

KAUSHAL AGRAWAL & CO.
PRACTISING COMPANY SECRETARIES
218-219, STARLIT TOWER, 29, Y. N. ROAD,
INDORE – 452001 (M.P.)
PHONE (0731) 2432463; 4278756(0)
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To,

The Board of Directors,
Worth Peripherals Limited
102, Sanskriti Appt. 44,
Saket Nagar, Indore – 452018 (M.P.)

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records / documents maintained by Worth Peripherals Limited (hereinafter referred to as "to Company") and its Common Agency for Share Registry / Depositories for issuing this certificate, in accordance with the Circular D&CC/FITTC/CIR-16/2002 dated December 31, 2002 issued by the Securities And Exchange Board of India.

In our opinion and to the best of our knowledge and according to the information and explanations given to us and based on such verifications as considered necessary by us, we hereby certify the Secretarial Audit Report for the period ending 30th September, 2018 in the prescribed format as under:

1.	For the quarter ended on	30 th September 2018
2.	ISIN	INE196Y01018
3.	Face Value	RS.10/- Per Equity Share
4.	Name of the Company	Worth Peripherals Limited
5.	Registered Office Address	Worth Peripherals Limited 102, Sanskriti Appt. 44, Saket Nagar, Indore – 452018 (M.P.)
6.	Correspondence Address	Worth Peripherals Limited 102, Sanskriti Appt. 44, Saket Nagar, Indore – 452018 (M.P.)
7.	Telephone No.	0731- 2560267
	Fax No.	0731- 2563425
8.	E-mail	cs@worthindia.com
9.	Name of the stock exchange where securities of Company are listed	National Stock Exchange
10.	Issued Share Capital	1,57,51,000 Equity Shares



11.	Listed share capital	Number of Equity Shares	% of total issued share capital				
	National Stock Exchange	1,57,51,000	100.00				
		Number Equity shares	% of total issued share capital				
12.	Held in dematerialized in CDSL	30,38,600	19.29%				
13.	Held in dematerialized in NSDL	1,27,12,400	80.71%				
14.	Shares in physical form	Nil	Nil				
15.	Total number of equity shares (12+13+14)	1,57,51,000	100.00%				
16.	<u>Reasons for difference if any between (10 & 11)</u>		No Difference hence Not Applicable				
	<u>Reasons for difference if any between (10 & 15)</u>		No Difference hence Not Applicable				
	<u>Reasons for difference if any between (11 & 15)</u>		No Difference hence Not Applicable				
17.	Certifying the details of changes in share capital during the quarter under consideration as per table below:						
	Particulars of Changes in share capital	Number of shares	Applied/ not applied for	Listed on stock exchanges	Whether intimated to CDSL	Whether intimated to NSDL	In principle approval pending for SE(specify names)
	No Change during the period						
18.	Register of Members is updated (Yes/No) if not, updated upto which date				Yes Not Applicable		
19.	Reference of Previous Quarter with regard to excess dematerialized shares, if any				Not Applicable		
20.	Has the Company resolved the matter mentioned in point No. 19 above in the current quarter? If not, reason why?				Not Applicable		
21.	The total no. of requests , if any, confirmed/rejected after 21 days and the total no. of requests pending beyond 21 days with the reasons of delay.**						
	Total number of Demat requests	No. of Cases	No. of Shares	Reasons of delay			
	Confirmed after 21 days	Nil	Nil	--			
	Pending for more than 21 days	Nil	Nil	--			



22.	Name, telephone & Fax No. of the Compliance Officer of the Company	CS Neetu Dubey Telephone No. - 0731-2560267 Fax No. - 0731-2563425
23.	Name, Telephone & Fax No., Regn. No. of the Practising Company Secretary	M/S KAUSHAL AGRAWAL & COMPANY Practising Company Secretaries Mr. Kaushal Kumar Agrawal Proprietor Telephone No. - 0731- 4278756 Regn. No. - CP 3457 Membership FCS 4985
24.	Appointment of Common Agency for Share Registry work	M/S Bigshare Services Pvt. Ltd. Registrar & share Transfer Agent (Unit: Worth Peripherals Limited) E-2/3, Ansa Industrial Estate, Sakivihar Road Saki Naka, Andheri (E), Mumbai - 400072 MH
25.	Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from Stock Exchanges, company changed its name etc.)	N.A.

FOR KAUSHAL AGRAWAL & CO

Practising Company Secretaries



Proprietor

CS Kaushal Kumar Agrawal

FCS 4985 CP 3457

Date: 22.10.2018

Place: Indore