



WORTH PERIPHERALS LIMITED

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

CIN: L67120MP1996PLC010808

Phone: 0731-2560267, 2560348 Telefax: +91-731-2563425

E-mail: investors@worthindia.com, Website: www.worthindia.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 and other applicable Provisions of the Companies Act 2013 the "Act" read with the Rule 22 of the Companies (Management and Administration) Rules 2014)

Dear Member(s),

Notice is hereby given that, pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") including any statutory modification or re-enactment thereof for the time being in force and pursuant to provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), for the approval of the Members of the Company through Postal Ballot including electronic voting (e-voting) for the resolutions set out hereinafter.

The Explanatory Statement pertaining to the resolutions proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form is annexed herewith.

The Board has appointed CS Shilpesh Dalal (ICSI Membership No. FCS 5316 and CP No. 4235), Proprietor of M/s Shilpesh Dalal & Co., Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer at 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square, Indore (M.P.) 452001.

The Company has also extended e-voting facility as an alternate, for its members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Thursday, January 23, 2020, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the Form References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Monday, March 2, 2020 and communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the website of the Company i.e. www.worthindia.com.

The last date of receipt of Postal Ballots i.e. Saturday, February 29, 2020 shall be deemed to be the date of passing of Resolution.

Members are requested to consider and approve following business by way of Postal Ballot or E-voting:

RESOLUTION NO. 1: MIGRATION OF LISTING/ TRADING OF EQUITY SHARES OF THE COMPANY FROM NSE SME PLATFORM I.E. (EMERGE) TO MAIN BOARD OF NSE (CAPITAL SEGMENT).

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the Proposals amount to at least Two times the number of votes cast by shareholders other than promoter shareholder against the proposals.

“RESOLVED THAT pursuant to Provisions laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and other applicable provisions, if any, of the Companies Act, 2013, ICDR Regulations, other applicable SEBI Regulations and the rules framed there under, including any amendment, modification, variation or re-enactment thereof, the consent of the Members be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of National Stock Exchange of India Limited (“NSE”) i.e. EMERGE to the Main Board of NSE and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.”

“RESOLVED FURTHER THAT Mr. Raminder Singh Chadha (DIN: 00405932), Chairman & Managing Director and/or Mr. Jayvir Chadha (DIN: 02397468), Whole-Time Director and/or Ms. Ayushi Taunk, Company Secretary of the Company be and are hereby jointly or severally authorise to deal with any Government or Semi-government Authorities or any other concerned intermediaries including but not limited to National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for giving effect to aforementioned resolution.”

“RESOLVED FURTHER THAT Mr. Raminder Singh Chadha (DIN: 00405932), Chairman & Managing Director and/or Mr. Jayvir Chadha (DIN: 02397468), Whole-Time Director and/or Ms. Ayushi Taunk, Company Secretary of the Company be and are hereby authorized jointly and severally to do all such acts, deeds and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company.”

Registered Office:
102, Sanskriti Appt.44, Saket Nagar
Indore (M.P.) 452018

Date: 17.01.2020
Place: Indore

By Order of the Board of Directors
For, Worth Peripherals Limited
sd/-
Raminder Singh Chadha
Managing Director
(DIN:00405932)

Notes:

1. An Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 setting out the material facts and reasons for the proposed resolution above is appended herein below along with the Postal Ballot Form for your consideration.
2. The Board of Directors has, at their meeting held on January 17, 2020, appointed CS Shilpesh Dalal (ICSI Membership No. FCS 5316 and CP No. 4235), Proprietor of M/s Shilpesh Dalal & Co., Practicing Company Secretaries, as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot and E-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the members, whose names appear in the Register of Members/List of Beneficial Owners, received from Registrar and Transfer Agents (RTA) as on Thursday, January 23, 2020. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository

Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with postage prepaid self-addressed envelope.

4. A person who is not a member as on cut-off date should accordingly treat the Postal Ballot notice for information purpose only.

5. A copy of this notice has been placed on the website of the Company www.worthindia.com and shall remain on the website until the last date for receipt of postal ballots from the shareholders.

6. In accordance with the Rule 22(3) of the Companies (Management and Administration) Rules, 2014 after the postal ballot is dispatched, an advertisement will be published in at least one English language and one vernacular language newspaper.

7. Members whose names appear on the Register of Members / List of Beneficial Owners on Thursday, January 23, 2020, will be considered for the purpose of voting.

8. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.

9. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on Thursday, January 23, 2020.

10. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail at cs@worthindia.com and Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

11. A Member cannot exercise his/her vote by proxy on Postal Ballot.

12. Members exercising their vote are requested to read carefully the instructions printed in the Postal Ballot form and either (a) return the form duly completed and signed, in the enclosed self – addressed pre-paid postage business reply envelope or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer not later than 05:00 P.M. on or before Saturday, February 29, 2020 ("Last Date"). Postal ballot Form(s) received after the Last Date will be treated as if reply from the Shareholder has not been received and the same shall not be considered for the purpose of Postal Ballot and after the Last Date the portal where e-votes can be cast will be blocked.

13. All the documents referred to in this notice and in the explanatory statement shall be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 PM, Saturday, February 29, 2020.

14. In accordance with Regulation 44(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rule 22 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to shareholders through such e-voting system. Notice of this meeting has been sent to all the shareholders who have registered their e-mail id's with the Company or the Registrar and Transfer Agent/ Depository Participants. Necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) to facilitate e-voting as an alternate to the dispatch of Postal Ballot Forms.

15. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.

16. Please note that any postal ballot form(s) received after the last date (i.e. Saturday, February 29, 2020) will be treated as not having been received.

17. The last date of receipt of postal ballot i.e. Saturday, February 29, 2020 shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.

18. Voting through electronic means:

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) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

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.
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.
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 shilpeshdalal@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

INSTRUCTIONS FOR POSTAL BALLOT

1. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self addressed business reply envelope.
2. The self addressed business reply envelope bears the name of the scrutinizer appointed by the Board of Directors of the Company.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 05:00 P.M on or before Saturday, February 29, 2020. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Shareholder has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Shareholder(s).
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. The vote(s) of a member will be considered invalid inter alia on any of the following grounds:
 - a) Postal Ballot Form other than one issued by the Company issued;
 - b) If the member's signature does not tally;
 - c) If the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - d) If the member has made any amendment to the resolution or imposed any condition while exercising his vote;
 - e) If the Postal Ballot Form is received torn or defaced or mutilated;
 - f) Any competent authority has given directions in writing to the Company to freeze the voting rights of the member.
8. Members are requested not to send any paper (other than the resolution/authority) along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper if found in such envelope the same would not be considered and would be destroyed by the Scrutinizer and the Company will not be able to act on the same.
9. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
10. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
11. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the members can opt for only one mode of voting i.e. either Postal Ballot Form or E-voting. However, in case the members cast their vote both by Postal Ballot Form and E-voting, then voting done through valid E-voting shall prevail and the voting done by Postal Ballot Form will be treated as invalid.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) AND 110 OF THE COMPANIES ACT, 2013.

As the members of the Company are aware that the equity shares of the Company are listed on SME platform of NSE i.e NSE EMERGE w.e.f. 27th September, 2017. The Company made an IPO in September, 2017 on NSE EMERGE and raised an amount of Rs.15,75,10,000/- (Rupees Fifteen Crore Seventy Five Lacs Ten Thousand only) which has been deployed on the objects. The Company has been performing consistently and has increased its business operations year by year. The listing of equity share of the Company enhanced transparency in the functioning and the Company has been benefited. Over the period the Company gained a good experience of compliances, Board procedures, Corporate governance practices on account of SME listing and the company is geared up for moving on to the main board of NSE.

In terms of present rules/regulations, the Equity Shares listed on SME Platform can be migrated to Main Board of Exchange after an initial period of 2 years from the date of listing. The company is well poised to migrate on the Main Board of NSE as the Company has been listed and traded on the NSE Emerge SME Platform of NSE (Listed on 27th September, 2017) for two years and hence eligible to migrate on to the Main Board of NSE as per the guidelines specified by SEBI under Chapter IX of SEBI [CDR Regulations, 2018 and as per the procedures laid down by NSE. Also, listing on the Main Board of NSE Limited will take the Company into a different league altogether with enhanced recognition and increased participation by retail investors. The benefits of listing on Main Board in the form of Market Capitalisation, enhanced liquidity, larger participation, visibility etc. Will accrue to the Shareholders of the Company.

The members are, therefore, requested to accord their approval for migration of the Company's present listing i.e. 1,57,51,000 Equity Shares as well as migration of the future listing of Equity Shares from EMERGE Platform of National Stock Exchange of India Limited to Main Board of National Stock Exchange of India Limited as set out in the resolution.

Pursuant to Section 102 of Companies Act, 2013, the Board or Directors of the Company do hereby confirm that none of its Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise, in the aforesaid resolutions.

Pursuant to Proviso to Regulation 277 of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the proposed resolution shall be acted upon if the votes cast by public shareholders in favour of the proposal, amount to at least 2 times the number of votes cast by the public shareholders against the proposal. It is in the interest of all the shareholders including public shareholders to migrate the Equity Shares of the Company on the Main Board of NSE and hence management recommends the passing of said resolution and seeks your approval.

Registered Office:
102, Sanskriti Appt.44, Saket Nagar
Indore (M.P.) 452018

Date: 17.01.2020

By Order of the Board of Directors
For, Worth Peripherals Limited
sd/-
Raminder Singh Chadha
Managing Director
(DIN: 00405932)



WORTH PERIPHERALS LIMITED

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

CIN: L67120MP1996PLC010808

Phone: 0731-2560267, 2560348 Telefax: +91-731-2563425

E-mail: investors@worthindia.com Website: www.worthindia.com

POSTAL BALLOT FORM

Sr. No.	Particulars	Details
1	Name(s) of shareholder(s) (including joint holder, if any)	
2	Registered address of the sole/first named Shareholder	
3	Registered folio no./DP Id No.*/Client ID No.*	
4	Number of shares held as on 23 rd January, 2020	

I/We hereby exercise My/Our vote in respect of the Ordinary/Special resolution to be passed through Postal Ballot for the Business stated in the Postal Ballot Notice of the Company dated 17th January, 2020 by conveying my/our assent or dissent to the said resolution by placing the tick () mark at the appropriate box below:

Item No.	Description	Nature of resolution	No. of Equity Shares	I/We assent to the resolution ("For")	I/We dissent to the resolution ("Against")
1.	Migration of the Company from SME EMERGE Platform of National Stock Exchange of India Limited to Main Board of NSE	Special Resolution			

Place:

Date:

(Signature of the Shareholder)