



## WORTH PERIPHERALS LIMITED

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

CIN: L67120MP1996PLC010808

Phone: 0731-2560267, 2560348 Telefax: +91-731-2563425

E-mail: investors@worthindia.com, Website: www.worthindia.com

Date: 23<sup>rd</sup> September, 2022

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

**NSE Symbol: WORTH**

**Series: EQ**

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

Dear Sir/Madam,

We herewith enclosed Voting results of 26<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September, 2022 under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Report of Scrutinizer.

Pursuant to the provisions of the Companies Act, 2013, the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility to the Members of the Company in respect of the resolutions to be passed at the Meeting. The remote e-voting commenced at 9.00 a.m. on Sunday, 18<sup>th</sup> September, 2022 and ended at 5.00 p.m. on Tuesday, 20<sup>th</sup> September, 2022. The facility for voting through e-voting system was made available during the Meeting and post 30 minutes after the conclusion of the meeting for Members who had not cast their vote prior to the Meeting.

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

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

Thanking You,  
Yours Faithfully,

**For, Worth Peripherals Limited**

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

# SHILPESH DALAL & CO.

## PRACTISING COMPANY SECRETARY

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

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

Ph. 0731-4094803 Fax: 0731-2560690

Mob.94250-56686

E-mail : csshilpeshdalal@gmail.com

### **Report of Scrutinizer on E-voting**

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

To,  
Chairman  
Worth Peripherals Limited  
CIN: L67120MP1996PLC010808  
Indore

### **Sub: Consolidated Scrutinizer's Report on e-voting Process (Remote e-voting and e-voting during the 26<sup>th</sup> Annual General Meeting of the Company held on September 21, 2022 through Video Conferencing.**

Dear Sir,

I, Shilpesh Dalal, Practicing Company Secretary, 219, D.M. Tower, 21/1, Dr. R.S. Bhandari Marg, Janjeerwala Square Indore, was appointed as Scrutinizer to scrutinize the remote e-voting and e-voting during the 26<sup>th</sup> Annual General Meeting ('AGM') of Worth Peripherals Limited ('the Company'), carried out pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the Ordinary Business (Item Nos. 1, 2 & 3) and Special Business (Item No. 4, 5 & 6) set forth in the Notice of the 26<sup>th</sup> AGM of the Company held on Wednesday, September 21, 2022 at 01:00 P.M. (IST) through Video Conferencing/ Other Audio Visual Means, in a fair and transparent manner.

As per Ministry of Corporate Affairs General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and Circular No. 02/2022 dated 05<sup>th</sup> May, 2022 (hereinafter collectively called as MCA Circulars) the Company held the 26<sup>th</sup> AGM through VC/OAVC, without the physical presence of Members at a Common venue.





I submit my report as under:

1. In compliance with MCA Circulars and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and 13<sup>th</sup> May, 2022 Notice of the 26<sup>th</sup> AGM along with Annual Report 2021-22 has been sent by the Company only through electronic mode to those Members whose e-mail address were registered with the Depository/the Company's Registrar & Transfer Agent – Bigshare Services Private Limited. The Company had completed their dispatch on August 27, 2022.
2. The cutoff date for e-voting was Wednesday September 14, 2022. Only those Members, whose names appeared in the Register of Members/List of Beneficial Owners as on the Cut-off date were entitled to vote (through remote e-voting & e-voting during the AGM) on the Ordinary Business (Item Nos. 1, 2 & 3) and Special Business (Item No. 4, 5 & 6) set forth in the Notice of 26<sup>th</sup> AGM and their voting rights were in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date.
3. The total paid-up equity share capital of the Company as on the Cut-off date was Rs.15,75,10,000/- divided into 1,57,51,000 equity shares of Rs.10 each, fully paid-up
4. The Company had engaged the services of National Security Depository Limited (NSDL) as the Agency to provide facility for remote e-voting and e-voting during the AGM.
5. The remote e-voting commenced at 09:00 A.M. (IST) on Sunday, September 18, 2022 and ended at 5:00 P.M. (IST) on Tuesday, September 20, 2022.
6. Members who were present in the 26<sup>th</sup> AGM through VC/OAVM and have not casted their votes through remote e-voting were allowed to vote through e-voting during the AGM.
7. After the conclusion of e-voting in the 26<sup>th</sup> AGM, the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of Ms. Marvi Budhwani and Mr. Rakesh Vishwkarma, who were not the employees of the Company.
8. The requisite register has been maintained to record the assent or dissent received, mentioning the particulars of Name, Address, Folio No. DP ID-Client ID of the Members, No. of shares held by them, Nominal value of such shares.

