

**NOTICE FOR THE 23RD ANNUAL GENERAL MEETING**

Notice is hereby given that 23rd Annual General Meeting of the Shareholders of **WORTH PERIPHERALS LIMITED** will be held on **Wednesday, 14th day of August, 2019 at 04:00 P.M. at Hotel Amar Vilas Situated at 1B, Chandra Nagar, A.B. Road, Indore (M.P.) 452001** to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider, and adopt the Audited Standalone and Consolidated Financial Statements containing the Balance Sheet as at 31st March, 2019, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31st March, 2019 and the Board Reports and Auditors Report thereon.
2. To appoint a Director in place of Shri Jayvir Chadha (DIN:02397468), who is liable to retire by rotation and being eligible, offer himself for re-appointment.
3. To declare a Final Dividend for the Financial year 2018-19.

**4. Appointment of Statutory Auditors of the Company**

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Khandelwal & Jhaver, Chartered Accountants, Indore (Firm Registration No. 003923C) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s. Maheshwari & Gupta, Chartered Accountants, Indore (M.P.) (Firm Registration No. 06179C), to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

By Orders of the Board of Directors  
For Worth Peripherals Limited  
Sd/-

**CS AYUSHI TAUNK**  
**Company Secretary &**  
**Compliance Officer**  
**ACS 54236**

**Date :** 16<sup>th</sup> July, 2019

**Place :** Indore

**Registered Office:**

CIN: L67120MP1996PLC010808

102, Sanskriti Appt. 44, Saket Nagar,

Indore (M.P.) 452018 India

**Notes:-**

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/IES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY.**
2. A person can act as a proxy on behalf of Shareholders not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or Shareholder.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting, is annexed hereto.
4. The company has notified closure of Register of Members and Share Transfer Books from Thursday, 8th August, 2019 to Wednesday, 14th August, 2019 (both days inclusive) for the purpose of the Annual General Meeting and Dividend.
5. The dividend as recommended by the Board, if declared at the meeting, will be paid on or after 21st August 2019 to the Members.
6. The Management Discussion and Analysis Report attached with the Directors Report also forms part of this Annual Report.
7. Shareholders seeking any information are requested to write to the Company by email at investors@worthindia.com at least 10 days before the date of the AGM to enable the management to reply appropriately at the AGM.
8. Shareholders are requested to immediately notify any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) and to the Registrar and Share Transfer Agent of the Company viz. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400059, Maharashtra having email Id investors@bigshareonline.com to receive the soft copy of the annual report and all other communication and notice of the meetings etc., of the Company.
9. Electronic copy of the Annual report for the year 2018-19 is being sent to the Shareholders whose email IDs are registered with the Share Transfer Agent of the Company / Depository Participants unless any Shareholder has requested for a hard copy of the same. For Shareholders who have not registered their email address, physical copies of the Annual reports are being sent in the permitted mode.
10. Shareholders may also note that the Annual Report for the year 2018-19 is also available on Company's website www.worthindia.com.
11. Corporate Shareholders intending to send their authorized representatives to attend the Annual General Meeting pursuant to section 113 of Companies Act, 2013 are requested to send a duly certified copy of the relevant Board Resolution together with the respective specimen signatures of those representatives authorized under the said resolution to attend and vote on their behalf at the Meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the Shareholders at the Registered Office of the company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M. up to the date of the Annual General Meeting.
13. Shareholders / proxies / authorized representatives are requested to bring the duly filled and signed attendance slip attached with this report and copy of Annual Report with them to attend the Meeting.
14. The Register of Directors, Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 will be available for inspection by the Shareholders at the Annual General Meeting.
15. The Register of Contracts or Arrangements, in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 and will be available for inspection by the Shareholders at Annual General Meeting.
16. SEBI has also mandated that for registration of transfer of securities the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN to the Share Transfer Agent for registration of transfer of securities.
17. Shareholders may also note that the Notice of 23rd Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for the year 2018-19 will also be available on the website of Company www.worthindia.com for the download.
18. The Route Map of the venue of AGM is given at the last page of Annual Report.
19. As the Company is listed on SME Exchange [Company covered under Chapter X B of SEBI (Issue of Capital Disclosure Requirements) Regulations, 2009] pursuant to Rule 20 of the Companies (Management and Administration) Rules, it is not required to provide remote e-voting facility to its Shareholders.
20. **Brief profile of the directors seeking appointment as per Item No. 2 of the notice at the ensuing Annual General Meeting as per SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.**

Name of Director	Shri Jayvir Chadha
Designation	Whole-Time Director
Date of Birth	11.12.1989
Date of Appointment	20.02.2017
Expertise / Experience in specific functional areas	3.5 years experience in Marketing, IT, R&D and Operations of our Company, he is a member of promoter Group of the company.
Qualification	Bachelor's in Engineering & Masters in Science
No. & % of Shares held	550000 i.e. 3.49%
List of outside Company's directorship held	Nil
Inter se relations with other directors	Son of Mr. Raminder Singh Chadha, Managing Directors & Mrs. Amarveer Kaur Chadha, Whole-time Director.

