



Date: 14.10.2020

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 the Minutes of the 24th Annual General Meeting held on 30th September, 2020.

Dear Sir/Madam,

This is with reference to the Regulation 30(2) of SEBI (LODR) Regulations, 2015, we hereby submit the detailed Proceedings/Minutes of the 24th Annual General Meeting of the Company held on Wednesday, 30th September, 2020.

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

Thanking You,
Yours Faithfully,
For, Worth Peripherals Limited



Ayushi Taunk
Company Secretary & Compliance Officer
Encl.: a/a

Worth Peripherals Limited

102, Sanskriti Apartments, 44 Saket Nagar, Indore, M.P. – 452018, India
E-mail: worth@worthindia.com, customercare@worthpack.in
Tel: +91-731-2560267, 2560348 Fax: +91-731-2563425
CIN Number: L67120MP1996PLC010808
Website: www.worthindia.com

HELD AT ON TIME

TIME OF COMMENCEMENT OF MEETING: 4.00 PM

TIME OF CONCLUSION OF MEETING: 4.45 PM

MINUTES OF THE 24th ANNUAL GENERAL MEETING OF THE MEMBERS OF WORTH PERIPHERALS LIMITED (BEING GM / 1-2020-21) HELD ON THE 30TH DAY OF SEPTEMBER, 2020 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 102, SANSKRITI APPT. 44 SAKET NAGAR, INDORE 452018 (M.P.) AT 04.00 P.M.

A.1. PRESENT: DIRECTORS

S. No.	Name	Capacity
1.	Mr. Raminder Singh Chadha	Chairman & Managing Director
2.	Mrs. Amarveer Kaur Chadha	Whole Time Director
3.	Mr. Jayvir Chadha	Whole Time Director
4.	Mr. Dilip Burad	Independent Director and Chairman of Audit & NRC Committee and Stakeholders Relationship committee
5.	Mr. Dilip Kumar Modak	Independent Director

A.2. PRESENT FOR ASSISTANCE:

1. Ms. Ayushi Taunk – Company Secretary
2. Mr. Mahesh Chandra Maheshwari – CFO
3. Mr. Dharendra Mehta –Accounts Head

A.3. PRESENT ON INVITATION:

1. Mr. Anil Khandelwal – Statutory Auditor
2. Mr. Shilpesh Dalal – Secretarial Auditor & Scrutinizer

A.4. The Company Secretary informed that Mrs. Palak Malviya, Independent Director was granted leave of absence as she could not attend the meeting due to unavoidable reasons.

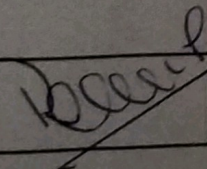
B. As per Article 100 of the Article of Association of the Company, Mr. Raminder Singh Chadha, Chairman of the Company occupied the Chair and welcomed all the directors, members of the company and the invitees for the AGM.

C. The Company Secretary informed that as per the provisions of section 103 of The Companies act, 2013, total 15 (Fifteen) members and 4 (Four Proxy) were present in person in the Annual General Meeting. The chairman ordered to start the formal proceedings of the meeting.

D. The Company Secretary further informed that the Register of Members and Register of director's shareholding were open for inspection by the members present at the meeting till the conclusion of meeting.

E. With the permission of the members the notice calling 24th Annual General Meeting already circulated was taken as read. There was no qualifications, observations, comments adverse remark etc. in the Statutory Auditors Report and Secretarial Auditors Report for Financial Year 2019-20, therefore with the permission of the members the same were taken as read.

CHAIRMAN'S INITIALS



HELD AT ON TIME

F. The Company Secretary further informed the Members that the Company had provided remote e-voting facility to the Members to exercise their right to vote on the business items transacted at the AGM, by electronic means, between Sunday, September 27, 2020 to Tuesday, September 29, 2020 as stated in the Notice of AGM.

G Mr. Raminder Singh Chadha, Chairperson of the Board of Directors of the Company then welcomed the Members who were present at the AGM and Addressed the Gathering. As part of the Chairperson's address, the Chairperson briefed on the challenges faced by the economy in recent times and also provided an update on the Company's performance during FY20 and Q1 FY21 in the current pandemic situation. Additionally, CSR initiatives taken by the Company were also highlighted by the Chairperson.

Further he informed the Members that the Company had taken all feasible efforts under the current Pandemic of Covid-19 to enable Members to participate in the Annual General Meeting. After confirming the requisite quorum was present, the Chairperson called the AGM to order and commenced the proceedings.

H The Company Secretary informed the Members that the Annual Report and the Notice convening the AGM had been sent through electronic mode and also made available on the website of the Company and the website of the Stock Exchanges i.e. National Stock Exchange of India Limited. With the Notice already circulated to all Members, the Notice convening the AGM, the Independent Auditors' Report and the Secretarial Audit Report were taken as read.

I The Company Secretary further informed the Members that those who had not voted through remote e-voting and who participated the AGM could vote through the e-voting process conducted at the AGM.

The Board of Director in their Board Meeting held on 04th September, 2020 has appointed Mr. Shilpesh Dalal, Practicing Company Secretary (PCS) as the Scrutinizer of the Company for scrutinizing the e-voting of this AGM.

