

SHILPESH DALAL & CO.

PRACTISING COMPANY SECRETARY

219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg,

Janjeer Wala Square, Indore (M.P.) -452 003

Ph. 0731-4094803 Fax: 0731-2560690

Mob.94250-56686

E-mail : csshilpeshdalal@gmail.com

Report of Scrutinizer on E-voting

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20
of the Companies (Management and Administration) Rules, 2014 as amended/]

To,
Chairman
Worth Peripherals Limited
CIN: L67120MP1996PLC010808
Indore

Sub: Consolidated Scrutinizer's Report on e-voting Process (Remote e-voting and e-voting during the 27th Annual General Meeting of the Company held on August 29, 2023 through Video Conferencing.

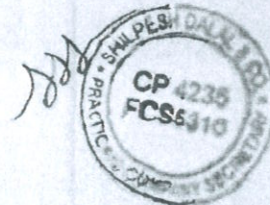
Dear Sir,

I, Shilpesh Dalal, Practicing Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square Indore, was appointed as Scrutinizer to scrutinize the remote e-voting and e-voting during the 27th Annual General Meeting ('AGM') of Worth Peripherals Limited ('the Company'), carried out pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the Ordinary Business (Item Nos. 1, 2 & 3) and Special Business (Item No. 4,5 & 6) set forth in the Notice of the 27th AGM of the Company held on Tuesday, August 29, 2023 at 01:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means, in a fair and transparent manner.

As per Ministry of Corporate Affairs General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 05th May, 2022 followed by MCA Circular dated 28th December, 2022 (hereinafter collectively called as MCA Circulars), read along with SEBI Circular dated 5th January, 2023 the Company held the 27th AGM through VC/OAYC, without the physical presence of Members at a Common venue.

I submit my report as under:

1. In compliance with MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and 13th May, 2022, followed by MCA Circular dated 28th December, 2022 and 5th Jan, 2023, Notice of the 27th AGM along with Annual Report 2022-23 has been sent by the Company only through electronic mode to those Members whose e-mail address were registered with the Depository/the Company's Registrar & Transfer Agent - Big share Services Private Limited. The Company had completed their dispatch on August 7, 2023.



2. The cutoff date for e-voting was Tuesday August 22, 2023. Only those Members, whose names appeared in the Register of Members/List of Beneficial Owners as on the Cut-off date were entitled to vote (through remote e-voting & e-voting during the AGM) on the Ordinary Business (Item Nos. 1, 2, 3) and Special Business (Item No. 4, 5 & 6) set forth in the Notice of 27th AGM and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
3. The total paid-up equity share capital of the Company as on the Cut-off date was Rs.15,75,10,000/- divided into 1,57,51,000 equity shares of Rs.10 each, fully paid-up
4. The Company had engaged the services of National Security Depository Limited (NSDL) as the Agency to provide facility for remote e-voting and e-voting during the AGM.
5. The remote e-voting commenced at 09:00 A.M. (IST) on Saturday, August 26, 2023 and ended at 5:00 P.M. (IST) on Monday, August 28, 2023.
6. Members who were present in the 27th AGM through VC/OAVM and have not casted their votes through remote e-voting were allowed to vote through e-voting during the AGM.
7. After the conclusion of e-voting in the 27th AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of Ms. Marvi Budhwani and Mr. Rakesh Vishwkarma, who were not the employees of the Company.
8. The requisite register has been maintained to record the assent or dissent received, mentioning the particulars of Name, Address, Folio No. DP ID-Client ID of the Members, No.of shares held by them, Nominal value of such shares.

52 (Fifty Two) Members were present at the 27th AGM through VC as per the Attendance Report generated through NSDL Portal and 49 (Forty Nine) Share Holders participated in e-voting, holding total 1,06,17,592 (One Crore Six Lacs Seventeen Thousand Five Hundred and Ninety Two) Shares.

The result of E-Voting is as under:

Item No. 1-Ordinary Resolution

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2023 and Reports of the Board of Directors and Auditors thereon,

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
49	1,06,17,592	100%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL



(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 2- Ordinary Resolution

Re-appointment of Mrs. Amarveer Kaur Chadha (DIN: 00405962), who is liable to retire by rotation and being eligible, offer herself for re-appointment.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
49	1,06,17,592	100%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 3-Ordinary Resolution

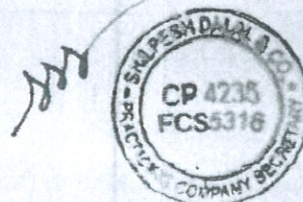
Declaration of Final Dividend @10 % (Rs. 1/- per share) for the Financial Year 2022-23.

Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
49	1,06,17,592	100%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	NIL	NIL



(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 4 – Ordinary Resolution

Re-appointment of Shri Raminder Singh Chadha (DIN:00405932) as Managing Director of the Company.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
48	1,06,17,590	99.99%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	2	0.01%

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 5 – Ordinary Resolution

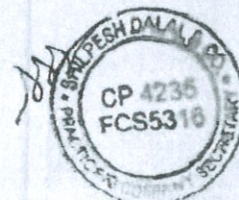
Re-appointment of Smt. Amarveer Kaur Chadha (DIN: 00405962) as Whole-Time Director of the Company.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
48	1,06,17,590	99.99%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	2	0.01%



(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

Item No. 6 – Ordinary Resolution

Re-appointment of Shri Jayvir Chadha (DIN:02397468) as Whole-Time Director of the Company.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
48	1,06,17,590	99.99%

(II) Voted against the resolution:

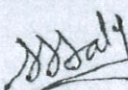
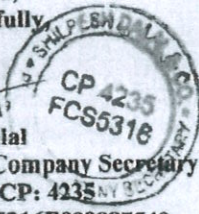
Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	2	0.01%

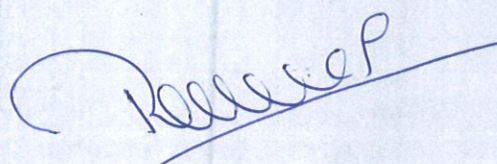
(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

It is clear from the above voting details that the Ordinary Resolutions (1, 2, 3, 4, 5 and 6) have been passed with the requisite majority. Based on this report, the Company may declare the results of the 27th AGM.

Thanking you,
Yours faithfully



Shilpesh Dalal
Practising Company Secretary
FCS: 5316, CP: 4235
UDIN: F005316E000887549



To be counter signed by the Chairman
Date: 31.08.2023
Venue: INDORE

Indore
Date: 31.08.2023

WORTH PERIPHERALS LIMITED

Voting Results

Date of the AGM/EGM	29.08.2023
Total number of shareholders on record date	8009
No. of shareholders present in the meeting through Video Conferencing	5
Promoters and Promoter Group:	47
Public:	

Agenda- wise disclosure (to be disclosed separately for each agenda item)

1. Resolution required: (Ordinary)			To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2023 and Reports of the Board of Directors and Auditors thereon,					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Polled outstanding shares on	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	11703550	10503550	89.75	10503550	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		11703550	10503550	89.75	10503550	0	100
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4047450	114042	2.82	114042	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4047450	114042	2.82	114042	0	100
Total		15751000	10617592	67.40	10617592	0	100	0

Revised



2. Resolution required: (Ordinary)			To Re-appoint of Mrs. Amarveer Kaur Chadha (DIN: 00405962), who is liable to retire by rotation and being eligible, offer herself for re-appointment..					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	11703550	10503550	89.75	10503550	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		11703550	10503550	89.75	10503550	0	100
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4047450	114042	2.82	114042	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4047450	114042	2.82	114042	0	100
Total		15751000	10617592	67.41	10617592	0	100	0




3. Resolution required: (Ordinary)			To declare a Final Dividend for the Financial Year 2022-23.						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	11703550	10503550	89.75	10503550	0	100	0	
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	11703550	10503550	89.75	10503550	0	100	0	
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil	
Public- Non Institutions	E-Voting	4047450	114042	2.82	114042	0	100	0	
	Poll		Nil	Nil	Nil	Nil	Nil	Nil	
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	
	Total	4047450	114042	2.82	114042	0	100	0	
Total		15751000	10617592	67.41	10617592	0	100	0	

Received



4. Resolution required: (Special)			To Re-appoint Shri Raminder Singh Chadha (DIN:00405932) as Managing Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11703550	10503550	89.75	10503550	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		11703550	10503550	89.75	10503550	0	100
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4047450	114040	2.82	114038	2	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4047450	114040	2.82	114038	2	99.99
Total		15751000	10617590	67.41	10617588	2	99.99	0.01

Received

WORTH PERIPHERALS LTD.
INDORE

5. Resolution required: (Special)			To Re-appoint Smt. Amarveer Kaur Chadha (DIN: 00405962) as Whole-Time Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11703550	10503550	89.75	10503550	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	11703550	NA	NA	NA	NA	NA	NA
	Total		10503550	89.75	10503550	0	100	0
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	NA	NA	NA	NA	NA	NA
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4047450	114040	2.82	114038	2	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	4047450	NA	NA	NA	NA	NA	NA
	Total		114040	2.82	114038	2	99.99	0.01
Total		15751000	10617590	67.41	10617588	2	99.99	0.01




6. Resolution required: (Special)			To Re-appoint Shri Jayvir Chadha (DIN:02397468) as Whole-Time Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	11703550	10503550	89.75	10503550	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	11703550	10503550	89.75	10503550	0	100	0
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4047450	114040	2.82	114038	2	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	4047450	114040	2.82	114038	2	99.99	0.01
Total		15751000	10617590	67.41	10617588	2	99.99	0.01