

**NOTICE FOR THE 29<sup>th</sup> ANNUAL GENERAL MEETING**

To,  
The Members  
Worth Peripherals Limited,

Notice is hereby given that 29<sup>th</sup> Annual General Meeting of the Members of **WORTH PERIPHERALS LIMITED** (CIN: L67120MP1996PLC010808) "the Company" will be held on Tuesday, **23rd day of September, 2025 at 02:00 PM through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")** which will be deemed to be held at the registered office of the Company to transact the following business:

**ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, the Change in Equity, Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date and notes related thereto together with the Reports of the Board and Auditors' thereon.
2. To appoint a Director in place of Mr. Jayvir Chadha (DIN:02397468), who retires by rotation pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act") and who is not disqualified to become Director under the Act and being eligible, offers himself for re-appointment.
3. To declare a Final Dividend of Re. 01 (Rupees One only) per Equity Share of face value of Rs. 10 (Rupees Ten) each for the Financial Year 2024-25.

**SPECIAL BUSINESSES:**

4. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:**

**To approve the change of designation of Mr. Jayvir Chadha (DIN:02397468) as the Managing Director of the Company:**

**RESOLVED THAT** pursuant to the provisions of Sections, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to change the designation of Mr. Jayvir Chadha (DIN: 02397468), who is currently serving as Whole-Time Director, as the Managing Director of the Company, for a period of 3 (Three) years with effect from August 7, 2025 as recommend/approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on August 6, 2025, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration as it may deem fit and as may be accepted to Mr. Jayvir Chadha (DIN: 02397468), subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this resolution."

5. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:**

**To approve the re-designation of Mr. Raminder Singh Chadha (DIN:00405932) as the Executive Director and Chairman of the Company:**

**RESOLVED THAT** pursuant to provisions of Section 149, 152, 196, 197, 198 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to change the designation of Mr. Raminder Singh Chadha (DIN: 00405932), as the Whole Time Director & Chairman of the Company, with effect from August 7, 2025 as recommend/approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on August 6, 2025 on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration as it may deem fit and as may be accepted to Mr. Raminder Singh Chadha (DIN: 00405932), subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors, Chief Financial Officer and Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

6. **To consider and, if thought fit, to pass with or without modification(s), the following resolution as ORDINARY RESOLUTION:**

**To approve the appointment of M/s Vatsalya Sharma & Co. Practising Company Secretarie (CP No.: 19574 & Membership No: 48100) as Secretarial Auditor of the Company:**

**RESOLVED THAT** pursuant to the provisions of Sections 179 and 204 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended



from time to time, and based on the recommendations of the Audit Committee and the Board of Directors, the approval of the members be and is hereby accorded for the appointment of **M/s Vatsalya Sharma & Co.**, Practising Company Secretaries (CP No.: 19574 & Membership No: 48100) (as Secretarial Auditors of the Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

**RESOLVED FURTHER THAT** The Board of Directors of the Company, (including its committees thereof), and/or Chief Financial Officer, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.

**7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:**

**To re-appoint Mr. Alok Jain (DIN:09209326) as an Independent Director for a second term of 5 (five) consecutive years.**

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Alok Jain (DIN:09209326), who was appointed by the Board of Directors, as an Additional Independent Director of the Company w.e.f. June 21, 2021 and who holds office of Independent Director up to June 20, 2026 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a Member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and who is eligible for re-appointment and based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board and the Board has approved the same and recommended to the Members, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation for a second term of 5 (five) consecutive years on the Board of the Company w.e.f. June 21, 2026 to June 20, 2031.

**RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to do any other formalities to give effect to this resolution.”

**Date: 6<sup>th</sup> August, 2025**

**Place: Indore**

**Registered Office:**

CIN: L67120MP1996PLC010808  
102, Sanskriti Apt. 44, Saket Nagar,  
Indore (M.P.) 452018 India

**By Orders of the Board of Directors  
For, Worth Peripherals Limited**

sd/-

**CS NIDHI ARJARIYA  
Company Secretary & Compliance Officer  
ACS 54208**

**Notes:-**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2024 dated September 19, 2024, General Circular No. 09/2023 dated September 25, 2023, General Circular No. 10/2022 dated December 28, 2022 read with General Circular No. 2/2022 dated May 05, 2022, General Circular No. 02/2021 January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 05, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual mean ('OAVM') without the physical presence of the Members at a common venue.
2. The Securities and Exchange Board of India ("SEBI"), vide its Circular No. **SEBI/HO/CFD/CFD PoD 2/P/CIR/2024/133 dated October 3, 2024**, and Circular No. **SEBI/HO/DDHS/DDHS PoD 1/P/CIR/2025/83 dated June 5, 2025**, read with its earlier Circulars dated October 7, 2023, January 5, 2023 and May 13, 2022 (collectively, the "SEBI Circulars"), has further extended the relaxation from dispatching hard copies of the annual report and proxy forms and from providing a physical route map for the AGM. In compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the said SEBI and MCA Circulars, the 29th AGM is being convened through VC/OAVM. The meeting proceedings shall be deemed to have taken place at the Company's Registered Office at 102, Sanskriti Apartments, Saket Nagar, Indore (M.P.)-452018. Central Depository Services (India) Limited ("CDSL") will facilitate remote e voting and participation in the AGM through VC/OAVM."
3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 05, 2020 read with other MCA Circulars, the matters of Special Business, as appearing at item no. 4, 5, 6 and 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. The VC/OAVM facility for members to join the meeting, shall be kept open 15 minutes before the start of the AGM. Members can attend and participate in the AGM through VC/ OAVM only by following the instructions given in this Notice.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy so appointed need not be a member of the Company. Since this AGM is being held pursuant to the aforesaid Circulars through VC/OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
6. Institutional/Corporate members intending to appoint their authorized representatives to attend the Annual General Meeting, pursuant to section 113 of the Companies Act, 2013, are requested to send to the company a scanned copy (PDF/JPG Format) of certified board resolution authorizing their representatives to attend the AGM through VC and vote on their behalf through remote e-voting or voting at AGM. The said resolution shall be sent to the scrutinizer by email through its registered email address to [anjeshjaincs@gmail.com](mailto:anjeshjaincs@gmail.com) and a copy to be marked to [cs@worthindia.com](mailto:cs@worthindia.com)
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. 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.
9. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/reappointment at this AGM are annexed to the Notice.
10. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Share Transfer Agent / Depository Participants / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available is being sent to those Members whose e-mail address is not registered with the Company / Share Transfer Agent / Depository Participants / Depositories.
11. Members may also note that the notice of the AGM and the Annual Report 2024-25 would be posted on the Company's website [www.worthindia.com](http://www.worthindia.com) and also on the websites of the stock exchange i.e. NSE at [www.nseindia.com](http://www.nseindia.com) respectively. The AGM notice will be also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) The Company shall send physical copy of the Annual Report 2024-25 to the Members who specifically request for the same by sending an email at [investors@worthindia.com](mailto:investors@worthindia.com) and a copy to be marked to [cs@worthindia.com](mailto:cs@worthindia.com)
12. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 17th September, 2025 to Tuesday 23rd September, 2025, both days inclusive, for taking record of the Members of the Company for the purpose of AGM and determining the names of the Members eligible for payment of final dividend on equity shares for the financial year 2024-25, if declared at the AGM.
13. If dividend proposed is declared at the Annual General Meeting, the payment of such dividend will be made to those members of the company whose names stand on the register of Members of the Company on 16th September, 2025. The dividend on Equity Shares, if declared at the meeting, will be credited/dispatched on or before 22nd October, 2025.
14. Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature, shall be eligible to get dividend only in electronic mode. Accordingly, payment of final, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Bigshare Services Private Limited, at [sujit@bigshareonline.com](mailto:sujit@bigshareonline.com).