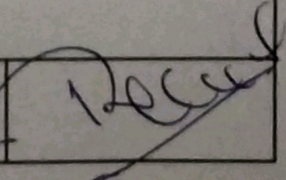
J The Chairperson further informed that the results would be declared within 48 hours from the conclusion of the AGM, based on the scrutinizer's report after taking into consideration the votes cast through remote e-voting and votes cast through e-voting at the AGM and the aforesaid would be displayed on the website of the Company and National Securities Depository Limited (the agency appointed for conducting remote e-voting and e-voting at the AGM) post intimation to the stock exchange.

K The following business items were transacted at the meeting and passed with requisite majority

1 Approval and adoption of Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon.

"RESOLVED THAT the Standalone and Consolidated Financial Statements for the financial year ended 2020 (including Balance-Sheet for the year ended 31st March, 2020 and Statement of Profit and Loss made for the period ending as on that date) and notes annexed therewith on that date along with Independent Auditors' Report on the Financial Statements and Directors' Report be and are hereby approved and adopted.

As per the voting results declared by chairman on 01 October 2020 based on the Scrutinizer's report dated 01 October 2020, the Ordinary Resolution was passed.

CHAIRMAN'S INITIALS	
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HELD AT ON TIME

2 Appointment of Director in place of Smt. Amarveer Kaur Chadha (DIN:00405962), who is liable to retire by rotation and being eligible, offer herself for re-appointment.

"RESOLVED THAT subject to the provisions of section 152(6) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Amarveer Kaur Chadha (DIN:00405962) Whole- Time Director of the Company, who is liable to retire by rotation offered herself for re-appointment, be and is hereby considered by the members of the Company at the Annual General Meeting."

As per the voting results declared by chairman on 01 October 2020 based on the Scrutinizer's report dated 01 October 2020, the Ordinary Resolution was passed.

3 Declaration of Final Dividend for the Financial Year 2019-20.

"RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013 read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Shareholders of the Company do and hereby Declare a dividend of Rs. 1.25 (12.5%) per share out of the current profits of the year on 15751000 Equity shares to those shareholders whose names stand in the register of members as on record date."

"RESOLVED FURTHER THAT the Final Dividend for the Financial Year 2019-20 not be paid to those members who have waived their right to receive the Final Dividend.

"RESOLVED FURTHER THAT Mr. Raminder Singh Chadha (DIN:00405932) Chairman & Managing Director and/or Mr. Jayvir Chadha (DIN:02397468), Whole-Time Director and/or Ms Ayushi Taunk the Company Secretary be and are hereby authorized severally to deposit the dividend amount within 5 days from the date of declaration to a separate bank account opened for that purpose and to comply with any other legal requirement in this regard including taking all necessary steps to ensure remittance of the dividend amount to the shareholders after complying with applicable Tax provisions, if any."

As per the voting results declared by chairman on 01 October 2020 based on the Scrutinizer's report dated 01 October 2020, the Ordinary Resolution was passed.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of Central Government or other Government authority/agency/board, if any, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Raminder Singh Chadha (DIN:00405932) as Managing Director of the Company for a period of 3(Three) Years with effect from 01st June 2020 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3(Three) years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Raminder Singh Chadha."

CHAIRMAN'S
INITIALS

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HELD AT

ON

TIME

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals – statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

As per the voting results declared by chairman on 01 October 2020 based on the Scrutinizer's report dated 01 October 2020, the Ordinary Resolution was passed.

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

"RESOLVED THAT pursuant to the provisions of Sections, 196, 197 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 approve the terms of re-appointment of Smt. Amarveer Kaur Chadha (DIN: 00405962) as a Whole Time Director of the Company, for a period of 3(Three) years with effect from 1st June 2020 as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 11th June 2020, 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 of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Smt. Amarveer Kaur Chadha (DIN: 00405962), 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 of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

As per the voting results declared by chairman on 01 October 2020 based on the Scrutinizer's report dated 01 October 2020, the Ordinary Resolution was passed.

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

"RESOLVED THAT pursuant to the provisions of Sections, 196, 197 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 approve the terms of re-appointment of Shri Jayvir Chadha (DIN: 02397468) as a Whole Time Director of the Company, for a period of 3(Three) years with effect from 1st June 2020 as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 11th June 2020, 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 of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Shri 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 of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

As per the voting results declared by chairman on 01 October 2020 based on the Scrutinizer's report dated 01 October 2020, the Ordinary Resolution was passed.

CHAIRMAN'S
INITIALS

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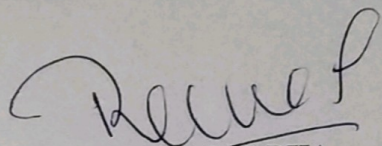
HELD AT ON TIME

M. The Chairperson further informed e-voting facility would remain open for 15 minutes post conclusion of the AGM and requested the Members who had not exercised their votes through the remote e-voting facility, to cast their votes through this e-voting facility.

N. Mr. Jayvir Chadha, Whole-time Director thanked the Members and the AGM was concluded at 4:45 p.m.

O. Thereafter, the voting process was concluded.

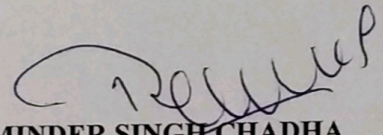
PLACE: Indore
DATE: 14.10.2020



RAMINDER SINGH CHADHA
CHAIRMAN OF THE MEETING
DIN: 00405932

The aforesaid Minutes were recorded and signed in the Minutes Book of the Member's General Meeting on 14.10.2020, at Indore.

PLACE: Indore
DATE: 14.10.2020



RAMINDER SINGH CHADHA
CHAIRMAN OF THE MEETING
DIN: 00405932

CHAIRMAN'S INITIALS	
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