



## 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](mailto:investors@worthindia.com), Website: [www.worthindia.com](http://www.worthindia.com)

Date: 24<sup>th</sup> September, 2021

To,  
The Manager, Listing Department  
National Stock Exchange of India Ltd.  
Exchange Plaza, Plot No. C/1, G-Block,  
Bandra-Kurla Complex, Bandra (East),  
Mumbai – 400051  
Maharashtra, India.

**NSE Symbol: WORTH**  
**Series: EQ**

**Subject: Submission of Scrutinizer's Report and Voting Result under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

We herewith enclosed Voting results of 25<sup>th</sup> Annual General Meeting of the company held on 22<sup>nd</sup> September, 2021 under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Report of Scrutinizer.



Pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on Sunday, 19<sup>th</sup> September, 2021 and ended at 5.00 p.m. on Tuesday, 21<sup>st</sup> September, 2021. The facility for voting through e-voting system was made available during the Meeting and post 30 minutes after the conclusion of the meeting for Members who had not cast their vote prior to the Meeting.

Accordingly, we hereby submit the Scrutinizer's Report and Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, received from Mr. Shilpesh Dalal, Practicing Company Secretary, Indore, who was appointed as the scrutinizer for conducting the voting process in a fair and transparent manner. All resolutions as set out in the Notice of the said AGM were duly approved by the Shareholders, with requisite majority

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,  
Yours Faithfully,

For, Worth Peripherals Limited

**Raminder Singh Chadha**  
**Chairman & Managing Director**  
**DIN: 00405932**

# 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]

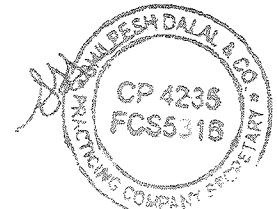
To,  
Chairman  
Worth Peripherals Limited  
CIN: L67120MP1996PLC010808  
Indore

**Sub: Consolidated Scrutinizer's Report on e-voting Process (Remote e-voting and e-voting during the 25<sup>th</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2021 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 25<sup>th</sup> 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 25<sup>th</sup> AGM of the Company held on Wednesday, 22<sup>nd</sup> September, 2021 at 4:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means, in a fair and transparent manner.

In the view of the continuing COVID-19 pandemic and 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 and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 (hereinafter collectively called as MCA Circulars) the Company held the 25<sup>th</sup> AGM through VC/OAVC, 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, Notice of the 25<sup>th</sup> AGM along with Annual Report 2020-21 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 - Bigshare Services Private Limited. The Company had completed their dispatch on 26<sup>th</sup> August, 2021.
2. The cutoff date for e-voting was Wednesday, September 15, 2021. 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 25<sup>th</sup> 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 9:00 A.M. (IST) on Sunday, 19<sup>th</sup> September, 2021 and ended at 5:00 P.M. (IST) on Tuesday, 21<sup>st</sup> September, 2021.
6. Members who were present in the 25th AGM through VC/OAVM and have not casted their votes through remote e-voting were allowed to vote through e-voting during the AGM post 30 minutes after the conclusion of the meeting.
7. After the conclusion of e-voting in the 25<sup>th</sup> 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, and who have signed below as witnesses:



Name: Marvi Budhwani  
Address: D.M. Tower, Indore



Name: Rakesh Vishwkarma  
Address: D.M. Tower, Indore

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.

65 (Sixty Five) Members were present at the 25th AGM through VC as per the Attendance Report generated through NSDL Portal and 86 (Eighty Six) Share Holders participated in e-voting, holding total 1,19,31,582 (One Crore Nineteen Lacs Thirty One Thousand Five Hundred and Eighty Two) Shares.