15. The recorded transcript of the AGM, shall also be made available on the website of the Company [www.worthindia.com](http://www.worthindia.com) in the Investors section as soon as possible, after the meeting is concluded.
16. To enhance ease of dealing in securities markets by investors, SEBI has decided that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LADNRO/ GN/2022/66 dated 24 January 2022) and Pursuant to SEBI Circular (Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8) dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, while processing any service requests from members viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the service request, a “Letter of Confirmation” will be issued to the members which shall be valid for a period of 120 days, within which the member shall make a request to the Depository Participant for dematerializing those shares. If the member fails to submit the dematerialisation request within 120 days, then the Company shall credit those shares to the Suspense Escrow Demat Account held by the Company. Members can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documents to Registrars and Transfer Agents, Big Share Services Private Limited. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. The Members who are desirous to convert their physical holdings into dematerialised form, may contact the Depository Participant of their choice for dematerialising the same. Members may also contact the Company or its Registrars and Transfer Agents, Big Share Services Private Limited for assistance in this regard.
17. The Company’s Registrar & Share Transfer Agents are Big Share Services Private Limited (‘R & TA’) having their office at Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai-400093 Tel: + 91-22-6263 8200 – Fax: + 91-22-6263 8299.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
19. Members who are holding Shares in identical order of names in more than one Folio, are requested to apply to the R & TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
20. Members whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
21. Members holding shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members who hold shares singly are advised to avail of nomination facility in their own interest. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
22. Members desiring any information pertaining to the Financial Statement or any matter to be placed at the AGM, are requested to write to Ms. Nidhi Arjariya, Company Secretary of the Company, [atcs@worthindia.com](mailto:atcs@worthindia.com) on or before September 16, 2025 through your registered email address quoting their Folio no./ DP ID & Client ID so as to enable the Management to reply at the AGM.
23. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company’s Registrar and Share Transfer Agent, Big Share Services Private Limited (“RTA”) for assistance in this regard.
24. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, PAN, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to Company in case the shares are held by them in physical form.
25. In terms of Section 72 of the Act read with the applicable Rules made under the Act, every holder of shares in the Company may at any time nominate, in the prescribed manner (Form No. SH-13), a person to whom his/her shares in the Company shall vest, in the event of his/her death. Nomination Form can be obtained from the R & TA. The duly filled in Nomination Form shall be sent to R & TA at the above-mentioned address by the Members holding shares in physical mode. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
26. Mr. Vatsalya Sharma (ACS: 48100 and C.P. No.: 19574), Proprietor of M/s. Vatsalya Sharma & Co., Practicing Company Secretaries, followed with, Mr. Anjesh Jain (ACS: 54745 and CP: 27029), Proprietor of M/s. Anjesh Jain & Co., Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
27. The Scrutinizers shall immediately, after the conclusion of voting at the AGM, first count the votes cast during the meeting and thereafter unblock the votes cast through remote e-voting and make, within 48 hours from the conclusion of the meeting, a Consolidated Scrutinizer’s Report of the total votes cast in favour or against of the resolutions transacted in the AGM and submit forthwith the same to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
28. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, would be paid/dispatched on/after Wednesday, October 22, 2025 but within thirty days from the date of declaration of dividend to those persons (or their mandates):
  - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”), collectively “Depositories”, as of the close of business hours on 16th September, 2025.
  - ii. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company / Company’s Registrar and Transfer Agents, Big Shares Services Private Limited, as of the close of business hours on 16th September, 2025.



29. The Results along-with the report of the Scrutinizer shall be placed on the website of the Company [www.worthindia.com](http://www.worthindia.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India Limited.
30. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 29th AGM i.e. Tuesday, September 23, 2025.

#### COMMUNICATION TO SHAREHOLDERS ON TAX DEDUCTED AT SOURCE (TDS) FOR DIVIDEND DISTRIBUTION

The Members are informed that in accordance with the provisions of the Income Tax Act, 1961 ("IT Act"), as amended from time to time, read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Members and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at the applicable rates. However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them for the FY 2025-26 does not exceed INR 10,000/-, subject to availability of a valid PAN.

Members may note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature] ("KYC Details"), shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024.

Further, except for shares under folios held in physical form, where KYC details are not updated, in the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or other reasons whatsoever, subject to specific mandate otherwise issued by SEBI, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such member, as soon as possible.

Members are requested to take note of the below TDS provisions and information/documents required to be submitted by them for claiming TDS exemption.