64 (Sixty Four ) Members were present at the 26th AGM through VC as per the Attendance Report generated through NSDL Portal and 52 (Fifty Two) Share Holders participated in e-voting, holding total 1,17,88,126 (One Crore Seventeen Lacs Eighty Eight Thousand One Hundred and Twenty Six) Shares.

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

**Item No. 1-Ordinary Resolution**

To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2022 and Reports of the Board of Directors and Auditors thereon,



(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
52	1,17,88,126	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

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

**Item No. 2- Ordinary Resolution**

To appoint a Director in place of Mr. Jayvir Chadha (DIN:02396478), who is liable to retire by rotation and being eligible, offer himself for re-appointment.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
52	1,17,88,126	100%

(II) Voted against the resolution:

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



(III) Invalid Votes

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

**Item No. 3-Ordinary Resolution**

To declare a Final Dividend for the Financial Year 2021-22.

Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
51	11787475	99.9945%

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
1	651	0.0055

(III) Invalid Votes

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





**Item No. 4 – Special Resolution**

Amendment in Borrowing Power of the Company as per section 180 (1) (c) of the Companies Act, 2013.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
52	11788126	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

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

**Item No. 5 – Special Resolution**

Amendment in Power of the Board for Creation of Charge/Mortgage on the Assets to secure borrowings of the Company as per section 180 (1) (c) of the Companies Act, 2013.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
52	11788126	100%



(II) Voted against the resolution:

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

(III) Invalid Votes

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

#### Item No. 6 – Special Resolution

Amendment in Power of the Board to make investment, give loan, Guarantees and provide securities under section 186 of the Companies Act, 2013.

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
52	11788126	100%

(II) Voted against the resolution:

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

(III) Invalid Votes

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



It is clear from the above voting details that the Ordinary Resolutions (1, 2, & 3) and Special Resolution (4, 5 and 6) have been passed with the requisite majority. Based on this report, the Company may declare the results of the 26<sup>th</sup> AGM.

Thanking you,  
Yours faithfully



Shilpesh Dalal  
Practicing Company Secretary  
FCS: 5316, CP: 4235  
UDIN: F005316D001015732  
Indore  
Date: 22.09.2022



To be counter signed by the Chairman

Date: 22.09.2022

Venue: INDORE





**WORTH PERIPHERALS LIMITED**
**Voting Results**

<b>Date of the AGM/EGM</b>	21.09.2022
<b>Total number of shareholders on record date</b>	6295
<b>No. of shareholders present in the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	5 59

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

<b>1. Resolution required: (Ordinary)</b>			<b>To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2022 and Reports of the Board of Directors and Auditors thereon,</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held</b>	<b>No. of votes polled</b>	<b>% of Polled Votes on outstanding shares</b>	<b>No. of Votes – in favour</b>	<b>No. of Votes – against</b>	<b>% of Votes in favour on votes polled</b>	<b>% of Votes against on votes polled</b>
		<b>(1)</b>	<b>(2)</b>	<b>(3)=[(2)/(1)]* 100</b>	<b>(4)</b>	<b>(5)</b>	<b>(6)=[(4)/(2)]*100</b>	<b>(7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	11690587	11690587	100	11690587	0	100	0
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>	11690587	NA	NA	NA	NA	NA	NA
	<b>Total</b>		11690587	100	11690587	0	100	0
<b>Public- Institutions</b>	<b>E-Voting</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>	Nil	NA	NA	NA	NA	NA	NA
	<b>Total</b>		Nil	Nil	Nil	Nil	Nil	Nil
<b>Public- Non Institutions</b>	<b>E-Voting</b>	4060413	97539	2.40	97539	0	100	0
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>	4060413	NA	NA	NA	NA	NA	NA
	<b>Total</b>		97539	2.40	97539	0	100	0
<b>Total</b>		15751000	11788126	74.84	11788126	0	100	0

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<b>2. Resolution required: (Ordinary)</b>			<b>To appoint a Director in place of Mr. Jayvir Chadha (DIN:02396478), who is liable to retire by rotation and being eligible, offer himself for re-appointment.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held  (1)</b>	<b>No. of votes polled  (2)</b>	<b>% of Votes on Polled outstanding shares  (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour  (4)</b>	<b>No. of Votes – against  (5)</b>	<b>% of Votes in favour on votes polled  (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled  (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	11690587	11690587	100	11690587	0	100	0
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	11690587	11690587	100	11690587	0	100	0
<b>Public- Institutions</b>	<b>E-Voting</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Public- Non Institutions</b>	<b>E-Voting</b>	4060413	97539	2.40	97539	0	100	0
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	4060413	97539	2.40	97539	0	100	0
<b>Total</b>		15751000	11788126	74.84	11788126	0	100	0

