



Vatsalya Sharma & Company

Practicing Company Secretary

202, Pushpak Apartment, 19/1, South Tukoganj, Indore 452001

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SECRETARIAL COMPLIANCE REPORT OF WORTH PERIPHERALS LIMITED FOR THE YEAR ENDED MARCH 31, 2025

I, Vatsalya Sharma, Proprietor of M/s. Vatsalya Sharma & Company, Practicing Company Secretaries, having office at 202, Pushpak Apartment, 19/1, South Tukoganj, Indore - 452001 have examined the following as under:

- a) all the documents and records made available to us and explanation provided by Worth Peripherals Limited ("the listed entity" / "Company"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not Applicable to the Company during the Review Period);
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011



- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not Applicable to the Company during the Review Period);
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not Applicable to the Company during the Review Period);
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not Applicable to the Company during the Review Period);
- g) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- i) Circulars/ guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,

I hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in Annexure A.
- b) There were no observations were made in previous Annual Secretarial Compliance reports:
- j) I hereby report that, during the review period the compliance status of the listed entity is appended as below

S. No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India	Yes	



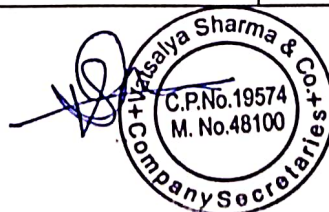
	(ICSI).		
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	
	All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes	
3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website	Yes	
	Timely dissemination of the documents/ information under a separate section on the website	Yes	
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	
4.	Disqualification of Director: None of the Director(s) of the listed entity is/ are disqualified under	Yes	



	Section 164 of Companies Act, 2013 as confirmed by the listed entity.		
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a) Identification of material subsidiary companies	NA	The Listed entity does not have any material subsidiary
	b) Disclosure requirement of material as well as other subsidiaries	Yes	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions or	Yes	



	b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the audit committee.	Yes	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in	Yes	



	the last column.		
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-0 of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of Statutory Auditors from the Company. However, there was a retirement of Statutory Auditors M/s. Khandelwal & Jhaver, Chartered Accountants, Indore (M.P) (Firm Registration Number: 003923C) from the Company, as the firm tenure was completed in 28 th AGM.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI etc. regulation/circular/guidance note	Yes	Please refer details given in Annexure-A.

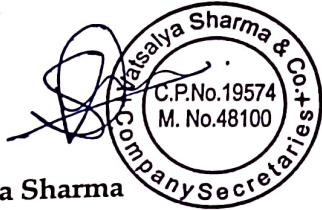
Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Vatsalya Sharma & Company,
Practicing Company Secretaries

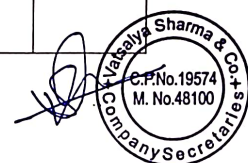


Vatsalya Sharma
Proprietor
C.P. No.: 19574
Membership No.: 48100

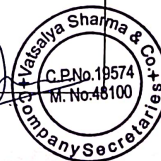
Date: 21/05/2025
Place: Indore
UDIN: A048100G000395788

Annexure: A

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action (Advisor y/ Clarification/ Fine/Show Cause Notice/ Warning , etc.)	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI (LODR) Regulation 2015 - Regulation 29(1)(a)	Regulation 29(1)(a)	Regulation 29(1)(a): Prior Intimation to NSE within two working days in advance (excluding the date of the intimation	NA	Fine	The Company has not given prior intimation of Board meeting dated February 11, 2025 within 2 working days.	Rs. 10000/- along with GST @18%	As per regulation 29(1)(a) the Company needs to give prior Intimation to NSE within two working days in advance (excluding the date of the	There was a misinterpretation by the management of the Company as they have counted Saturday as a working day.	General Misinterpretation by the management of the Company



			and date of the meeting)					intimation and date of the meeting) about the meeting of the board of directors in which financial results viz. quarterly, half yearly, or annual discuss.	Further, the amount imposed by the exchange has been paid by the Company within the respective time.	
			about the meeting of the board of directors in which financial results viz. quarterly, half yearly, or annual discuss.					For the Board Meeting dated February 11, 2025, the Company has give intimation on Friday, February 07, 2025.		
								There was only one working days gap between the		



								date of intimation and date of meeting as the date of the intimation and date of the meeting were excluded for two working days calculation.		
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