**The result of E-Voting is as under:**

**Item No. 1-Ordinary Resolution**

Consideration and adoption of the Audited Financial Statements, Reports of the Board of Directors and Auditor for the Financial Year ended 31st March, 2021.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	1,19,31,582	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

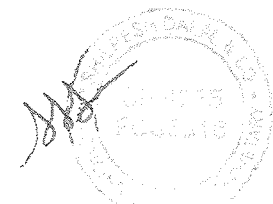
Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	NIL

**Item No. 2- Ordinary Resolution**

Re-appointment of Mr. Raminder Singh Chadha (DIN: 00405932), who is liable to retire by rotation and being eligible, offer himself 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
85	1,19,30,882	99.994%



(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	700	0.006%

(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

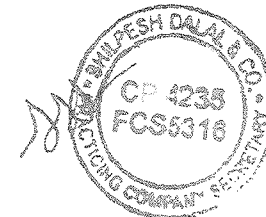
Declaration of Final Dividend @10 % (Rs. 1/- per share) for the Financial Year 2020-21.

Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	1,19,31,582	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 – Special Resolution

Appointment of Mr. Alok Jain (DIN: 69209326), as a Non Executive Independent director of the company.

(I) Voted in favour of resolution:

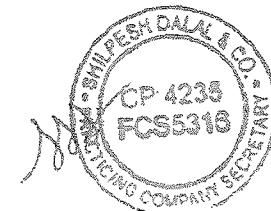
Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
86	1,19,31,582	100%

(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. 5 – Special Resolution**

Re-appointment of Mr. Dilip Kumar Modak (DIN: 07750172) as a Non Executive Independent Director of the Company to hold office for a second term from 14th May, 2022 to 13th May, 2027.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
85	11931457	99.999%

(II) Voted against the resolution:

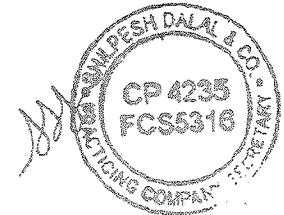
Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	125	0.001%

(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 – Special Resolution**

Re-appointment of Mrs. Palak Malviya (DIN: 07795827) as a Non Executive Independent Director of the Company to hold office for a second term from 14th May, 2022 to 13th May, 2027.



(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
85	11931457	99.999%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
NIL	125	0.001%

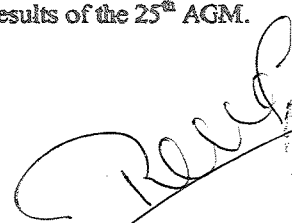
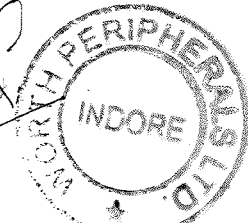
(III) Invalid Votes

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) and Special Resolution (4, 5 and 6) have been passed with the requisite majority. Based on this report, the Company may declare the results of the 25<sup>th</sup> AGM.

Thanking you,  
Yours faithfully,

  
  
Shilpesh Dalal  
Practicing Company Secretary  
FCS: 5316, CP: 4235  
UDIN: F005316C000999311  
Indore  
Date: 24.09.2021

  
  
To be counter signed by the Chairman  
Date: 24.09.2021  
Venue: Indore



WORTH PERIPHERALS LIMITED

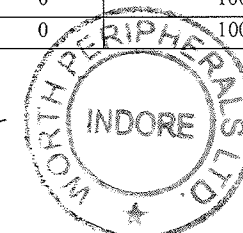
Voting Results

Date of the AGM/EGM	22.09.2021
Total number of shareholders on record date	7226
No. of shareholders present in the meeting through Video Conferencing	
Promoters and Promoter Group:	4
Public:	61

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

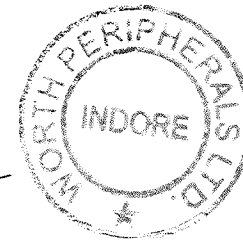
1. Resolution required: (Ordinary)			Consideration and adoption of the Audited Financial Statements, Reports of the Board of Directors and Auditor for the Financial Year ended 31 <sup>st</sup> March, 2021.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	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		11690587	100	11690587	0	100	0
	Poll	11690587	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	11690587	11690587	100	11690587	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
	<b>Total</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4060413	240995	5.94	240995	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	4060413	240995	5.94	240995	0	100	0
<b>Total</b>		15751000	11931582	75.75	11931582	0	100	0