#### PART A: Applicability of TDS rates and documents required for relevant category of Members:

##### I. RESIDENT MEMBERS

Type of shareholders	TDS Rates	Exemption Applicability/ Documentation required
Any resident member with PAN No.	NIL	Members providing Form 15G (applicable to individuals below 60 years) / Form 15H (applicable to an individual above the age of 60 years) - on fulfillment of prescribed conditions along with self-attested copy of PAN card. Note - All fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfill the requirement of law.
Insurance Companies: Public & Other Insurance Companies	NIL	A declaration that it has a full beneficial interest with respect to the shares owned by it along with valid PAN (subject to compliance under section 206AB of the Income Tax Act, 1961) and a self-attested copy of a valid IRDAI registration certificate also needs to be submitted.
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income	NIL	Self-declaration specifying the specific Central Act under which such corporation is established and that its income is exempt under the provisions of IT Act along with a self-attested copy of the valid PAN (subject to compliance under section 206AB of the Income Tax Act, 1961) card and registration certificate.
Mutual Funds	NIL	Self-declaration that not covered under Section 10 (23D) of the IT Act along with a self-attested copy of valid PAN (subject to compliance under section 206AB of the Income Tax Act, 1961) card and copy of SEBI registration certificate
Alternate Investment Fund established or incorporated in India	NIL	Self-declaration that its income is exempt under Section 10 (23FBA) of the IT Act and governed by SEBI regulations as Category I or Category II AIF along with a self-attested copy of the valid PAN (subject to compliance under section 206AB of the Income Tax Act, 1961) card and SEBI registration certificate
Other resident members without registration of PAN or having Invalid PAN	20%	Update the valid PAN (subject to compliance under section 206AB of the Income Tax Act, 1961) if not already done with depositories (in case of shares held in Demat mode) and with the Company's RTA (in case of shares held in physical mode).



**Please note the following:**

- Every Member whose dividend is above the threshold of INR 10,000/- has to submit a declaration confirming filing of their ITR for the last (previous) year (FY 2024-25) immediately preceding the financial year (FY 2025-26) in which tax is required to be deducted along with submission of above-mentioned documents for claiming TDS exemption.
- Recording of the valid Permanent Account Number (PAN) (Subject to compliance under section 206AB of the Income Tax Act, 1961) for the registered Folio/DP Id-Client Id is mandatory. In absence of a valid PAN, the tax will be deducted at a higher rate of 20% as per Section 206AA of the IT Act.
- Members holding shares under multiple accounts under different status/category with single PAN, may note that, higher of the tax as applicable to the status in which shares held under a valid PAN (subject to compliance under section 206AB of the Income Tax Act, 1961) will be considered on their entire holding in different accounts.
- Members are requested to ensure Aadhar number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhar with PAN within the prescribed timelines, PAN shall be considered inoperative / invalid (subject to compliance under section 206AB of the Income Tax Act, 1961) and, in such scenario too, tax shall be deducted at higher rate of 20%.

**II. NON- RESIDENT MEMBERS:**

Type of shareholders	TDS Rates	Exemption Applicability/ Documentation required
Any Non-resident member, Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)	20% /Tax Treaty rate whichever is lower (increased by surcharge and cess wherever applicable)	Members providing Form 15G (applicable to individuals below 60 years) / Form 15H (applicable to an individual above the age of 60 years) - on fulfillment of prescribed conditions along with self-attested copy of PAN card. Note - All fields are mandatory to be filled up and Company may at its sole discretion to reject the form if it does not fulfill the requirement of law.
		<p>Non-resident members may opt for tax rate under the Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for TDS on submission of the following documents to the Company:</p> <ol style="list-style-type: none"> <li>Self-attested copy of Tax Residency Certificate (TRC) (of FY 2025-26 or calendar year 2025), valid as on the AGM date obtained from the tax authorities of the country of which the member is resident.</li> <li>Self-declaration in Form 10F (it should be noted that vide notification number 03/2022 issued by the CBDT, it has been mandated to issue Form 10F electronically for it to be considered valid);</li> <li>Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit (of FY 2025-26 or calendar year 2025)</li> </ol> <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided. Further, please provide a copy of the PAN Card, if registered with the Indian tax authorities.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the tax documents submitted by the non-resident member and are in accordance with the provisions of the Income Tax Act, 1961.</p>
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower/NIL with holding tax certificate obtained from Income Tax authorities.

