

**NOTICE FOR THE 29th ANNUAL GENERAL MEETING**

To,
The Members
Worth Peripherals Limited,

Notice is hereby given that 29th 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: 6th 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**