**Brief Resume :**

Mr. Jayvir Chadha, aged 29 Years, has been appointed as Whole Time Director of our Company. He has been on the Board of our Company since February 20, 2017. He holds Bachelor's Degree in Engineering from Visvesvaraya Technological University, Belgaum and Masters Degree in Science (Electrical Engineering) from University of Southern California. He looks after Marketing, IT, R&D and Operations of our Company.

**Date :** 16<sup>th</sup> July, 2019

**Place :** Indore

**Registered Office:**

CIN: L67120MP1996PLC010808

102, Sanskriti Appt. 44, Saket Nagar,

Indore (M.P.) 452018 India

By Orders of the Board of Directors  
For Worth Peripherals Limited

Sd/-

**CS AYUSHI TAUNK**

**Company Secretary &**

**Compliance Officer**

**ACS 54236**

**NORM NO. MGT-11**

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L67120MP1996PLC010808  
 Name of the Company : Worth Peripherals Limited  
 Registered Office : 102, Sanskriti Appt. 44, Saket Nagar, Indore – 452018 (M.P.) India

Name of the Member(s) :  
 Registered Address :  
 E-mail Id :  
 Folio No/ Client Id/ DP ID :

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name : .....  
 Address : ..... E-mail Id.....  
 Signature : ..... or failing him.....  
 2. Name : .....  
 Address : ..... E-mail Id.....  
 Signature : ..... or failing him.....  
 3. Name : .....  
 Address : ..... E-mail Id.....  
 Signature : ..... or failing him.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on **Wednesday, 14th day of August, 2019 at 04:00 P.M. at Hotel Amar Vilas Situated at 1B, Chandra Nagar, A.B. Road, Indore (M.P.) 452001**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:		Nature of Resolution
1.	Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31st March, 2019.	Ordinary
2.	Re- appointment of Shri Jayvir Chadha, Director who is liable to retire by rotation	Ordinary
3.	Declaration of Final Dividend for the Financial Year 2018-19	Ordinary
4.	Approve the appointment of Statutory Auditor and Fixing their remuneration.	Ordinary

Signed this..... day of..... 2019

.....  
**Signature of shareholder**

Affix  
 Revenue  
 Stamp

.....  
**Signature of Proxy holder(s)**

**Note:** This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**WORTH PERIPHERALS LIMITED**

CIN : L67120MP1996PLC010808

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

**ATTENDANCE SLIP**

23rd Annual General Meeting of Worth Peripherals Limited held on Wednesday, 14th day of August, 2019 at 04:00 P.M. at Hotel Amar Vilas Situated at 1B, Chandra Nagar, A.B. Road, Indore (M.P.) 452001

Folio No./DPID/Client ID : .....

Mr./Mrs./Miss : .....  
(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 23rd Annual General meeting of the company held on Wednesday, 14th day of August, 2019 at 04:00 P.M. at Hotel Amar Vilas Situated at 1B, Chandra Nagar, A.B. Road, Indore (M.P.) 452001