The aforementioned documents are required to be submitted at [investors@worthindia.com](mailto:investors@worthindia.com) on or before Tuesday, 16th September, 2025 in order to enable the Company to determine and deduct appropriate TDS/withholding tax.

Incomplete, unsigned forms and declarations and/or any communication on tax determination received after Tuesday, 16th September, 2025 will not be considered by the Company

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

- As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.



2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.worthindia.com](http://www.worthindia.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's **General Circular No. 20/2020** dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022 and General Circular No. 10/2022 dated 28.12.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

#### THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on September 20, 2025 and ends on September 22, 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 19, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository



Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



- (v) Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. <b>1800 2109911</b>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and <b>022 - 2499 7000</b>

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat.
	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. [cs@worthindia.com](mailto:cs@worthindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.



2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 2109911.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

#### **Change in designation of Mr. Jayvir Chadha as Managing Director of the Company-**

Mr. Jayvir Chadha (DIN: 02397468) is currently serving as the Whole-Time Director of the Company. Based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors at its meeting held on August 06, 2025, it is proposed to appoint him as the **Managing Director** of the Company for a period of 3 years with effect from August 17, 2025 till August 06, 2028, subject to the approval of shareholders.

Mr. Jayvir Chadha 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.

Mr. Jayvir is a seasoned professional with over 10 years of experience in operations, strategic management, etc., and has contributed significantly to the growth and development of the Company during his tenure as a Whole-Time Director.

The key terms and conditions of his appointment including remuneration are as under:

- **Designation:** Managing Director
- **Tenure:** 3 years with effect from August 07, 2025 till August 06, 2028.
- **Remuneration:** Rupees 5-7 lakhs per month, As approved by the Board, subject to the limits prescribed under Sections 196, 197, 198 read with Schedule V of the Companies Act, 2013, and applicable SEBI Regulations.
- **Functions & Responsibilities:** Day-to-day operations, strategy implementation, oversight of executive management.

The Board recommends the Resolution set out at Item No. 4 of the Notice for the approval by the Members.

All the documents referred to in resolution mentioned at item no. 4 of the accompanying Notice of the 29<sup>th</sup> AGM and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 23, 2025. Members seeking to inspect such documents can send an email to [cs@worthindia.com](mailto:cs@worthindia.com).

Mr. Jayvir Chadha and their relatives are concerned and interested in the resolution set out at Item No. 4 of the Notice with regard to his change in designation. None of the other Directors or Key Managerial Personnel of the Company or their respective relatives, except mentioned above, are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 4.

### Item No. 5

#### **Change in designation - Resignation of Mr. Raminder Singh Chadha as Managing Director and Appointment as Executive Chairman**

Mr. Raminder Singh Chadha (DIN: 00405932), who was re-appointed as the Managing Director of the Company at the 27<sup>th</sup> Annual General Meeting held on August 29, 2023, for a period of 3 (three) years commencing from June 1, 2023, has resigned from the position of Managing Director, due to internal restructuring and focus on strategic leadership.

The Board, upon the recommendation of the Nomination and Remuneration Committee, has change his designation as the **Whole-Time Director and Chairman** of the Company with effect from August 17, 2025, subject to approval of shareholders in the ensuing Annual General Meeting.

Key terms of his changed designation are as under:

- **Designation:** Whole-Time Director and Chairman
- **Remuneration:** Rupees 5 - 7 lakhs per month, As approved by the Board, subject to the limits prescribed under Sections 197, 198 read with Schedule V of the Companies Act, 2013, and applicable SEBI Regulations.
- **Role:** Providing strategic direction, leadership to the Board and governance oversight.

Mr. Raminder Singh Chadha is a highly respected business leader with over 30 years of experience in industry. The Board believes that his continued association in the executive capacity will benefit the company.