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<b>3. Resolution required: (Ordinary)</b>			<b>To declare a Final Dividend for the Financial Year 2021-22.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held  (1)</b>	<b>No. of votes polled  (2)</b>	<b>% of Votes on Polled outstanding shares  (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour  (4)</b>	<b>No. of Votes – against  (5)</b>	<b>% of Votes in favour on votes polled  (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled  (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	11690587	11690587	100	11690587	0	100	0
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>	11690587	NA	NA	NA	NA	NA	NA
	<b>Total</b>		11690587	100	11690587	0	100	0
<b>Public- Institutions</b>	<b>E-Voting</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>	Nil	NA	NA	NA	NA	NA	NA
	<b>Total</b>		Nil	Nil	Nil	Nil	Nil	Nil
<b>Public- Non Institutions</b>	<b>E-Voting</b>	4060413	97539	2.40	96888	651	99.33	0.67
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>	4060413	NA	NA	NA	NA	NA	NA
	<b>Total</b>		97539	2.40	96888	651	99.33	0.67
<b>Total</b>		15751000	11788126	74.84	11691238	651	99.18	0.82

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4. Resolution required: (Special)			Amendment in Borrowing Power of the Company as per section 180 (1) (c) of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes on Polled outstanding shares  (3)=[(2)/(1)]* 100	No. of Votes – in favour  (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11690587	11690587	100	11690587	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	11690587	NA	NA	NA	NA	NA	NA
	Total		11690587	100	11690587	0	100	0
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	NA	NA	NA	NA	NA	NA
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4060413	97539	2.40	97539	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	4060413	NA	NA	NA	NA	NA	NA
	Total		97539	2.40	97539	0	100	0
Total		15751000	11788126	74.84	11788126	0	100	0

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<b>5. Resolution required: (Special)</b>			<b>Amendment in Power of the Board for Creation of Charge/Mortgage on the Assets to secure borrowings of the Company as per section 180 (1) (c) of the Companies Act, 2013.</b>					
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>			No					
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held  (1)</b>	<b>No. of votes polled  (2)</b>	<b>% of Votes on Polled outstanding shares  (3)=[(2)/(1)]* 100</b>	<b>No. of Votes – in favour  (4)</b>	<b>No. of Votes – against  (5)</b>	<b>% of Votes in favour on votes polled  (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled  (7)=[(5)/(2)]*100</b>
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	11690587	11690587	100	11690587	0	100	0
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	11690587	11690587	100	11690587	0	100	0
<b>Public- Institutions</b>	<b>E-Voting</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Public- Non Institutions</b>	<b>E-Voting</b>	4060413	97539	2.40	97539	0	100	0
	<b>Poll</b>		Nil	Nil	Nil	Nil	Nil	Nil
	<b>Postal Ballot (if applicable)</b>		NA	NA	NA	NA	NA	NA
	<b>Total</b>	4060413	97539	2.40	97539	0	100	0
<b>Total</b>		15751000	11788126	74.84	11788126	0	100	0

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6. Resolution required: (Special)			Amendment in Power of the Board to make investment, give loan, Guarantees and provide securities under section 186 of the Companies Act, 2013.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held  (1)	No. of votes polled  (2)	% of Votes on Polled outstanding shares  (3)=[(2)/(1)]* 100	No. of Votes – in favour  (4)	No. of Votes – against  (5)	% of Votes in favour on votes polled  (6)=[(4)/(2)]*100	% of Votes against on votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11690587	11690587	100	11690587	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	11690587	NA	NA	NA	NA	NA	NA
	Total		11690587	100	11690587	0	100	0
Public- Institutions	E-Voting	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	Nil	NA	NA	NA	NA	NA	NA
	Total		Nil	Nil	Nil	Nil	Nil	Nil
Public- Non Institutions	E-Voting	4060413	97539	2.40	97539	0	100	0
	Poll		Nil	Nil	Nil	Nil	Nil	Nil
	Postal Ballot (if applicable)	4060413	NA	NA	NA	NA	NA	NA
	Total		97539	2.40	97539	0	100	0
Total		15751000	11788126	74.84	11788126	0	100	0

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