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

**Note:**

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

## WORTH PERIPHERALS LIMITED

CIN : L67120MP1996PLC010808

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

## Form No. MGT-12

## Polling Paper

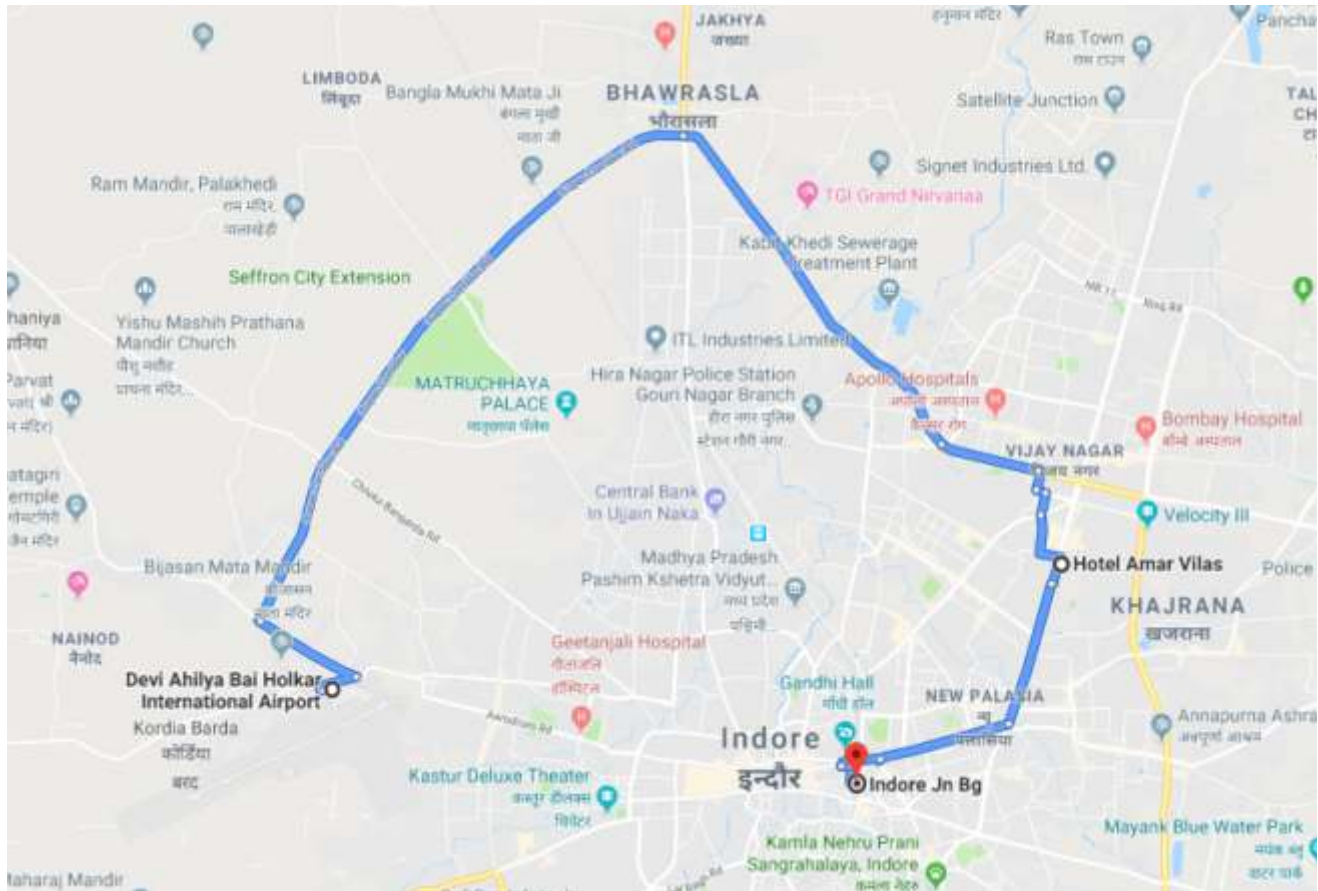
[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company		<b>Worth Peripherals Limited</b>			
Registered Office		<b>CIN:</b> L67120MP1996PLC010808 102, Sanskriti Appt.44, Saket Nagar, Indore – 452018 (M.P) India <b>Ph:</b> +91-731-2560267 / +91-731-2560348 <b>Email:-</b> <a href="mailto:investors@worthindia.com">investors@worthindia.com</a> <b>Website:</b> <a href="http://www.worthindia.com">www.worthindia.com</a>			
<b>Sr. No.</b>	<b>Particulars</b>	<b>Details</b>			
1.	Name of the First Named Shareholder (In Block Letter)				
2.	Postal Address				
3.	Registered Folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)				
4.	Class of Share	Equity Share			
I hereby exercise my vote in respect of Ordinary resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.					
<b>Resolutions:</b>		<b>Nature of Resolution</b>	<b>No. of shares held by me</b>	<b>I assent to the resolution</b>	<b>I dissent to the resolution</b>
1.	Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31st March, 2019.	Ordinary			
2.	Re- appointment of Shri Jayvir Chadha, Director who is liable to retire by rotation	Ordinary			
3.	Declaration of Final Dividend for the Financial Year 2018-19	Ordinary			
4.	Approve the appointment of Statutory Auditor and Fixing their remuneration.	Ordinary			

Place:  
Date:

(Signature of the Shareholder)

**Route Map to the Venue of the AGM  
Hotel Amar Vilas  
1B, Chandra Nagar, A.B. Road, Indore (M.P.) 452001**



**Distance from Indore Railway Station : 4.5 Km.  
Distance from Devi Ahilya Bai Holkar Airport : 18.4 Km.**