Mr. Raminder Singh Chadha and their relatives are concerned and interested in the resolution set out at Item No. 5 of the Notice with regard to his change in designation. None of the other Directors or Key Managerial Personnel of the Company or their respective relatives, except mentioned above, are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 5.



All the documents referred to in resolution mentioned at item no. 5 of the accompanying Notice of the 29<sup>th</sup> AGM and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 23, 2025. Members seeking to inspect such documents can send an email to [cs@worthindia.com](mailto:cs@worthindia.com).

The Board recommends the Ordinary Resolution as set out at Item No.5 of the Notice for approval by the shareholders.

#### **Item No. 6:**

##### **Appointment of M/s Vatsalya Sharma & Co., Company Secretaries as secretarial auditors of the Company**

M/s. Vatsalya Sharma & Co., a leading firm of practicing Company Secretaries with over 8 years of experience in delivering comprehensive professional services across Corporate Laws, SEBI Regulations and FEMA Regulations.

Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. M/s Vatsalya Sharma & Co. were appointed as secretarial auditors of the Company for conducting secretarial audit for the financial year 2024-25 and the same is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “LODR Regulations”).

In terms of Regulation 24A of LODR Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer- reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s. Vatsalya Sharma & Co., is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on May 21, 2025, approved the appointment of M/s Vatsalya Sharma & Co. as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30. The appointment is subject to approval of the shareholders of the Company.

Mr. Vatsalya Sharma has given their consent to act as secretarial auditors of the company and confirmed that their aforesaid appointment (if approved) would be within the limits specified by Institute of Company Secretaries of India. Furthermore, in terms of the amended regulations, they have provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate.

The proposed remuneration to be paid for secretarial audit services for the financial year ending March 31, 2026 is same as the previous remuneration.

The above fee excludes the proposed remuneration to be paid for the purpose of secretarial audit of subsidiaries, if any.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of M/s Vatsalya Sharma & Co. for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the firm.

Based on the recommendations of the Audit Committee, the Board of Directors have approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm’s qualification, experience, independent assessment & expertise of the partners in providing secretarial audit related services, competency of the staff and Company’s previous experience based on the evaluation of the quality of audit work done by them in the past.

All the documents referred to in resolution mentioned at item no. 6 of the accompanying Notice of the 29<sup>th</sup> AGM and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till September 23, 2025. Members seeking to inspect such documents can send an email to [cs@worthindia.com](mailto:cs@worthindia.com)

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

The Board recommends the resolution set forth in item no. 6 for the approval of members.

#### **Item No. 7:**

##### **Re-Appointment of Mr. Alok Jain (DIN:09209326) as an Independent Director for a second term of 5 (five) consecutive years:**

In terms of Section 149 and other applicable provisions of the Companies Act, 2013 (“Act”), Members of the Company at the 25<sup>th</sup> Annual General Meeting (“AGM”) held on September 22, 2021 approved the appointment of Mr. Alok Jain (DIN: 09209326) as Non-Executive Independent Directors of the Company for a continuous period of 5 (five) years w.e.f. June 21, 2021 to June 20, 2026 (“first term”).

Section 149 of the Act provides that an Independent Director shall hold office for a term of 5 (five) consecutive years and shall be eligible for re-appointment, on passing a Special Resolution by the Members of the Company, for a second term of another 5 (five) consecutive years i.e. holding office up to two consecutive terms of five years, whose term of office shall not be liable to retire by rotation.

The Board of Directors, based on the performance evaluation on various parameters of Independent Directors and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Act, considered that given the background and contributions made by Mr. Alok Jain (DIN:09209326) during his tenure, his continued association would be beneficial to the Company and hence it is desirable to continue to avail his services as Independent Directors.

Accordingly, the Board of Directors approved his re-appointment as Independent Director of the Company for second term of 5 consecutive years, not liable to retire by rotation, and recommended the same to the Members for their approval by passing Special Resolution.



Mr. Alok Jain (DIN:09209326) is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given his consent to act as Director. The Company has also received declaration from him that he meets criteria of independence as prescribed under section 149(6) of the Act and the Listing Regulations and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India (“SEBI”) or any such authority.

