secretary be and is hereby authorized to do all such acts, deeds and things as may be necessary to conduct the process in a fair and transparent manner and to submit their final report, ballot papers and other related papers and registers to the Board of Directors of the Company within the specified time period.

"RESOLVED FURTHER THAT the Notice be given to every member of the Company and voting rights of such members be reckoned as on Cut off Date which will be__.

"RESOLVED FURTHER THAT last date of dispatch of Notice shall be_____ and the last date for receipt of postal ballot forms shall be_____ and the date of declaration of results of postal ballot shall be_____ -

"RESOLVED FURTHER THAT Mr. Raminder Singh Chadha, Managing Director and/or Mr. Jayvir Chadha, Whole-Time Director and/or Ms. Ayushi Taunk, Company secretary of the Company be and is hereby authorized for submission of the said notice to the Stock Exchange and for publication of an advertisement in the news paper specifying the date of completion of dispatch of postal ballots and to do all acts, deeds and things as may be required or deemed necessary to implement the said resolution".

"RESOLVED FURTHER THAT Ms. Ayushi Taunk, Company secretary of the Company, be and is hereby authorized to retain custody of postal ballot forms and other records received from the scrutinizer after the scrutinizer has submitted his report on the scrutiny to the Board of Directors".

"RESOLVED FURTHER THAT Mr. Raminder Singh Chadha, Chairman & Managing Director of the Company, be and is hereby authorized to declare the results of the postal ballot process.

"RESOLVED FURTHER THAT Mr. Raminder Singh Chadha, Chairman & Managing Director or Mr. Jayvir Chadha, Whole-Time Director and Ms. Ayushi Taunk, Company secretary be made responsible for the entire postal ballot process and that they are hereby jointly and severally authorized to do all things and to take all incidental and necessary steps including sending of Notice to all members and filing of this Resolution with Registrar of Companies to conduct the said Postal Ballot process for and on behalf of the Company and to deal all questions or difficulties that may arise in the course of implementing this Resolution."

Annexure-11

ITEM NO.17: TO CONSIDER AND APPOINT M/S SHILPESH DALAL & CO., PRACTICING COMPANY SECRETARY AS A SCRUTINIZER FOR POSTAL BALLOT.

The Company Secretary will inform the Board that the it is necessary to appoint Scrutinizer for Scrutinizing the voting process in the postal Ballot of the Company for the Migration from SME NSE to Main Board. 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 appointed as a Scrutinizers for Scrutinizing the voting process in the postal Ballot of the Company for the Migration from SME NSE to Main Board 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-12

ITEM NO. 16: TO CONSIDER AND FIX OF THE CUT OFF DATE/RECORD DATE FOR THE PURPOSE OF POSTAL BALLOT.

The Chairman will inform the Board that the Company is required to fix the cut off date/record date for the purpose of Postal Ballot, for this purpose, the Company has to inform to the Stock Exchange and to note necessary publication in News Paper about the declaration of Cut off date and Record Date. The Board may consider and may pass the following resolution:

"RESOLVED THAT pursuant to the required provisions of the Companies Act, 2013 and in accordance with the provisions of the SEBI (LODR) Regulations, 2015, the Cut off Date and Record date for the purpose of the Postal Ballot is to fix as _____ 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. 19: 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. 20: CIRCULATION OF THE DRAFT MINUTES OF THE BOARD MEETING AND TAKING OBSERVATIONS OF THE MEMBERS ON THE DRAFT MINUTES.

The CS will upon the instructions of the Chairman, 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.

If there being no comments the Chairman of the Meeting will approve the Minutes of the Board Meeting and authorized to Chairman to forward the same to the Board and record in the Minute Book and get them signed by him.