*Revised*



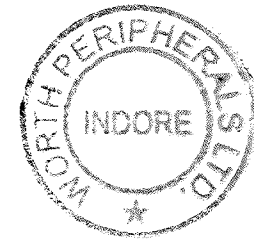
2. Resolution required: (Ordinary)			Re-appointment of Mr. Raminder Singh Chadha (DIN: 00405932), who is liable to retire by rotation and being eligible, offer himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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	11690587	11690587	100	11690587	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	11690587	11690587	100	11690587	0	100	0
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4060413	240995	5.94	240295	700	99.71	0.29
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	<b>Total</b>	4060413	240995	5.94	240295	700	99.71	0.29
<b>Total</b>		15751000	11931582	75.75	11930882	700	99.994	0.006

*Revised*

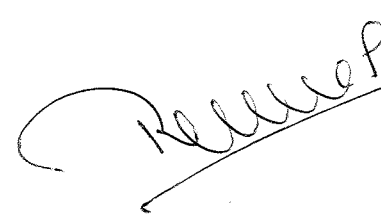
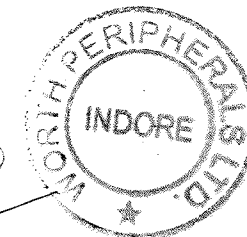


3. Resolution required: (Ordinary)			Declaration of Final Dividend @10 % (Rs. 1/- per share) for the Financial Year 2020-21.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes on Polled 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	11690587	11690587	100	11690587	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		11690587	11690587	100	11690587	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	4060413	240995	5.94	240995	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4060413	240995	5.94	240995	0	100
<b>Total</b>		15751000	11931582	75.75	11931582	0	100	0

*Ramesh*



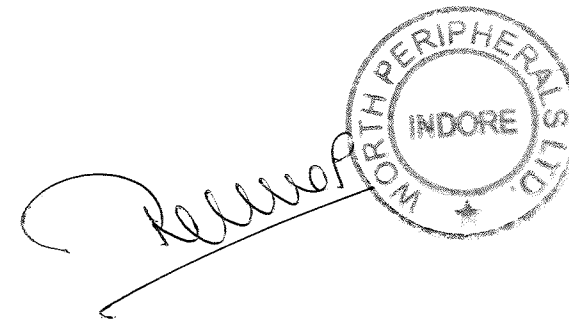
4. Resolution required: (Special)			Appointment of Mr. Alok Jain (DIN: 09209326), as a Non Executive Independent director of the company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% 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	11690587	11690587	100	11690587	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		11690587	11690587	100	11690587	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	4060413	240995	5.94	240995	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total		4060413	240995	5.94	240995	0	100
Total		15751000	11931582	75.75	11931582	0	100	0

5. Resolution required: (Special)			Re-appointment of Mr. Dilip Kumar Modak (DIN: 07750172) as a Non Executive Independent Director of the Company to hold office for a second term from 14 <sup>th</sup> May, 2022 to 13 <sup>th</sup> May, 2027.					
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	11690587	11690587	100	11690587	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	11690587	NA	NA	NA	NA	NA	NA
	Total		11690587	11690587	100	11690587	0	100
Public-Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll	Nil	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	4060413	240995	5.94	240870	125	99.95	0.05
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	4060413	NA	NA	NA	NA	NA	NA
	Total		4060413	240995	5.94	240870	125	99.95
<b>Total</b>		15751000	11931582	75.75	11931457	125	99.999	0.001




6. Resolution required: (Special)			Re-appointment of Mrs. Palak Malviya (DIN: 07795827) as a Non Executive Independent Director of the Company to hold office for a second term from 14 <sup>th</sup> May, 2022 to 13 <sup>th</sup> May, 2027.					
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	11690587	11690587	100	11690587	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	11690587	NA	NA	NA	NA	NA	NA
	Total		11690587	11690587	100	11690587	0	100
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	4060413	240995	5.94	240870	125	99.95	0.05
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	4060413	NA	NA	NA	NA	NA	NA
	Total		4060413	240995	5.94	240870	125	99.95
<b>Total</b>		15751000	11931582	75.75	11931457	125	99.999	0.001


  
 NORTH PERIPHERALS LTD.  
 INDORE