In the opinion of the Board, Mr. Alok Jain (DIN:09209326) fulfil the conditions specified in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Companies Act, 2013 (“Act”) along with the Rules made thereunder and Schedule IV of the Act for his re-appointment as Independent Directors of the Company and he is independent of the Management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

The Company has received notices in writing from a Member pursuant to provision of Section 160 of the Act proposing candidature of Mr. Alok Jain (DIN:09209326) for the office of Independent Director of the Company.

The brief profile of Mr. Alok Jain (DIN:09209326) is given in the annexure to the Notice of 29th AGM pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The terms & conditions of his re-appointment and all the documents referred to in resolution mentioned at item no. 7 of the accompanying Notice of the 29<sup>th</sup> AGM and the Explanatory Statement shall be made available for inspection electronically without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. till August 12, 2025. Members seeking to inspect such documents can send an email to [cs@worthindia.com](mailto:cs@worthindia.com)

Mr. Alok Jain (DIN:09209326) and their relatives are concerned and interested in the resolution set out at Item No. 7 of the Notice with regard to his re-appointment. None of the other Directors or Key Managerial Personnel of the Company or their respective relatives, except mentioned above, are in any way concerned or interested, financially or otherwise, in the Resolution set out at Item Nos. 7.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act and in terms of Regulation 25(2A) of the Listing Regulations, re-appointment of Mr. Alok Jain (DIN:09209326) as an Independent Director requires approval of Members of the Company by passing a Special Resolution. Accordingly, the Board recommends the Special Resolution at Item No. 7 for approval by the Members.



**Annexure to item no. 2 of the notice**

**(Details as required to be furnished under the Secretarial Standard–2 para 1.2.5 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**Brief profile of the directors seeking re-appointment/change in designation at the ensuing Annual General Meeting as per SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.**

Name of Director	Shri Raminder Singh Chadha	Shri Jayvir Chadha	Shri Alok Jain
DIN	00405932	02397468	09209326
Age	61	35	46
Designation	Managing Director	Whole Time Director	Independent Director
Date of Birth	05.08.1963	11.12.1989	07.08.1978
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	15.04.2010	20.02.2017	21.06.2021
Expertise /Experience in specific functional areas	He is the guiding force behind all the corporate decisions and is responsible for the entire business operations of the Company and he is a promoter of the company.	He is the guiding force behind all the corporate decisions and is responsible for the entire business and marketing operations of the Company and he is a promoter of the company.	Experience more than 16 years in Finance, Banking, Accounting and Audit & Advisory function. Management Consultancy, Internal audit & assurance.
Qualification	He holds Bachelor 's Degree in Science	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 hold Master's Degree in Commerce, He is a qualified Chartered Accountant and a DISA Member. LLB (Bachelor of law-Honors) AICA-Artificial intelligence for Chartered Accountant
Terms and condition of appointment or re appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Proposed to be re-designate as a Whole time Director whose office is liable to retire by rotation. It is proposed to re-designate him as Whole time Director for a period of 3 years for a remuneration of Rs. 5-7 lakhs Per month.	Proposed to be re-designate as a Managing Director whose office is liable to retire by rotation. It is proposed to re-designate him as Managing Director for a period of 3 years for a remuneration of Rs. 5-7 lakhs Per month.	Proposed to be re-appointed for a period of 5 years from 21, June 2026 to 20, June 2031 at an existing remuneration
Number of Meetings of the Board attended during the year	7	7	7
Shareholding in the Company	4921950 shares i.e.31.25%.	5000 shares i.e 0.03%	NIL
Inter se relations with other directors	Husband of Mrs. Amarveer Kaur and Father of Mr. Jayvir Chadha	Son of Mr. Raminder Singh Chadha and Mrs.Amarveer Kaur Chadha, Whole-Time Director.	NIL

Date : 6<sup>th</sup> August, 2025

Place: Indore

Registered Office:

102, Sanskriti Appt. 44, Saket Nagar,  
Indore (M.P.) 452018 India

**By Orders of the Board of Directors  
For, Worth Peripherals Limited  
sd/-**

**CS NIDHI Arjariya  
Company Secretary & Compliance Officer  
ACS 54208**